

明源雲

Stock Code  
0909.HK

MING YUAN CLOUD GROUP HOLDINGS LIMITED

# 明源雲集團控股有限公司

Incorporated in the Cayman Islands with limited liability

## 2025 ANNUAL REPORT



Focusing on Digital Technology Consistently to Promote Industrial Upgrading

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Gao Yu (*Chairman*)  
Mr. Jiang Haiyang (*Chief Executive Officer*)  
Mr. Chen Xiaohui (*Vice President*)

#### Non-executive Director

Mr. Liang Guozhi

#### Independent Non-executive Directors

Mr. Li Hanhui  
Mr. Zhao Liang  
Ms. Wen Hongmei

### AUDIT COMMITTEE

Ms. Wen Hongmei (*Chairperson*)  
Mr. Li Hanhui  
Mr. Zhao Liang

### REMUNERATION COMMITTEE

Mr. Li Hanhui (*Chairperson*)  
Mr. Gao Yu  
Mr. Zhao Liang

### NOMINATION COMMITTEE

Mr. Gao Yu (*Chairperson*)  
Ms. Wen Hongmei  
Mr. Zhao Liang

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

801, Tower A  
Gemdale Viseen Tower  
16 Gaoxin South 10th Road  
Gaoxin Community, Yuehai Subdistrict  
Nanshan District, Shenzhen  
PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, Tower Two  
Times Square, 1 Matheson Street  
Causeway Bay  
Hong Kong

### PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### HONG KONG SHARE REGISTRAR

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

## CORPORATE INFORMATION

### INDEPENDENT AUDITOR

Ernst & Young  
Certified Public Accountants and  
Registered Public Interest Entity Auditor  
27/F, One Taikoo Place  
979 King's Road, Quarry Bay, Hong Kong

### HONG KONG LEGAL ADVISER

Davis Polk & Wardwell  
10th Floor, The Hong Kong Club Building  
3A Chater Road  
Hong Kong

### COMPLIANCE ADVISOR

Maxa Capital Limited (*ceased to act with effect from  
December 2025*)  
Unit 2602, 26/F, Golden Centre  
188 Des Voeux Road Central  
Sheung Wan, Hong Kong

### AUTHORIZED REPRESENTATIVES

Mr. Gao Yu  
Mr. Ye Junwen (*resigned with effect from  
14 July 2025*)  
Ms. Xiao Zhimiao (*appointed with effect from  
14 July 2025, and resigned with effect from  
18 March 2026*)  
Mr. Zou You (*appointed with effect from  
18 March 2026*)

### JOINT COMPANY SECRETARIES

Mr. Ye Junwen (*resigned with effect from  
14 July 2025*)  
Ms. Xiao Zhimiao (*appointed with effect from  
14 July 2025, and resigned with effect from  
18 March 2026*)  
Mr. Zou You (*appointed with effect from  
18 March 2026*)  
Ms. Leung Shui Bing (*resigned with effect from  
18 March 2026*)  
Ms. Li Chiao Ling (*appointed with effect from  
18 March 2026*)

### PRINCIPAL BANKS

China Merchants Bank Co., Ltd.  
Shenzhen Gaoxinyuan Kechuang Sub-Branch  
1/F, Deweisen Building  
High-Tech South 7th Road  
High-Tech District Community  
Nanshan District  
Shenzhen PRC

Bank of China (Hong Kong) Limited  
Bank of China Tower  
1 Garden Road  
Central, Hong Kong

### STOCK CODE

909

### COMPANY WEBSITE

[www.mingyuanyun.com](http://www.mingyuanyun.com)

## FINANCIAL HIGHLIGHTS

	2025	Year ended 31 December			
		2024	2023	2022	2021
		(RMB'000)			
Revenue	<b>1,283,992</b>	1,434,818	1,639,644	1,816,357	2,184,490
Gross profit	<b>1,006,215</b>	1,102,719	1,303,227	1,479,328	1,751,129
Operating loss	<b>(107,996)</b>	(376,283)	(763,220)	(1,265,677)	(626,771)
Profit/(loss) before income tax	<b>24,442</b>	(197,397)	(589,423)	(1,168,666)	(503,554)
Profit/(loss) for the year	<b>30,339</b>	(189,546)	(587,043)	(1,159,212)	(495,918)
Adjusted net profit/(loss)	<b>100,666</b>	(43,964)	(169,721)	(626,954)	307,234

	2025	Year ended 31 December			
		2024	2023	2022	2021
		(RMB'000)			
<b>ASSETS</b>					
Non-current assets	<b>1,558,014</b>	1,334,860	1,108,788	1,013,320	659,098
Current assets	<b>3,551,781</b>	4,113,632	4,743,430	5,170,847	6,313,699
<b>Total assets</b>	<b>5,109,795</b>	5,448,492	5,852,218	6,184,167	6,972,797
<b>LIABILITIES</b>					
Non-current liabilities	<b>29,611</b>	60,963	122,034	208,984	94,170
Current liabilities	<b>728,521</b>	684,643	796,227	880,730	948,451
<b>Total liabilities</b>	<b>758,132</b>	745,606	918,261	1,089,714	1,042,621
<b>EQUITY</b>					
Equity attributable to owners of the Company	<b>4,350,526</b>	4,702,886	4,933,957	5,102,750	5,933,331
Non-controlling interests	<b>1,137</b>	–	–	(8,297)	(3,155)
<b>Total equity</b>	<b>4,351,663</b>	4,702,886	4,933,957	5,094,453	5,930,176
<b>Total equity and liabilities</b>	<b>5,109,795</b>	5,448,492	5,852,218	6,184,167	6,972,797



## FINANCIAL HIGHLIGHTS

### OVERALL FINANCIAL DATA

Revenue was approximately RMB1,284.0 million in 2025, representing a year-on-year decrease of approximately 10.5%.

Total expenses were RMB1,133.2 million in 2025, representing a year-on-year decrease of 23.6%.

Profit for the year was RMB30.3 million in 2025, representing a year-on-year turnaround from loss to profit.

Net cash inflow generated in operating activities was approximately RMB80.6 million, representing a year-on-year turnaround from outflow to inflow.

## CHAIRMAN'S STATEMENT



**Gao Yu**  
*Chairman*

Dear Shareholders,

In 2025, China's real estate industry remained in a phase of profound adjustment, with the overall market size sustained at a relatively low level. However, the decline in core indicators such as sales of commercial housing and newly started area gradually narrowed, indicating signs of a phased bottoming out in the industry. Meanwhile, the global real estate technology market continued to sustain double-digit growth. Artificial intelligence technology is evolving from general-purpose capabilities toward deep industry-specific applications, driving technological changes and value reshaping in marketing, construction, and asset operation within the real estate industry at a faster pace.

Against this industry backdrop, the year 2025 was also a crucial year for Ming Yuan Cloud to continue advancing its strategic adjustments and enhance operational resilience. The Company adhered to a long-term philosophy, prioritized customer value, and continuously drove product innovation and operational optimization. On the one hand, the Company actively promoted

the deep integration of artificial intelligence technology with business scenarios, and successively launched a range of AI products and services in marketing, construction, and asset operation within the real estate industry. These initiatives helped customers improve operational efficiency and management standards, while further enhancing the overall value of the Company's products. On the other hand, the Company continued to advance its internationalisation strategy, accelerated its expansion into overseas markets, developed multiple solutions based on the "AI+IoT+SaaS" product philosophy, gradually implemented these solutions in overseas markets, thereby continuously enhancing its brand influence. Driven by various initiatives, the Company's overall operational resilience was further strengthened, and profitability was restored during the year.

Looking ahead, the Company remains cautiously optimistic about the industry's long-term development. We will continue to focus on our core products and high-quality customer base in the domestic market to achieve steady organic growth; we will continue to increase investment in AI technology innovation to build a dual-engine development model driven by "AI-Native products and AI-Enabled products"; at the same time, we will steadily advance our overseas business expansion, prioritize markets in developed countries and regions, and gradually build a more diversified growth engine. We believe that, against the backdrop of ongoing structural optimization in the industry and deepening technological changes, the Company is well positioned to seize new development opportunities, thereby achieving steady and sustainable growth over the long term.

I am pleased to present our annual report for the year ended 31 December 2025 to the shareholders.



# CHAIRMAN'S STATEMENT

## BUSINESS REVIEW AND OUTLOOK

### I. Industry Status and Trends

#### 1. *The bottoming signal of the domestic market is emerging, and the development of "Quality Housing" and existing real estate operation drive the demand for digitalization*

In 2025, China's real estate market remained in a period of deep adjustment. According to the data from the National Bureau of Statistics, the cumulative sales area of commercial housing in China was 880 million square meters, down by 8.7% year-on-year. The cumulative sales value was RMB8.4 trillion, down by 12.6% year-on-year. The newly started area of houses was 590 million square meters, down by 20.4% year-on-year. The overall indicators were still at a low level, but the decline continued to narrow, indicating that the market was bottoming out.

In terms of policy, at the executive meeting of the State Council convened in June 2025, the need to "take stronger measures to halt the decline and stabilize the real estate market" was clearly stated, and three major tasks of "building a new development model, promoting quality housing development, and thoroughly investigating land and projects" were systematically deployed. At the Central Economic Work Conference convened in December 2025, the goal of "working to stabilize the real estate market" was further emphasized, an implementation path of "city-specific policies to control the number of new real estate projects, reduce housing inventory, and improve supply" was proposed, and high-quality urban renewal was incorporated into the framework for expanding domestic demand. According to the Report on the Work of the Government issued in February 2026, the government will work to stabilize the real estate market. It will introduce city-specific policies to control the number of new real estate projects, reduce housing inventory, and improve supply. It will encourage commodity housing stock to be purchased and used as affordable housing and deepen reform of the housing provident fund system. It will also promote the development of "quality housing", better leverage the role of the white list to ensure timely delivery of housing projects and prevent debt default risks. Based on the above official stance, competent authorities and local governments accelerated the implementation of measures, and systematically deployed around the development of "quality housing" and the optimization of supply structure, driving the transformation of industry's development model.



## CHAIRMAN'S STATEMENT

At the same time, China's real estate industry has entered a new stage of stock-oriented development. The Central Urban Work Conference in July 2025 pointed out that urbanization in China has shifted from a period of rapid growth to a period of stable development, and urban development has transitioned from a stage of incremental expansion to a stage focused on improving the quality and efficiency of existing stock. According to the data from the National Bureau of Statistics, China's urbanization rate of permanent resident population in 2025 was 67.9%, representing a continuous growth over the previous year. According to the data from China Real Estate Information Corporation (CRIC), in 2025, the cumulative transaction area of second-hand housing in 30 key cities in China was approximately 214 million square meters, which was 1.85 times of the transaction area of new homes. The industry is shifting from "development-led" to a balanced approach of "development + operation", with real estate developers putting more emphasis on revitalizing existing assets and upgrading operations.

Driven by the above factors, the demand for quality and efficiency improvement of real estate developers in construction, asset operation and other processes is expected to further increase, opening up greater opportunities for digitalization upgrades and application implementation in related fields.

### **2. *Global real estate technology scale grows steadily, with broad market potential in overseas markets***

Driven by the accelerated penetration of high technology and the continuous evolution of customer demand, the global real estate technology market continues to grow steadily. According to the data from Fortune Business Insights, a globally renowned consulting firm, the global real estate technology market in 2025 reached a size of US\$40.19 billion, of which the North American market accounted for 37.9% of the total market size. It is expected that the global real estate technology market in 2034 will reach a size of US\$104.57 billion, with a CAGR of 11.9%. Cutting-edge technologies such as AI, AR/VR, and IoT are profoundly reshaping industry efficiency. AI can assist in architectural design and intelligent drawing review in the early stage of a project, and automatically generate marketing materials at later stages. AR/VR significantly enhances user experience through virtual property tours and simulated planning, while effectively shortening transaction cycles. IoT drives the evolution of building operations and maintenance from "manual inspections" to "predictive maintenance" by enabling real-time sensing and coordinated control of critical elements like energy consumption, equipment, security, and environment, thereby reducing energy consumption and operating and maintenance costs.



## CHAIRMAN'S STATEMENT

In the markets of developed countries, real estate technology companies are thriving. On the one hand, high labor costs and aging population accelerate the trend of “replacing human labor with technology”. On the other hand, the mature SaaS industry and well-established integration ecosystems in these countries foster strong acceptance and willingness to pay for subscription models among real estate enterprises, providing fertile ground for growth of real estate technology companies.

In this context, the Company will leverage its deep expertise in the domestic real estate digitization field, ride the wave of AI technology, and continuously explore real estate digitization needs in the markets of developed countries to accelerate its overseas business expansion.

### **3. AI enters the stage of industrial reasoning, driving the reshaping of SaaS product value**

In 2025, AI technology accelerated its evolution from “general intelligence” to “industry-specific expertise”. With the successive release of next-generation models such as DeepSeek, Gemini and OpenAI, the threshold for enterprises to deploy privatized models and intelligent agent applications has been significantly lowered, and the industry understanding and complex reasoning capabilities of AI have been continuously improved.

The implementation of AI in the real estate industry has also entered a new stage. According to KPMG's “China's Top 50 Real Estate Technology Companies” 《中國領先不動產科技企業 50》 report, AI applications in global real estate are evolving from “single-point tools” to “full-chain integration”. In the marketing field, AI can synergistically improve the efficiency of customer acquisition, conversion, and operation by providing insights into the preferences and decision-making paths of end customers. In the engineering construction field, intelligent equipment and robots equipped with AI vision are rapidly making their way onto construction sites for quality and safety inspection and construction assistance, helping alleviate labor shortages and enhance management precision. In asset management field, AI can support tenant screening, contract processing and operational analysis, thus boosting the operational efficiency of the entire asset lifecycle while transforming operational data into reusable decision-making capabilities.

In this context, the Company launched AI products in 2025 for multiple scenarios in the real estate industry. In the real estate marketing field, CRM Cloud AI products were launched, with the product matrix covering key aspects of short video marketing. A number of AI modules were also launched in investment management, project development and asset management sectors. These modules performed structured processing and analysis based on customers' data and process assets, assisting enterprises in enhancing operational decision-making efficiency. In the future, the Company will deeply cultivate the needs of the real estate industry and expand to related fields in an orderly manner. It will continue to strengthen the industrial reasoning and execution capabilities of AI to make it more in line with business rules and professional methodologies, so as to further drive the Company's business growth.

# CHAIRMAN'S STATEMENT

## II. Business Review

### 1. Products and Services

We specialize in providing Cloud Services and On-premise Software and Services for major participants in the real estate ecological chain, helping customers to better achieve their strategic goals through digitalization upgrades.

#### 1.1 Cloud Services

Our Cloud Services consist of four product lines, namely Customer Relationship Management SaaS (CRM SaaS), Construction Management SaaS, Property Management & Operation SaaS and Skyline PaaS Platform, which fully cover real estate development, construction, operation, services and other core business areas.

During the Reporting Period, the decline in both sales value and newly started area of commercial housing in China gradually narrowed, with the market showing signs of stabilization and recovery. Driven by this trend, the contract signings across all product lines of Company continued to improve, with the revenue decline narrowed compared to the previous period. The product line of Property Management & Operation SaaS maintained positive growth in both contract signings and revenue, due to the relative robustness of the markets and clients it serves. In 2025, the revenue from Cloud Services was RMB1,082.3 million, representing a year-on-year decrease of 9.4% (same period in 2024: RMB1,195.1 million), accounting for 84.3% of the total revenue.

#### (1) CRM SaaS

The product line of CRM SaaS mainly helps participants along the real estate ecological chain digitalize their marketing business, which can enhance the overall marketing efficiency of customers and reduce marketing expenses. This product line mainly comprises CRM Cloud and other products involving real estate digital marketing sectors.

In 2025, CRM Cloud further improved its AI product matrix and launched the "AI Ad Traffic Allocation (AI投流)" product, which optimized delivery strategies through AI algorithms to help corporate customers reduce investment costs and increase traffic exposure. Combined with its existing core products such as "AI Creative Studio (AI創意工場)", "AI Live Streaming Player (AI直播機)", and "AI Salesman (AI銷售員)", CRM Cloud has built a full-lifecycle short video marketing solution covering from strategy formulation to content creation, communication and reach, and online customer acquisition. This empowers real estate enterprises to increase their Douyin live streaming coverage, gradually establishing live streaming marketing as a standard practice for real estate developers.

## CHAIRMAN'S STATEMENT

In terms of ecological cooperation, CRM Cloud deepened its cooperation with mainstream domestic short video platforms. In March 2025, CRM Cloud signed an in-depth cooperation agreement with Douyin Life Services Real Estate Business, becoming a first-tier agent of Ocean Engine. Together with Douyin SDK and Ocean Engine, CRM Cloud released the 2025 Real Estate Live Streaming Practice White Paper 《二零二五房產直播實踐白皮書》, providing live streaming marketing guidance for real estate enterprises. Simultaneously, it achieved full platform integration with Xiaohongshu, forming a dual-wheel drive of "data intelligence + scenario ecosystem". By establishing an "omnichannel customer acquisition system", CRM Cloud further elevated its industry influence and continued to drive digital marketing transformation across the sector.

In 2025, the terminal contract amount for CRM Cloud AI products was approximately RMB54 million. As of 31 December 2025, AI products had cumulatively covered more than 2,500 real estate sales offices, which have been widely used by leading real estate developers such as Poly Developments, China Resources Land and Longfor Group.

In 2025, the product line of CRM SaaS recorded a total revenue of RMB767.7 million, representing a year-on-year decrease of 10.6% (same period in 2024: RMB858.9 million). In particular, the products of CRM Cloud recorded a total revenue of RMB750.5 million, representing a year-on-year decrease of 7.5% (same period in 2024: RMB811.4 million). During the Reporting Period, the number of property sales offices covered by CRM Cloud products in China was 9,756, representing a year-on-year decrease of 7.6% (same period in 2024: 10,563). During the Reporting Period, the average revenue per unit for CRM Cloud in a single property sales office for the year was RMB77,000, representing a year-on-year increase of 1.3% (same period in 2024: RMB76,000), primarily due to the increase in purchase of AI products of CRM Cloud by customers.

### (2) Construction Management SaaS

The product line of Construction Management SaaS mainly helps residential, industrial and infrastructure real estate developers achieve digitalization management of all processes and scenarios of project construction, achieve efficient management of construction projects in terms of schedule, cost, quality and safety, etc. and enhance the operational efficiency of major upstream and downstream participants through multi-party collaboration to achieve win-win results.



## CHAIRMAN'S STATEMENT

In 2025, against the backdrop of the shrinking demand for real estate project construction in China, the product line focused on state-owned platform companies in high-value scenarios such as cost management, planning and operation, and procurement bidding, as well as safety production, on-site inspections, and treatment of defects in site management of projects, and optimized the business structure through the empowerment of AI technology and customer expansion.

At the product level, the product line launched the “AI Cost Database (AI成本數據庫)” product, which shortened the cleaning time of contract list indicators from one week to 20 minutes and solved the pain points of inconsistent traditional cost data standards and reliance on experience, promoting the transformation from experience-driven to data-driven cost decision-making.

At the customer level, based on the deep development of industrial and infrastructure customers with state-owned enterprises as the core, the Company accelerated the expansion of real industrial customers in the non-real estate industry, and supported the smart construction management of their new production bases and office buildings. In 2025, the Company secured new contracts with several prominent real industrial customers including JD Property and Shanxi Pengfei Group.

In 2025, the decline in the number of newly started residential projects in China narrowed. Coupled with relatively stable growth in domestic infrastructure construction investment, the decline in the revenue from the product line of Construction Management SaaS began to narrow. During the Reporting Period, the product line of Construction Management SaaS recorded a total revenue of RMB110.5 million, representing a year-on-year decrease of 11.0% (same period in 2024: RMB124.2 million). The number of construction sites covered by Construction Management Products in China was 4,635, representing a year-on-year decrease of 11.8% (same period in 2024: 5,257). The average revenue per unit in a single construction site for the year was RMB24,000, remaining largely stable year-on-year (same period in 2024: RMB24,000).



## CHAIRMAN'S STATEMENT

### (3) Property Management & Operation SaaS

The product line of Property Management & Operation SaaS mainly helps holders and operators of existing real estate achieve digital management on their asset and multi-business space operations & services, with products covering business areas of asset management, investment attraction, leasing, space operations, property services, etc., so as to enhance the asset operation efficiency, and promote the value preservation and appreciation of assets.

In 2025, this product line continued to iterate and upgrade around two main lines of “digitization of existing assets” and “AI intelligence” and accelerated customer expansion, becoming a key growth engine for the Company in response to the industry’s transformation from “new real estate development” to “existing real estate operation”.

At the product level, the Company further lowered customer procurement and implementation barriers by optimizing standard interfaces and delivery systems while continuously reducing delivery costs. Simultaneously, the Company introduced AI capabilities to upgrade core functions and enhance the added value of products. In March 2025, this product line launched the “Smart Park 3.0 Integrated Solution of Investment Promotion Management and Operation”. Leveraging AI algorithms to analyze the industry attributes, scale and demand of enterprises, it achieved precise matching and targeted promotion of advantages of housing resources, thereby improving the conversion efficiency of investment promotion leads.

At the customer level, the customer structure extended from leading state-owned platform companies to mid-tier state-owned platform companies, covering vertical sector enterprises such as industrial parks and affordable housing operation companies. As of the end of 2025, 290 state-owned platform companies were equipped with Property Management & Operation SaaS products.

In 2025, the Company accelerated its expansion into mid-tier state-owned platform companies and other customers in vertical real estate sectors. Contract signing achievements gradually materialized in the second half of 2025, driving sustained positive revenue growth. During the Reporting Period, the product line of Property Management & Operation SaaS recorded a total revenue of RMB104.9 million, representing a year-on-year increase of 5.1% (same period in 2024: RMB99.8 million).

## CHAIRMAN'S STATEMENT

### (4) Skyline PaaS Platform

Since Skyline PaaS Platform was launched in 2020, it has been focusing on developing five major independent capacities of “aPaaS Capacity, iPaaS Capacity, bpmPaaS Capacity, DaaS Capacity and Technology Innovation”. Based on the openness and scalability of the technology platform, it supports the rapid development and integration of all products from Ming Yuan Cloud and ecological applications from third parties, so as to ensure the stable operation of the Company's core business.

At the international level, in 2025, Skyline PaaS Platform continued to enhance its international architecture, and added language packs for Japanese and Traditional Chinese on top of Simplified Chinese and English, further enhancing overseas delivery and localized operational efficiency. On the AI technology front, Skyline AI development platform further consolidated real estate industry knowledge, rules, and documentation assets, and integrated leading domestic and international models such as Claude, GLM, Tongyi, and DeepSeek to support enterprise-level Agentic Workflow task orchestration and autonomous planning. Through RAG and context engineering, it significantly enhanced the accuracy and usability of Agent in complex business scenarios. Currently, the platform has deployed multiple enterprise-level “digital employees” across critical processes such as procurement and tendering and leasing, effectively boosting operational efficiency and service quality.

In 2025, the decline in sales and new construction starts in China's residential market began to narrow, and the number of existing residential developer customers served by Skyline PaaS Platform gradually stabilized, which significantly narrowed the decline in revenue from this product line. In 2025, the product line of Skyline PaaS Platform recorded a total revenue of RMB99.3 million, representing a year-on-year decrease of 11.6% (same period in 2024: RMB112.3 million).

### 1.2 *On-premise Software and Services*

Our on-premise ERP software and services mainly provide residential property developers with real estate products covering sales, cost, procurement, planning, expenses and budgeting. Apart from the sales of software licensing, we also offer related implementation services, product support services and value-added services.



## CHAIRMAN'S STATEMENT

In 2025, the sales of product licenses and contract amount of delivery contracts of new customers for this product line declined year-on-year. However, the contract amount of product support services and special value-added services for existing customers basically remained stable, its proportion in this product line's contract structure continuing to increase. Collectively, these factors significantly narrowed the decline in revenue from this product line. In 2025, the revenue from On-premise Software and Services was RMB201.6 million, representing a year-on-year decrease of 15.9% (same period in 2024: RMB239.7 million).

### 1.3 Overseas Operations

In 2025, the Company accelerated its planning for overseas operations, and further refined its global talent, brand (Mytepro), marketing, and operations system. During the Reporting Period, overseas product contract amount exceeded RMB30 million, with the Company's reputation in overseas markets continuing to grow.

From the market aspect, the Company has set up localized teams in Southeast Asia, Japan, Hong Kong (China), and the Middle East through its expansion model of "mergers and acquisitions + localized operations", and has actively developed deep collaborations with multiple well-known local software integrators, consulting companies, and other channel partners. In August 2025, the Company acquired ASIOT, a Japanese real estate technology company. Its smart meter reading product "A Smart" holds strong competitive advantages in the Japanese market and is highly recognized by many customers in the Japanese real estate industry, demonstrating significant future growth potential.

At the brand level, the Company actively participated in international industry exhibitions such as Hong Kong's InnoEX, Saudi Arabia's Cityscape Global, Sydney's FconTech, Singapore's BexAsia, and Dubai's Gitex Global, in order to showcase the Company's "AI+IoT+SaaS" product philosophy and enhance its international brand influence.

At the product level, based on the "AI+IoT+SaaS" product philosophy and fully leveraging the advantages of China's manufacturing industry and supply chain, the Company developed multiple "low-cost, high-performance" SaaS products to directly address pain points in the overseas real estate technology market. The Company's current overseas standardized products include smart meter reading product "A Smart" for real estate asset management, VR product "AI Virtual Tour" for real estate marketing, and safety and labor management platform product "Linkforce" for real estate construction.



## CHAIRMAN'S STATEMENT

### 2. *Management and Operation*

In 2025, the Company continued to implement cost reduction and efficiency improvement in line with lean operations, and particularly strengthened the scaled application of AI tools to enhance organizational efficiency and operational resilience. In terms of customer service, the Company's self-developed AI customer service can independently answer product inquiries from customers, currently achieving an accumulated accuracy rate of up to 89% for answering inquiries. AI customer service handled 35% of all resolved support tickets in a closed-loop process, significantly improving response efficiency of customer service and reducing manual workload. In terms of R&D, the Company leveraged Skyline AI development platform to provide R&D personnel with auxiliary programming and testing capabilities. This approach ensured R&D quality and delivery stability while effectively reducing resource investment and boosting development efficiency. Driven by these initiatives, the Company achieved reductions in overall costs and expenses to varying degrees during the Reporting Period.

In 2025, the Company's selling and marketing expenses were approximately RMB591.4 million, representing a year-on-year decrease of 21.9% (same period in 2024: RMB757.7 million). Our general and administrative expenses were approximately RMB166.9 million, representing a year-on-year decrease of 31.6% (same period in 2024: RMB244.0 million). Our research and development expenses were approximately RMB374.9 million, representing a year-on-year decrease of 22.2% (same period in 2024: RMB482.1 million). The Company's per capita output for the year was RMB718,000, representing a year-on-year increase of 12.4% (same period in 2024: RMB639,000).



## CHAIRMAN'S STATEMENT

### III. BUSINESS OUTLOOK

The year 2025 is a pivotal year for the Company to achieve business recovery. By optimizing customer structure and continuously reducing costs while improving efficiency, the Company effectively mitigated external market risks and returned to profitability that year. Looking ahead to 2026, the Company will adjust its customer structure while ensuring business profitability, increase investments in AI and overseas markets, and drive a new round of business growth. In 2026, the Company will implement the following strategies:

#### 1. *Strategic focus in domestic market to achieve sustained profit growth*

The Company will adhere to the strategy of “focusing on core products and cultivating high-quality customer groups” in the domestic market to ensure sustained profit growth. Specific development strategies for each product line are as follows:

Product line of CRM SaaS: Positioning “CRM Cloud AI products” as a new growth engine, the Company will accelerate collaborations with mainstream domestic short-video platforms and their ecosystem partners, and enhance closed-loop capabilities spanning content creation, lead generation, and conversion follow-up to boost penetration and repurchase rates of “CRM Cloud AI products” among real estate developer customer groups. Leveraging reusable capabilities, the Company will continuously refine standardized components and enhance scenario-based optimization, and explore opportunities with non-real estate customers such as automotive industries to cultivate new growth drivers.

Product line of Construction Management SaaS: Focusing on state-owned platform company customer groups, the Company will deliver targeted solutions addressing core engineering management pain points such as planning, cost, and safety to enhance delivery efficiency and project management transparency. The Company will identify real industrial customers with project construction needs, and leverage flagship project development, joint marketing initiatives, and case dissemination to continuously strengthen its brand influence in the digital project construction.

Product line of Property Management & Operation SaaS: The Company will accelerate coverage of mid-tier state-owned platform company customer groups, and develop more actionable product portfolios centered on the cycle of “asset revitalization – tenant acquisition and leasing – lease management and property operations – business analysis”. Leveraging AI efficiency tools such as automated reporting and lease extraction, combined with ecosystem integration and standardized interfaces, the Company aims to reduce delivery and integration costs while enhancing scalable replication capabilities and overall competitiveness of products.



## CHAIRMAN'S STATEMENT

### **2. *Increasing investment in overseas markets and focusing on developed regions***

The Company will continue to increase its investment in overseas operations, with a focus on developed countries and regions. Centering on core business scenarios such as real estate marketing and asset management, the Company will provide integrated “AI+IoT+SaaS” product and service solutions to steadily advance the scaled development of its overseas operations.

**Japan market:** The Company will further enhance localized organizational capabilities and delivery systems, continuously strengthen channel and ecosystem development for “A Smart” product, deepen collaborations with leading Japanese system integrators and software distributors, elevate brand influence and market coverage efficiency, and drive penetration and replication among mainstream customer groups. Concurrently, the Company will advance the promotion and implementation of “A Smart” product in developed markets including Hong Kong, Singapore, and Australia.

**Southeast Asia, Australia, and Middle East markets:** The Company will continue advancing the market coverage and commercialization of its real estate marketing VR product “AI Virtual Tour”. On the basis of consolidating established market foundations in Singapore, Malaysia, and Indonesia, the Company will accelerate expansion into markets such as Australia, the Middle East, Thailand, and Vietnam through ecosystem partnerships, and actively explore opportunities for the application and implementation of CRM Cloud AI products such as “AI Salesman (AI銷售員)” and “AI Live Streaming Player (AI直播機)” in overseas markets, taking into account the needs of local customers.

**Hong Kong market:** The Company positions this market as a key product incubation base for overseas developed markets. Building on existing customer partnerships, the Company will accelerate the scenario refinement and maturity improvement of asset management-related products, and actively expand flagship customers and demonstration projects in Hong Kong’s local real estate sector, so as to lay the product and case foundation for subsequent entry into the markets of other developed countries and regions.

**Other markets:** The Company will continue to monitor development opportunities in North America and Europe, and when conditions are favourable, will strategically enter these markets through a combination of establishing local teams, developing ecosystem partnerships, and pursuing investment and mergers and acquisitions.

After nearly two years of overseas market exploration and investment, the Company’s multiple product lines have demonstrated their suitability and growth potential in overseas markets. The Company has also established local teams in Japan, Hong Kong, Singapore, Malaysia, Indonesia, and Saudi Arabia. Looking ahead, the Company’s overseas operations are poised to enter a 3-to-5-year accelerated growth phase.



## CHAIRMAN'S STATEMENT

### **3. *Building an AI "Native + Enabled" model to unlock business growth potential***

The Company will adopt a "dual-engine" AI strategy to drive the synergistic implementation of AI capabilities in both product innovation and existing product upgrades.

On one hand, "AI-Native" products will serve as growth engines. Leveraging the Company's accumulated industry knowledge and proprietary data from long-term service in the real estate sector, these products will target high-value scenarios such as marketing, cost-driven tendering and procurement, and asset operations. More independently priced and sold Agent products will be launched to automate and standardize customers' core workflows, creating replicable pathways for scalable growth.

On the other hand, "AI-Enabled" products will serve as the foundation. By integrating universal capabilities such as intelligent summarization and retrieval, document and report generation, and risk identification and alerts into existing products, the Company will gradually embed these as standard features across modules, directly enhancing frontline personnel efficiency. For commercialization, the Company will explore implementation models like "upgrade packages + usage quotas" tailored to customer scenarios, enhancing renewal rates and average revenue per unit.

In terms of delivery and compliance, the Company will support multiple mainstream large models, prioritizing rapid API-based deployment while offering private deployment to meet leading customers' data isolation and security compliance requirements. The Company will continuously optimize the effectiveness and computational cost of the real estate industry knowledge base to ensure controllability, stability, and scalable delivery capabilities of related products and solutions. The Company will persistently build differentiated advantages through industry data and business process accumulation, prioritizing the creation of benchmark cases demonstrating quantifiable cost reduction, efficiency improvement, and risk control. Based on these, the Company aims to achieve replication, promotion, and scaled growth.

## CHAIRMAN'S STATEMENT

### APPRECIATION

On behalf of the Board, I would like to express sincere gratitude to the investors for their trust and support to Ming Yuan Cloud. I would like to express gratitude to our valued customers for their continued support during the challenging period for the industry, and to our partners for their long-term collaboration and assistance. I also express gratitude to all employees for their steadfast commitment and dedication in a complex environment as it is their professionalism, resilience, and spirit of innovation that empower the Company to maintain momentum throughout the industry cycle. Looking ahead, we will continue to adhere to a long-term philosophy and work collaboratively with all partners to seize new development opportunities, consistently creating long-term value for our investors.

**Gao Yu**

*Chairman*

18 March 2026

# 明源雲

Become the Most Trustworthy Partner in the Digitalization of the Real Estate Value Chain



## MANAGEMENT DISCUSSION AND ANALYSIS

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Revenue	1,283,992	1,434,818
Cost of sales	(277,777)	(332,099)
<b>Gross profit</b>	<b>1,006,215</b>	<b>1,102,719</b>
Selling and marketing expenses	(591,417)	(757,712)
General and administrative expenses	(166,882)	(244,033)
Research and development expenses	(374,877)	(482,050)
Net impairment losses on financial assets and contract assets	(31,856)	(44,849)
Other income	84,644	85,198
Other losses, net	(33,823)	(35,556)
<b>Operating loss</b>	<b>(107,996)</b>	<b>(376,283)</b>
Finance income	135,576	183,713
Finance costs	(2,760)	(4,418)
Finance income, net	132,816	179,295
Share of losses of investments accounted for using the equity method	(378)	(409)
<b>Profit/(loss) before income tax</b>	<b>24,442</b>	<b>(197,397)</b>
Income tax credit	5,897	7,851
<b>Profit/(loss) for the year</b>	<b>30,339</b>	<b>(189,546)</b>
<b>Profit/(loss) attributable to:</b>		
Owners of the Company	30,569	(189,546)
Non-controlling interests	(230)	–
	<b>30,339</b>	<b>(189,546)</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Revenue

During the Reporting Period, our total revenue was RMB1,284.0 million, representing a year-on-year decrease of 10.5% (same period in 2024: RMB1,434.8 million). The following table sets forth a breakdown of our revenue by business segment for the years indicated.

	Year ended 31 December		
	2025 RMB	2024 RMB	Change %
	<i>(RMB in thousand, except percentage)</i>		
<b>Cloud Services</b>	<b>1,082,344</b>	1,195,093	(9.4)
– CRM SaaS	<b>767,727</b>	858,912	(10.6)
– Construction Management SaaS	<b>110,474</b>	124,161	(11.0)
– Property Management & Operation SaaS	<b>104,850</b>	99,751	5.1
– Skyline PaaS Platform	<b>99,293</b>	112,269	(11.6)
<b>On-premise Software and Services</b>	<b>201,648</b>	239,725	(15.9)
Total	<b>1,283,992</b>	1,434,818	(10.5)

During the Reporting Period, the revenue from Cloud Services was RMB1,082.3 million, representing a year-on-year decrease of 9.4%, accounting for 84.3% of the total revenue (same period in 2024: 83.3%). The decrease in the revenue from Cloud Services was mainly due to the decrease in deferred revenue arising from the year-on-year decline in the number of contracts signed. However, with improvements in new construction projects and sales in the real estate market, the pressure on customer spending budget eased, and the decline trend in contract signings across cloud service products moderated compared to the previous period, driving the decline rate of the revenue from Cloud Services to improve by 1.3 percentage points over the last year-on-year comparing cycle. Among which, the revenue from Property Management & Operation SaaS maintained growth due to relatively stable customers. During the Reporting Period, the revenue from Property Management & Operation SaaS was RMB104.9 million, representing a year-on-year increase of 5.1%.



## MANAGEMENT DISCUSSION AND ANALYSIS

The revenue from On-premise Software and Services was RMB201.6 million, representing a year-on-year decrease of 15.9%. It was mainly affected by the reduction in the scale of new projects in the residential market, resulting in the decrease in the sales of product licenses and contract amount of new delivery contracts. However, benefiting from the necessary demands for product support and value-added services from existing customers, the decline in revenue from this segment was partially mitigated, while its share of total revenue continued to increase, driving a significant narrowing in the overall revenue decline as compared to the same period last year.

### Gross Profit

During the Reporting Period, the Group's overall gross profit was RMB1,006.2 million, representing a year-on-year decrease of 8.8% (same period in 2024: RMB1,102.7 million). Our overall gross profit margin was 78.4%, representing a year-on-year increase of 1.5% (same period in 2024: 76.9%). The increase in gross profit margin was mainly attributable to the Company's proactive implementation of lean management, which enabled effective cost control and further optimization of our cost structure.

### Selling and Marketing Expenses

During the Reporting Period, our selling and marketing expenses were RMB591.4 million, representing a year-on-year decrease of 21.9% (same period in 2024: RMB757.7 million). Our selling and marketing expenses after excluding the share-based compensation were RMB567.8 million, representing a year-on-year decrease of 22.9% (same period in 2024: RMB736.6 million).

### General and Administrative Expenses

During the Reporting Period, our general and administrative expenses were RMB166.9 million, representing a year-on-year decrease of 31.6% (same period in 2024: RMB244.0 million). Our general and administrative expenses after excluding the share-based compensation were RMB135.3 million, basically remaining unchanged year-on-year (same period in 2024: RMB135.0 million).



## MANAGEMENT DISCUSSION AND ANALYSIS

### Research and Development Expenses

During the Reporting Period, our research and development expenses were RMB374.9 million, representing a year-on-year decrease of 22.2% (same period in 2024: RMB482.1 million). Our research and development expenses after excluding the share-based compensation were RMB359.7 million, representing a year-on-year decrease of 22.9% (same period in 2024: RMB466.5 million).

### Net Impairment Losses on Financial Assets and Contract Assets

During the Reporting Period, our net impairment losses were RMB31.9 million, representing a year-on-year decrease of 28.8% (same period in 2024: RMB44.8 million).

### Other Income

During the Reporting Period, our other income was RMB84.6 million, representing a year-on-year decrease of 0.7% (same period in 2024: RMB85.2 million).

### Other Losses, Net

During the Reporting Period, our other loss, net amounted to RMB33.8 million, representing a year-on-year decrease of 5.1% (net losses for the same period in 2024: RMB35.6 million), mainly due to exchange rate fluctuations, resulting in foreign exchange gains on the foreign currency assets held by the Company. During the Reporting Period, our foreign exchange gains amounted to RMB1.6 million (foreign exchange losses for the same period in 2024: RMB18.4 million).

### Operating Loss

During the Reporting Period, our operating loss amounted to RMB108.0 million, representing a year-on-year decrease of 71.3% (operating loss for the same period in 2024: RMB376.3 million).



## MANAGEMENT DISCUSSION AND ANALYSIS

### Finance Income

During the Reporting Period, our finance income amounted to RMB135.6 million, representing a year-on-year decrease of 26.2% (same period in 2024: RMB183.7 million), primarily due to a decrease in interest income from bank deposits.

### Finance Costs

During the Reporting Period, our finance costs amounted to RMB2.8 million, representing a year-on-year decrease of 36.4% (same period in 2024: RMB4.4 million).

### Profit/(Loss) Before Income Tax

As a result of the foregoing, we had a profit before income tax of RMB24.4 million for the year ended 31 December 2025, representing a year-on-year turnaround from loss to profit (loss before income tax for the same period in 2024: RMB197.4 million).

### Income Tax Credit

During the Reporting Period, our income tax credit amounted to RMB5.9 million, representing a year-on-year decrease of 25.3% (income tax credit for the same period in 2024: RMB7.9 million).

### Profit/(Loss) for the Year

As a result of the foregoing, during the Reporting Period, we recorded a profit for the year of approximately RMB30.3 million, representing a year-on-year increase of RMB219.8 million and achieved a turnaround from loss to profit (loss for the same period in 2024: RMB189.5 million).

# MANAGEMENT DISCUSSION AND ANALYSIS

## Non-IFRS Measures

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

## Adjusted net profit/(loss)

We define adjusted net profit/(loss) as net profit/(loss) for the year adjusted by adding back share-based compensation expenses and goodwill impairment.

The following table reconciles our adjusted net profit/(loss) for the year presented to the most directly comparable financial measure calculated and presented in accordance with IFRS, which is net profit/(loss) for the year.

	Year ended 31 December		Change %
	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>	
Reconciliation of net profit and adjusted net profit/(loss)			
<b>Net profit/(loss) for the year</b>	<b>30,339</b>	(189,546)	(116.0)
Share-based compensation expenses	<b>70,327</b>	145,582	(51.7)
<b>Adjusted net profit/(loss)</b>	<b>100,666</b>	(43,964)	(329.0)



## MANAGEMENT DISCUSSION AND ANALYSIS

### Liquidity and Capital Resources

We have historically funded our cash requirements principally from cash generated from our business operations and shareholder equity contributions. To manage the liquidity risk, we monitor and maintain a level of cash and cash equivalents deemed adequate by our senior management to finance our operations and mitigate the effects of fluctuations in cash flows.

#### ***Cash and Cash Equivalents and Term Deposits***

As at 31 December 2025, cash and cash equivalents and term deposits of the Group totaled to approximately RMB3,533.9 million (31 December 2024: RMB4,042.4 million). Most of the cash and cash equivalents of the Group were denominated in RMB, while the term deposits were denominated in RMB and USD.

#### ***Current Ratio***

As at 31 December 2025, net current assets of the Group were approximately RMB2,823.3 million (31 December 2024: RMB3,429.0 million). As at 31 December 2025, the current ratio of current assets to current liabilities was approximately 4.88, down from 6.01 as at 31 December 2024.

### Capital Management and Gearing Ratio

In order to maintain or adjust the capital structure, we may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt. We monitor capital on basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as current liabilities, which are short-term borrowings, long-term borrowings due within one year and lease liabilities, less cash and cash equivalents, restricted cash, term deposits and liquid investments which are investments in wealth management products and investments in debt instruments included in financial assets at fair value through profit or loss. Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debts. As at 31 December 2025 and 2024, the Group has a net cash position.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Capital Commitments

As at 31 December 2025, our capital commitments with respect to assets under construction were approximately RMB0.3 million (31 December 2024: nil).

### Contingent Liabilities

As at 31 December 2025, we did not have any material contingent liabilities.

### Foreign Exchange Risk Management

The Company's functional currency is HK dollars, but some of its assets are denominated in US dollars and fluctuations in HK dollars against such currencies expose us to foreign exchange risk. During the Reporting Period, we did not adopt any long-term contracts, currency borrowings or other means to hedge our foreign currency exposure. However, management of our Group will monitor foreign exchange risks, and hedge the major foreign currency risks when necessary.

### Credit Risk

For cash and cash equivalents and restricted cash, management of the Group manages the credit risk by placing most of the deposits in state-owned financial institutions in the PRC or reputable banks and financial institutions having high-credit-quality in the PRC and Hong Kong.

For term deposits, our management places the deposits in banks through a reputable financial institution with acceptable credit rating.

For trade receivables and contract assets, the Group has policies in place to ensure that sale of product and service are made to customers with an appropriate credit history. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group's management divides customers into different categories based on their financial position, the availability of guarantees from third parties, past experience and other factors, and reviews regularly the recoverable amount of each individual receivable to ensure that adequate allowances for impairment losses are made for irrecoverable amounts. The debtors mainly provide buildings as collateral to the Group's trade receivables and contract assets. The credit periods granted to customers in different categories range from 0 to 90 days.



## MANAGEMENT DISCUSSION AND ANALYSIS

For other receivables, the Group assesses the nature of the financial assets and the financial condition of the counterparties. Management has closely monitored the credit qualities and the collectability of these financial assets.

The carrying amounts of cash and cash equivalents, restricted cash, term deposits, trade and other receivables and contract assets represent the Group's maximum exposure to credit risk in relation to the assets.

### Fund and Working Capital Management

Our funds and liquidity management are centrally carried out by our finance department. Our finance department is generally responsible for overall management and implementation of funds, including formulating the capital management policy for our Group, guiding, coordinating and standardizing the fund management of regional companies, making annual funding plans, reviewing and summarizing annual capital budget, overseeing and assessing fund management of each regional company. We have also adopted sophisticated fund management policies and implemented a set of rules and guidelines on fund management to enhance the effectiveness and efficiency of fund management, thereby ensuring our financial security and reducing cost of capital.

To manage our idle cash on hand, we purchase and redeem wealth management products using them as our "cash pool" from which we could readily access cash as needed and generate higher yield than bank deposits. The underlying financial assets of the wealth management products in which we invested primarily consist of the low-risk wealth management products issued by financial institutions. The amount of the purchase will be determined based on our surplus funds. We consistently comply with our treasury policy during the procedures of purchasing the wealth management products and managing the relevant departments, as well as in conducting business, accounting and filing.

We are committed to safeguarding overall financial security and maintaining strong cash position and a healthy debt profile with strong repayment ability. By adopting a full, reasonable and professional assessment mechanism, preparing annual and monthly funding plans, we have established prudent fund management principle, which allows us to efficiently manage market risks.



## MANAGEMENT DISCUSSION AND ANALYSIS

For budget management, we have established a monthly, quarterly and annual budget management system, and then seek approval from our head of budget management committee. The capital budget plans should be made based on the Group's business plans, project schedules and contractual payment terms to ensure that the plan accurately matches the actual business needs.

### **Pledge of Assets**

As at 31 December 2025, we did not pledge any of our assets.

### **Material Acquisitions, Disposals and Significant Investments**

As at 31 December 2025, we did not hold any significant investments.

### ***Investment Policy and Objectives***

The financial assets in which we invested mainly include low-risk wealth management products. The purpose of such investments is to efficiently utilize short-term idle funds to enhance overall capital returns, while ensuring liquidity and the safety of the principal. The Company does not participate in investments in high-risk or high-leverage financial products, nor does it engage in any speculative transactions.

### ***Risk Management and Control Measures***

The Company has established internal investment management policies and clearly defined risk limits, including but not limited to the investment cap for a single product, restrictions on product duration, and minimum credit rating requirements (e.g., issuers must be licensed financial institutions with a credit rating no lower than investment grade). To control counterparty risk, the Company only selects reputable financial institutions with stable financial positions as counterparties. Furthermore, the Company closely monitors the liquidity of investment products to ensure that maturity dates align with cash flow requirements, thereby avoiding any impact on daily working capital.



## MANAGEMENT DISCUSSION AND ANALYSIS

### ***Approval and Supervision Mechanisms***

All investments in wealth management products must be submitted to the Board or authorized management for approval. The Board is responsible for formulating the overall investment policy and periodically reviewing the performance and compliance of the investment portfolio. Should any significant investments be proposed in the future, the Board or its designated investment committee will conduct pre-assessments, approvals, and continuous monitoring to ensure compliance with the Listing Rules and internal risk management requirements.

During the year ended 31 December 2025, there were no material acquisitions or disposals of subsidiaries, associates or joint ventures.

### **Future Plans for Material Investments and Capital Assets**

During the year ended and as of 31 December 2025, the Group did not have plans for material investments and capital assets.

### **Subsequent Event**

Since 31 December 2025 and up to the date of this report, there were no other significant events affecting the Group.

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

#### Executive Directors



**Mr. Gao Yu (高宇) (“Mr. Gao”)**, aged 56, was appointed as our Director on 3 July 2019, and re-designated as our executive Director on 12 June 2020. Mr. Gao was also appointed as the Chairman of our Board on 12 June 2020. Mr. Gao co-founded our Group in November 2003. He is responsible for the overall strategic planning and business direction of our Group and management of our Company.

Mr. Gao received a bachelor’s degree in trade economy from Renmin University of China (中國人民大學) in July 1991.

Mr. Gao currently holds directorships in the following principal subsidiaries of our Group: Ming Yuan Cloud Technology, MEHO Media, Ming Yuan Cloud Client and Ming Yuan Cloud Space.



**Mr. Jiang Haiyang (姜海洋) (“Mr. Jiang”)**, aged 55, was appointed as our Director on 31 March 2020, and re-designated as our executive Director on 12 June 2020. Mr. Jiang was also appointed as our Chief Executive Officer on 12 June 2020. Mr. Jiang co-founded our Group in November 2003. He is responsible for the Board’s work related to the operation and management of our Company.

Mr. Jiang received a bachelor’s degree in management operating system from Tianjin University of Business (天津商學院) in July 1993.

Mr. Jiang currently holds directorships in the following principal subsidiaries of our Group: Ming Yuan Cloud Technology, MEHO Media, Ming Yuan Cloud Space and Shenzhen Mingyuan Cloud Chain Internet Technology Limited.

## DIRECTORS AND SENIOR MANAGEMENT



**Mr. Chen Xiaohui (陳曉暉) (“Mr. Chen”)**, aged 55, was appointed as our Director on 31 March 2020, and re-designated as our executive Director on 12 June 2020. Mr. Chen was also appointed as our Vice President on 12 June 2020. Mr. Chen co-founded our Group in November 2003. He is responsible for the Board’s work related to the operation and management of our Company and overseeing the research and development of our Group’s products.

Mr. Chen received a bachelor’s degree in radio communication from Xi’an Jiaotong University (西安交通大學) in July 1992 and a master’s degree in business administration from China Europe International Business School (中歐國際工商學院) in August 2014.

Mr. Chen currently holds directorships in the following principal subsidiaries of our Group: Ming Yuan Cloud Technology, MEHO Media and Ming Yuan Cloud Space.

### Non-executive Director



**Mr. Liang Guozhi (梁國智) (“Mr. Liang”)**, aged 53, was appointed as our Director on 31 March 2020, and re-designated as our non-executive Director on 12 June 2020. Mr. Liang has acted as vice president in Shenzhen Dacheng Caizhi Venture Capital Management Co., Ltd. (深圳市達晨財智創業投資管理有限公司) since November 2008. Mr. Liang has also served as a non-executive director in Guangdong HybriBio Biotech Co., Ltd. (廣東凱普生物科技股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300639), from November 2013 to September 2019. Since 14 November 2022, Mr. Liang has been serving as a non-executive director in Shenzhen H&T Intelligent Control Co., Ltd. (深圳和而泰智能控制股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002402).

Mr. Liang received a bachelor’s degree in international finance and a master’s degree in technical economy from School of Economics and Management, Tsinghua University (清華大學經濟管理學院) in July 1996 and June 1998, respectively.

## DIRECTORS AND SENIOR MANAGEMENT

### Independent Non-executive Directors



**Mr. Li Hanhui (李漢輝) (“Mr. Li”)**, aged 49, was appointed as our independent non-executive Director on 4 September 2020. Mr. Li acted as marketing director in Guangdong Huanbohai Real Estate Development Co., Ltd. (廣東環渤海房地產開發有限公司) from July 2005 to February 2007; secretary of the board of directors, director and deputy general manager in Shenzhen Kete Technology Co., Ltd. (深圳市科特科技股份有限公司) from January 2008 to March 2015; secretary of the board of directors in AVIT Ltd. (深圳市佳創視訊技術股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300264), from July 2015 to September 2018; fund manager in Shenzhen Linfeng Investment Management Co., Ltd. (深圳麟烽投資管理有限公司) from October 2018 to July 2019; and managing director in Shenzhen Gentai Investment Management Co., Ltd. (深圳互泰投資管理有限公司) from August 2019 to June 2021; and executive director and general manager in Gongqingcheng Tairan Private Fund Management Co., Ltd. (共青城泰然私募基金管理有限公司) since July 2021.

Mr. Li received a bachelor’s degree in law from South China University of Technology (華南理工大學) through the completion of the administration program for Upgrade of Junior College Students to Undergraduate Students (專升本) in September 2004.

Mr. Li has been admitted as a member of the Institute of Public Accountants Australia since December 2015. Mr. Li also received the Certification of Fund Practice Qualification (基金從業資格證書) from the Asset Management Association of China (中國證券投資基金業協會) in November 2018.

## DIRECTORS AND SENIOR MANAGEMENT



**Mr. Zhao Liang (趙亮) (“Mr. Zhao”)**, aged 53, was appointed as our independent non-executive Director on 4 September 2020. Mr. Zhao acted as the deputy general manager and secretary of the board of directors in Shenzhen Changfang Group Co., Ltd. (深圳市長方集團股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300301), from December 2010 to November 2012; an executive deputy general manager in charge of compliance risk for legal affairs in Ping An Caizhi Investment Management Co., Ltd. (平安財智投資管理有限公司) from April 2013 to January 2016; a partner and lead counsel in Shenzhen Greenpine Capital Management Co., Ltd. (深圳市松禾資本管理有限公司) since February 2016.

From November 2015 to December 2021, Mr. Zhao held directorship in Shenzhen FRD Science & Technology Co., Ltd. (深圳市飛榮達科技股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 300602), as an independent non-executive director.

From June 2019 to August 2025, Mr. Zhao served as an independent non-executive director of Shenzhen King Brother Electronics Technology Co., Ltd. (深圳市金百澤電子科技股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 301041).

Mr. Zhao received a bachelor of arts degree in German language and literature from the Department of Western Languages of Peking University in July 1996; master of law degree in comparative legal theory from the Law School of Peking University in July 2000; and juris doctor in law degree from Humboldt University of Berlin in February 2004. Mr. Zhao has been recognized as a qualified PRC lawyer by the Chinese Ministry of Justice since 7 May 1999 and an arbitrator of the China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會) by the China International Economic and Trade Arbitration Commission since 1 May 2014. Mr. Zhao has been appointed as an Arbitrator of the Shenzhen Court of International Arbitration (SCIA) since 2022, with a current term ending in 2030.

## DIRECTORS AND SENIOR MANAGEMENT



**Ms. Wen Hongmei (溫紅梅) (“Ms. Wen”)**, aged 46, was appointed as our independent non-executive Director on 25 September 2024. Ms. Wen has been working at Amcor (China) Investment Co., Ltd. (安姆科(中國)投資有限公司), a packaging company which develops and produces soft packaging for foods, medicines and cosmetics since November 2012, where she served various roles including its financial manager from November 2012 to November 2018, and its financial director from December 2018 to August 2021. Currently, Ms. Wen serves as a director and a business financial director and director of financial shared service centre at Amcor (China) Investment Co., Ltd. which is an indirect subsidiary of Amcor PLC, a company incorporated under the laws of the Bailiwick of Jersey, the ordinary shares and CHES Depository Interests of which are listed on the New York Stock Exchange (NYSE symbol: AMCR) and the Australian Securities Exchange, respectively. Amcor PLC is a global leader in developing and producing responsible packaging solutions across a variety of materials for food, beverage, pharmaceutical, medical, home and personal-care, and other products. From March 2005 to November 2012, Ms. Wen served as a financial manager at Amcor Group Huizhou Propack Packaging Co., Ltd. (安姆科集團惠州寶柏包裝有限公司), a soft packaging company for food and daily necessities, and a wholly owned subsidiary of Amcor (China) Investment Co., Ltd. From July 2002 to July 2004, she served as an accounting teacher at Guangdong Province Huizhou Boluo Secondary Vocational School (廣東省惠州市博羅中等專業學校).

Ms. Wen received a bachelor’s degree in accounting from Tianjin University of Commerce (天津商業大學) (formerly known as Tianjin College of Commerce (天津商學院)) in July 2002, in China; a master’s degree in business administration from Wuhan University in July 2014, in China. She has been enrolled in the Chief Financial Officer Program at Columbia University in the United States, since March 2024. She obtained the Certified Public Accountant (CPA), China in January 2010.

## DIRECTORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

**Mr. Gao Yu (高宇)**, aged 56, has been the Chairman of our Board since 12 June 2020. For further details, please refer to “Executive Directors” in this section.

**Mr. Jiang Haiyang (姜海洋)**, aged 55, has been our Chief Executive Officer since 12 June 2020. For further details, please refer to “Executive Directors” in this section.

**Mr. Chen Xiaohui (陳曉暉)**, aged 55, has been our Vice President since 12 June 2020. For further details, please refer to “Executive Directors” in this section.



**Ms. Xiao Zhimiao, (肖志淼) (“Ms. Xiao”)** aged 44, has been appointed as our Chief Financial Officer since 14 November 2022. She was the joint company secretary of the Company from July 2025 to March 2026. Ms. Xiao graduated from Shenzhen University with a bachelor’s degree in Finance Management. She joined the Group in March 2005 and has been responsible for overseeing the financial and accounting matters of the Group and served successively as the Senior Finance Supervisor, Finance Manager and Director of Finance Department of the Group.



**Mr. Yao Wu (姚武) (“Mr. Yao”)**, aged 54, is our Vice President and joined our Group in October 2006. Mr. Yao is primarily responsible for our SaaS product, CRM Cloud (雲客). He acted as vice president of sales and marketing in Ming Yuan Cloud Technology from October 2006 to September 2009, where he was responsible for its brand management, as well as its sales and marketing management. Mr. Yao founded Ming Yuan Real Estate Research Institute in September 2009 and had been the president of the institute in charge of property development management trainings, management consulting services and brand marketing from September 2009 to July 2014. From July 2014 to May 2021, he was the chairman of the board and the chief executive officer of Ming Yuan Cloud Client.

Mr. Yao received a bachelor’s degree in engineering from Shenzhen University (深圳大學) in June 1993 and a master’s degree in business administration from the China Europe International Business School in October 2011.

## DIRECTORS AND SENIOR MANAGEMENT



**Mr. Tong Jilong (童繼龍) (“Mr. Tong”)**, aged 44, is our Vice President and Head of Overseas Business Unit and joined our Group in January 2010. Mr. Tong is responsible for the medium and long-term strategic planning of the Group; digital technology enterprises ecological cooperation related to real estate ecological chain; overall external strategic investment, mergers and acquisitions, and post-investment management work of Ming Yuan Cloud. Prior to joining our Group, he worked as IT director in Zhejiang Baoxiniao Group (浙江報喜鳥集團) from April 2002 to July 2004; manager of the information management center in Zhejiang Red Dragonfly Group (浙江紅蜻蜓集團) from July 2004 to February 2007; chief consultant of the marketing center in Shenzhen Daoxun Technology Development Co., Ltd. (深圳道訊科技開發有限公司) from March 2007 to August 2008; and product director in the apparel industry of the small business division in Yonyou Network Technology Co., Ltd. (用友網絡科技股份有限公司) (formerly known as Yonyou Software Co., Ltd. (用友軟件股份有限公司)), a company listed on the Shanghai Stock Exchange (Stock Code: 600588), from September 2008 to January 2010.

Mr. Tong obtained a diploma of Higher Education for Adults in Administration from Nanchang Normal University (南昌師範學院) (formerly known as Jiangxi Institute of Education (江西教育學院)) in January 2007, a postgraduate diploma in information strategy and business transformation from the University of Hong Kong in September 2013 and a master’s degree in finance management (Finance EMBA) from The Chinese University of Hong Kong in September 2023.

# DIRECTORS' REPORT

## PRINCIPAL ACTIVITIES

We specialize in providing enterprise-grade Cloud Services and On-premise Software for major participants in the real estate ecological chain, helping real estate development/operation/service companies to better achieve their business goals through digital upgrades. There were no significant changes in the nature of the Group's principal activities since the Listing Date and up to the date of this report. Please refer to note 39 to the consolidated financial statements on pages 213 to 216 for details of the principal activities of the principal subsidiaries of the Company.

## RESULTS

The results of the Group for the year ended 31 December 2025 are set out in the consolidated financial statements of the Group on pages 110 to 234 of this report.

## DIVIDENDS

A special dividend of HK\$0.1 (equivalent to approximately RMB0.092) per Share was approved by the Shareholders at the 2024 annual general meeting of the Company held on 20 May 2025, amounting to RMB167,977,000, and was paid on 8 July 2025.

The Board has recommended the declaration and payment of the Special Dividend of HK\$0.1 (equivalent to RMB0.088) per Share out of the Share Premium Account, subject to the approval of the Shareholders at the Forthcoming Annual General Meeting. The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the Forthcoming Annual General Meeting approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to Articles 133 and 134 of the Company's articles of association;
- (b) the Directors being satisfied that, immediately following the payment of the Special Dividend, the Company shall be able to pay its debts as they fall due in the ordinary course of business; and
- (c) the Company having complied with all requirements under the laws of the Cayman Islands regarding the payment of the Special Dividend out of the Share Premium Account.



## DIRECTORS' REPORT

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid. Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about Wednesday, 8 July 2026 to the qualifying Shareholders whose names appear on the register of members of the Company at close of business on Wednesday, 27 May 2026, being the record date for determination of entitlements of the qualifying Shareholders to the Special Dividend. Further details regarding the Special Dividend will be set forth in a circular (together with a notice of the Forthcoming Annual General Meeting) to be dispatched to the Shareholders and/or made electronically available on the respective websites of the Stock Exchange and the Company in due course.

As at the date of this report, a total of 12,316,000 Shares were held by the Company as treasury shares (whether held or deposited in the Central Clearing and Settlement System, or otherwise) and such treasury shares would not receive the Special Dividend.

### ANNUAL GENERAL MEETING

The AGM will be held on Wednesday, 20 May 2026. A notice convening the said AGM will be published and provided to the Shareholders in due course.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Forthcoming Annual General Meeting, the register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Forthcoming Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 14 May 2026. The record date for determining the entitlement to attend and vote at the Annual General Meeting is Friday, 15 May 2026.

For determining the entitlement to the Special Dividend (subject to approval by the Shareholders at the Forthcoming Annual General Meeting), the register of members of the Company will be closed from Wednesday, 27 May 2026 to Monday, 1 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible for the above proposed Special Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 26 May 2026. The record date for determining entitlements of the Shareholders to the Special Dividend is Wednesday, 27 May 2026.



## DIRECTORS' REPORT

### SHARE CAPITAL

Details of the issued Shares during the year ended 31 December 2025 are set out in note 27 to the consolidated financial statements.

### RESERVES

Details of the movements in reserves of the Group during the year ended 31 December 2025 are set out on page 193 to 194 of this annual report.

### DISTRIBUTABLE RESERVES

As at 31 December 2025, the Company's reserves available for distribution for share premium, calculated in accordance with the provisions of Companies Act of the Cayman Islands, amounted to approximately RMB7,675.0 million. Please refer to note 28 to the consolidated financial statements for details.

### FINANCIAL SUMMARY

The Shares were listed on the Stock Exchange on 25 September 2020. A summary of the results and of the assets, liabilities and equity of the Group for the last five financial years, as extracted from the audited financial information and financial statements, is set out on page 4 to 5 of this annual report.

### BANK LOANS AND OTHER BORROWINGS

As at 31 December 2025, the Company had bank loans and other borrowings of approximately RMB115.36 million. Please refer to the note 30 to the consolidated financial statements for details.

### PROPERTY, PLANT AND EQUIPMENT

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

### SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report and based on the information available to the Company and to the knowledge of the Directors, the Company's public float complies with the requirements of Rule 8.08 of the Listing Rules.

### PRE-EMPTIVE RIGHTS

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

## DIRECTORS' REPORT

### TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

### USE OF NET PROCEEDS FROM THE GLOBAL OFFERING

The Shares were listed on the Main Board of the Stock Exchange on 25 September 2020. Our Company received net proceeds (after deduction of underwriting commissions and related costs and expenses) from the Global Offering (including the proceeds from the full exercise of over-allotment option) of approximately HK\$6,910.3 million (collectively, the "Net Proceeds").

The table below illustrates, among others, (i) the utilization of the Net Proceeds during the Reporting Period and the unutilized amount of Net Proceeds as of 31 December 2025; and (ii) the current expected timeline of full utilization of the Net Proceeds as at the date of this report, in each case, in accordance with paragraph 11(8) of Appendix D2 to the Listing Rules:

Item	Approximate % of total Net Proceeds as disclosed in the Prospectus	Net proceeds from the Global Offering <i>(HK\$ million)</i>	Unutilized Net Proceeds as at 1 January 2025 <i>(HK\$ million)</i>	Net Proceeds utilized during the year ended 31 December 2025 <i>(HK\$ million)</i>	Utilized Net Proceeds as at 31 December 2025 <i>(HK\$ million)</i>	Unutilized Net Proceeds as at 31 December 2025 <i>(HK\$ million)</i>	Current expected timeline of full utilization of the unutilized Net Proceeds
<b>Further upgrade and enhance the functionalities and features of our existing SaaS products (Note 2)</b>							
(a) Hire and train more high-quality IT specialists, technology architects, software developers and examiners, as well as SaaS product managers	18.0%	1,243.86	-	-	1,243.86	-	Not applicable
(b) Purchase from qualified suppliers advanced equipment, infrastructure and applications	6.0%	414.62	-	-	414.62	-	Not applicable
(c) Invest in product development to introduce new SaaS products	6.0%	414.62	70.65	21.64	365.61	49.01	Before 31 December 2026
<b>Enhance research and development efforts in cutting-edge technologies (Note 2)</b>							
(a) Develop our proprietary key fundamental technologies that support product innovation	8.0%	552.82	278.11	100.47	375.18	177.64	Before 31 December 2030
(b) Develop our own technology infrastructure	12.0%	829.24	417.18	213.97	626.03	203.21	Before 31 December 2030

## DIRECTORS' REPORT

Item	Approximate % of total Net Proceeds as disclosed in the Prospectus	Net proceeds from the Global Offering <i>(HK\$ million)</i>	Unutilized Net Proceeds as at 1 January 2025 <i>(HK\$ million)</i>	Net Proceeds utilized during the year ended 31 December 2025 <i>(HK\$ million)</i>	Utilized Net Proceeds as at 31 December 2025 <i>(HK\$ million)</i>	Unutilized Net Proceeds as at 31 December 2025 <i>(HK\$ million)</i>	Current expected timeline of full utilization of the unutilized Net Proceeds
<b>Further upgrade and enhance the functionalities and features of our cloud-based ERP solutions</b>							
(a) Enhance our existing product support and value-added service capabilities	6.0%	414.62	-	-	-	-	Not applicable
(b) Expand our existing ERP modules and functions to cover more internal business and operational processes of property developers	4.0%	276.41	-	-	-	-	Not applicable
<b>Enhance our sales and marketing capabilities and strengthen our brand reputation</b>							
(a) Expand, retain and train our direct sales force	3.0%	207.31	-	-	-	-	Not applicable
(b) Establish an interactive, knowledge-sharing platform with leading property developers	2.0%	138.21	-	-	-	-	Not applicable
(c) Enhance our branding and marketing activities to acquire new customers	3.0%	207.31	-	-	-	-	Not applicable
(d) Invest to strengthen and expand our regional channel partner network	2.0%	138.21	-	-	-	-	Not applicable
<b>Selectively pursue strategic investments and acquisitions (Note 2)</b>	20.0%	1,382.06	800.07	61.54	643.53	738.53	Before 31 December 2028
<b>Working capital and general corporate purposes</b>	10.0%	691.03	-	-	-	-	Not applicable
<b>Total</b>	<b>100.0%</b>	<b>6,910.32</b>	<b>1,566.01</b>	<b>397.62</b>	<b>2,010.35</b>	<b>1,168.39</b>	

### Notes:

- The aforesaid expected timeline was devised based on the Company's estimation of its business needs as of the date of this report and is subject to change(s) so long as it is deemed to be in the best interests of the Company and to the extent permitted by applicable laws and regulations and the actual circumstances of the Company.
- To the extent that any of such unutilized Net Proceeds are not immediately required for the allocated purpose, or if the Company is unable to put into effect any part of its plans as intended, the Company may temporarily use such funds to invest in short-term wealth management products so long as it is deemed to be in the best interests of the Company and Shareholders as a whole. In such event, the Company will comply with the appropriate disclosure requirements under the Listing Rules. Together with the income to be generated from the investment in wealth management products, the Company will continue to apply the unutilized Net Proceeds in the manner disclosed in the Prospectus. Please refer to the announcement of the Company dated 15 August 2024 for further details.



# DIRECTORS' REPORT

## BUSINESS REVIEW

### Overview and Performance of the Year

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an analysis of the Group's financial performance and an indication of likely future developments in the Group's business is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this report. These discussions form part of this report. Events affecting the Company that have occurred since the end of the Reporting Period are set out in the section headed "Management Discussion and Analysis – Subsequent Event" in this report.

### Key Relationship with Stakeholders

The Group recognizes that various stakeholders including employees, customers, suppliers and other business associates are key to the Group's success. The Group strives to achieve corporate sustainability through engaging, collaborating, and cultivating strong relationships with them.

The Group believes that it is vital to attract, recruit and retain quality employees. To maintain the quality, knowledge and skill levels of the Group's workforce, the Group provides the employees with periodic training, including introductory training for new employees, technical training, professional and management training and health and safety training. During the Reporting Period, The Group believes that it maintained a good relationship with its employees and the Group did not experience any significant labour disputes or any difficulty in recruiting staff for its operations.

We value customer feedback as superior customer service is one of our key sales engines. We have designated customer service teams to timely and effectively address various after-sales customer requests in a customized way and drive overall customer satisfaction. Our large and growing customer base has also provided us with valuable insights into industry best practices that has enabled us to better understand customer needs to continuously refine our offerings and improve customer experience.

Details of an account of the Company's key relationships with its employees, customers, suppliers and other business associates that have a significant impact on the Company are set out in the Environmental, Social and Governance Report of the Company published on the same day with this annual report.



## DIRECTORS' REPORT

### **Social Responsibilities, Environmental Policies and Performance**

Since 2021, with a deep sense of giving back to the society, Ming Yuan Cloud has established its own public welfare brand, Yuan Public Welfare, focusing on key areas such as education inclusion and rural revitalisation. We went deep into poverty-stricken areas, conducted detailed research on the actual needs of local education, accurately matched resources, and strove to improve the children's learning environment in every public welfare activity. Meanwhile, we explored sustainable public welfare feedback models, and drove a virtuous circle of love transmission with a sense of responsibility. This year, Ming Yuan Cloud won the second 21st Century Vitality • ESG Social Responsibility Cases Award for its practical achievements of "building a diverse future together, stimulating the potential of talents, and fulfilling public welfare missions".

In 2025, Yuan Public Welfare, with a more determined pace, actively advocated deep concern for the education and growth of children in mountainous areas and left behind in rural areas, and was committed to bringing children in these corners into a broader vision of education. We joined hands with the Foshan Friends Camp Children & Teenagers Education Foundation to launch a public welfare activity aimed at lighting up the light of rural education. In this programme, Ming Yuan Cloud donated RMB100,000 to cover about 8,000 students, and carried out on-site teaching, material donations, volunteer visits, etc. to support the development of rural education in all aspects from hardware facilities to teaching quality.

### **Compliance with Relevant Laws and Regulations**

The Group has complied with the requirements under the Companies Ordinance, the Listing Rules, the SFO and the CG Code for, among other things, the disclosure of information and corporate governance. The Group has adopted the Model Code. For further details, please refer to the section headed "Compliance with the Corporate Governance Code" in this section. The Group has also complied with other relevant laws and regulations that have a significant impact on the operations of the Group. Please refer to the section headed "Regulations" in the Prospectus for details.



## DIRECTORS' REPORT

### Key Risks and Uncertainties

There are certain key risks and uncertainties involved in our operations, some of which are beyond our control. Set out below are the material risks and uncertainties that we face:

- our ability to improve and enhance the functions, performance, reliability, design, security, and scalability of our software solutions to suit our customers' evolving needs;
- our ability to maintain and grow our customer base;
- our financial position;
- our ability to continue innovating and keep pace with technological developments;
- our ability to maintain stable relationships with our regional channel partners; and
- security breaches and attacks against our systems and network.

The above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

### PROSPECTS

A description of the future development in the Company's future business is provided in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this report.



## DIRECTORS' REPORT

### DIRECTORS

The Directors during the Reporting Period and up to the date of this report are as follows:

#### Executive Directors

Mr. Gao Yu (*Chairman*)

Mr. Jiang Haiyang (*Chief Executive Officer*)

Mr. Chen Xiaohui (*Vice President*)

#### Non-executive Director

Mr. Liang Guozhi

#### Independent Non-executive Directors

Ms. Wen Hongmei

Mr. Li Hanhui

Mr. Zhao Liang

In accordance with Article 83(2) of the Articles of Association, subject to the provisions of the Articles of Association and the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Board.

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 84(1) of the Articles of Association, at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at the AGM at least once every three years.



## DIRECTORS' REPORT

Accordingly, Mr. Jiang Haiyang, Mr. Chen Xiaohui and Mr. Zhao Liang shall retire from office by rotation and be eligible to offer themselves for re-election at the AGM.

Details of the Directors to be re-elected at the forthcoming AGM are set out in the circular to Shareholders to be dispatched in due course in the manner as required by the Listing Rules.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 32 to 38 of this report. Save as disclosed in this report and as at the Latest Practicable Date, there are no other changes to the Directors' information as required to be disclosed pursuant to Rules 13.51(2) and 13.51B(1) of the Listing Rules.

### DIRECTORS' SERVICE CONTRACTS AND APPOINTMENT LETTERS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 25 September 2023, which may be terminated by not less than three months' notice in writing served by either party. Each of our non-executive Director and our independent non-executive Directors has entered into an appointment letter with the Company for a term of three years commencing from 25 September 2024, which may be terminated by not less than one month's notice in writing served by either party.

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

## DIRECTORS' REPORT

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

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

#### Long/Short Positions in the Shares

Name of Director	Capacity/Nature of interest	Number of Shares interested	Approximate percentage of shareholding <sup>(4)</sup>
Mr. Gao <sup>(1)</sup>	Settlor of a trust	377,423,600 (L)	19.51% (L)
Mr. Chen <sup>(2)</sup>	Settlor of a trust	268,144,800 (L) 10,000,000 (S)	13.86% (L) 0.52% (S)
Mr. Jiang <sup>(3)</sup>	Settlor of a trust	162,326,600 (L)	8.39% (L)

(L) represents long position, (S) represents short position

## DIRECTORS' REPORT

### Notes:

- (1) As at 31 December 2025, GHTongRui Investment Limited directly held 377,423,600 Shares in our Company. GHTongRui Investment Limited is 99% held by MYTongRui Holdings Limited, which is in turn wholly-owned by TMF (Cayman) Ltd., the trustee of the family trust established by Mr. Gao (as the settlor) with him and his family members being the beneficiaries. Accordingly, Mr. Gao is deemed to be interested in the total number of Shares held by GHTongRui Investment Limited.
- (2) As at 31 December 2025, HengXinYuan Investment Limited and SunshineSmoor Holdings Limited directly held 264,144,800 Shares and 4,000,000 Shares in our Company, respectively. HengXinYuan Investment Limited and SunshineSmoor Holdings Limited are 99% and wholly held by SunshineMorning Holdings Limited, respectively, which is in turn wholly-owned by TMF (Cayman) Ltd., the trustee of the family trust established by Mr. Chen (as the settlor) with him and his family members being the beneficiaries. Accordingly, Mr. Chen is deemed to be interested in the total number of Shares held by HengXinYuan Investment Limited and SunshineSmoor Holdings Limited.
- (3) As at 31 December 2025, LINGFAN Investment Limited directly held 162,326,600 Shares in our Company. LINGFAN Investment Limited is 99% held by Mindfree Holdings Limited, which is in turn wholly-owned by TMF (Cayman) Ltd., the trustee of the family trust established by Mr. Jiang (as the settlor) with him and his family members being the beneficiaries. Accordingly, Mr. Jiang is deemed to be interested in the total number of Shares held by LINGFAN Investment Limited.
- (4) As at 31 December 2025, there were 1,934,703,020 Shares in issue (including treasury Shares).

### Interests in Associated Corporations

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Amount of registered capital held</b>	<b>Approximate percentage of interests</b>
Mr. Gao	MEHO Media	RMB4,000,000.05	45.00%
Mr. Chen	MEHO Media	RMB3,022,222.26	34.00%
Mr. Jiang	MEHO Media	RMB1,866,666.69	21.00%

Save as disclosed above and to the best knowledge of our Directors, none of the Directors or chief executive of our Company had or was deemed to have any interest or short positions in the Shares, underlying Shares or debentures of our Company or any of its associated corporations as at 31 December 2025.

## DIRECTORS' REPORT

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2025, the persons (other than our Directors or the chief executive of our Company) who had interests or short positions in the Shares and underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by our Company pursuant to Section 336 of the SFO are as follows:

#### Long Position in the Shares

Name of Shareholder	Capacity/Nature of interest	Number of Shares interested	Approximate percentage of shareholding <sup>(5)</sup>
GHTongRui Investment Limited <sup>(1)</sup>	Beneficial interest	377,423,600 (L)	19.51% (L)
MYTongRui Holdings Limited <sup>(1)</sup>	Interest in controlled corporation	377,423,600 (L)	19.51% (L)
HengXinYuan Investment Limited <sup>(2)</sup>	Beneficial interest	264,144,800 (L) 10,000,000 (S)	13.65% (L) 0.52% (S)
SunshineMorning Holdings Limited <sup>(2)</sup>	Interest in controlled corporation	268,144,800 (L) 10,000,000 (S)	13.86% (L) 0.52% (S)
LINGFAN Investment Limited <sup>(3)</sup>	Beneficial interest	162,326,600 (L)	8.39% (L)
Mindfree Holdings Limited <sup>(3)</sup>	Interest in controlled corporation	162,326,600 (L)	8.39% (L)
TMF (Cayman) Ltd. <sup>(1)(2)(3)(4)</sup>	Trustee of 3 trusts	807,895,000 (L) 10,000,000 (S)	41.76% (L) 0.52% (S)
TMF Trust (HK) Limited <sup>(5)</sup>	Trustee	168,383,635 (L)	8.70% (L)

(L) represents long position, (S) represents short position

#### Notes:

- (1) GHTongRui Investment Limited is 99% held by MYTongRui Holdings Limited, which is in turn wholly-owned by TMF (Cayman) Ltd., the trustee of the family trust established by Mr. Gao (as the settlor) with him and his family members being the beneficiaries. Accordingly, MYTongRui Holdings Limited is deemed to be interested in the total number of Shares held by GHTongRui Investment Limited.

## DIRECTORS' REPORT

- (2) HengXinYuan Investment Limited and SunshineSmoor Holdings Limited are respectively 99% and wholly held by SunshineMorning Holdings Limited, which is in turn wholly-owned by TMF (Cayman) Ltd., the trustee of the family trust established by Mr. Chen (as the settlor) with him and his family members being the beneficiaries.

Accordingly, SunshineMorning Holdings Limited is deemed to be interested in the total number of Shares held by HengXinYuan Investment Limited.

- (3) LINGFAN Investment Limited is 99% held by Mindfree Holdings Limited, which is in turn wholly-owned by TMF (Cayman) Ltd., the trustee of the family trust established by Mr. Jiang (as the settlor) with him and his family members being the beneficiaries. Accordingly, Mindfree Holdings Limited is deemed to be interested in the total number of Shares held by LINGFAN Investment Limited.

- (4) TMF (Cayman) Ltd. is deemed to be interested in the total number of Shares held by each of GHTongRui Investment Limited, HengXinYuan Investment Limited, LINGFAN Investment Limited and SunshineSmoor Holdings Limited as noted above.

- (5) TMF Trust (HK) Limited is deemed to be interested in the total number of Shares held by MYC and JIABAOSZ Investment Limited. JIABAOSZ Investment Limited beneficially holds 82,180,000 of our issued Shares and is 99% held by JINBAOSZ Holdings Limited, which is in turn wholly-owned by TMF Trust (HK) Limited, the trustee of the family trust established by Mr. Yao Wu (as the settlor) with him and his family members being the beneficiaries. MYC is a special purpose vehicle wholly-owned by TMF Trust (HK) Limited, the trustee appointed by the Company for the administration of the Share Award Scheme.

- (6) As at 31 December 2025, there were 1,934,703,020 Shares in issue (including treasury Shares)

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

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, at no time during the year ended 31 December 2025 was the Company or any of its subsidiaries, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouse or children under the age of 18 had 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' REPORT

### DEED OF NON-COMPETITION

In order to ensure that direct competition does not develop between us and the activities of our Controlling Shareholders, Mr. Gao, Mr. Chen and Mr. Jiang entered into a deed of non-competition in favor of our Company on 4 September 2020, pursuant to which each of Mr. Gao, Mr. Chen and Mr. Jiang has undertaken to our Company (for itself and for the benefit of its subsidiaries and Consolidated Affiliated Entity) that he would not, and he would use his best endeavors to procure that his associates (except any members of our Group) shall not, whether directly or indirectly (including through any body corporate, partnership, joint venture or other contractual arrangement) or as principal or agent, and whether on their own account or with each other or in conjunction with or on behalf of any person, firm or company or through any entities (except in or through any member of our Group), carry on, engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business which is in competition, directly or indirectly, with the business of any member of our Group.

The Company has received confirmations from Mr. Gao, Mr. Chen and Mr. Jiang confirming their compliance with the deed of non-competition for the year ended 31 December 2025 for disclosure in this report. The independent non-executive Directors have also reviewed the compliance of Mr. Gao, Mr. Chen and Mr. Jiang with the deed of non-competition for the year ended 31 December 2025.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as disclosed in this report, each of the Directors has confirmed that as at 31 December 2025, he/she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business and requires disclosure under Rule 8.10 of the Listing Rules. From time to time our non-executive Directors may serve on the boards of both private and public companies within the broader information technology and software industries. However, as these non-executive Directors are not members of our executive management team, we do not believe that their interests in such companies as directors would render us incapable of carrying on our business independently from the other companies in which these Directors may hold directorships from time to time.



## DIRECTORS' REPORT

### CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

Among the related party transactions disclosed in note 37 to the consolidated financial statements, the following transactions constitute connected transactions or continuing connected transactions for the Company under Rule 14A.31 of the Listing Rules and are required to be disclosed in this report in accordance with Rule 14A.71 of the Listing Rules. The Company confirmed that the related party transactions fall under the definition of “connected transaction” or “continuing connected transaction” (as the case may be) in Chapter 14A of the Listing Rules, and it had complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. Please see below the information required to be disclosed in compliance with Chapter 14A of the Listing Rules.

#### Contractual Arrangements

##### *Reasons for using the Contractual Arrangements*

The operation of a procurement and supply chain management platform by MEHO Media, our Consolidated Affiliated Entity, involves the provision of procurement information for property developers and suppliers for fees (the “**Relevant Business**”), which is subject to restrictions under PRC regulations relating to value-added telecommunication services.

In order to comply with PRC laws and regulations and the Listing Rules, we determined that it was not viable for our Company to hold our Consolidated Affiliated Entity directly through equity ownership. Instead, we decided that, in line with common practice in industries subject to foreign investment restrictions in the PRC, we would gain effective control over, and receive all the economic benefits generated by the businesses currently operated by our Consolidated Affiliated Entity through the Contractual Arrangements between Ming Yuan Cloud Technology, on one hand, and our Consolidated Affiliated Entity and the Relevant Shareholders, on the other hand.

On 9 September 2021, Ming Yuan Cloud Technology, MEHO Media and Mr. Gao, Mr. Jiang and Mr. Chen as the Relevant Shareholders entered into the series of contractual arrangements (the “**New Contractual Arrangements**”), which are on the same terms and conditions as the series of contractual arrangements dated 16 December 2019 (the “**Previous Contractual Arrangements**”, together with the New Contractual Arrangements, the “**Contractual Arrangements**”), mainly due to the consequential changes to the shareholders and shareholding structure of MEHO Media following the completion of the repurchase of registered capital of RMB2,222,222 by MEHO Media and reduction of registered capital from RMB11,111,111 to RMB8,888,889 by MEHO Media. The Previous Contractual Arrangements were terminated concurrently.



## DIRECTORS' REPORT

### ***Summary of the Material Terms of the Contractual Arrangements***

A description of each of the specific agreements that comprise the Contractual Arrangements entered into by Ming Yuan Cloud Technology and MEHO Media is set out below.

#### *Exclusive Business Cooperation Agreement*

Under the exclusive business cooperation agreement entered into between Ming Yuan Cloud Technology and MEHO Media (the “**Exclusive Business Cooperation Agreement**”), in exchange for an annual service fee, MEHO Media agreed to engage Ming Yuan Cloud Technology as its exclusive provider of technical support, consultation and other services, including the following services:

- the use of any relevant software legally owned by Ming Yuan Cloud Technology;
- the use of any intellectual property rights of Ming Yuan Cloud Technology;
- development, maintenance and update of the software in respect of MEHO Media’s business;
- design, installation, daily management, maintenance and update of computer network systems, hardware and database design;
- providing technical support and professional training services for relevant employees of MEHO Media;
- providing assistance in consultation, collection and research of relevant technology and market information (excluding market research business that Sino-foreign joint venture companies are prohibited from conducting under PRC laws);
- providing business management consultation;
- providing business strategic development and planning consultation;
- providing business finance consultation and management services;
- provide business operation related information consultation;
- providing marketing and promotional services;
- providing customer order management and customer services;



## DIRECTORS' REPORT

- transfer, leasing and disposal of equipment or properties; and
- other relevant services requested by MEHO Media from time to time to the extent permitted under PRC laws.

Under the Exclusive Business Cooperation Agreement, the service fees shall be determined with reference to the total consolidated profit of MEHO Media before tax, after the deduction of any accumulated deficit of MEHO Media in respect of the preceding financial year(s) (if any), operating costs, expenses, taxes and other statutory contributions in respect of any financial year. Notwithstanding the foregoing, Ming Yuan Cloud Technology may adjust the scope and amount of service fees according to PRC tax law and tax practices, with reference to the operational capital needs of MEHO Media, and MEHO Media will accept such adjustments. Ming Yuan Cloud Technology shall have sole discretion to decide on the scope of service and amount of service fee.

### *Exclusive Option Agreement*

Under the exclusive option agreement among Ming Yuan Cloud Technology, the Relevant Shareholders, MEHO Media and Ming Yuan Cloud Tai Qi (the "**Exclusive Option Agreement**"), the Relevant Shareholders and/or MEHO Media agreed to grant Ming Yuan Cloud Technology an irrevocable and exclusive right to require, without additional conditions, each of the Relevant Shareholders to transfer any or all their equity interests in MEHO Media, and/or MEHO Media to transfer any or all of the assets it held, to Ming Yuan Cloud Technology and/or a third party designated by it, at any time and from time to time, for a nominal price or at the lowest purchase price that is permitted by the PRC laws. The Relevant Shareholders and MEHO Media agreed to accept the grant of such exclusive right.

### *Equity Pledge Agreement*

Under the equity pledge agreement entered into between Ming Yuan Cloud Technology, the Relevant Shareholders and MEHO Media (the "**Equity Pledge Agreement**"), the Relevant Shareholders agreed to pledge all their respective equity interests in MEHO Media that they own, including any interest or dividend paid for the shares, to Ming Yuan Cloud Technology as first charge to guarantee the performance of contractual obligations and the payment of guaranteed debts as defined in the Equity Pledge Agreement.



## DIRECTORS' REPORT

### *Powers of Attorney*

The Relevant Shareholders have executed Powers of Attorney. Under the Powers of Attorney, the Relevant Shareholders irrevocably appointed Ming Yuan Cloud Technology, its successors and any of its liquidators (if any), or any of its designated person(s) (including Directors and their successors and liquidators replacing the Directors), as their attorneys-in-fact to exercise on their behalf, certain powers concerning MEHO Media and to exercise its rights as the registered shareholder of Consolidated Affiliated Entity.

### *Confirmations from the Relevant Shareholders*

Each of the Relevant Shareholders, namely, Mr. Gao, Mr. Chen and Mr. Jiang has confirmed to the effect that (i) his spouse does not own and does not have the right to claim any interests in the equity interest of MEHO Media (together with any other interests therein) or exert influence on the day-to-day management by MEHO Media; and (ii) in the event of his death, incapacity, bankruptcy (if applicable), divorce or any other event which causes his inability to exercise his rights as a shareholder of MEHO Media, he will take actions deemed necessary by Ming Yuan Cloud Technology to safeguard the performance of the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement, the Equity Pledge Agreement and the Powers of Attorney, and his successors, guardians, managers, liquidators, creditors, spouse or any other person that has a claim on his equity interest in MEHO Media or related rights will not, under any circumstance and in any way, take any action, when such action may affect or hinder the respective Relevant Shareholder and/or MEHO Media in performing their obligations under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement, the Equity Pledge Agreement and the Powers of Attorney.

### *Spouse undertakings*

The spouse of each of the Relevant Shareholders, where applicable, has signed undertakings to the effect that (i) the respective Relevant Shareholder's interests in MEHO Media (together with any other interests therein) do not fall within the scope of communal properties; and (ii) she has no right to such interests of the respective Relevant Shareholder and will not have any claim on such interests.

For details of the major terms of the Contractual Arrangements, please refer to the sub-section headed "Contractual Arrangements – Summary of material terms of the Contractual Arrangements" in the Prospectus and the announcement of the Company dated 10 September 2021.

Save as disclosed herein, during the year ended 31 December 2025, there was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted, and none of the Contractual Arrangements has been unwound as none of the restrictions that led to the adoption of Contractual Arrangements has been removed.

## DIRECTORS' REPORT

### ***Restrictions under the FITE Regulations***

On 11 December 2001, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises 《外商投資電信企業管理規定》 (“**FITE Regulations**”), which were amended on 10 September 2008, 6 February 2016 and 29 March 2022 respectively. According to the FITE Regulations and the Special Administrative Measures (Negative List) for Foreign Investment Access (2024 Edition) 《外商投資准入特別管理措施(負面清單)(2024年版)》, with effect from 1 November 2024), foreign investors are not allowed to hold more than 50% of the equity interests in a company providing value-added telecommunications services, including internet content provision services (e-commerce, domestic multi-party communications, store-and-forward and call center business are excluded). The FITE Regulations, as amended on 29 March 2022 and formally implemented on 1 May 2022, removes the qualification requirements for foreign investors of foreign-invested telecommunications enterprises engaged in investment and operation of value-added telecommunications business, but the operation of value-added telecommunications business is still subject to the restrictions on foreign shareholding percentage over foreign investors. After the aforementioned amendments took effect on 1 May 2022, the competent authorities have not yet issued further implementation details or operational guidelines, and there is still uncertainty in the application for ICP certificates by foreign-invested enterprises in practice.

On 8 April 2024, the MIIT issued the Circular of the Ministry of Industry and Information Technology on Launching the Pilot Program of Expanding the Opening-Up of Value-added Telecommunications Services 《工業和信息化部關於開展增值電信業務擴大對外開放試點工作的通告》. On 26 November 2024, the Shenzhen Industrial and Information Technology Bureau (深圳市工業和信息化局) and the Shenzhen Municipal Communications Administration Bureau (深圳市通信管理局) issued the Circular of Launching the Application of Foreign-funded Enterprises for the Pilot Program of Expanding the Opening-Up of Value-added Telecommunications Services 《關於啟動增值電信業務擴大對外開放試點外資企業申報工作的通告》, launching the application for the pilot program of expanding the opening-up of value-added telecommunications services in Shenzhen. The Circular clarifies that wholly foreign-owned enterprises can apply to operate value-added telecommunications services such as information release platforms and delivery services (excluding Internet news information, online publishing, online audio-visual, and Internet cultural operations) in Shenzhen, and puts forward principled requirements for enterprises applying for relevant value-added telecommunications business licenses, such as “having funds and professionals commensurate with conducting business activities, having the reputation or ability to provide long-term services to users, and having necessary venues, facilities and technical solutions”. Given that it is still at the pilot stage to allow foreign-funded enterprises to engage in relevant value-added telecommunications services, while the removal of the VIE structure of the Company will involve the application for change or re-application of ICP certificate to the competent authorities, the commencement of the relevant application for change or re-application of ICP certificate may affect the continuity and compliance of the Company’s business operations. Therefore, the Company intends to wait for the competent authorities to provide more specific implementation steps or guidance before removing the relevant VIE structure by changing MEHO Media to a wholly-owned subsidiary directly held by the Group, or by other wholly-owned subsidiaries directly held by the Group completing the application for ICP certificates for foreign-funded enterprises and taking over the business of MEHO Media.



## DIRECTORS' REPORT

### ***Particulars of the Consolidated Affiliated Entity***

Our Consolidated Affiliated Entity, namely, MEHO Media, is a limited liability company established in Shenzhen, the PRC on 22 April 2014, which is principally engaged in operation of a procurement and supply chain management platform, Procurement Cloud, which involves the provision of procurement information for property developers, construction materials suppliers and other service vendors.

As at 31 December 2025, the equity interest of MEHO Media was held as to 45% by Mr. Gao, 34% by Mr. Chen and 21% by Mr. Jiang.

For the purposes of Chapter 14A of the Listing Rules, and in particular the definition of “connected person”, the Consolidated Affiliated Entity will be treated as our Company’s subsidiary, and the directors, chief executives or substantial shareholders (as defined in the Listing Rules) of the Consolidated Affiliated Entity and their respective associates will be treated as our Company’s “connected persons”. As such, transactions between these connected persons and our Group (including for this purpose the Consolidated Affiliated Entity) other than those under the Contractual Arrangements shall comply with Chapter 14A of the Listing Rules.

The transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of the Company.

### ***Revenue and Assets subject to the Contractual Arrangements***

For the year ended 31 December 2025, the revenue of MEHO Media, subject to the Contractual Arrangements, was RMB17.89 million, accounting for approximately 1.39% of the consolidated revenue of the Group.

As at 31 December 2025, the total assets of MEHO Media, subject to the Contractual Arrangements, was RMB132.41 million, accounting for approximately 2.59% of the total assets of the Group.

### ***Review of the Transactions Carried Out under the Contractual Arrangements during the Reporting Period***

Our independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that: (i) the transactions carried out during the year ended 31 December 2025 have been entered into in accordance with the relevant provisions of the Contractual Arrangements, have been operated so that the revenue generated by the Consolidated Affiliated Entity has been substantially retained by Ming Yuan Cloud Technology, (ii) no dividends or other distributions have been made by the Consolidated Affiliated Entity to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group; and (iii) any new contracts entered into, renewed or reproduced between our Group and the Consolidated Affiliated Entity during the year ended 31 December 2025 are on normal commercial terms or on terms more favourable to our Group in the ordinary and usual course of our Group’s business, fair and reasonable, or advantageous, so far as our Group is concerned and in the interests of our Company and the Shareholders as a whole.



## DIRECTORS' REPORT

The Board had reviewed the overall performance of and compliance with the Contractual Arrangements for the year ended 31 December 2025.

The Group's auditor has carried out procedures in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants on the transactions carried out pursuant to the Contractual Arrangements and have provided a letter to our Directors stating that (a) nothing has come to our attention that causes us to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors; (b) nothing has come to our attention that causes us to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (c) with respect of the disclosed continuing connected transactions with MEHO Media under the contractual arrangements, nothing has come to our attention that causes us to believe that dividends or other distributions have been made by MEHO Media to the holders of the equity interests of MEHO Media which are not otherwise subsequently assigned or transferred to the Group.

### ***Risks associated with the Contractual Arrangements and Actions taken by the Company to Mitigate the Risks***

We believe the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 63 to 68 in the Prospectus and in the announcement of the Company dated 10 September 2021.

- If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, and provided that we are eventually not able to comply with such regulations or interpretations effective at the relevant time, we could be subject to severe consequences, including the nullification of the contractual arrangements and the relinquishment of our interest in our Consolidated Affiliated Entity.
- Our Contractual Arrangements may not be as effective in providing operational control as direct ownership. Our Consolidated Affiliated Entity or their shareholders may fail to perform their obligations under our Contractual Arrangements.
- The shareholders of our Consolidated Affiliated Entity may have conflicts of interest with us, which may materially and adversely affect our business.
- If we exercise the option to acquire equity ownership and assets of our Consolidated Affiliated Entity, the ownership or asset transfer may subject us to certain limitations and substantial costs.



## DIRECTORS' REPORT

- We may lose the ability to use and enjoy assets held by our Consolidated Affiliated Entity that are material to our business operations if our Consolidated Affiliated Entity declare bankruptcy or become subject to a dissolution or liquidation proceeding.
- Substantial uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations.
- Our Contractual Arrangements may be subject to scrutiny by the PRC tax authorities, and a finding that we owe additional taxes could substantially reduce our combined profit and the value of our Shareholders' investment.

Our Group has adopted measures to ensure the effective operation of our Group's businesses with the implementation of the Contractual Arrangements and our compliance with the Contractual Arrangements, including:

- major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory enquiries from government authorities will be submitted to our Board, if necessary, for review and discussion on an occurrence basis;
- our Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;
- our Company will disclose the overall performance and compliance with the Contractual Arrangements in our annual reports; and
- our Company will engage external legal advisors or other professional advisors, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of Ming Yuan Cloud Technology and our Consolidated Affiliated Entity to deal with specific issues or matters arising from the Contractual Arrangements.

### **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE**

Save as disclosed in this report, 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 for the year ended 31 December 2025 or as at 31 December 2025.



## DIRECTORS' REPORT

### CONTRACT OF SIGNIFICANCE

Save as disclosed in this report, no contract of significance was entered into between the Company, or one of its subsidiary companies and its Controlling Shareholders or any of their subsidiaries (as applicable) for the year ended 31 December 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 for the year ended 31 December 2025 and up to the date of this 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 out of the assets of the Company, any Director against all losses or liabilities incurred or sustained by him as a Director of the Company in defending any proceeding, whether civil or criminal, in which judgment is given in his/her favor, or in which he is acquitted. The Company has arranged appropriate directors' liability insurance coverage for the Directors during the year ended 31 December 2025.

### STAFF, REMUNERATION POLICY AND DIRECTORS' REMUNERATION

As at 31 December 2025, we had 1,663 employees (as at 31 December 2024: 1,912 employees). For the year ended 31 December 2025, the Group's total staff costs amounted to approximately RMB792,808,000, including salaries, wages, bonuses, pension costs, other social security costs, housing benefits and other employee benefits and share-based compensation. The Group continued to optimize the incentive-based system in line with business development needs and implemented remuneration policies with competitiveness.

The Directors receive compensation in the form of fees, salaries, bonuses, other allowances, benefits in kind, contribution to the pension scheme and other share-based compensation. We determine the compensation of our Directors based on each Director's responsibilities, qualification, position and seniority.

The emolument of executive Directors, non-executive Directors, independent non-executive Directors and senior management of the Group were recommended by the Remuneration Committee and approved by the Board. Details of the Directors' remuneration during the Reporting Period are set out in note 10(c) to the consolidated financial statements. No amount was paid to any Director or any of the five highest paid individual disclosed in note 10(b) to the consolidated financial statements as an inducement to join or upon joining the Company or as a compensation for loss of office. In addition, there was no arrangement under which a Director waived or agreed to waive any remuneration.

## DIRECTORS' REPORT

### SHARE SCHEMES

The Company has adopted three share schemes, namely, (1) the Share Incentive Plan, (2) the Share Award Scheme and (3) the Share Option Scheme (together, the "**Share Schemes**"). Each of the Share Incentive Plan and the Share Award Scheme is funded by (i) new Shares to be issued and/or (ii) Shares previously issued to, and held on trust by, MYC Marvellous for the purpose of funding future grant of awards. For the purpose of Chapter 17 of the Listing Rules, the Shares held by MYC Marvellous for such incentivization purpose are to be treated as new Shares.

On 10 May 2024 (the "**Amendment Date**"), the terms of the Share Schemes were amended (by way of Shareholders' approval) to fully comply with Chapter 17 of the Listing Rules. For further details of the amendments of the Share Schemes that took effect from the Amendment Date, please refer to the circular of the Company dated 17 April 2024 and the poll results announcement of the Company dated 10 May 2024. On 15 August 2024 (the "**2nd Amendment Date**"), the Share Schemes were further amended by the Board with respect to certain administrative aspects. With effect from the Amendment Date and after the adoption of the Scheme Limit and the Service Provider Sublimit, an aggregate of 196,709,502 underlying Shares shall be available for future grants under all Share Schemes, and 9,835,475 Shares will be available for future grants under Service Provider Sublimit under all Share Schemes. The total number of Shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period divided by the weighted average number of Shares in issue (excluding treasury shares) for the Reporting Period was 1.03%.

At the beginning of the Reporting Period, the total number of options and awards available for grant under the Scheme Limit and the Service Provider Sublimit were 194,826,980 and 9,835,475, respectively. Between 1 January 2025 and 31 December 2025, the Company has granted a total of 18,680,558 award shares. Consequently, the number of options and awards available for grant under the Scheme Limit and the Service Provider Sublimit at the end of the Reporting Period were 177,396,005 and 9,835,475. As at the date of this report, the total number of Shares available for issue under all the Share Schemes was 177,396,005, representing approximately 9.23% of the issued Shares (excluding any treasury shares held by the Company) as of the date of this report.



## DIRECTORS' REPORT

Further details regarding each of the Share Schemes are set out below.

### SHARE INCENTIVE PLAN

#### *Purpose*

The purposes of the Share Incentive Plan are to (i) align the interests of eligible persons ("**Eligible Persons**") with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

#### *Participants*

The Eligible Persons who may be selected to become a participant of the Share Incentive Plan are any individual, or a corporate entity (as the case may be), being any of, for the purpose of Chapter 17 of the Listing Rules, (i) an employee participant; (ii) a related entity; and (iii) a service provider, who the Board or the Board delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group or any related entity thereof; however, no individual who is resident in a place where the grant, acceptance or vesting of an award pursuant to the Share Incentive Plan is not permitted under the laws and regulations of such place or where, in the view of the Board or the Board delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Incentive Plan and such individual shall therefore be excluded from the term Eligible Person. For further details of the aforementioned scope of Eligible Persons, please refer to the circular of the Company dated 17 April 2024.

#### *Individual Limit*

Where any grant of RSUs, awards and other options to a grantee would result in the Shares issued and to be issued in respect of all awards granted to such grantee under the Share Incentive Plan (excluding RSUs and options lapsed in accordance with relevant schemes), in the 12-month period up to and including the grant date of such new grant exceeding 1% in aggregate of the issued share capital of the Company as at the date of the grant date of such new grant (the "**Individual Limit**"), such grant must be separately approved by Shareholders in general meeting with such grantee and his close associates (or associates if the grantee is a connected person of the Company) abstain from voting.



## DIRECTORS' REPORT

### ***Granting RSUs to a Director, Chief Executive, Substantial Shareholder***

Each RSU, award and option granted to a Director, chief executive or substantial shareholder of the Company or any of their respective associates shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive director who is a proposed grantee of such Options). In addition, subject always to the Individual Limit, where any grant of RSUs or awards to any Director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all RSUs granted to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue on the grant date, such grant must be approved by the Shareholders in general meeting with the grantees, their associates and all core connected persons (as defined under the Listing Rules) of the Company abstaining from voting in favour. Further, subject always to the Individual Limit, where any grant of RSUs or any other options pursuant to any other concurrent share schemes to an independent non-executive director or substantial shareholder of the Company or any of their respective associates would result in the number of Shares issued and to be issued upon the exercise of all RSUs granted (excluding RSUs lapsed in accordance with the terms of the Share Incentive Plan) to such person in the 12-month period up to and include the grant date representing in aggregate over 0.1% of the Shares in issue on the grant date, such grant shall also be approved by the Shareholders in general meeting with the grantees, their associates and all core connected persons (as defined under the Listing Rules) of the Company abstaining from voting in favour.

### ***Grant of RSU***

A grant letter shall specify the grant date, the period within which it must be accepted, the number of RSU Shares underlying the RSU, the vesting criteria and conditions, the purchase price (if any) for the RSU Shares (including the method of payment and the period(s) within which any such purchase price must be made), the vesting date, any performance targets which shall be achieved before the RSUs can be vested, and any details as the Board or the Board Delegate(s) may consider necessary in respect of which an offer of RSUs is made. The Board or the Board Delegate(s) may determine the amount payable (if any) on an application or acceptance of an RSU.

### ***Purchase Price***

As of the Amendment Date, and subject to future adjustments, no purchase price is to be paid by the grantees of the RSU Shares.

The Board or the Board delegate(s) may determine in its absolute discretion the purchase price of the RSU Shares, taking into account (including but not limited to) the prevailing closing price of the Shares, the purpose of the Share Incentive Plan and the characteristics and profile of the selected participant.

## DIRECTORS' REPORT

The basis of determining such purchase price of the RSU Shares aligns with the purposes of the Share Incentive Plan as the Eligible Persons will receive an RSU Share at no cost, which is much more competitive than purchasing the Shares in the market, thus incentivizing them to contribute further to the Group's development. Further, the Board noted that it is a common practice for listed companies in Hong Kong to grant restricted share units or award shares to their directors, critical personnel and employees at nil consideration.

### ***Vesting of RSUs***

The Board or the Board delegate(s) may determine such vesting criteria and conditions or periods for the RSU to be vested hereunder, provided however that the vesting period in respect of any RSU shall not be less than 12 months from the grant date, except that with respect to a Selected Participant who is an Employee Participant, a shorter vesting period may be permitted in circumstances set out below:

- (1) grants as "make whole" RSUs to a new Employee Participant upon joining the Group to replace the share awards such Selected Participant forfeited when leaving his/her previous employer;
- (2) grants to an Employee Participant whose employment is terminated due to death or disability or occurrence of any out-of-control event;
- (3) grants of RSUs which are subject to the fulfilment of performance targets as determined in the conditions of his/her grant;
- (4) grants of RSUs the timing of which is set due to administrative and/or compliance reasons unrelated to the performance of the employee participant, in which case the vesting date may be adjusted to take account of the time from which the RSU would have been granted if not for such administrative and/or compliance reasons;
- (5) grants of RSUs with a mixed vesting schedule such that the RSUs may vest evenly over a period of 12 months; or
- (6) grants of RSUs with a total vesting and holding period of more than 12 months, such as where the RSUs may vest by several batches with the first batch to vest within 12 months of the grant date and the last batch to vest 12 months after the grant date.

## DIRECTORS' REPORT

### ***Remaining life***

Subject to earlier termination by the Board, the Share Incentive Plan shall be valid and effective for a period of 10 years since its adoption date. As at 31 December 2025, the remaining life of the Share Incentive Plan is approximately 4 years and 2 months.

### ***RSUs granted during the Reporting Period***

During the Reporting Period, no RSU was granted under the Share Incentive Scheme.

Further details of movement of awards of the Group under the Share Incentive Plan and the Share Award Scheme, in each case during the year ended 31 December 2025 have been set out in pages 71 to 72 of this annual report.

## SHARE AWARD SCHEME

### ***Purpose***

The purposes of the Share Award Scheme are to (i) align the interests of eligible persons ("**Eligible Persons**") with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

### ***Participants***

The Eligible Persons who may be selected to become a participant of the Share Award Scheme are any individual, or a corporate entity (as the case may be), being any of, for the purpose of Chapter 17 of the Listing Rules, (i) an employee participant; (ii) a related entity; and (iii) a service provider, who the Board or the Board delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group or any related entity thereof; however, no individual who is resident in a place where the grant, acceptance or vesting of an award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or the Board delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Award Scheme and such individual shall therefore be excluded from the term Eligible Person. For further details of the aforementioned scope of Eligible Persons, please refer to the circular of the Company dated 16 April 2024.

## DIRECTORS' REPORT

### ***Individual Limit***

Where any grant of RSUs, awards and other options to a grantee would result in the Shares issued and to be issued in respect of all awards granted to such grantee under the Share Incentive Plan (excluding RSUs and options lapsed in accordance with relevant schemes), in the 12-month period up to and including the grant date of such new grant exceeding 1% in aggregate of the issued share capital of the Company as at the date of the grant date of such new grant (the "**Individual Limit**"), such grant must be separately approved by Shareholders in general meeting with such grantee and his close associates (or associates if the grantee is a connected person of the Company) abstain from voting.

### ***Granting Award shares to a Director, Chief Executive, Substantial Shareholder***

Each RSU, award and option granted to a Director, chief executive or substantial shareholder of the Company or any of their respective associates shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive director who is a proposed grantee of such Options). In addition, subject always to the Individual Limit, where any grant of RSUs or awards to any Director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all RSUs granted to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue on the grant date, such grant must be approved by the Shareholders in general meeting with the grantees, their associates and all core connected persons (as defined under the Listing Rules) of the Company abstaining from voting in favour. Further, subject always to the Individual Limit, where any grant of RSUs or any other options pursuant to any other concurrent share schemes to an independent non-executive director or substantial shareholder of the Company or any of their respective associates would result in the number of Shares issued and to be issued upon the exercise of all RSUs granted (excluding RSUs lapsed in accordance with the terms of the Share Incentive Plan) to such person in the 12-month period up to and include the grant date representing in aggregate over 0.1% of the Shares in issue on the grant date, such grant shall also be approved by the Shareholders in general meeting with the grantees, their associates and all core connected persons (as defined under the Listing Rules) of the Company abstaining from voting in favour.

### ***Grant of Award shares***

A grant letter shall specify the grant date, the period within which it must be accepted, the number of award shares underlying the award, the vesting criteria and conditions, the purchase price (if any) for the award shares (including the method of payment and the period(s) within which any such purchase price must be made), the vesting date, any performance targets which shall be achieved before the award shares can be vested, and any details as the Board or the Board delegate(s) may consider necessary in respect of which an offer of grant dates is made. The Board or the Board delegate(s) may determine the amount payable (if any) on an application or acceptance of an award share.

## DIRECTORS' REPORT

### ***Purchase price***

As of the Amendment Date, and subject to future adjustments, no purchase price is to be paid by the grantees of the award shares.

The Board or the Board delegate(s) may determine in its absolute discretion the purchase price of the RSU Shares, taking into account (including but not limited to) the prevailing closing price of the Shares, the purpose of the Share Incentive Plan and the characteristics and profile of the selected participant.

The basis of determining such purchase price of the award shares aligns with the purposes of the Share Award Scheme as the Eligible Persons will receive an award share at no cost, which is much more competitive than purchasing the Shares in the market, thus incentivizing them to contribute further to the Group's development. Further, the Board noted that it is a common practice for listed companies in Hong Kong to grant restricted share units or award shares to their directors, critical personnel and employees at nil consideration.

### ***Vesting of Award Shares***

The Board or the Board delegate(s) may determine such vesting criteria and conditions or periods for the award shares to be vested hereunder, provided however that the vesting period in respect of any award share shall not be less than 12 months from the grant date, except that with respect to a selected participant who is an Employee Participant, a shorter vesting period may be permitted in circumstances set out below:

- (1) grants as "make whole" award shares to a new employee participant upon joining the Group to replace the share awards such selected participant forfeited when leaving his/her previous employer;
- (2) grants to an employee participant whose employment is terminated due to death or disability or occurrence of any out-of-control event;
- (3) grants of award shares which are subject to the fulfilment of performance targets as determined in the conditions of his/her grant;
- (4) grants of award shares the timing of which is set due to administrative and/or compliance reasons unrelated to the performance of the employee participant, in which case the vesting date may be adjusted to take account of the time from which the award shares would have been granted if not for such administrative and/or compliance reasons;
- (5) grants of award shares with a mixed vesting schedule such that the award shares may vest evenly over a period of 12 months; or
- (6) grants of award shares with a total vesting and holding period of more than 12 months, such as where the RSUs may vest by several batches with the first batch to vest within 12 months of the grant date and the last batch to vest 12 months after the grant date.



## DIRECTORS' REPORT

### ***Remaining life***

Subject to earlier termination by the Board, the Share Award Scheme shall be valid and effective for a period of 10 years since its adoption date. As at 31 December 2025, the remaining life of the Share Award Scheme is approximately 5 years and 5 months.

### ***Award shares granted during the Reporting Period***

During the Reporting Period, an aggregate of 18,680,558 award shares were granted pursuant to the Share Award Scheme.

## DIRECTORS' REPORT

### **Details of movement in awards under the Share Incentive Plan and the Share Award Scheme during the Reporting Period pursuant to Rule 17.07 of the Listing Rules**

Set forth below are the details of movement in awards under the Share Incentive Plan and the Share Award Scheme during the Reporting Period pursuant to Rule 17.07 of the Listing Rules.

Date of award	Number of Shares underlying awards						Vesting Period	Weighted average closing price of the Shares immediately before the dates on which the awards were vested (HK\$)	Performance target(s), if any
	Unvested awards as at 1 January 2025	Granted during the Reporting Period	Vested during the Reporting Period	Lapsed/ forfeited during the Reporting Period	Cancelled during the Reporting Period	Unvested awards as at 31 December 2025			
<b>Employee Participants*</b>									
10 April 2020 (Note 6)	2,320,000	-	2,320,000	-	-	-	25 September 2022 to 25 September 2025	3.82	N/A
1 July 2021 (Note 6)	10,432,959	-	4,709,911	1,646,936	-	4,076,112	1 July 2023 to 1 July 2026	2.77	See Note 1
29 October 2021 (Note 6)	270,114	-	103,556	-	-	103,558	29 October 2023 to 29 October 2026	3.32	See Note 1
11 January 2022 (Note 6)	1,616,542	-	692,803	28,176	-	895,563	11 January 2024 to 11 January 2027	2.39	See Note 1
14 November 2022 (Note 6)	1,924,329	-	962,164	450,000	-	512,165	1 July 2023 to 1 July 2026	2.77	See Note 2
17 January 2023	29,283	-	29,283	-	-	-	17 January 2025	2.52	See Note 2
28 April 2023	3,987,195	-	3,612,120	375,075	-	-	28 April 2025	2.92	See Note 2
7 July 2023 (Note 6)	6,433,182	-	5,664,214	768,968	-	-	7 July 2025	2.77	See Note 2
15 November 2023	1,113,715	-	724,021	389,694	-	-	15 November 2025	3.29	See Note 2
29 April 2024	23,549,824	-	-	2,751,130	-	20,798,694	29 April 2026	-	See Note 2
15 November 2024	1,779,923	-	-	359,952	-	1,419,971	15 November 2026	-	See Note 2
29 April 2025 (Notes 4 and 8)	-	16,846,018	-	787,032	-	16,058,986	29 April 2026 to 29 April 2027	-	See Note 2
6 November 2025 (Notes 4 and 8)	-	1,834,540	-	-	-	1,834,540	6 November 2026 to 6 November 2027	-	See Note 2

## DIRECTORS' REPORT

### Notes:

- 1 These awards are subject to the following performance targets: 1) grantees not graded "C" or worse for his/her personal evaluations for the year preceding the vesting date; 2) grantees not failing to meet prescribed performance targets for the year preceding the vesting date; and 3) grantees passing his/her corresponding rank certification.
- 2 These awards are subject to the following performance targets: 1) grantees not graded "C" or worse in terms of his/her performance assessment (if applicable) for each of the preceding two years; 2) grantees achieving the prescribed performance targets for each of the preceding two years (if applicable); and 3) grantees passing his/her corresponding rank certification (if applicable) for each of the preceding two years.
- 3 Certain awards granted to selected employee participant(s) recognized for their past contribution to the Group are not subject to any performance targets. Other awards are subject to the following performance targets: 1) grantees not graded "C" or worse in terms of his/her personal evaluations for the preceding one or two year(s) (as the case may be); 2) grantees achieving the prescribed performance targets for the preceding one or two year(s) (as the case may be) (if applicable); and 3) grantees passing his/her corresponding rank certification for the preceding one or two year(s) (as the case may be).
- 4 The following grants were made under the Share Award Scheme during the Reporting Period:

<b>Date of grant</b>	<b>Number of award shares granted</b>	<b>Closing price of Shares immediately before date of grant (HK\$)</b>	<b>Fair value of awards at the date of grant per Share (HK\$)</b>
<b>Employee Participants*</b>			
29 April 2025 (Note 8)	16,846,018	2.735	2.80
6 November 2025 (Note 8)	1,834,540	3.29	3.29

- 5 These grants were made without any exercise period, exercise price nor purchase price attached thereto.
  - 6 These grants were made prior to the amendment to Chapter 17 of the Listing Rules taking effect.
  - 7 None of the grantees under the Share Incentive Plan and the Share Award Scheme is (i) a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the issued Shares.
  - 8 Details of the valuation of the share awards of the Company during the Reporting Period, including the accounting standard and policy adopted for the share schemes, are set out in note 29 to the consolidated financial statements.
- \* Employee Participants include employees of any member of the Group

### SHARE OPTION SCHEME

#### *Purpose*

The purposes of the Share Option Scheme are to (i) align the interests of eligible persons (“**Eligible Persons**”) with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

#### *Participants*

The Eligible Persons who may be selected to become a participant of the Share Option Scheme are any individual, or a corporate entity (as the case may be), being any of, for the purpose of Chapter 17 of the Listing Rules, (i) an employee participant; (ii) a related entity; and (iii) a service provider, who the Board or the Board delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group or any related entity thereof; however, no individual who is resident in a place where the grant, acceptance or vesting of an option pursuant to the Share Option Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or the Board delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Option Scheme and such individual shall therefore be excluded from the term Eligible Person. For further details of the aforementioned scope of Eligible Persons, please refer to the circular of the Company dated 17 April 2024.

#### *Individual Limit*

Where any grant of Options and other awards to a grantee would result in the Shares issued and to be issued in respect of all Options, awards and RSUs granted or to be granted to such grantee under the Share Option Scheme and other share schemes of the Company (excluding options and such other awards lapsed in accordance with relevant schemes), in the 12-month period up to and including the grant date of such new grant exceeding 1% in aggregate of the issued share capital of the Company as at the date of the grant letter of such new grant, such grant must be separately approved by Shareholders in general meeting with such grantee and his close associates (or associates if the grantee is a connected person of the Company) abstain from voting.



## DIRECTORS' REPORT

### ***Granting options to a Director, Chief Executive, Substantial Shareholder***

Each option, award, and RSU granted to a Director, chief executive or substantial shareholder of the Company or any of their respective associates shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive director who is a proposed grantee of such options). In addition, subject always to the Individual Limit, where any grant of options, any other awards or RSUs pursuant to the Share Option Scheme or any other concurrent share schemes to a substantial shareholder or an independent non-executive Director or any of their respective associates which would result in the Shares in issue and to be issued to such grantee under the Share Option Scheme and any other schemes in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue on the grant date, such grant must be approved by the independent Shareholders in general meeting with the grantees, their associates and all core connected persons (as defined under the Listing Rules) of the Company abstaining from voting in favour.

### ***Grant of options***

A grant letter shall specify the grant date, the period within which it must be accepted, the number of Shares underlying the options to be granted, the vesting criteria and conditions, the exercise price for the relevant options (including the method of payment and the period(s) within which any such purchase price must be made), the vesting date, any performance targets which shall be achieved before the options can be vested, and any details as the Board or the Board delegate(s) may consider necessary in respect of which an offer of options is made.

An amount of RMB1.00 is payable by the grantee to the Company upon acceptance of the offer of options.

### ***Exercise Price***

Any option granted may be exercised during a period specified by the Board or the Board delegate(s) in the Grant Letter and shall not expire later than ten years from the grant date (the "**Exercise Period**"). The amount payable for each Share to be subscribed for under an option (the "**Exercise Price**") shall be determined by the Board or the Board delegate(s) with reference to Rule 17.03E of the Listing Rules and notified to grantees, but shall be the highest of:



## DIRECTORS' REPORT

- (a) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the grant date of the relevant options, which must be a business day;
- (b) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five (5) business days immediately preceding the grant date of the relevant options; and
- (c) the nominal value per Share on the grant date.

### ***Vesting of options***

Unless otherwise determined by the Board or the Board delegate(s), the options granted under the Share Option Scheme shall vest 25% per year within four (4) anniversary years, and the vesting period shall commence on the grant date and shall last for no less than twelve (12) months, except that any options granted to a selected participant who is an employee participant may be subject to a shorter vesting period, which may be permitted in circumstances set out below:

- (1) grants as "make whole" award shares to a new Employee Participant upon joining the Group to replace the share awards such Selected Participant forfeited when leaving his/her previous employer;
- (2) grants to an Employee Participant whose employment is terminated due to death or disability or occurrence of any out-of-control event;
- (3) grants of options which are subject to the fulfilment of performance targets as determined in the conditions of his/her grant;
- (4) grants of options the timing of which is set due to administrative and/or compliance reasons unrelated to the performance of the employee participant, in which case the vesting date may be adjusted to take account of the time from which the options would have been granted if not for such administrative and/or compliance reasons;
- (5) grants of options with a mixed vesting schedule such that the award shares may vest evenly over a period of 12 months; or
- (6) grants of options with a total vesting and holding period of more than 12 months, such as where the options may vest by several batches with the first batch to vest within 12 months of the grant date and the last batch to vest 12 months after the grant date.

## DIRECTORS' REPORT

### *Remaining life*

Subject to earlier termination by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years since its adoption date. As at 31 December 2025, the remaining life of the Share option Scheme is approximately 5 years and 5 months.

### *Options granted during the Reporting Period*

During the Reporting Period, no options were granted pursuant to the Share Option Scheme. Save for the grant of 41,200,000 options on 17 January 2023 as disclosed herein, no other option had been granted or agreed to be granted by the Company under the Share Option Scheme since the adoption of the Share Option Scheme and up to 31 December 2025.

### *Details of movement in awards under the Share Option Scheme during the Reporting Period pursuant to Rule 17.07 of the Listing Rules*

Date of grant	Outstanding as at 1 January 2025	Granted during the Reporting Period	Vested during the Reporting Period	Exercised during the Reporting Period	Weighted average closing price of the Shares immediately before the dates on which the options were exercised	Lapsed/ forfeited during the Reporting Period	Cancelled during the Reporting Period	As at 31 December 2025	Weighted average closing price of the Shares immediately before the dates on which the Options were vested <i>HK\$</i>	Exercise price <i>HK\$</i>	Exercise period/ Performance targets
<b>Employee Participants</b>											
17 January 2023	34,700,000	-	8,675,000	-	-	3,500,000	-	31,200,000	2.52	8.196	See Note 1
Total:	34,700,000	-	8,675,000	-	-	3,500,000	-	31,200,000			

#### *Notes:*

- The aforesaid options shall automatically lapse upon the expiry of the tenth anniversary of the grant date. Provided that a grantee remains as an eligible participant under the Share Option Scheme and employed with the Group at the time of vesting of the options, the vesting of each tranche shall be subject to fulfilment of performance targets, including (i) not having been graded "C" or worse for his or her personal evaluations in accordance with the performance management policies of the Group; or (ii) not having received any assessment which, by nature, indicates a failure to meet prescribed performance targets or standards, in each case, for each financial year ending 31 December preceding the aforesaid vesting dates.



## DIRECTORS' REPORT

- 2 These options are to be vested: 1) 25% of the Share Options on 17 January 2025; 2) 25% of the Share Options on 17 January 2026; 3) 25% of the Share Options on 17 January 2027; and 4) 25% on 17 January 2028.
- 3 Since the adoption of the Share Option Scheme, the only options ever granted were those granted on 17 January 2023 to eligible employee participants of the Group; and no options had been made to (i) any Director, chief executive, substantial shareholder or their respective associates; or (ii) related entity participant or service provider. In addition, there is no participant with options and awards granted and to be granted in excess of the 1% individual limit.
- 4 The closing price of the Shares immediately before the date of grant of the aforesaid Options was HK\$7.73. For the fair value per share of the aforesaid Options as at the date of grant, please refer to note 29 to the consolidated financial statements.
- 5 None of the grantees under the Share Option Scheme is (i) a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the issued Shares.

### EQUITY-LINKED AGREEMENT

Save as disclosed in the sections headed "Share Schemes" above, there was no equity-linked agreement entered into by the Company during the year ended 31 December 2025.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2025, the respective percentage of purchases attributable to the Group's largest supplier and five largest suppliers in aggregate was 7.29 % and 24.32% and the respective percentage of the total sales attributable to the Group's largest customer and five largest customers in aggregate was 3.89% and 8.23%, respectively.

None of our Directors or any of their close associates or any Shareholder (which to the best knowledge of our Directors owned more than 5% of the Company's issued share capital) had any interest in any of our five largest suppliers or customers during the year ended 31 December 2025.

## DIRECTORS' REPORT

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

During the year ended 31 December 2025, the Company has repurchased a total of 73,192,000 Shares (the "Share Repurchased") on the Stock Exchange at an aggregate consideration of approximately HK\$229.47 million before expenses. The Company cancelled a total of 9,182,000 Shares on 6 August 2025. As at 31 December 2025, 64,010,000 Shares Repurchased (excluding treasury shares) remained outstanding and had not been cancelled. Subsequent to the Reporting Period, the Company has repurchased a total of 1,400,000 Shares on the market at the aggregate consideration of approximately HK\$4.61 million including expenses in January 2026. On 12 February 2026, the Company has cancelled a total of 10,037,000 Shares Repurchased from 3 September 2025 to 7 November 2025. As at the date of this report, a total of 55,373,000 repurchased Shares remained outstanding and had not been cancelled. Details of the Shares Repurchased by the Company during the Reporting Period are as follows:

Month of repurchase in 2025	Total number of Shares Repurchased	Purchase price paid per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
January	1,466,000	2.50	2.27	3,485,391.06
March	1,951,000	3.15	2.94	5,981,590.00
April	3,452,000	3.10	2.52	9,774,680.00
May	499,000	2.96	2.82	1,434,460.00
June	1,148,000	2.73	2.51	3,031,630.00
July	666,000	3.28	2.70	1,974,410.00
September	840,000	3.56	3.44	2,952,050.00
October	4,232,000	3.49	3.07	13,901,140.00
November	18,886,000	3.44	3.03	61,492,540.00
December	40,052,000	3.29	2.91	125,438,440.00
Total	73,192,000			229,466,331.06

As at 31 December 2025, a total of 12,316,000 Shares were held as treasury share by the Company. Subject to compliance with the Listing Rules, the Company may consider applying such treasury shares for resale, consideration of future acquisitions, or funding existing share schemes of the Company.

The Directors were of the view that the Share Repurchases would reflect the Board and the management team's confidence in the Company's business development prospects. Therefore, the Directors believed that the Share Repurchased were in the best interests of the Company and the Shareholders as a whole.



## DIRECTORS' REPORT

Save as disclosed above and except for the on-market purchase by MYC Marvellous of 1,506,000 Shares on the Stock Exchange for the sole purpose of satisfying the awards granted under the Share Award Scheme upon vesting thereof, neither the Company nor any of its subsidiaries or the Consolidated Affiliated Entity had purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the Reporting Period.

### CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2025, the Group made a charitable contribution of approximately RMB0.06 million.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code as its own code of corporate governance. During the year ended 31 December 2025, the Board is of the opinion that the Company has complied with all the code provisions set out in the CG Code.

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 92 to 98 of this report.

### AUDITOR

At the extraordinary general meeting held on 23 December 2024, the Shareholders considered and approved the ordinary resolutions proposing the change of auditors of the Company and decided to appoint Ernst & Young as the Company's auditor for 2024 in accordance with International Accounting Standards for the period until the conclusion of the next annual general meeting. For details, please refer to the circular dated 3 December 2024.

The consolidated financial statements have been audited by the Company's auditor, Ernst & Young, which is the Company's auditor for 2025 in accordance with International Accounting Standards. Save as disclosed above, there was no other change of auditors of the Company in the preceding three years.

By order of the Board of Directors  
**Ming Yuan Cloud Group Holdings Limited**

**Mr. Gao Yu**  
*Chairman*

Shenzhen, the PRC, 18 March 2026



# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of Shareholders, enhance corporate value, formulate our business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions of the CG Code contained in Appendix C1 to the Listing Rules as the basis of the Company's corporate governance practices.

Corporate governance measures have been considered by the Board to avoid actual or potential conflict of interests between the Group and the controlling shareholders, including: (i) where a Shareholders' meeting is held pursuant to the Listing Rules to consider proposed transactions or arrangements in which the controlling shareholders or any of their associates have a material interest, the controlling shareholder(s) shall abstain from voting and their votes shall not be counted; (ii) the independent non-executive Directors will review, on an annual basis, whether there is any conflict of interests between the Group and the controlling shareholders and provide impartial and professional advice to protect the interests of the minority Shareholders; (iii) the controlling shareholders will use their best endeavours to provide all information necessary as required by the independent non-executive Directors for the purpose of their annual review; and (iv) the Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its annual reports or by way of announcements as required by the Listing Rules.

In the opinion of the Directors, during the year ended 31 December 2025, the Company has complied with all the code provisions as set out in the CG Code.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions since the Listing Date. Having made specific enquiry with the Directors, all of the Directors confirmed that he/she has complied with the required standards as set out in the Model Code during the year ended 31 December 2025.

The Company's employees, who are likely to be in possession of unpublished inside information of the Company, are also subject to the Model Code. No incident of non-compliance of the Model Code by the employees was noted by the Company as at 31 December 2025.



# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and makes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing such responsibilities.

### Board Composition

The Board currently comprises seven Directors, consisting of three executive Directors, one non-executive Director and three independent non-executive Directors.

#### **Executive Directors**

Mr. Gao Yu (*Chairman*)

Mr. Jiang Haiyang (*Chief Executive Officer*)

Mr. Chen Xiaohui (*Vice President*)

#### **Non-executive Director**

Mr. Liang Guozhi

#### **Independent Non-executive Directors**

Mr. Li Hanhui

Mr. Zhao Liang

Ms. Wen Hongmei

The biographical information of the Directors is set out in the section headed "Directors and Senior Management – Directors" on pages 32 to 36 of this report.

Save as disclosed in this report, to the best knowledge of the Board, there has been no other financial, business, family, or other material/relevant relationships among members of the Board.

In terms of gender diversity, while there has already been one female Director on the Board as at 31 December 2025, the Company and the Nomination Committee recognise the importance and benefits of gender diversity at the Board level and are committed to continue to identify female candidates and ensure at least one member of the Board shall be female.

As at 31 December 2025, our workforce (including the senior management) consisted of 1,078 male employees and 585 female employees, representing approximately 64.82% and 35.18% of the total workforce, respectively. The Company will continue to take gender diversity into consideration during recruitment and increase the female proportion at all levels over time with the ultimate goal of achieving gender parity.



## CORPORATE GOVERNANCE REPORT

### Board Meetings and General Meetings

Code provision C.5.1 of the CG Code stipulates that the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals involving active participation, either in person or through electronic means of communication, of a majority of directors.

Code provision C.2.7 of the CG Code requires the chairman should at least annually hold meetings with independent non-executive Directors without the presence of other directors.

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of no less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

The Board met 5 times during the year ended 31 December 2025 for purposes including but not limited to reviewing and approving the audited annual results of the Group for the year ended 31 December 2024, the unaudited interim results of the Group for the six months ended 30 June 2025 and its publication, and considering the payment of an interim and a final dividend, approving grants of share options and share awards pursuant to relevant share schemes, and change of officers.

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

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

During the year ended 31 December 2025, the Company has held the annual general meeting on 20 May 2025. All proposed Shareholders' resolutions put to the above general meeting were duly passed by way of poll. Please refer to the announcement of the Company dated 20 May 2025 for details. No extraordinary general meeting had been held during the year ended 31 December 2025.

## CORPORATE GOVERNANCE REPORT

The attendance records of each Director at the Board meetings and general meeting(s) of the Company for the year ended 31 December 2025 are set out below:

<b>Name of Director</b>	<b>Attendance/ Number of Board Meetings</b>	<b>Attendance/ Number of Annual General Meeting</b>
Mr. Gao Yu	5/5	1/1
Mr. Jiang Haiyang	5/5	1/1
Mr. Chen Xiaohui	5/5	1/1
Mr. Liang Guozhi	5/5	1/1
Mr. Li Hanhui	5/5	1/1
Mr. Zhao Liang	5/5	1/1
Ms. Wen Hongmei	5/5	1/1

### **Chairman and Chief Executive Officer**

The roles of the Chairman and Chief Executive Officer of the Company are held by Mr. Gao and Mr. Jiang, respectively, who are both co-founders of the Group. The Chairman provides overall strategic planning and business direction of the Group and management of the Company. The Chief Executive Officer focuses on the Board's work related to the operation and management of the Company. Their respective responsibilities are clearly defined and set out in writing.

### **Independent Non-executive Directors**

During the year ended 31 December 2025 and up to the date of this report, 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 with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the independent non-executive Directors a written annual confirmation of independence for the year ended 31 December 2025 pursuant to Rule 3.13 of the Listing Rules and the Nomination Committee has conducted an annual review on the same and considers each of the independent non-executive Directors to be independent and meet the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

# CORPORATE GOVERNANCE REPORT

## Appointment and Re-election of Directors

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 25 September 2023, which may be terminated by not less than three months' notice in writing served by either party. Each of the non-executive Director and independent non-executive Directors has entered into an appointment letter with the Company for a term of three years commencing from 25 September 2024, which may be terminated by not less than one month's notice in writing served by either party. The appointments of Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

Under the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot. The Articles of Association also provides that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

## Responsibilities, Accountabilities and Contributions of the Board and Management

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

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

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.



## CORPORATE GOVERNANCE REPORT

The Directors shall disclose to the Company details of other offices held by them.

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

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal action taken against them arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

### **Continuous Professional Development of Directors**

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

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of a Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by regular meetings with senior management of the Group to understand the Group's businesses, governance policies and regulatory environment.

The Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading materials on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2025, 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. Continuing briefings and professional development for the Directors were arranged by the Company and its professional advisers. According to the records kept by the Company, during the year ended 31 December 2025, each of the Directors, namely Mr. Gao Yu, Mr. Jiang Haiyang, Mr. Chen Xiaohui, Mr. Liang Guozhi, Mr. Li Hanhui, Mr. Zhao Liang and Ms. Wen Hongmei attended trainings that are relevant to the Director's professional knowledge and skills and in performing their duties and responsibilities as Directors.

## CORPORATE GOVERNANCE REPORT

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

<b>Directors</b>	<b>Participated in continuous professional development</b> <sup>Note</sup>
<i>Executive Directors</i>	
Mr. Gao Yu	✓
Mr. Jiang Haiyang	✓
Mr. Chen Xiaohui	✓
<i>Non-executive Director</i>	
Mr. Liang Guozhi	✓
<i>Independent Non-executive Directors</i>	
Mr. Li Hanhui	✓
Mr. Zhao Liang	✓
Ms. Wen Hongmei	✓

*Note:* Attended training/seminar/conference arranged by the Company or other external parties or read relevant materials

### 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 Board committees of the Company are established with specific written terms of reference which deal clearly with their authorities and duties, and are provided with sufficient resources to discharge their duties. The terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The list of the chairman and members of each Board committee is set out under the section headed "Corporate Information" on page 2 of this annual report.

# CORPORATE GOVERNANCE REPORT

## Audit Committee

The Audit Committee consists of three members, including three independent non-executive Directors, namely Ms. Wen, Mr. Li and Mr. Zhao. Ms. Wen, being the chairperson of the Audit Committee, holds the appropriate professional qualification as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal controls system of the Group, review effectiveness of the internal audit function, assist the Board in reviewing the scope of audit, appointment, re-appointment and removal of external auditors, review and approve connected transactions and to advise the Board. The Company's internal audit department is in charge of independent review of the adequacy and effectiveness of internal controls and reporting to the Audit Committee on any issues identified.

During the year ended 31 December 2025, the Audit Committee held four meetings to review the half-year and annual results of the Company; to review financial reporting system and the effectiveness of the risk management and internal control systems of the Group; discussing with the external auditor to assess the impact on applying the new accounting standards; considering the re-appointment of external auditor of the Company, reviewing its independence and qualification, and reviewing and approving the audit scope and fees proposed by the external auditor and make relevant recommendation to the Board.

The attendance records of the Audit Committee Meetings are set out below:

<b>Name of Audit Committee Members</b>	<b>Attendance/Number of Meetings</b>
Mr. Li Hanhui	4/4
Mr. Zhao Liang	4/4
Ms. Wen Hongmei	4/4

The Company's annual results for the year ended 31 December 2025 have been reviewed by the Audit Committee on 18 March 2026. The Audit Committee considers that the annual financial results for the year ended 31 December 2025 are in compliance with the relevant accounting standards, rules and regulations and appropriate disclosures have been duly made.

# CORPORATE GOVERNANCE REPORT

## Remuneration Committee

The Remuneration Committee consists of three members, including one executive Director, namely Mr. Gao, and two independent non-executive Directors, namely Mr. Li and Mr. Zhao. Mr. Li is the chairperson of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board regarding the overall remuneration policy and structure relating to the Directors and senior management of the Group; the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management; and review and/or approve the matters relating to the share schemes of the Company. The Remuneration Committee has adopted the model as described in code provision E.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including salaries, bonuses, pension rights, compensation payments and benefits in kind.

During the year ended 31 December 2025, the Remuneration Committee held two meetings to review the remuneration of the Directors and senior management of the Company and the Company's remuneration policies, practices and related matters.

The attendance records of the Remuneration Committee Meetings are set out below:

Name of Remuneration Committee Members	Attendance/Number of Meetings
Mr. Gao Yu	2/2
Mr. Li Hanhui	2/2
Mr. Zhao Liang	2/2

The remuneration payable to the Directors and senior management of the Group for the year ended 31 December 2025 is shown in the following table by band:

Annual Remuneration	Number of individual(s)
RMB0 to RMB500,000	5
RMB500,001 to RMB1,000,000	1
RMB1,000,001 to RMB1,500,000	2
RMB1,500,001 to RMB2,000,000	2
Total	10



## CORPORATE GOVERNANCE REPORT

Further details of the remuneration payable to the Directors and the five highest paid individuals for the year ended 31 December 2025 are set out in note 10(b), to the consolidated financial statements in this annual report.

Material matters relating to the Share Schemes that were reviewed and approved by the Remuneration Committee during the Reporting Period are set out below:

1. Review and make recommendations to the Board regarding the overall remuneration policy and structure relating to the Directors and senior management of the Group;
2. Grant of 16,846,018 RSUs under the Share Award Scheme on 29 April 2025 without a clawback mechanism; and
3. Grant of 1,834,540 RSUs under the Share Award Scheme on 6 November 2025 without a clawback mechanism.

### Nomination Committee

The Nomination Committee consists of three members, including one executive Director namely Mr. Gao, and two independent non-executive Directors, namely Mr. Zhao and Ms. Wen. Mr. Gao is the chairperson of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The primary duties of the Nomination Committee are to make recommendations to the Board regarding the appointment and re-appointment of Directors and Board succession, and assess the independence of independent non-executive Directors. The Nomination Committee should seek independent professional advice to perform its responsibilities, when necessary, at the Company's expense.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning board diversity as set out in the Company's board diversity policy (the "**Board Diversity Policy**"). The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Company's director nomination policy (the "**Director Nomination Policy**") that are necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board.

## CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2025, the Nomination Committee held one meeting to review the nomination procedures; to review the composition and diversity of the Board, the Nomination Committee, the Remuneration Committee and the Audit Committee; to consider and recommend to the Board on the re-election of Directors at the Company's annual general meeting; to review the implementation and effectiveness of the Board Diversity Policy and the Director Nomination Policy; and to assess the independence of the independent non-executive Directors. The Nomination Committee was satisfied with the current procedures and composition.

The attendance records of the Nomination Committee Meetings are set out below:

<b>Name of Nomination Committee Members</b>	<b>Attendance/Number of Meetings</b>
Mr. Gao Yu	1/1
Mr. Zhao Liang	1/1
Ms. Wen Hongmei	1/1

Where vacancies on the Board arise, the Nomination Committee will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations.

### **Board Diversity Policy**

The Company has the Board Diversity Policy which sets out the objective and approach to enhance the effectiveness of our Board and to maintain high standard of corporate governance. 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, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Board currently consists of one female Director and six male Directors with a balanced mix of knowledge and skills, including but not limited to overall management and strategic development, finance and accounting and risk management, as well as professional experiences in financial leasing and banking. The Board is of the view that our Board satisfies the Board Diversity Policy.

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 Group to enhance the effectiveness of corporate governance of the Company as a whole.

The Nomination Committee is responsible for reviewing the diversity of the Board. The Nomination Committee has been monitoring and evaluating the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness.



## CORPORATE GOVERNANCE REPORT

The Company has established mechanisms which will ensure that there are channels (in addition to independent non-executive directors) where independent views are available, including the access by directors of the Company to external independent professional advice to assist their performance of duties.

During the Reporting Period, the Board and the Nomination Committee have reviewed the implementation and effectiveness of the Board Diversity Policy and the above mechanisms.

At present, the Nomination Committee considered that the Board is sufficiently diverse and the Board has not set any measurable objective.

### **Director Nomination Policy**

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

The Company has the Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- integrity and reputation;
- commitment in respect of available time and relevant interest; and
- diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings of the Company. The Nomination Committee will review the Director Nomination Policy, from time to time and as appropriate, to ensure its effectiveness.



# CORPORATE GOVERNANCE REPORT

## Corporate Governance Functions

The Board is responsible for performing the functions set out in code provision A.2.1 of the CG Code.

During the year ended 31 December 2025, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management of the Group, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

## RISK MANAGEMENT AND INTERNAL CONTROLS

### Governance Structure of Risk Management and Internal Control

The Board acknowledges its responsibilities to make sure that the Group maintains a solid and effective internal control system and monitor the effective implementation of such system. On behalf of the Board, the Audit Committee annually reviews the effectiveness of the internal control and risk management systems. The Board is also responsible for overseeing the risks (including environmental, social and governance risks) to the Group, determining the risks that the Group is expected and able to tolerate, and actively considering, analyzing and formulating strategies to manage the critical risks to the Group. The Group has designed and implemented an internal control and risk management framework. The internal control system of the Group is designed to manage, rather than eliminate, the risks that impede the ability of the Group to achieve its business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The business operation departments of the Group identify, evaluate and respond to the risks owned by the departments according to their responsibilities, and implement risk management procedures and internal control measures within the scope of each business and functional operation. Meanwhile, the management has established the risk control and compliance management department, which is responsible for providing an independent supervision and audit on the effectiveness of the Group's governance, risk management and internal control systems.



# CORPORATE GOVERNANCE REPORT

## 1. *Internal Control*

The Group has designed corresponding internal control system based on its own business characteristics. The system establishes clear policies and operating procedures for the key business processes, and clearly specifies the relevant roles and responsibilities as well as the authorisation for key control points. Through the control self-assessment, the management has evaluated the general effectiveness of the internal control system of the Group.

## 2. *Risk Management*

The Group has established a comprehensive risk management process to address various risks that may arise in the course of the Group's operations. The Group's risk management objectives include:

- (1) identifying internal and external risks that may affect the achievement of its operating objectives;
- (2) analysing and evaluating priorities of identified risks;
- (3) developing risk mitigation plans and action plans to enable reasonable resource allocation by the Group to cope with risks;
- (4) supervising the implementation of its risk mitigation plans.

The management has analysed and assessed the nature and severity of the major risks faced by the Group in 2025 according to the above risk management process. There was no significant change in the overall significant risks during the year compared with that of the previous year. On behalf of the Board, the Audit Committee monitors the risk profile of the Group and evaluates changes in the nature and severity of the significant risks. The Audit Committee believes that management has taken appropriate measures to control the significant risks to a level acceptable to the Board. The following summarizes the current major risks to the Group and its responses. As the Group's risk profile may change at any time, the risks listed below are not exhaustive.



## CORPORATE GOVERNANCE REPORT

### 2.1 Business Environmental Risk

In 2025, the real estate market remained in a phase of deep adjustment. However, compared with the severe fluctuations in 2024, under the guidance of the central government's policy of "halting the decline and restoring stability", although China's real estate market showed signs of structural stabilization, the willingness of enterprises to invest was still sluggish. The focus shifted to "guaranteeing the delivery of buildings" instead of new construction, and the deep adjustment of China's real estate industry was still ongoing. Real estate developers still tended to be cautious in project investment and informatization construction, which may lead to prolonged sales cycle and reduced order size of cloud services, on-premise software and AI products of the Group, thereby adversely affecting revenue growth and achievement of strategic objectives. At the same time, customers were paying more attention to the actual return on digitalization investment, and had higher requirements on product price, implementation cycle and delivery effect. Intensified market competition may further reduce profit margins. In order to cope with the business environmental risks, the Group will continue to focus on the core value positioning of "reducing costs and improving efficiency and enhancing operational certainty". The Group will strengthen the delivery of product value and the quantification of results, shorten implementation cycles and lower barriers to entry by standardizing and modularizing products and delivery methods, and flexibly promote business models such as subscription models, phased payments, and usage-based billing. At the same time, the Group will continue to optimize its cost structure and operational efficiency by strengthening the platform reuse of research and development resources and refined budget management, and further deepening the layout in market segments such as state-owned enterprise customers and non-residential scenarios, so as to reduce reliance on the single real estate development market and enhance overall operational resilience.



## CORPORATE GOVERNANCE REPORT

### 2.2 Information Security Management Risk

With the deepening of the application of AI products and the expansion of overseas business of the Group, the scale and complexity of data carried by the information system continue to increase. If information security management technology protection is inadequate or internal controls are insufficient, the systems may be vulnerable to cyberattacks, unauthorized access, or malicious acts of sabotage, which could lead to risks such as data leakage, business interruptions, legal disputes, and reputational damage. Meanwhile, the increasing regulatory requirements on network security and data protection in different countries and regions have also increased the complexity of the information security management of the Group. In response to information security management risk, the Group continued to improve its Group-wide information security governance system by establishing clear requirements for data classification and grading, strengthening network security protection, access control, log auditing, and emergency response mechanisms, and integrating security requirements into the entire software development lifecycle. At the same time, the Group enhanced its system security capabilities through technical means such as encrypted storage, multi-factor authentication, and permission minimization, and continued to conduct information security trainings and offensive and defensive drills for employees to enhance security awareness and emergency handling capabilities of all employees. The Group closely tracked the changes in information security regulations in major overseas markets, and incorporated relevant compliance requirements into its daily operations and system development processes to ensure that information security management standards are in line with business development. In addition, the Group has obtained the information security protection certification (level 3) and the ISO27001 information security management system certification, and it continues to conduct network security assessments and has established comprehensive coordination and emergency response mechanisms, so as to ensure that it can quickly identify, respond to and resolve various types of information security risks. Meanwhile, the Group implemented the security development lifecycle (SDL) management system, defined six safety bottom lines, and incorporated security requirements into the whole software lifecycle from security planning, design, development, testing to launch and operation, to comprehensively guarantee the safety of products.



## CORPORATE GOVERNANCE REPORT

### *2.3 Data Compliance Risk*

In the process of providing digital products and AI services, the Group handles the collection, processing, and storage of large volumes of personal information and business operational data. With the continuous tightening of data privacy protection regulations both domestically and internationally, and given the significant differences in data localization, cross-border transmission and personal information protection requirements in different jurisdictions, the Group may face adverse consequences, such as regulatory penalties, disruption of customer partnerships, and reputational damage, if it fails to promptly identify and effectively implement relevant compliance requirements. In order to address the data compliance risks, the Group has gradually established a global data compliance governance framework, formulated data compliance management policies according to local conditions to standardize the whole process management of data collection, use, storage, transmission and destruction. Furthermore, the Group has implemented the principle of “privacy by design” during the product design and development phases, adopting by default the minimum necessary, de-identified and configurable consent management mechanism. At the same time, the Group continued to conduct role-based data compliance training to strengthen the understanding and implementation of data compliance requirements across all business and technical teams, and continued to improve its overall data compliance management capability through regular assessment and internal review mechanism.



## CORPORATE GOVERNANCE REPORT

### 2.4 *Product Maturity Risk of New Business*

In 2025, the Group deepened the “AI+SaaS” strategy by promoting the integration of AI with real estate scenarios, iterating on overseas products such as Linkforce, and expanding into “AI+Management” scenarios. However, as a new growth driver, there are uncertainties in the market acceptance, promotion speed and profitability of AI products. AI products have a long R&D cycle and require frequent technical iterations, which may cause the development progress to lag behind. The lack of integration of AI products with business scenarios resulted in poor customer experience and low repurchase rate. Customers’ limited recognition of the value of AI products, coupled with the failure of overseas iterated products to quickly adapt to local user habits, hindered the promotion. The profitability model for new products remained to be validated, which may increase cost pressures in the short term. To address the product maturity risk of new business, the Group adopted a “minimum viable product” development model to mitigate risks through small-scale trial-and-error and rapid iteration. In 2025, the Group promoted new business in phases, first validating the feasibility through pilot projects and benchmarking customers, such as deploying AI marketing tools for state-owned enterprise customers, and then gradually expanding the application. Concurrently, the Group strengthened collaboration between AI and business teams to ensure that technology meets the needs of scenarios, while continuously optimizing product stability and usability. The Group has also established a strict project initiation and exit mechanism to cut losses in a timely manner for projects that fail to meet progress targets. The Group aimed to accelerate the commercialization of AI and drive growth in cloud subscription revenue, so as to seize the opportunities presented by the trend of AI in real estate sector.

### 2.5 *Market Competition Risk*

With the acceleration of digital transformation and the application of AI, the competition in the digital solutions market in the real estate and related industries was becoming increasingly intense. Existing and potential competitors may compete for customer resources through more attractive pricing strategies, technical solutions or service models, thereby putting pressure on the Group’s market share and profitability. Meanwhile, overseas markets also faced competition from local vendors in terms of regulatory understanding and localized services. In response to market competition risks, the Group continued to increase its investment in research and development in areas such as AI, big data and cloud-native technologies, so as to enhance product performance, stability and depth of industry adaptation and establish a differentiated competitive advantage. At the same time, by deepening the collaboration with customers and ecological partners, the Group built a synergistic industrial ecosystem and gradually established local teams in key overseas markets to strengthen localized services and compliance capabilities. In addition, the Group continued to analyze the market and competition landscape to promptly adjust the product layout and resource allocation, maintaining agility in responding to market changes.

# CORPORATE GOVERNANCE REPORT

## Effectiveness of Internal Control and Risk Management

On behalf of the Board, the Audit Committee conducts an annual review of the effectiveness of the Group's internal control and risk management systems for the year ended 31 December 2025. The review procedures comprise of, among other things, meeting with management of business units, and the external auditors, reviewing management's self-assessment results on internal control and risk assessment and discussing the significant risks with the senior management team and receiving whistle blower reports, if any, through various channels and following up and investigating alleged activities. During the Reporting Period, the Board is of the view that the Group's internal control and risk management systems are effective and adequate, and the Group has complied with the code provisions of the CG Code in relation to internal control and risk management.

## DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2025 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's consolidated financial statements, which are put to the Board for approval.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 103 to 109.

## AUDITOR'S REMUNERATION

The remuneration paid to the independent auditor of the Company, Ernst & Young, in respect of audit services and non-audit services for the year ended 31 December 2025 is set out below:

<b>Service Category</b>	<b>Fees Paid/Payable</b>
	<i>RMB'000</i>
Audit services	3,675
Non-audit services	–
<b>Total</b>	<b>3,675</b>



## CORPORATE GOVERNANCE REPORT

### JOINT COMPANY SECRETARIES

Mr. Ye Junwen has ceased to be the joint company secretary and the authorized representative of the Company with effect from 14 July 2025, and Ms. Xiao Zhimiao (“**Ms. Xiao**”) has been appointed as the joint company secretary and the authorized representative of the Company with effect from 14 July 2025.

During the Reporting Period, Ms. Xiao and Ms. Leung Shui Bing (“**Ms. Leung**”) are responsible for advising the Board on corporate governance matters and ensuring that Board policy and procedures, and applicable laws, rules and regulations are followed. Ms. Leung’s primary contact person at the Company is Ms. Xiao.

As at the end of the Reporting Period, Ms. Xiao Zhimiao and Ms. Leung Shui Bing were the joint company secretaries of the Company. During the Reporting Period, each of Ms. Xiao and Ms. Leung has attended not less than 15 hours of professional training in compliance with Rule 3.29 of the Listing Rules.

Subsequent to the Reporting Period, Ms. Xiao and Ms. Leung resigned as the joint company secretaries of the Company with effect from 18 March 2026. Mr. Zou You (“**Mr. Zou**”) and Ms. Li Chiao Ling (“**Ms. Li**”) were appointed as the joint company secretaries of the Company with effect from 18 March 2026 and Ms. Li’s primary contact person at the Company is Mr. Zou.

### SHAREHOLDERS’ RIGHTS

The Company engages with the Shareholders through various communication channels. To enable shareholders and other stakeholders to exercise their rights in an informed manner based on a good understanding of the Group’s operations, businesses and financial information, the Company adopted the shareholders’ communication policy with the objective of ensuring equal, timely, effective, transparent, accurate and open communications with the shareholders of the Company. The policy also sets out a number of ways to ensure effective and efficient communication strategies with shareholders and other stakeholders are achieved, including but not limited to actionable corporate communications (in both English and Chinese, to facilitate shareholders’ understanding), posting of relevant information on the corporate website and shareholders’ meetings.

To safeguard Shareholders’ interests and rights, separate resolutions should be proposed for each substantially separate issue at general meetings of the Company, including the election of individual Directors. All resolutions put forward at general meetings of the Company will be voted on by poll pursuant to the Listing Rules and poll results announcement will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

General meetings provide an opportunity for constructive communication between the Company and the shareholders. For shareholders to communicate their views on various matters affecting the Company and the Company to solicit and understand the views of shareholders and other stakeholders, the Company adopts a number of mechanisms, including encouraging shareholders to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings.



## CORPORATE GOVERNANCE REPORT

### **Convening an Extraordinary General Meeting**

Pursuant to Article 58 of the Articles of Association, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) 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/herself (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.

### **Putting Forward Proposals at Annual General Meetings**

The Company must hold an annual general meeting of the Company every financial year other than the financial year of the Company's adoption of the Articles of Association and such annual general meeting must hold within six (6) months after the end of the Company's financial year, unless a longer period would not infringe the Listing Rules, if any. A meeting of members or any class thereof may be held by means of such telephone, electronic or other communication facilities and participation in such a meeting shall constitute presence at such meeting.

To facilitate communication between the Company, Shareholders and the investor community, the corporate website has been adopted as the designated hub for publication of the corporate information, such as principal business activities and latest development of the Company and the Group. Also, it provides information on corporate governance of the Group as well as the compositions and functions of the Board and the Board committees.

### **Putting Forward Enquiries to the Board**

For putting forward any enquiry to the Board, Shareholders may send written enquiries to the Company. The Company normally will not deal with verbal or anonymous enquiries.



## CORPORATE GOVERNANCE REPORT

### Contact Details

The Shareholders may send their proposals or enquiries as mentioned above to the following:

Address: 801, Tower A, Gemdale Viseen Tower, 16 Gaoxin South 10th Road, Gaoxin Community, Yuehai Subdistrict, Nanshan District, Shenzhen, PRC

Email: [ir@mingyuanyun.com](mailto:ir@mingyuanyun.com)

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company endeavors to maintain an on-going dialogue with Shareholders and in particular, through AGMs and other general meetings. At the AGMs, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

During the year ended 31 December 2025, the Company has held the annual general meeting on 20 May 2025. All proposed Shareholders' resolutions put to the above general meeting were duly passed by way of poll. Please refer to the announcement of the Company dated 20 May 2025 for details.

During the Reporting Period, the Board has reviewed the implementation and confirmed effectiveness of the Shareholders' communication policy, in particular, by ensuring that: (i) the general meeting of the Company (where the Board and appropriate senior management of the Company are available to respond to enquiries) was held to provide an opportunity for communication between the Directors, senior management and the Shareholders; (ii) both English and Chinese version of any corporate communication that requires Shareholders' attention or any announcements relating to matters to be disclosed under the Listing Rules (including but not limited to those involving insider information, corporate actions and corporate transactions) were published in a timely manner; (iii) the Company's website, where information on the Company's announcements, reports, financial information and other information are available for public access, has been maintained as a communication platform with the Shareholders; and (iv) written enquiries or requests sent by Shareholders to the Company's address or email are dealt with in an informative and timely manner.



## CORPORATE GOVERNANCE REPORT

### CORPORATE CULTURE

The Board believes that corporate culture underpins the long-term business, economic success and sustainable growth of the Group. A strong culture enables the Company to deliver long-term sustainable performance and fulfill its role as a responsible corporate citizen. The Company is committed to developing a positive and progressive culture that is built on the values of “equality, simplicity and courage; partnership and professionalism; as well as openness, innovation and customer achievement”.

The Board sets and promotes the above corporate culture and expects and requires all employees to reinforce such culture. All of our new employees are required to attend orientation and training programs so that they have a better understanding of our corporate culture, structure and policies, learn relevant laws and regulations, and raise their quality awareness. During the Reporting Period, the Company continued to strengthen the culture construction by holding the 28th anniversary of its founding and plenty of online and offline activities, including team-building exercises, training sessions, and social events. These endeavors foster camaraderie among employees, enhance the sense of belonging within the Company, and constitute integral components of the Company’s culture-building efforts.

The Board annually reviews and assesses the Company’s business performances to guarantee the Company’s sustainable long-term growth. The Board believes that the corporate culture aligns with the Group’s purpose, values and strategy.

### CHANGE IN CONSTITUTIONAL DOCUMENTS

During the Reporting Period, there is no significant change in the Company’s constitutional documents.

### DIVIDEND POLICY

The Company does not have any pre-determined dividend pay-out ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors, among others, financial results, cash flow situation, business conditions and strategies and future operations and earnings, as set out in the dividend policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to Shareholders’ approval.

As of 31 December 2025, there was no arrangement under which a Shareholder had waived or agreed to waive any dividends.

## INDEPENDENT AUDITOR'S REPORT



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To the shareholders of Ming Yuan Cloud Group Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Ming Yuan Cloud Group Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 110 to 234, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") as issued by the Hong Kong Institute of Certified Public Accountants ("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 the consolidated 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

## INDEPENDENT AUDITOR'S REPORT

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### Key audit matters

### How our audit addressed the key audit matters

#### Revenue recognition

The Group's revenue was primarily derived from the provision of Cloud Services of approximately RMB1,082 million and On-premise Software and Services of approximately RMB202 million, totalled approximately RMB1,284 million for the year ended 31 December 2025. Revenue is recognised when the Group satisfies a performance obligation by transferring the control of promised goods or services to a customer in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services either at a point in time or over time.

We focused on this area due to the significance of the revenue transactions and the significant judgements and estimates involved in the principal-agent assessment for sales through regional partners and the progress towards complete satisfaction of a performance obligation for revenue from on-premise implementation and value-added services. Therefore, we identified the revenue recognition as a key audit matter.

The Group's disclosures about revenue recognition are included in notes 2.5, 4(b), 4(c) and 6 to the consolidated financial statements.

Our audit procedures in relation to revenue recognition included the following:

- We evaluated the Group's revenue accounting and assessed the Group's accounting policies;
- We obtained an understanding of, evaluated the design of, and tested the controls related to the revenue recognition process;
- We inspected the Group's contracts with customers and other relevant underlying documents, such as acceptance reports, on a sample basis, to understand the terms of service provision and assessed revenue recognised against the Group's accounting policy with reference to the requirements of the prevailing accounting standards, including but not limited to the principal-agent assessment for sales through regional partners. For on-premise implementation and value-added services, we agreed the progress towards complete satisfaction of the performance obligation to the progress reports and compared key information in the progress reports with underlying documents;



## INDEPENDENT AUDITOR'S REPORT

### Key audit matters

### How our audit addressed the key audit matters

- We obtained external confirmations, on a sample basis, to confirm contract amounts and accounts receivable related information for selected customers and conducting alternative tests on samples without replies;
- We performed an analytical review of revenue to assess the revenue fluctuations during the year;
- We evaluated the judgements and estimates applied by the management in revenue recognition, including but not limited to the principal-agent assessment for sales through regional partners and the progress towards complete satisfaction of a performance obligation for revenue from on-premise implementation and value-added services; and
- We assessed the adequacy of the Group's disclosures regarding revenue recognition.

# INDEPENDENT AUDITOR'S REPORT

## Key audit matters

## How our audit addressed the key audit matters

### Expected credit losses ("ECLs") for trade receivables and contract assets

As at 31 December 2025, the gross amount of the Group's trade receivables and contract assets was approximately RMB354 million which represented approximately 7% of the total assets of the Group. Management estimated ECLs on the trade receivables and contract assets and a loss allowance of approximately RMB168 million was made against the trade receivables and contract assets as at 31 December 2025.

Management estimated the ECLs on trade receivables and contract assets and applied judgements in making the estimation and selecting the inputs used in the ECLs calculation, based on customers' settlement history, financial position of major customers as well as forward-looking information.

We considered this area a key audit matter due to the magnitude of the balance of trade receivables and contract assets as well as the significant judgements and estimates involved in the estimation of the related ECLs given the complexity of the methodology and subjectivity of significant assumptions used.

The Group's disclosures about ECLs on the trade receivables and contract assets are included in notes 3.1(b), 4(e) and 24 to the consolidated financial statements.

Our procedures in relation to the assessment of the ECLs of trade receivables and contract assets included the following:

- We obtained an understanding of, evaluated the design of, and tested the operating effectiveness of the controls of the estimation of the ECLs on trade receivables and contract assets;
- We assessed the ECL provisioning methodology adopted by management based on our understanding of the Group's business and credit control process and the credit risk characteristics of the trade receivables and contract assets;
- We tested on a sample basis, the ageing analysis of trade receivables and contract assets;
- We evaluated the financial position of major customers by checking relevant information and evaluated the management's assessment of forward-looking information with reference to our understanding of the Group's business and industry and external macroeconomic data;
- We re-calculated the provision for ECLs using management's model; and
- We assessed the adequacy of the Group's disclosures regarding ECLs on trade receivables and contract assets.



## INDEPENDENT AUDITOR'S REPORT

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors of the Company 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. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.



## INDEPENDENT AUDITOR'S REPORT

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

As part of an audit in accordance with HKSA's, 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.



## INDEPENDENT AUDITOR'S REPORT

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr Leung Yat Him (practising certificate number: P08017).

### **Ernst & Young**

*Certified Public Accountants*

Hong Kong

18 March 2026

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Note	Year ended 31 December	
		2025 RMB'000	2024 RMB'000
Revenue	6	1,283,992	1,434,818
Cost of sales	7	(277,777)	(332,099)
<b>Gross profit</b>		<b>1,006,215</b>	1,102,719
Selling and marketing expenses	7	(591,417)	(757,712)
General and administrative expenses	7	(166,882)	(244,033)
Research and development expenses	7	(374,877)	(482,050)
Net impairment losses on financial assets and contract assets	3.1(b)	(31,856)	(44,849)
Other income	8	84,644	85,198
Other losses, net	9	(33,823)	(35,556)
<b>Operating loss</b>		<b>(107,996)</b>	(376,283)
Finance income	11	135,576	183,713
Finance costs	11	(2,760)	(4,418)
Finance income, net		132,816	179,295
Share of losses of investments accounted for using the equity method	20	(378)	(409)
<b>Profit/(loss) before income tax</b>		<b>24,442</b>	(197,397)
Income tax credit	12	5,897	7,851
<b>Profit/(loss) for the year</b>		<b>30,339</b>	(189,546)
<b>Profit/(loss) attributable to:</b>			
Owners of the Company		30,569	(189,546)
Non-controlling interests		(230)	–
		<b>30,339</b>	(189,546)
Earnings/(loss) per share attributable to ordinary equity holders of the Company (expressed in RMB per share)			
Basic	13	0.02	(0.10)
Diluted	13	0.02	(0.10)

The notes on pages 118 to 234 are integral parts of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December	
		2025 RMB'000	2024 RMB'000
<b>Profit/(loss) for the year</b>		<b>30,339</b>	(189,546)
<b>Other comprehensive income/(loss), net of tax</b>			
<i>Items that may be reclassified to profit or loss</i>			
Currency translation differences from foreign operations		<b>120,924</b>	(111,617)
Losses on dilution of equity interests in an associate	20	–	(946)
Reclassification adjustment upon disposal of an associate	20	<b>946</b>	–
<i>Items that will not be reclassified to profit or loss</i>			
Currency translation differences from the Company		<b>(190,704)</b>	174,721
Changes in fair value of financial assets at fair value through other comprehensive income, net of tax	28	<b>105</b>	(139)
<b>Total comprehensive loss for the year</b>		<b>(38,390)</b>	(127,527)
Total comprehensive loss attributable to:			
Owners of the Company		<b>(38,124)</b>	(127,527)
Non-controlling interests		<b>(266)</b>	–
		<b>(38,390)</b>	(127,527)

The notes on pages 118 to 234 are integral parts of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 31 December	
		2025	2024
		RMB'000	RMB'000
	Note		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	15	140,179	162,569
Investment properties	16	205,642	210,056
Right-of-use assets	17	215,955	247,605
Goodwill	18	20,391	–
Intangible assets	19	13,521	918
Financial assets at fair value through profit or loss	22	63,108	49,147
Financial assets at fair value through other comprehensive income	23	319	196
Contract acquisition costs	6	2,230	3,744
Prepayments and other receivables	24	13,513	26,019
Deferred income tax assets	31	37,965	30,886
Investments accounted for using the equity method	20	–	12,061
Term deposits with original maturity of over three months	25	557,758	590,940
Restricted cash	25	960	719
Debt investments at amortised cost	26	286,473	–
<b>Total non-current assets</b>		<b>1,558,014</b>	1,334,860
<b>Current assets</b>			
Inventories		6,257	3,527
Contract assets	6	92,701	84,659
Contract acquisition costs	6	188,807	212,351
Trade receivables	24	93,529	78,303
Prepayments and other receivables	24	61,074	41,974
Financial assets at fair value through profit or loss	22	124,918	226,333
Term deposits with original maturity of over three months	25	1,311,484	1,506,240
Restricted cash	25	751	245
Cash and cash equivalents	25	1,664,616	1,945,220
		<b>3,544,137</b>	4,098,852
Assets classified as held for sale		7,644	14,780
<b>Total current assets</b>		<b>3,551,781</b>	4,113,632
<b>Total assets</b>		<b>5,109,795</b>	5,448,492

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December	
		2025 RMB'000	2024 RMB'000
<b>EQUITY</b>			
Share capital	27	169	170
Treasury shares		(211,645)	(25,814)
Reserves	28	7,191,685	7,388,782
Accumulated losses		(2,629,683)	(2,660,252)
		<b>4,350,526</b>	<b>4,702,886</b>
<b>Non-controlling interests</b>		<b>1,137</b>	<b>–</b>
<b>Total equity</b>		<b>4,351,663</b>	<b>4,702,886</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Contract liabilities	6	11,371	17,332
Lease liabilities	17	12,327	43,552
Long-term borrowings	30	2,582	–
Deferred income tax liabilities	31	3,331	79
<b>Total non-current liabilities</b>		<b>29,611</b>	<b>60,963</b>
<b>Current liabilities</b>			
Trade payables	32	29,828	24,518
Other payables and accruals	33	190,159	193,378
Contract liabilities	6	361,351	432,906
Lease liabilities	17	34,407	33,841
Long-term borrowings – current	30	238	–
Short-term borrowings	30	112,538	–
<b>Total current liabilities</b>		<b>728,521</b>	<b>684,643</b>
<b>Total liabilities</b>		<b>758,132</b>	<b>745,606</b>
<b>Total equity and liabilities</b>		<b>5,109,795</b>	<b>5,448,492</b>

The notes on pages 118 to 234 are integral parts of these consolidated financial statements.

The consolidated financial statements and the accompanying notes on pages 110 to 234 were approved for issue by the board of directors on 18 March 2026 and were signed on its behalf.

**Gao Yu**  
Director

**Xiao Zhimiao**  
Chief Financial Officer

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Attributable to owners of the Company						
	Note	Share capital RMB'000	Treasury shares RMB'000	Reserves RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
<b>As at 1 January 2025</b>		170	(25,814)	7,388,782	(2,660,252)	4,702,886	–	4,702,886
Profit for the year		–	–	–	30,569	30,569	(230)	30,339
Changes in fair value of financial assets at fair value through other comprehensive income, net of tax	23	–	–	105	–	105	–	105
Currency translation differences		–	–	(69,744)	–	(69,744)	(36)	(69,780)
Reclassification adjustment upon disposal of an associate	20	–	–	946	–	946	–	946
<b>Total comprehensive loss for the year</b>		–	–	(68,693)	30,569	(38,124)	(266)	(38,390)
<b>Transactions with owners:</b>								
Purchase of non-controlling interest		–	–	–	–	–	1,403	1,403
Share-based compensation reserve	29	–	–	70,327	–	70,327	–	70,327
Repurchase of the shares of the Company	27(c)	–	(209,201)	–	–	(209,201)	–	(209,201)
Restricted Stock Units (RSUs) withheld upon vesting	27(c)	–	(7,385)	–	–	(7,385)	–	(7,385)
Transfer of vested restricted share units from treasury shares	28	–	7,062	(7,062)	–	–	–	–
Cancellation of shares	27(b)	(1)	23,693	(23,692)	–	–	–	–
Dividend distribution to the owners of the Company	14	–	–	(167,977)	–	(167,977)	–	(167,977)
<b>Total transactions with owners of the Company</b>		(1)	(185,831)	(128,404)	–	(314,236)	1,403	(312,833)
<b>As at 31 December 2025</b>		169	(211,645)	7,191,685	(2,629,683)	4,350,526	1,137	4,351,663

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Note	Attributable to owners of the Company					Total equity RMB'000
		Share capital RMB'000	Treasury shares RMB'000	Reserves RMB'000	Accumulated losses RMB'000	Total RMB'000	
<b>As at 1 January 2024</b>		170	(4,492)	7,408,985	(2,470,706)	4,933,957	4,933,957
Loss for the year		-	-	-	(189,546)	(189,546)	(189,546)
Changes in fair value of financial assets at fair value through other comprehensive income, net of tax	23	-	-	(139)	-	(139)	(139)
Currency translation differences		-	-	63,104	-	63,104	63,104
Losses on dilution of equity interests in an associate	20	-	-	(946)	-	(946)	(946)
<b>Total comprehensive loss for the year</b>		-	-	62,019	(189,546)	(127,527)	(127,527)
<b>Transactions with owners:</b>							
Issuance of ordinary shares	27(a)	2	-	-	-	2	2
Share-based compensation reserve	29	-	-	145,582	-	145,582	145,582
Repurchase of the shares of the Company	27(c)	-	(62,708)	-	-	(62,708)	(62,708)
RSUs withheld upon vesting	27(c)	-	(18,898)	-	-	(18,898)	(18,898)
Transfer of vested restricted share units from treasury shares	28	-	18,832	(18,832)	-	-	-
Cancellation of shares	27(b)	(2)	41,452	(41,450)	-	-	-
Dividend distribution to the owners of the Company	28	-	-	(167,522)	-	(167,522)	(167,522)
<b>Total transactions with owners of the Company</b>		-	(21,322)	(82,222)	-	(103,544)	(103,544)
<b>As at 31 December 2024</b>		170	(25,814)	7,388,782	(2,660,252)	4,702,886	4,702,886

The notes on pages 118 to 234 are integral parts of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Year ended 31 December	
		2025 RMB'000	2024 RMB'000
<b>Cash flows from operating activities</b>			
Cash used in operations	35	(58,957)	(209,434)
Interest received		139,687	138,880
Interest paid		(173)	–
<b>Net cash generated from/(used in) operating activities</b>		<b>80,557</b>	<b>(70,554)</b>
<b>Cash flows from investing activities</b>			
Payments for purchase of property, plant and equipment		(2,034)	(6,917)
Proceeds from disposal of property, plant and equipment		3,444	812
Payments for purchase of intangible assets		–	(146)
Payments for purchase of financial assets at fair value through profit or loss – wealth management products		(1,527,218)	(2,071,365)
Proceeds from redemption of financial assets at fair value through profit or loss – wealth management products		1,655,022	1,998,366
Payments for purchase of financial assets at fair value through profit or loss – unlisted securities and funds		(21,039)	(2,348)
Proceeds from disposal of interests in an associate	20	4,323	5,250
Proceeds from income of financial assets at fair value through profit or loss		288	10
Placement of term deposits with initial terms over three months		(2,414,072)	(5,946,609)
Receipt from maturity of term deposits with initial terms over three months		2,606,063	4,347,541
Payment for acquisition of a subsidiary		(32,661)	–
Purchases of Debt investments at amortised cost		(286,473)	–
<b>Net cash used in investing activities</b>		<b>(14,357)</b>	<b>(1,675,406)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Year ended 31 December	
		2025 RMB'000	2024 RMB'000
<b>Cash flows from financing activities</b>			
New bank borrowings		112,395	–
Repayment of bank borrowings		(84)	–
Payments for the repurchase of the shares of the Company		(209,201)	(62,708)
Shares withheld for restricted share units		(7,385)	(18,898)
Dividend paid		(167,977)	(167,522)
Principal elements of lease payments		(37,791)	(38,667)
Interest paid		(2,593)	(4,418)
<b>Net cash used in financing activities</b>		<b>(312,636)</b>	<b>(292,213)</b>
Net decrease in cash and cash equivalents		(246,436)	(2,038,173)
Cash and cash equivalents at the beginning of the year		1,945,220	3,972,900
Effects of exchange rate changes on cash and cash equivalents		(34,168)	10,493
<b>Cash and cash equivalents at end of the year</b>	25	<b>1,664,616</b>	1,945,220

The notes on pages 118 to 234 are integral parts of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION AND BASIS OF PREPARATION

### 1.1 General information

Ming Yuan Cloud Group Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 3 July 2019 as an exempted company with limited liability under the Companies Act (Cap. 22, Act 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Listing”) on 25 September 2020 (the “Listing Date”).

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the provision of Cloud Services, On-premise Software and Services for property developers and other industry participants along the real estate value chain in the People’s Republic of China (the “PRC”) (collectively, the “Business”), which enable property developers and other real estate industry participants to streamline and digitalise their business operations.

The financial statements are presented in Renminbi (“RMB”), unless otherwise stated, and were approved for issue by the Company’s board of directors (the “Board”) on 18 March 2026.

### 1.2 Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”). All values in the consolidated financial statements are rounded to the nearest thousand except when otherwise indicated.

#### *Historical cost convention*

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, which have been measured at fair value.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES

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

### 2.1 New and amended standards and interpretations

#### (a) Amended standards adopted by the Group

The Group has adopted the following revised standards for the first time for the current year's financial statements:

Amendments to IAS 21	<i>Lack of Exchangeability</i>
Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37	<i>Disclosures about Uncertainties in the Financial Statements</i>

The nature and the impact of the revised IFRSs that are applicable to the Group are described below:

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. As the currencies that the Group had transacted in and the functional currencies of overseas subsidiaries for translation into the Group's presentation currency were exchangeable, the amendments did not have any impact on the Group's financial statements.

In addition, the International Accounting Standards Board has issued amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37 *Disclosures about Uncertainties in the Financial Statements*, which added illustrative examples in the corresponding IFRS Accounting Standards. These examples reflect existing requirements in the corresponding IFRS Accounting Standards to report the effects of uncertainties in the financial statements using climate-related examples. Therefore, the amendments do not have an effective date or transitional provisions.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.1 New and amended standards and interpretations (Continued)

#### (b) New and amended standards and interpretations not yet effective

The Group has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these new and amended IFRS Accounting Standards, if applicable, when they become effective.

IFRS 18	<i>Presentation and Disclosure in Financial Statement<sup>2</sup></i>
IFRS 19 and its amendments	<i>Subsidiaries without Public Accountability: Disclosures<sup>2</sup></i>
Amendments to IFRS 9 and IFRS 7	<i>Amendments to Classification and Measurement of Financial Instruments<sup>1</sup></i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>3</sup></i>
Amendments to IAS 21	<i>Translation to a Hyperinflationary Presentation Currency<sup>2</sup></i>
Annual Improvements to IFRS Accounting Standards – Volume 11	<i>Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7<sup>1</sup></i>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>2</sup> Effective for annual/reporting periods beginning on or after 1 January 2027

<sup>3</sup> No mandatory effective date yet determined but available for adoption

The Group is in the process of making an assessment of the impact of these new and amended standards upon initial application. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosure of management-defined performance measures in a note and introduces new requirements for aggregation and disaggregation of financial information. The new requirements are expected to impact the Group's presentation of the statement of profit or loss and disclosures of the Group's financial performance. So far, the Group considers that the new and amended standards are unlikely to have a significant impact on the Group's results of operations and financial position.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

(a) *Subsidiaries controlled through contractual arrangements*

Shenzhen Mingyuan Cloud Technology Co., Ltd. (深圳市明源雲科技有限公司, "Ming Yuan Cloud Technology"), the subsidiary of the Company, obtained the controlling power over the 100% equity interest in Shenzhen MEHO Media Cultural Technology Co., Ltd. ("MEHO Media") through the contractual arrangements, which enables Ming Yuan Cloud Technology and the Group to:

- Exercise effective control over MEHO Media;
- Exercise equity holders' voting rights of MEHO Media;
- Receive substantially 100% of the economic interests and returns generated by MEHO Media in consideration for the technical support, consulting and other services provided exclusively by Ming Yuan Cloud Technology;
- Obtain an irrevocable and exclusive right to purchase 100% of the equity interests in MEHO Media from its registered shareholders at a nominal consideration unless the relevant government authorities request that another amount be used as the purchase consideration and in which case the purchase consideration shall be such amount. Where the purchase consideration is required by the relevant government authorities to be an amount other than a nominal amount, the registered shareholders of MEHO Media shall return the amount of purchase consideration they have received to Ming Yuan Cloud Technology. At Ming Yuan Cloud Technology's request, the registered shareholders of MEHO Media will promptly and unconditionally transfer their respective equity interests of MEHO Media to Ming Yuan Cloud Technology (or its designee within the Group) after Ming Yuan Cloud Technology exercises its purchase right;
- Obtain pledges over 100% of the entire equity interests in MEHO Media from its registered shareholders to secure, among others, performance of their obligations under the contractual arrangements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

(a) *Subsidiaries controlled through contractual arrangements (Continued)*

The Group does not have any equity interest in MEHO Media. However, through the contractual arrangements, the Group has rights to variable returns from its involvement with MEHO Media and has the ability to affect those returns through its power over MEHO Media and is considered to control MEHO Media. Consequently, the Company regards MEHO Media as a 100% controlled structured entity and has consolidated the financial position and results of operations of MEHO Media in the consolidated financial statements.

(b) *Business combinations and goodwill*

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

##### (b) Business combinations and goodwill (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

##### (b) Business combinations and goodwill (Continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### 2.3 Financial assets

#### *Impairment of financial assets*

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### *General approach*

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.3 Financial assets (Continued)

#### *General approach (Continued)*

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

#### *Simplified approach*

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.4 Share-based benefits

As disclosed in Note 29, the Group operates an equity-settled share-based compensation plan, under which the Group receives service from its employees in exchange for the equity instruments of the Company.

The fair value of the employee services received in exchange for the grant of equity instruments is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the equity instruments at the date at which they are granted:

- Including any market performance conditions (e.g., the entity's share price);
- Excluding the impact of any service and non-market performance vesting conditions (e.g., profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- Including the impact of any non-vesting conditions (e.g., the requirement for employees to save or hold shares for a specific period of time).

Service and non-market performance vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

The grant by the Company of its equity instruments to the employees of its subsidiaries is treated as a capital contribution in the separate financial statements of the Company. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investments in subsidiaries, with a corresponding credit to equity in the parent entity accounts.

At the end of each reporting period, the entity revises its estimates of the number of equity instruments that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.5 Revenue recognition

Revenue is measured when or as the control of the goods or services is transferred to a customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods and services may be transferred over time or at a point in time. Control of the goods and services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods and services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at the point in time when the customer obtains control of the goods and services.

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

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of the consideration is due.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the Group presents the contract liability when the payment is made or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration due from the customer).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.5 Revenue recognition (Continued)

#### *The accounting policy for the Group's revenue sources*

The Group derives revenue separately or in combination, from Cloud Services and On-premise Software and Services that enable property developers and other real estate industry participants to digitalise and streamline their business operations over the internet, and are sold either through regional channel partners or to the end customers directly.

Cloud services transform how property developers and other real estate players optimise their procurement, construction, sales, marketing, property asset management, and other property related operations. For On-premise Software and Services, in addition to software licensing, the Group offers implementation services, product support services and value-added services to make customers' own business processes, databases and systems with enhanced performance and customisation.

The Group enters into contracts with end customers that can include combination of software licensing and services which are accounted for as separate performance obligations when they are capable of being distinct and do not have significant integration.

The transaction price is the price after discount and is a fixed amount upon signing the contract. The products cannot be returned unless significant problems are found, which rarely happens.

#### **(a) Cloud Services**

Cloud services mainly include software as a service and platform as a service, along with related implementation services, value-added services and other support services. The Group provides cloud services directly to end customers, i.e., the cloud service users, or sells through its regional channel partners.

Cloud Services primarily consist of fees that provide end customers access to one or more of the cloud applications. Revenue is recognised over time if the contract requires, or the customer reasonably expects, that the entity will undertake activities that significantly affect the intellectual property to which the customer has rights, and the rights granted by the licence directly expose the customer to any positive or negative effects of the entity's activities. Otherwise revenue is recognised at a point in time.

The Group applies time-based methods to measure the progress towards complete satisfaction of the performance obligation when the Group has a stand-ready obligation to perform that over a period of time.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.5 Revenue recognition (Continued)

#### **(b) On-premise Software and Services – software licensing**

Software licensing is a right to use the licence. The software has standalone functionality and the customer can use the software as it is available at a point in time. Licences are typically delivered by providing the customer a software dongle with access to download the software. The Group recognises revenue for such licences at the point in time when the customer has received licences and software dongles, and thus has control over the software and the Group has a present right to payment.

#### **(c) On-premise Software and Services – implementation and value-added services**

By providing implementation services, the Group assists customers to streamline and expedite the implementation process, and offer customers pre-configured extensions that meet the specific needs of various types of customers.

Value-added services include customised configuration and development of specific applications. The Group also provides customers with tailored professional advice to better address each customer's distinct pain points and challenges.

Revenue from implementation and value-added services is recognised over the period of the contract by reference to the progress towards complete satisfaction of the performance obligation, which is measured based on input method.

The Group recognises receivables for performance obligations satisfied over time gradually as the performance obligation is satisfied. When the performance obligation is satisfied over time while a right to consideration is conditional, contract asset is recognised. When the Group determines that a right to consideration is unconditional, receivable is recognised. Contract liabilities primarily reflect invoices due or payments received in advance of revenue recognition. They are recognised as revenue upon transfer of control to the customers of the promised products and services.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

### 2.5 Revenue recognition (Continued)

#### (d) On-premise Software and Services – product support services

Product support services are provided mainly in the form of fixed-price contracts. Revenue related to these services is recognised rateably over the service contract period.

##### *Principal versus agent considerations*

For cloud services and on-premise product support services sold through regional channel partners, end customers are recognised as direct customers of the Group as regional channel partners cannot control the products before transferring to end customers.

The determination of whether to record the revenue gross or net is based on an assessment of various factors, including but not limited to whether the Group (i) is primarily responsible for fulfilling the promise to provide the specified good or service; (ii) has inventory risk before the specified good or service has been transferred to a customer; (iii) has discretion in establishing the price for the specified good or service; and (iv) has latitude in selecting suppliers.

##### *Incremental costs of obtaining customer contract*

Incremental costs of obtaining customer contract primarily consist of sales commissions capitalised as an asset. Assets recognised from capitalising costs to obtain a contract are amortised to profit or loss on a systematic basis, consistent with the pattern of revenue recognition to which the assets relate. For cloud services and on-premise product support services, the differences between the gross amount billed to the end customers by the regional channel partners and the amount billed to regional channel partners by the Group are recognised as contract acquisition costs. The contract acquisition costs are charged into selling and marketing expenses on a ratable basis which is in line with the revenue recognition.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and security price risk), credit risk and liquidity risk. The Group's overall risk management procedures focus on the unpredictability of financial markets and seek to minimise potential adverse effects on the Group's financial performance.

##### **(a) Market risk**

###### *(i) Foreign exchange risk*

The Group's businesses are principally conducted in RMB, which is exposed to foreign currency risk with respect to transactions denominated in currencies other than RMB. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity. The Group has not entered into any derivative instruments to hedge its foreign exchange exposures.

The functional currency of the Company is Hong Kong dollars ("HKD"), which is exposed to foreign currency risk with respect to the Company's monetary assets and liabilities denominated in RMB. For balances denominated in United States dollar ("USD") that are reasonably stable with HKD under the Linked Exchange Rate System, the directors are of the opinion that the Company does not have significant foreign exchange risk, the exposure to fluctuation in exchange rates will only arise from the translation to the presentation currency of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

##### (i) Foreign exchange risk (Continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting date are as follows:

	Currency denomination	As at 31 December	
		2025 RMB'000	2024 RMB'000
Cash and cash equivalents	USD	1,400,328	1,572,661
Term deposits	USD	1,060,380	1,473,242
Contract assets	USD	–	177
Other receivables	USD	–	152
Other payables	USD	–	(23)
		<b>2,460,708</b>	3,046,209

As at 31 December 2025, for the USD financial assets and financial liabilities, if the functional currencies had strengthened/weakened by 0.5% against the USD with all other variables held constant, the pre-tax profit for the year ended 31 December 2025 would have been approximately RMB12,304,000 lower/higher (2024: RMB15,231,000).

	Currency denomination	As at 31 December	
		2025 RMB'000	2024 RMB'000
Cash and cash equivalents	RMB	46	58
Other payables	RMB	(74,650)	(67,157)
Short-term borrowings	RMB	(112,538)	–
		<b>(187,142)</b>	(67,099)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (a) Market risk (Continued)

##### (i) Foreign exchange risk (Continued)

As at 31 December 2025, for the RMB financial assets and RMB financial liabilities, if the functional currencies had strengthened/weakened by 5% against the RMB with all other variables held constant, the pre-tax profit for the year ended 31 December 2025 would have been approximately RMB9,357,000 lower/higher (2024: RMB3,355,000).

##### (ii) Interest rate risk

The Group has no significant interest-bearing assets or liabilities except for the term deposits, restricted cash, cash and cash equivalents, and Interest-bearing bank borrowings, of which the interest rates are not expected to change significantly.

##### (iii) Security price risk

The Group is exposed to equity price risk mainly arising from investments held by the Group that are classified as fair value through profit or loss ("FVPL") (Note 22) and fair value through other comprehensive income ("FVOCI") (Note 23). The investments are made either for strategic purposes, or for the purpose of achieving investment yield and balancing the Group's liquidity level simultaneously. Each investment is managed by senior management of the Group on a case by case basis. Sensitivity analysis is performed by management to assess the exposure of the Group's financial results. See Note 3.3 for details.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk

The Group is exposed to credit risk primarily in relation to its cash and cash equivalents, restricted cash, term deposits, as well as trade and other receivables and contract assets. The carrying amounts of each class of the above financial assets represent the Group's maximum exposure to credit risk in relation to financial assets.

#### (i) Risk management

For cash and cash equivalents and restricted cash, management manages the credit risk by placing most of the deposits in state-owned financial institutions in the PRC or reputable banks and financial institutions having high-credit-quality in the PRC and Hong Kong.

For term deposits, management places the deposits in banks through a reputable financial institution with acceptable credit rating.

For trade receivables and contract assets, the Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group's management divides customers into different categories based on their financial position, the availability of guarantees from third parties, past experience and other factors, and reviews regularly the recoverable amount of each individual receivable to ensure that adequate allowance for impairment losses are made for irrecoverable amounts. The debtors mainly provide buildings as collateral to the Group's trade receivables and contract assets. The credit periods granted to customers in different categories differ from 0 to 90 days.

For other receivables, the Group assesses the nature of the financial assets and the financial condition of the counterparties. Management has closely monitored the credit qualities and the collectability of these financial assets.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (ii) Impairment of financial assets and contract assets

The Group has four types of assets that are subject to the expected credit loss model:

- Cash and cash equivalents and restricted cash;
- Term deposits;
- Trade receivables and contract assets; and
- Other receivables.

Cash and cash equivalents, restricted cash and term deposits

Cash and cash equivalents, restricted cash and term deposits are considered to have low credit risk because they have a low risk of default and the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term. Cash and cash equivalents, restricted cash and term deposits are also subject to the impairment requirements of IFRS 9, while the identified impairment loss was immaterial.

Trade receivables and contract assets

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics, except for the credit impaired trade receivables and contract assets, of which the expected credit losses have been measured individually.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (ii) Impairment of financial assets and contract assets (Continued)

Trade receivables and contract assets (Continued)

As at 31 December 2025 and 2024, the ageing analysis of trade receivables and contract assets, net of impairment allowances, is presented below.

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
<b>On individual basis</b>		
Gross carrying amount – trade receivables	<b>56,449</b>	18,460
Gross carrying amount – contract assets	<b>6,070</b>	6,570
Subtotal	<b>62,519</b>	25,030
Loss allowance	<b>(36,551)</b>	(19,236)
<b>Net balance</b>	<b>25,968</b>	5,794

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

##### (ii) Impairment of financial assets and contract assets (Continued)

Trade receivables and contract assets (Continued)

31 December 2025	Up to 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
<b>On collective basis</b>						
Expected loss rate	13%	28%	55%	77%	100%	
Gross carrying amount (RMB'000) – trade receivables	51,245	14,835	18,008	26,577	34,662	145,327
Gross carrying amount (RMB'000) – contract assets	81,255	12,287	14,599	18,240	19,882	146,263
Subtotal (RMB'000)	132,500	27,122	32,607	44,817	54,544	291,590
Loss allowance (RMB'000)	(16,863)	(7,509)	(18,079)	(34,333)	(54,544)	(131,328)
<b>Net balance (RMB'000)</b>	<b>115,637</b>	<b>19,613</b>	<b>14,528</b>	<b>10,484</b>	<b>–</b>	<b>160,262</b>
31 December 2024	Up to 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
<b>On collective basis</b>						
Expected loss rate	14%	29%	47%	76%	100%	
Gross carrying amount (RMB'000) – trade receivables	47,180	17,010	25,140	33,713	43,219	166,262
Gross carrying amount (RMB'000) – contract assets	67,523	13,667	22,577	13,187	14,287	131,241
Subtotal (RMB'000)	114,703	30,677	47,717	46,900	57,506	297,503
Loss allowance (RMB'000)	(16,148)	(8,810)	(22,262)	(35,609)	(57,506)	(140,335)
<b>Net balance (RMB'000)</b>	<b>98,555</b>	<b>21,867</b>	<b>25,455</b>	<b>11,291</b>	<b>–</b>	<b>157,168</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (ii) Impairment of financial assets and contract assets (Continued)

Trade receivables and contract assets (Continued)

The reconciliations of loss allowances for trade receivables and contract assets as at 31 December 2025 and 2024 to the opening loss allowances are as follows:

	Contract assets		Trade receivables	
	Year ended 31 December		Year ended 31 December	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
<b>At the beginning of the year</b>	<b>53,152</b>	39,489	<b>106,419</b>	74,185
Increase in loss allowance recognised in profit or loss during the year	<b>6,480</b>	13,663	<b>25,376</b>	32,234
Receivables written off during the year as uncollectible	–	–	<b>(23,568)</b>	–
Exchange realignment	–	–	<b>20</b>	–
<b>At the end of the year</b>	<b>59,632</b>	53,152	<b>108,247</b>	106,419

The amount recovered from written-off trade receivables and contract assets in prior years for the year ended 31 December 2025 totalled RMB827,000 (2024: RMB1,072,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (ii) Impairment of financial assets and contract assets (Continued)

Trade receivables and contract assets (Continued)

Impairment losses on trade receivables and contract assets are presented as net impairment losses on financial assets and contract assets within operating profit.

The expected loss rates are determined based on historical observed default rates over the expected life of the trade receivables and contract assets which are adjusted to reflect current market condition and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the Gross Domestic Product of the PRC and Fixed-Asset Investment as the most relevant factors and adjusts the historical loss rates based on the expected changes of such factors.

Other receivables

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. Impairment of other receivables is measured as 12-month expected credit losses. The 12-month expected credit loss is the portion of lifetime expected credit loss that is resulted from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the loss allowance will be based on the lifetime expected credit loss. The management has performed assessment on the recoverability of these balances and do not identify events leading to significant increase in credit risk since origination. Management considers that the expected credit loss was immaterial as at 31 December 2025 and 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (ii) Impairment of financial assets and contract assets (Continued)

#### Write-off policy

Financial assets and contract assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where financial assets and contract assets have been written off, the Group continues to engage in activities to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

#### (c) Liquidity risk

To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the senior management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The table below analyses the Group's financial liabilities into relevant maturity grouping based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Total contractual cash flows RMB'000	Carrying amount RMB'000
<b>At 31 December 2025</b>					
Trade payables	29,828	–	–	29,828	29,828
Other payables and accruals (excluding salary and staff welfare payables and tax payable)	20,094	–	–	20,094	20,094
Lease liabilities	35,634	8,367	4,365	48,366	46,734
	85,556	8,367	4,365	98,288	96,656

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Total contractual cash flows RMB'000	Carrying amount RMB'000
<b>At 31 December 2024</b>					
Trade payables	24,518	–	–	24,518	24,518
Other payables and accruals (excluding salary and staff welfare payables and tax payable)	20,708	–	–	20,708	20,708
Lease liabilities	36,704	35,755	8,735	81,194	77,393
	81,930	35,755	8,735	126,420	122,619

#### 3.2 Capital management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt. The Group monitors capital on basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as liquid liabilities, which are lease liabilities and interest-bearing bank borrowings, less cash and cash equivalents, restricted cash, term deposits and liquid investments which are investments in wealth management products included in financial assets at FVPL. Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt. As at 31 December 2025 and 2024, the Group had a net cash position.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.3 Fair value estimation

#### 3.3.1 Fair value hierarchy

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

The tables below analyse the Group's financial instruments carried at fair value as at 31 December 2025 and 2024 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is unobservable inputs) (Level 3).

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
<b>As at 31 December 2025</b>				
<b>Financial assets at FVPL</b>				
Investments in wealth management products (Note 22(a))	–	–	124,918	124,918
Investments in unlisted securities and funds (Note 22(b))	–	–	63,108	63,108
	–	–	188,026	188,026
<b>Financial assets at FVOCI</b>				
Investments in unlisted equity (Note 23)	–	–	319	319

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

##### 3.3.1 Fair value hierarchy (Continued)

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
<b>As at 31 December 2024</b>				
<b>Financial assets at FVPL</b>				
Investments in wealth management products (Note 22(a))	–	–	226,333	226,333
Investments in unlisted securities and funds (Note 22(b))	–	–	49,147	49,147
	–	–	275,480	275,480
<b>Financial assets at FVOCI</b>				
Investments in unlisted equity (Note 23)	–	–	196	196

For the years ended 31 December 2025 and 2024, there was no transfer among Level 1, Level 2 and Level 3.

##### 3.3.2 Valuation techniques used to determine fair values

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments;
- The discounted cash flow model and unobservable inputs mainly including assumptions of expected future cash flows and discount rate;
- The latest round financing, i.e., the prior transaction price or the third-party pricing information; and
- A combination of observable and unobservable inputs, including risk-free rate, expected volatility, discount rate for lack of marketability, market multiples, etc.

There were no changes to valuation techniques during the years ended 31 December 2025 and 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.3 Fair value estimation (Continued)

#### 3.3.2 Valuation techniques used to determine fair values (Continued)

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the year.

All of the resulting fair value estimates are included in Level 3, where the fair values have been determined based on various applicable valuation techniques.

#### 3.3.3 Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in Level 3 items including investments in wealth management products, investments in unlisted securities, investments in unlisted funds, and investments in unlisted equity which the Group has redeemable rights for the years ended 31 December 2025 and 2024.

	Financial assets at FVPL		Financial assets at FVOCI
	Investments in wealth management products RMB'000	Investments in unlisted securities and funds RMB'000	Investments in unlisted equity RMB'000
<b>As at 1 January 2025</b>	<b>226,333</b>	<b>49,147</b>	<b>196</b>
Acquisitions	1,527,218	21,039	–
Disposals	(1,655,022)	–	–
Unrealised changes in fair value	412	(7,078)	123
Realised income or gains	25,977	–	–
<b>As at 31 December 2025</b>	<b>124,918</b>	<b>63,108</b>	<b>319</b>
<b>As at 1 January 2024</b>	136,771	51,708	360
Acquisitions	2,071,365	2,348	–
Disposals	(1,998,366)	–	–
Unrealised changes in fair value	478	(4,909)	(164)
Realised income or gains	16,085	–	–
<b>As at 31 December 2024</b>	<b>226,333</b>	<b>49,147</b>	<b>196</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.3 Fair value estimation (Continued)

#### *3.3.4 Valuation process, inputs and relationships to fair value*

A team in the finance department of the Group performs the valuations of financial instruments required for financial reporting purposes, including the Level 3 fair values. This team reports directly to the Chief Financial Officer (“CFO”). Discussions of valuation processes and results are held between the CFO and the valuation team at least once a year. External valuation experts will be involved when necessary.

At each financial year end, the finance department:

- verifies all major inputs to the valuation report;
- assesses property valuation movements when compared to the prior year valuation report; and
- holds discussions with the independent valuer.

Changes in Level 3 fair values are analysed at each reporting date during the yearly valuation discussions between the CFO and the valuation team. As part of this discussion, the team presents a report that explains the reasons for the fair value movements.

The valuation of the Level 3 instruments mainly included investments in wealth management products (Note 22(a)), investments in unlisted securities and funds, and investments in unlisted equity (Note 22(b), Note 23). As these instruments are not traded in an active market, their fair values have been determined by using various applicable valuation techniques, including option pricing and equity allocation model, discounted cash flow model, Net asset value method and market approach, etc. The fair values of unlisted fund investments at fair value through profit or loss have been stated with reference to the adjusted net asset value provided by the relevant administrators of the fund investments. The fair value measurement is positively correlated to the net asset value of the underlying funds. Fair values of investments in unlisted equity included in financial assets at FVOCI were valued based on net asset values of the unlisted companies.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

##### 3.3.4 Valuation process, inputs and relationships to fair value (Continued)

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

Description	Fair value at 31 December		Valuation technique	Unobservable inputs	Range of inputs at 31 December		Relationship of unobservable inputs to fair value
	2025 RMB'000	2024 RMB'000			2025	2024	
Investments in wealth management products	124,918	226,333	Discounted cash flow method	Expected rate of return	2.60%-3.00%	2.60%-3.70%	Increasing or decreasing the expected rate of return by 5% would increase or decrease the fair value by approximately RMB27,000
Investments in unlisted securities in financial assets at FVPL	15,775	23,819	Net asset value method, market approach	Expected volatility	58.78%-60.82%	58.65%-63.03%	Increasing the expected volatility by 5% would decrease the fair value by approximately RMB290,000; and decreasing the expected volatility by 5% would increase the fair value by approximately RMB291,000
				Risk-free rate	1.40%-1.42%	1.19%-1.30	The higher the risk-free rate, the lower the fair value
				P/S ratio	1.61-2.27	3.96-5.60	Increasing the P/S ratio by 5% would increase the fair value by approximately RMB631,000; and decreasing the P/S ratio by 5% would decrease the fair value by approximately RMB628,000

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

##### 3.3.4 Valuation process, inputs and relationships to fair value (Continued)

Description	Fair value at 31 December		Valuation technique	Unobservable inputs	Range of inputs at 31 December		Relationship of unobservable inputs to fair value
	2025 RMB'000	2024 RMB'000			2025	2024	
				Discounts for lack of marketability	25.00%-30.00%	25.00%-30.00%	Increasing the DLOM by 5% would decrease the fair value by approximately RMB235,000; and decreasing the DLOM by 5% would increase the fair value by approximately RMB233,000
Investments in unlisted funds in financial assets at FVPL	47,333	25,328	Net asset value method	Underlying asset's value	N/A	N/A	Increase/decrease in underlying assets' value would result in increase/decrease in fair value

If the fair values of financial assets at FVPL held by the Group had been 10% higher/lower, the profit before income tax for the year ended 31 December 2025 would have been approximately RMB18,803,000 higher/lower (2024: RMB27,548,000).

If the fair values of financial assets at FVOCI held by the Group had been 10% higher/lower, the total comprehensive income before income tax for the year ended 31 December 2025 would have been approximately RMB31,900 higher/lower (2024: RMB19,600).

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

The carrying amounts of the Group's other financial assets, including cash and cash equivalents, restricted cash, term deposits, trade receivables, other receivables, debt investments at amortised cost and of the Group's financial liabilities, including interest-bearing bank borrowings, trade payables, other payables and accruals and lease liabilities, approximate to their fair values.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

### (a) Estimation of the fair value of certain financial assets

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions, see Note 3.3.

### (b) Recognition of revenue from implementation and value-added services

Revenue from implementation and value-added services is recognised over the period of the contract by reference to the progress of work performed and acknowledged by the customers. The Group has to estimate the value of services performed to date as a proportion of the value of total services to be performed.

### (c) Gross vs. net assessment in revenue recognition

As disclosed in Note 2.5, the Group provides Cloud Services and On-premise Software and Services to its customers using different business models, which involves the assessment of revenue recognition on a gross or net basis, i.e., principal versus agent assessment in different business models. The Group follows the accounting guidance for principal-agent considerations to assess whether the Group controls the specified service before it is transferred to the end customer, the indicators of which include but not limited to (i) whether the entity is primarily responsible for fulfilling the promise to provide the specified service; (ii) whether the entity has inventory risk before the specified service has been transferred to a customer; and (iii) whether the entity has discretion in establishing the prices for the specified good or service. The management considers the above factors in totality, as none of the factors individually are considered presumptive or determinative, and applies judgement when assessing the indicators depending on each different circumstance.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(CONTINUED)*

#### **(d) Allocation of selling price of each distinct performance obligation**

As disclosed in Note 2.5, contracts with customers may include multiple performance obligations. When the performance obligations are assessed to be distinct, the Group allocates revenue to each performance obligation based on their relative standalone selling prices. The Group generally determines standalone selling prices based on the prices charged to customers. If the standalone selling price is not directly observable, it is estimated using expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information. Assumptions and estimations have been made in estimating whether the performance obligations are distinct and the relative selling price of each distinct performance obligation, and changes in judgements on these assumptions and estimates may impact the revenue recognition.

#### **(e) Expected credit losses for trade receivables and contract assets**

The impairment provisions for trade receivables and contract assets are based on assumptions about the expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to profit or loss. Management reassesses the provision at the end of the reporting period. Where the basis of judgements and estimates is different from the initial assessment, such differences will impact the provision for impairment and the carrying values of the trade receivables and contract assets.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(CONTINUED)*

### **(f) Current and deferred income taxes**

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

The Group considers whether it is probable that the relevant authority will accept each tax treatment, or group of tax treatments, that it used or plans to use in its income tax filing, by assuming the taxation authority will examine those amounts and will have full knowledge of all relevant information. When the Group concludes that it is probable that a particular tax treatment is accepted, the Group determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits or tax rates consistently with the tax treatment included in its income tax filings. If the Group concludes that it is not probable that a particular tax treatment is accepted, the Group uses the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Group assesses its judgements and estimates if facts and circumstances change.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 5 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (“CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that make strategic decisions. The executive directors review the Group’s internal Reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The executive Directors consider the business from product perspective. The Group has identified the following operating segments:

Cloud Services	Including software as a service and platform as a service, along with related implementation services, value-added services and other support services.
On-premise Software and Services	On-premise Software and Services, a business process management software and related services that allow an organisation to use a system of integrated applications to manage the business and automate back-office functions relating to technology, services, and human resources.

There was no information by segment about total assets, total liabilities, inter-segment revenue, interest revenue, interest expense and other profit and loss items, such as depreciation, amortisation and income tax provided to the CODM, as the CODM does not use this information to allocate resources or to evaluate the performance of the operating segments.

Substantially all of the revenue from external customers and the non-current assets (excluding financial instruments and deferred tax assets) of the Group were generated/located in the PRC. The geographical information of revenue from external customers is based on the locations of the customers.

The segment information for the year ended 31 December 2025 is as follows:

	Cloud Services RMB'000	On-premise Software and Services RMB'000	Total RMB'000
Revenue	1,082,344	201,648	1,283,992
Cost of sales	(158,859)	(118,918)	(277,777)
<b>Gross profit</b>	<b>923,485</b>	<b>82,730</b>	<b>1,006,215</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 5 SEGMENT INFORMATION (CONTINUED)

The segment information for the year ended 31 December 2024 is as follows:

	Cloud Services RMB'000	On-premise Software and Services RMB'000	Total RMB'000
Revenue	1,195,093	239,725	1,434,818
Cost of sales	(162,935)	(169,164)	(332,099)
<b>Gross profit</b>	<b>1,032,158</b>	<b>70,561</b>	<b>1,102,719</b>

### 6 REVENUE

The Group's revenues include revenues from Cloud Services and On-premise Software and Services. The Group acts as the principal to end customers for sales of cloud services and on-premise product support services. In respect of on-premise software licensing, implementation and value-added services, the Group acts as the principal to end customers in the model of direct sales and the Group also acts as the principal to regional channel partners in the model of sales through them. Revenue is stated net of value added tax ("VAT") in the PRC and comprises the following:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Cloud Services	<b>1,082,344</b>	1,195,093
On-premise Software and Services	<b>201,648</b>	239,725
	<b>1,283,992</b>	1,434,818

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6 REVENUE (CONTINUED)

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Cloud Services		
– Revenues over time	<b>985,561</b>	1,113,174
– Revenues at a point in time	<b>96,783</b>	81,919
On-premise Software and Services		
– Revenues over time	<b>178,502</b>	210,842
– Revenues at a point in time	<b>23,146</b>	28,883
	<b>1,283,992</b>	1,434,818

Revenue from each individual customer is lower than 10% of the Group's total revenue for the years ended 31 December 2025 and 2024.

#### (a) Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Contract assets	<b>152,333</b>	137,811
Less: Loss allowance (Note 3.1)	<b>(59,632)</b>	(53,152)
Total contract assets	<b>92,701</b>	84,659
Contract acquisition costs (ii)	<b>191,037</b>	216,095
Less: non-current portion	<b>(2,230)</b>	(3,744)
	<b>188,807</b>	212,351
Contract liabilities (iii)	<b>372,722</b>	450,238
Less: non-current portion	<b>(11,371)</b>	(17,332)
	<b>361,351</b>	432,906

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 6 REVENUE (CONTINUED)

### (a) Assets and liabilities related to contracts with customers (Continued)

#### (i) Significant changes in contract assets, contract acquisition costs and contract liabilities

Contract assets are the Group's right to consideration in exchange for goods and services that the Group has transferred to a customer. Such assets increased as a result of the increase of non-completed contracts

Contract acquisition costs represent the differences between the gross amount billed to the end customers by the regional channel partners and the amount billed to regional channel partners by the Group, where the regional channel partners are the agents of the Group. Such assets decreased as a result of the decline of the average commission rate.

Contract liabilities of the Group mainly arise from the non-refundable advance payments made by customers while the underlying services are yet to be provided. Such liabilities decreased mainly as a result of the decline of the Group's revenues from On-premise Software and Services and decrease of advance payments from customers.

#### (ii) Assets recognised from costs to obtain a contract

Management expects the incremental costs, only including sale commissions, as a result of obtaining the contracts are recoverable. The Group has capitalised the amounts and amortised when the related revenue is recognised. For the year ended 31 December 2025, the amount of amortisation was RMB140,787,000 (2024: RMB166,019,000). There was no impairment loss in relation to the costs capitalised.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6 REVENUE (CONTINUED)

#### (a) Assets and liabilities related to contracts with customers (Continued)

##### (iii) Revenue recognised in relation to contract liabilities

The following table shows the amount of revenue recognised in the current year relating to carried-forward contract liabilities.

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Revenue recognised in relation to contract liabilities	<b>337,499</b>	411,199

##### (iv) Unsatisfied long-term contracts

The following table shows unsatisfied performance obligations resulting from fixed-price long-term contracts:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Unsatisfied long-term contracts		
– On-premise Software and Services	<b>115,287</b>	132,537
– Cloud Services	<b>569,739</b>	678,706
	<b>685,026</b>	811,243

The management expects that unsatisfied performance obligations of approximately RMB613,155,000 as at 31 December 2025 (2024: RMB726,183,000) will be recognised as revenue within 1 year. The remaining unsatisfied performance obligations of approximately RMB71,871,000 (2024: RMB85,060,000) will be recognised as revenue in 1 to 2 years.

All other contracts are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts was not disclosed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 7 EXPENSES BY NATURE

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Employee benefit expenses (Note 10)	<b>722,551</b>	952,476
Commission expenses	<b>278,539</b>	334,052
Share-based compensation expenses (Note 10)	<b>70,327</b>	145,582
Outsourcing expenses	<b>73,948</b>	80,625
Professional and technical service fees	<b>50,323</b>	53,489
IT and communication charges	<b>38,070</b>	43,105
Depreciation of right-of-use assets (Note 17)	<b>33,853</b>	40,345
Depreciation of property, plant and equipment (Note 15)	<b>23,671</b>	37,285
Exhibition and promotion charges	<b>18,564</b>	31,055
Travelling and entertainment expenses	<b>19,732</b>	27,971
Costs of inventories sold	<b>37,821</b>	24,448
Utilities expenses	<b>11,378</b>	12,950
Office expenses	<b>11,314</b>	11,477
Taxes and surcharges	<b>10,079</b>	9,821
Auditor's remuneration	<b>3,675</b>	4,858
– Audit services	<b>3,675</b>	4,080
– Non-audit services	–	778
Depreciation of investment properties (Note 16)	<b>4,414</b>	3,773
Amortisation of intangible assets (Note 19)	<b>995</b>	988
Others	<b>1,699</b>	1,594
	<b>1,410,953</b>	1,815,894

No research and development expenses had been capitalised during the years ended 31 December 2025 and 2024.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 8 OTHER INCOME

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Government grants	41,000	46,496
Dividend from investments in unlisted funds	288	10
VAT refund (a)	10,282	9,187
Rental income	6,685	12,929
Income from wealth management products ((b), Note 22(a))	26,389	16,563
Others	–	13
	<b>84,644</b>	85,198

- (a) According to the circular “Announcement of the Ministry of Finance, the General Administration of Taxation and the General Administration of Customs on deepening policies related to VAT reformation” (Announcement of the Ministry of Finance, the General Administration of Taxation and the General Administration of Customs [2019] No.39 財政部稅務總局海關總署公告 2019 年第 39 號), the applicable VAT rate for sales of computer software was 13%.(2024: 13%).

According to the circular Cai Shui [2011] No.100, software enterprises which engage in the sales of self-developed software in the PRC are entitled to VAT refund to the extent that the effective VAT rate of the sales of the software in the PRC exceeds 3%.

- (b) It represented realised income or gains and unrealised fair value changes from wealth management products that are measured at fair value through profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 9 OTHER LOSSES, NET

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Net losses on disposal of property, plant and equipment	(137)	(1,406)
Termination of leases	(2,931)	(2,626)
Fair value losses on investments in unlisted securities and funds included in financial assets at FVPL (Note 22(b))	(7,078)	(4,909)
Write-down of inventories to net realisable value	(3,025)	(7,059)
Foreign exchange gains/(losses)	1,585	(18,416)
Write-down of assets held for sale	(13,721)	(271)
Net losses on disposal of investments accounted for using the equity method (Note 20)	(8,684)	(518)
Others	168	(351)
	<b>(33,823)</b>	<b>(35,556)</b>

### 10 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Salaries, wages and bonuses	592,500	768,850
Pension costs – defined contribution plans (a)	58,589	80,349
Other social security costs, housing benefits and other employee benefits	71,462	103,277
Subtotal	722,551	952,476
Share-based compensation (Note 29)	70,327	145,582
	<b>792,878</b>	<b>1,098,058</b>

#### (a) Pension costs – defined contribution plans

Employees of the group companies in the PRC are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The group companies are required to contribute a certain percentage of their payroll costs to the central pension scheme.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

#### (a) Pension costs – defined contribution plans *(Continued)*

Other than the monthly contributions, the Group has no further obligations for the payment of retirement and other post-retirement benefits of its employees.

As at 31 December 2025 and 2024, the Group was not entitled to any forfeited contributions to reduce the Group's future contributions.

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group did not include any directors for the year ended 31 December 2025 (2024: none). Details of the emoluments for the five (2024: five) individuals during year ended 31 December 2025 are as follows:

	<u>Year ended 31 December</u>	
	2025 RMB'000	2024 RMB'000
Salaries and wages	4,108	5,977
Discretionary bonuses	5,686	654
Pension costs – defined contribution plans	290	287
Other social security costs, housing benefits and other employee benefits	342	351
Share-based compensation	18,020	39,280
	<b>28,446</b>	46,549

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

#### (b) Five highest paid individuals (Continued)

The number of highest paid employees whose remuneration fell within the following bands is as follows:

	<u>Number of individuals</u>	
	<u>Year ended 31 December</u>	
	2025	2024
Emoluments bands:		
HKD5,000,001 to HKD5,500,000	2	–
HKD5,500,001 to HKD6,000,000	1	–
HKD6,500,001 to HKD7,000,000	1	–
HKD7,500,001 to HKD8,000,000	1	1
HKD8,500,001 to HKD9,000,000	–	1
HKD10,500,001 to HKD11,000,000	–	1
HKD11,500,001 to HKD12,000,000	–	2
	<b>5</b>	<b>5</b>

No incentive payment for joining the Group or as compensation for loss of office was paid or payable to any of the five highest paid individuals for the years ended 31 December 2025 and 2024.

During the year and in prior years, share options and restricted share units (“RSUs”) were granted to certain employees in the disclosures in respect of their services to the Group, further details of which are included in note 29 to the financial statements. The fair value of such options and the RSUs, which have been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

#### (c) Directors' and chief executive's emoluments

Remuneration of every director and the chief executive is set out below:

	Directors' fees RMB'000	Salaries, wages and bonuses <sup>(note)</sup> RMB'000	Pension costs-defined contribution plans RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Total RMB'000
<b>For the year ended 31 December 2025</b>					
<b>Chairman and executive director:</b>					
Mr. Gao Yu	–	301	10	7	318
<b>Executive directors:</b>					
Mr. Chen Xiaohui	–	702	28	38	768
Mr. Jiang Haiyang	–	1,152	57	67	1,276
<b>Non-executive director:</b>					
Mr. Liang Guozhi	–	–	–	–	–
<b>Independent non-executive directors:</b>					
Mr. Li Hanhui	91	–	–	–	91
Mr. Zhao Liang	91	–	–	–	91
Ms. Wen Hongmei	91	–	–	–	91
	<b>273</b>	<b>2,155</b>	<b>95</b>	<b>112</b>	<b>2,635</b>

Note: There are no discretionary bonuses being paid.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

#### (c) Directors' and chief executive's emoluments (Continued)

	Directors' fees RMB'000	Salaries, wages and bonuses <sup>(note)</sup> RMB'000	Pension costs-defined contribution plans RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Total RMB'000
<b>For the year ended 31 December 2024</b>					
<b>Chairman and executive director:</b>					
Mr. Gao Yu	–	29	7	7	43
<b>Executive directors:</b>					
Mr. Chen Xiaohui	–	667	50	60	777
Mr. Jiang Haiyang	–	715	50	66	831
<b>Non-executive director:</b>					
Mr. Liang Guozhi	–	–	–	–	–
<b>Independent non-executive directors:</b>					
Mr. Li Hanhui	92	–	–	–	92
Mr. Zhao Liang	92	–	–	–	92
Ms. Tong Naqiong (i)	69	–	–	–	69
Ms. Wen Hongmei (i)	23	–	–	–	23
	276	1,411	107	133	1,927

Notes:

- (i) Ms. Tong Naqiong resigned on 25 September 2024. Ms. Wen Hongmei was appointed as the Company's independent non-executive director on 25 September 2024.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

#### (d) Directors' retirement and termination benefits

No retirement or termination benefits have been paid to the Company's directors during the years ended 31 December 2025 and 2024.

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

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

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

No loans, quasi-loans or other dealings were entered into in favour of directors, controlled bodies corporate by and connected entities with such directors during the years ended 31 December 2025 and 2024.

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

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

### 11 FINANCE INCOME, NET

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
<i>Finance income</i>		
– Interest income from bank deposits	135,576	183,713
<i>Finance costs</i>		
– Interest expenses on lease liabilities	(2,593)	(4,418)
– Interest expenses on borrowings	(167)	–
Finance income, net	132,816	179,295

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12 INCOME TAX

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Current income tax	1,061	–
Deferred income tax (Note 31)	(6,958)	(7,851)
<b>Income tax</b>	<b>(5,897)</b>	<b>(7,851)</b>

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of 25%, being the standard income tax rate in the PRC for the years ended 31 December 2025 and 2024. The differences are analysed as follows:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Profit/(loss) before income tax	24,442	(197,397)
Share of losses of investments accounted for using the equity method	378	409
<b>Total</b>	<b>24,820</b>	<b>(196,988)</b>
Tax calculated at the statutory PRC tax rate of 25%	6,205	(49,247)
Tax losses for which no deferred income tax asset was recognised	45,307	67,220
Super deduction for research and development expenses	(31,366)	(59,748)
Utilisation of tax losses previously not recognised	(26,789)	(12,432)
Effects of different tax rates in overseas jurisdictions	(25,094)	(21,099)
Expenses not deductible for tax purposes	18,754	38,262
Income not subject to tax	(17,279)	(9,751)
Effects of preferential tax rates applicable to PRC subsidiaries of the Group	24,365	38,944
<b>Income tax</b>	<b>(5,897)</b>	<b>(7,851)</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 12 INCOME TAX (CONTINUED)

### (a) Cayman Islands

Under the current laws of the Cayman Islands, entities incorporated in the Cayman Islands are not subject to tax on income or capital gain. In addition, the Cayman Islands does not impose a withholding tax on payments of dividends to shareholders.

### (b) British Virgin Islands

Under the current laws of the British Virgin Islands, entities incorporated in the British Virgin Islands are not subject to tax on income or capital gain. In addition, the British Virgin Islands does not impose a withholding tax on payments of dividends to shareholders.

### (c) Hong Kong profits tax

No provision for Hong Kong profits tax was made as the Group did not have any assessable income subject to Hong Kong profits tax during the years ended 31 December 2025 and 2024.

### (d) Other overseas regions

Income tax generated in other jurisdictions (including Malaysia, Singapore, Japan, and Indonesia) has been calculated based on the respective prevailing tax rates (not exceeding 24%) in those jurisdictions and the estimated annual taxable profits.

### (e) PRC corporate income tax ("CIT")

CIT provision was made on the estimated assessable profits of entities within the Group incorporated in the PRC and was calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances. The general PRC CIT rate was 25% for the year ended 31 December 2025 (2024: 25%).

Ming Yuan Cloud Technology was granted the qualification of High and New Technology Enterprise ("HNTE") in 2018 and it has renewed the qualification of HNTE in 2021 and 2024. Ming Yuan Cloud Technology was qualified to apply the preferential CIT rate of 15% as an HNTE for the year ended 31 December 2025 (2024: 15%).

Shenzhen Mingyuan Yunke Electronic Commerce Co., Ltd. (深圳市明源雲客電子商務有限公司, "Ming Yuan Cloud Client") had also applied to the relevant tax bureau and was granted the qualification of HNTE in 2016 and it has renewed the qualification as an HNTE in 2022 and 2025. Accordingly, it was qualified to apply the preferential CIT rate of 15% (2024:12.5%) for HNTE for the year ended 31 December 2025.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 12 INCOME TAX (CONTINUED)

### (e) PRC corporate income tax ("CIT") (Continued)

Shenzhen Mingyuan Cloud Space Electronic Commerce Co., Ltd. (深圳市明源雲空間電子商務有限公司, "Ming Yuan Cloud Space"), and MEHO Media have been qualified to apply the preferential CIT rate of 15% for HNTTE beginning from 1 January 2019 and have renewed the qualification as an HNTTE in 2022 and 2025. Ming Yuan Cloud Space and MEHO Media have been qualified to apply the preferential CIT rate of 15% (2024: 15%) for HNTTE for the year ended 31 December 2025.

Wuhan Mingyuan Dongli Software Co., Ltd. (武漢明源動力軟件有限公司 "Wuhan Ming Yuan Dongli") and Shenzhen Mingyuan Cloud Chain Internet Technology Limited (深圳市明源雲鏈互聯網科技有限公司, "Ming Yuan Cloud Chain") have been qualified to apply the preferential CIT rate of 15% for HNTTE beginning from 1 January 2021 and they have renewed the qualification as HNTTEs in 2024. Accordingly, they were qualified to apply the preferential CIT rate of 15% (2024:15%) for HNTTE for the year ended 31 December 2025.

Wuhan Mingyuan Cloud Technology Co., Ltd. (武漢明源雲科技有限公司, "Wuhan Ming Yuan Cloud Technology") has been qualified to apply the preferential CIT rate of 15% for HNTTE beginning from 8 December 2023. Accordingly, it was qualified to apply the preferential CIT rate of 15% (2024:15%) for HNTTE for the year ended 31 December 2025.

Wuhan Mingyuan Zhuoyue Information Technology Service Co., Ltd. (武漢明源卓越信息技術服務有限公司, "Wuhan Ming Yuan Zhuoyue") has been qualified to apply the preferential CIT rate of 15% for HNTTE beginning from 24 December 2024. Accordingly, it was qualified to apply the preferential CIT rate of 15% (2024:15%) for HNTTE for the year ended 31 December 2025.

### (f) Super deduction for research and development expenses

From 1 January 2023, according to Ministry of Finance State Administration of Taxation Announcement No. 7 of 2023 (財政部稅務總局公告 2023 年第 7 號, "Ministry of Finance State Administration of Taxation Announcement No. 7 of 2023"), an additional 100% of the actual amount of research and development expenses can be deducted before tax.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12 INCOME TAX (CONTINUED)

#### (g) Deferred income tax

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

### 13 EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings/(loss) per share is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares outstanding during years ended 31 December 2025 and 2024.

The calculation of the diluted earnings/(loss) per share amounts is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares outstanding during the year, as used in the basic earnings/(loss) per share calculation, and the number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of all dilutive potential ordinary shares into ordinary shares.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 13 EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (CONTINUED)

The calculations of basic and diluted earnings/(loss) per share are based on:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Earnings/(loss)		
Profit/(loss) attributable to ordinary equity holders of the parent, used in the basic and diluted earnings/(loss) per share calculation	<b>30,569</b>	(189,546)
Shares		
Weighted average number of ordinary shares outstanding during the year used in the basic earnings/(loss) per share calculation ('000)	<b>1,819,313</b>	1,840,860
Effect of dilution – weighted average number of ordinary shares ('000): Share Award Scheme	<b>24,834</b>	–
	<b>1,844,147*</b>	1,840,860

\* The diluted earnings per share amounts are based on the profit for the year of RMB30,569,000 and the weighted average number of ordinary shares of 1,844,147,188 outstanding during the year, adjusted for the effect of all dilutive potential ordinary shares.

For the year ended 31 December 2024, as the Group incurred losses, the potential ordinary shares of restricted share units as mentioned in Note 29 were not included in the calculation of diluted loss per share, as their inclusion would be anti-dilutive. Accordingly, the diluted loss per share amount for the year ended 31 December 2024 is the same as the basic loss per share amount.

### 14 DIVIDENDS

In 2025, the Board has recommended the declaration and payment of the special dividend of HK\$0.1 (equivalent to RMB0.088) per share out of the share premium, subject to the approval of the shareholders of the Company at the forthcoming annual general meeting. The special dividend proposed has not been recognised as liability in these consolidated financial statements.

A special dividend of HKD0.1 (equivalent to approximately RMB0.092) per ordinary share was approved by the shareholders of the Company at the 2024 annual general meeting of the Company held on 20 May 2025, amounting to RMB167,977,000, which has been paid on 8 July 2025.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15 PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Computer equipment RMB'000	Furniture and office equipment RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Assets under construction RMB'000	Total RMB'000
<b>At 1 January 2025</b>							
Cost	112,893	23,824	40,253	1,778	116,538	14,212	309,498
Accumulated depreciation	(14,136)	(20,663)	(32,176)	(1,121)	(78,833)	-	(146,929)
Net book amount	98,757	3,161	8,077	657	37,705	14,212	162,569
<b>Year ended 31 December 2025</b>							
Opening net book amount	98,757	3,161	8,077	657	37,705	14,212	162,569
Additions	-	596	389	-	922	359	2,266
Transfer from right of use assets (Note 17)	-	-	-	-	-	2,347	2,347
Acquisition of a subsidiary (Note 34)	-	98	-	-	98	-	196
Disposals	-	(154)	(658)	-	(2,769)	-	(3,581)
Transfer upon completion	16,918	-	-	-	-	(16,918)	-
Depreciation charge	(2,342)	(2,305)	(4,069)	(272)	(14,683)	-	(23,671)
Exchange realignment	-	54	-	-	(1)	-	53
Closing net book amount	113,333	1,450	3,739	385	21,272	-	140,179
<b>At 31 December 2025</b>							
Cost	129,811	24,177	39,676	1,778	61,269	-	256,711
Accumulated depreciation	(16,478)	(22,727)	(35,937)	(1,393)	(39,997)	-	(116,532)
Net book amount	113,333	1,450	3,739	385	21,272	-	140,179

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Buildings RMB'000	Computer equipment RMB'000	Furniture and office equipment RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Assets under construction RMB'000	Total RMB'000
<b>At 1 January 2024</b>							
Cost	149,707	26,285	43,556	1,778	110,043	9,518	340,887
Accumulated depreciation	(13,018)	(19,917)	(25,933)	(850)	(56,456)	-	(116,174)
Net book amount	136,689	6,368	17,623	928	53,587	9,518	224,713
<b>Year ended 31 December 2024</b>							
Opening net book amount	136,689	6,368	17,623	928	53,587	9,518	224,713
Additions	-	1,038	268	-	3,107	3,313	7,726
Transfer from right of use assets (Note 17)	-	-	-	-	-	4,816	4,816
Disposals	-	(816)	(1,402)	-	-	-	(2,218)
Transfer to investment properties (Note 16)	(35,183)	-	-	-	-	-	(35,183)
Transfer upon completion	-	-	47	-	3,388	(3,435)	-
Depreciation charge	(2,749)	(3,429)	(8,459)	(271)	(22,377)	-	(37,285)
Closing net book amount	98,757	3,161	8,077	657	37,705	14,212	162,569
<b>At 31 December 2024</b>							
Cost	112,893	23,824	40,253	1,778	116,538	14,212	309,498
Accumulated depreciation	(14,136)	(20,663)	(32,176)	(1,121)	(78,833)	-	(146,929)
Net book amount	98,757	3,161	8,077	657	37,705	14,212	162,569

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

#### (a) Depreciation methods and useful lives

Property, plant and equipment are stated at historical costs less depreciation. Historical costs include expenditures that are directly attributable to the acquisition of items of property, plant and equipment.

Depreciation is calculated using the straight-line method to allocate the cost of items of property, plant and equipment, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter of the lease term of as follows:

- Buildings 30 to 50 years
- Computer equipment 3 to 5 years
- Furniture and office equipment 3 to 5 years
- Motor vehicles 5 years
- Leasehold improvements Shorter of estimated useful lives and remaining lease terms

See Note 42.4 for the other accounting policies relevant to property, plant and equipment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16 INVESTMENT PROPERTIES

	Buildings RMB'000	Land use right RMB'000	Total RMB'000
<b>Year ended 31 December 2025</b>			
Opening net book amount	208,344	1,712	210,056
Depreciation charge	(4,365)	(49)	(4,414)
Closing net book amount	203,979	1,663	205,642
<b>At 31 December 2025</b>			
Cost	226,378	2,349	228,727
Accumulated depreciation	(22,399)	(686)	(23,085)
Net book amount	203,979	1,663	205,642
<b>Year ended 31 December 2024</b>			
Opening net book amount	176,885	1,761	178,646
Transfer from property, plant and equipment (Note 15)	35,183	–	35,183
Depreciation charge	(3,724)	(49)	(3,773)
Closing net book amount	208,344	1,712	210,056
<b>At 31 December 2024</b>			
Cost	226,378	2,349	228,727
Accumulated depreciation	(18,034)	(637)	(18,671)
Net book amount	208,344	1,712	210,056

The investment properties comprise 22 floors (2024: 22 floors) of two buildings located in Wuhan for offices in 2025, held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties through rental.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16 INVESTMENT PROPERTIES (CONTINUED)

Investment properties are initially measured at cost, including related transaction costs, and where applicable, borrowing costs. Subsequently, they are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is computed on a straight-line basis, after considering the estimated residual value (5% of original cost), over the estimated useful lives. The estimated useful lives of the Group's investment properties are 48 to 50 years.

As at 31 December 2025, the fair value of investment properties was approximately RMB217,174,000 (2024: RMB219,478,000). The fair value measurement of investment properties is categorised within Level 3 of the fair value hierarchy, which is calculated based on the average selling prices of properties in the same area or in the vicinity.

#### (a) Leasing arrangements

Undiscounted lease payments receivable on leases of investment properties are as follows:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Within 1 year (including 1 year)	12,719	13,313
Between 1 and 2 years (including 2 years)	9,365	14,109
Between 2 and 3 years (including 3 years)	9,209	9,481
Between 3 and 4 years (including 4 years)	9,487	9,209
Between 4 and 5 years (including 5 years)	10,163	9,487
Later than 5 years	97,132	107,295
	<b>148,075</b>	162,894

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 17 LEASES

#### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	<b>Buildings</b> <b>RMB'000</b>	<b>Land</b> <b>RMB'000</b>	<b>Total</b> <b>RMB'000</b>
As at 1 January 2024	121,849	183,132	304,981
Additions	33,347	–	33,347
Termination	(31,745)	–	(31,745)
Revision of a lease term arising from a change in the non-cancellable period of a lease	(13,939)	–	(13,939)
Depreciation charge	(40,223)	–	(40,223)
Transfer to property, plant and equipment (Note 15)	–	(4,816)	(4,816)
<b>As at 31 December 2024 and 1 January 2025</b>	<b>69,289</b>	<b>178,316</b>	<b>247,605</b>
Additions	<b>7,741</b>	–	<b>7,741</b>
Additions as a result of acquisition of a subsidiary	<b>344</b>	–	<b>344</b>
Termination	<b>(3,697)</b>	–	<b>(3,697)</b>
Revision of a lease term arising from a change in the non-cancellable period of a lease	<b>162</b>	–	<b>162</b>
Depreciation charge	<b>(31,384)</b>	<b>(2,469)</b>	<b>(33,853)</b>
Transfer to property, plant and equipment (Note 15)	–	<b>(2,347)</b>	<b>(2,347)</b>
<b>As at 31 December 2025</b>	<b>42,455</b>	<b>173,500</b>	<b>215,955</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 17 LEASES (CONTINUED)

#### (b) Lease liabilities

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

	2025 RMB'000	2024 RMB'000
Carrying amount at 1 January	<b>77,393</b>	135,210
New leases	<b>7,741</b>	33,347
Additions as a result of acquisition of a subsidiary	<b>344</b>	–
Termination	<b>(3,708)</b>	(35,495)
Revision of a lease term arising from a change in the non-cancellable period of a lease	<b>159</b>	(21,420)
Accretion of interest recognised during the year	<b>2,596</b>	4,418
Payments	<b>(37,791)</b>	(38,667)
Carrying amount at 31 December	<b>46,734</b>	77,393
Analysed into:		
Current portion	<b>34,407</b>	33,841
Non-current portion	<b>12,327</b>	43,552

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 17 LEASES (CONTINUED)

#### (c) Amounts recognised in profit or loss

The consolidated statement of profit or loss shows the following amounts relating to leases:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Depreciation charge of right-of-use assets		
– Buildings	<b>31,384</b>	40,223
– Land use right	<b>2,469</b>	122
Subtotal	<b>33,853</b>	40,345
Expense relating to short-term leases	<b>925</b>	74
Interest expense (included in finance costs)	<b>2,593</b>	4,418
Losses on early termination of leases	<b>2,931</b>	2,626
	<b>40,302</b>	47,463

The total cash outflow from financing activities for leases for the years ended 31 December 2025 was RMB37,791,000 (2024: RMB38,667,000), and the total cash outflow from operating activities for leases for the years ended 31 December 2025 was RMB925,000 (2024: RMB74,000). The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in Note 35(c) and 36(b), respectively, to the financial statements.

#### (d) The Group's leasing activities and how these are accounted for

The Group leases certain offices and land. Rental contracts for offices are typically made for fixed periods of 1 month to 60 months. Rental contracts for land are typically made for fixed periods of 45 years to 50 years.

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 17 LEASES (CONTINUED)

#### (e) Variable lease payments

No variable payment terms are contained in the leases.

#### (f) Extension and termination options

Lease payments to be made under reasonably certain extension options are included in the measurement. No termination options are included in building leases across the Group.

#### (g) Residual value guarantees

No residual value guarantees are provided in relation to leases.

### 18 GOODWILL

	RMB'000
Cost at 1 January 2024, 31 December 2024 and 1 January 2025, net of accumulated impairment	–
Acquisition of a subsidiary	21,958
Exchange realignment	(1,567)
Cost and net carrying amount at 31 December 2025	<b>20,391</b>
<b>At 31 December 2025:</b>	
Cost	<b>20,391</b>
Accumulated impairment	–
Net carrying amount	<b>20,391</b>

#### Impairment testing of goodwill

The Group completed the acquisitions of 100% equity interests in アシオット株式会社 (“ASIoT”) and 46% equity interests in a private entity on 31 August 2025 and 31 October 2025, respectively. These transactions generated total goodwill of RMB21,958,000, of which RMB20,305,000 was attributable to the acquisition of ASIoT.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 18 GOODWILL (CONTINUED)

### Impairment testing of goodwill (Continued)

The carrying amount of goodwill allocated to ASIOT cash-generating unit is as follows:

	ASIOT 2025 RMB'000
Carrying amount of goodwill	<b>18,784</b>
	<b>18,784</b>

The recoverable amounts of the cash-generating units are determined based on a value-in-use calculation. Impairment testing of goodwill is performed by management at the end of each reporting period, or whenever there is an indicator of impairment.

These calculations use cash flow projections based on financial budgets approved by management covering an eight-year period with the following key assumptions:

	2025
Revenue growth average rate	<b>28.6%</b>
Gross profit average margin	<b>54.0%</b>
Discount rate (pre-tax)	<b>18.2%</b>

Management's assumptions regarding revenue growth rate and gross profit margin are based on historical records and synergies arising from the business combination. Management's assumption regarding the pre-tax discount rate is based on the industry data and the cash-generating unit's debt and equity structure.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18 GOODWILL (CONTINUED)

#### Impairment testing of goodwill (Continued)

ASIOT is currently in the business development phase, with an extended payback period for its initial capital outlay. Concurrently, the Japanese market exhibits relative stability in competition, alongside established long-term client relationships and contractual terms. The real estate property services industry, as a whole, is characterised by sustainable and predictable long-term cash flows. Management considers that adopting a cash flow forecast period exceeding five years better reflects the complete economic benefits to be derived from this business throughout its cycle.

As at 31 December 2025, the recoverable amount of the ASIOT cash-generating unit of RMB32,801,000, which was calculated based on a value-in-use calculation, exceeded its carrying amount of RMB29,278,000 (including goodwill of RMB18,784,000) by RMB3,522,000.

The directors have considered and assessed reasonably possible changes in other key assumptions and have not identified any instances that could cause the carrying amounts of the cash-generating units to exceed their recoverable amounts.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 19 INTANGIBLE ASSETS

	Software licences RMB'000	Technology RMB'000	Total RMB'000
<b>At 1 January 2024</b>			
Cost	15,058	–	15,058
Accumulated amortisation	(13,062)	–	(13,062)
Net book amount	1,996	–	1,996
<b>Year ended 31 December 2024</b>			
Opening net book amount	1,996	–	1,996
Additions	129	–	129
Disposals	(219)	–	(219)
Amortisation charge	(988)	–	(988)
Closing net book amount	918	–	918
<b>At 31 December 2024</b>			
Cost	14,311	–	14,311
Accumulated amortisation	(13,393)	–	(13,393)
Net book amount	918	–	918
<b>Year ended 31 December 2025</b>			
Opening net book amount	<b>918</b>	–	<b>918</b>
Acquisition of a subsidiary	–	<b>14,692</b>	<b>14,692</b>
Amortisation charge	<b>(535)</b>	<b>(460)</b>	<b>(995)</b>
Exchange realignment	–	<b>(1,094)</b>	<b>(1,094)</b>
Closing net book amount	<b>383</b>	<b>13,138</b>	<b>13,521</b>
<b>At 31 December 2025</b>			
Cost	<b>14,311</b>	<b>13,591</b>	<b>27,902</b>
Accumulated amortisation	<b>(13,928)</b>	<b>(453)</b>	<b>(14,381)</b>
Net book amount	<b>383</b>	<b>13,138</b>	<b>13,521</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 19 INTANGIBLE ASSETS (CONTINUED)

(a) Amortisation of the Group's intangible assets has been recognised as follows:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
General and administrative expenses	346	804
Research and development expenses	649	184
	<b>995</b>	<b>988</b>

### 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
<b>Balance at 1 January</b>	<b>12,061</b>	19,184
Acquisitions	1,793	–
Disposal	(13,007)	(5,768)
Conversion into a subsidiary	(1,415)	–
Losses on dilution of equity interests in an associate	–	(946)
Reclassification adjustment upon disposal of an associate	946	–
Share of losses of an associate	(378)	(409)
<b>Balance at 31 December</b>	<b>–</b>	<b>12,061</b>

During the year ended 31 December 2024, the Group disposed of portion of its equity interest in Hangzhou Mingqi Intelligence Technology Company Limited (杭州明啟數智科技有限公司, "Mingqi"), which is accounted for as an associate of the Group as the Group has secured a place in Mingqi's board of directors, for a consideration of RMB5,250,000. The disposal has resulted in a loss of RMB518,000 for the year ended 31 December 2024. The loss on disposal of an associate was presented in the consolidated statement of profit or loss within "other losses, net".

Mingqi is a private company and there's no quoted market price available for its share. There are no commitments or contingent liabilities relating to the Group's interests in Mingqi. In the opinion of the directors, Mingqi is immaterial to the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (CONTINUED)

During the year ended 31 December 2025, the Group disposed of its remaining equity interest in Mingqi for a total consideration of RMB4,323,000, which resulted in a loss on disposal of RMB8,684,000. The loss on disposal of an associate was presented in the consolidated statement of profit or loss within "other losses, net". As at 31 December 2025, the Group held nil (2024: 23%) interests in Mingqi.

On 10 May 2025, the Group acquired 40% equity interest in a private entity for a cash consideration of RMB1,793,000. On 31 October 2025, the Group increased its equity interest to 46% through an additional investment of RMB 1,350,000 and entered into an acting-in-concert agreement with a major shareholder, which holds 18% equity interest in the private entity, thereby obtaining control.

### 21 FINANCIAL INSTRUMENTS BY CATEGORY

	As at 31 December	
	2025 RMB'000	2024 RMB'000
<b>Financial assets</b>		
Financial assets at amortised cost		
Debt investments at amortised cost (Note 26)	<b>286,473</b>	–
Trade receivables (Note 24)	<b>93,529</b>	78,303
Other receivables (Note 24)	<b>59,276</b>	38,202
Term deposits (Note 25)	<b>1,869,242</b>	2,097,180
Restricted cash (Note 25)	<b>1,711</b>	964
Cash and cash equivalents (Note 25)	<b>1,664,616</b>	1,945,220
	<b>3,974,847</b>	4,159,869
Financial assets at FVPL (Note 22)	<b>188,026</b>	275,480
Financial assets at FVOCI (Note 23)	<b>319</b>	196
	<b>4,163,192</b>	4,435,545
<b>Financial liabilities</b>		
Financial liabilities at amortised cost		
Trade payables (Note 32)	<b>29,828</b>	24,518
Other payables and accruals (excluding accrued payroll and employee benefit expenses, VAT and surcharges payable) (Note 33)	<b>20,094</b>	20,708
Lease liabilities (Note 17)	<b>46,734</b>	77,393
	<b>96,656</b>	122,619

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 21 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The Group's exposure to various risks associated with the financial instruments is discussed in Note 3. The maximum exposure to credit risk at the end of each reporting period is the carrying amount of each class of financial assets mentioned above.

### 22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Investments in wealth management products (a)	124,918	226,333
Investments in unlisted securities and funds (b)	63,108	49,147
	188,026	275,480
Less: non-current portion		
Investments in unlisted securities and funds (b)	(63,108)	(49,147)
	124,918	226,333

#### (a) Investments in wealth management products

Movements in investments in wealth management products were as follows:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
At the beginning of the year	226,333	136,771
Acquisitions	1,527,218	2,071,365
Disposals	(1,655,022)	(1,998,366)
Unrealised changes in fair value (Note 3.3)	412	478
Realised income (Note 3.3)	25,977	16,085
At the end of the year	124,918	226,333

The returns on all of these wealth management products are not guaranteed, and therefore the Group classified them as financial assets at FVPL. Realised income and unrealised changes in fair value on these financial assets are recognised in "other income" in the consolidated statement of profit or loss. For the fair value estimation, please refer to Note 3.3 for details.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

#### (b) Investments in unlisted securities and funds

The Group's investments in unlisted securities and funds included in financial assets at FVPL represent the investments in unlisted securities which the Group has redemption rights under certain redemption events or investments in unlisted funds. For the fair value estimation, please refer to Note 3.3 for details.

Movements of investments in unlisted securities and funds included in financial assets at FVPL were as follows:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
At the beginning of the year	49,147	51,708
Acquisitions	21,039	2,348
Unrealised changes in fair value (Note 3.3)	(7,078)	(4,909)
At the end of the year	63,108	49,147
Investments in unlisted securities	15,775	23,819
Investments in unlisted funds	47,333	25,328
	63,108	49,147

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 23 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

The Group's investments in financial assets at FVOCI are all investments in unlisted equity, which represent the investments in certain privately owned companies. For the fair value estimation, please refer to Note 3.3 for details.

Movements of investments in unlisted equity were as follows:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
At the beginning of the year	196	360
Unrealised changes in fair value (Note 28, 32)	123	(164)
At the end of the year	319	196

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 24 TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Trade receivables from contracts with customers (a)	<b>201,776</b>	184,722
Less: Loss allowance (Note 3.1)	<b>(108,247)</b>	(106,419)
Trade receivables, net	<b>93,529</b>	78,303
Prepayments to suppliers	<b>10,850</b>	11,898
Prepayments for property, plant and equipment	–	12,161
Prepayments for employee benefits	<b>4,461</b>	5,732
Total prepayments	<b>15,311</b>	29,791
Rental and other deposits	<b>16,501</b>	18,476
Others	<b>42,793</b>	19,787
Less: Loss allowance (b)	<b>(18)</b>	(61)
Other receivables, net	<b>59,276</b>	38,202
Total trade receivables, prepayments and other receivables	<b>168,116</b>	146,296
Less: Non-current deposits and prepayments	<b>(13,513)</b>	(26,019)
Current portion	<b>154,603</b>	120,277

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 24 TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

#### (a) Trade receivables

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Trade receivables from contracts with customers	201,776	184,722
Less: Loss allowance (Note 3.1(b))	(108,247)	(106,419)
	93,529	78,303

Movements in the Group's loss allowance for trade receivables are disclosed in Note 3.1.

The Group normally allows 0 to 90 days credit periods to its customers. An ageing analysis of the trade receivables as at 31 December 2025 and 2024, based on the date of recognition, is as follows:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
<b>Ageing:</b>		
Up to 3 months	94,899	48,798
3 to 6 months	15,286	17,583
6 months to 1 year	19,214	28,036
1 to 2 years	30,036	38,436
Over 2 years	42,341	51,869
	201,776	184,722

Trade receivables are amounts due from customers for software licensing or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 24 TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

(b) Movements in the Group's loss allowance for other receivables are as follows:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
At the beginning of the year	61	37
Impairment provision	(43)	24
At the end of the year	18	61

The amount recovered from written-off other receivables in prior years for the year ended 31 December 2025 totalled RMB35,400 (2024: Nil).

### 25 CASH AND CASH EQUIVALENTS

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Cash at banks and on hand (i)	3,535,569	4,043,364
Less: Restricted cash (ii)	(1,711)	(964)
Term deposits (iii)	(1,869,242)	(2,097,180)
Cash and cash equivalents	1,664,616	1,945,220

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 25 CASH AND CASH EQUIVALENTS (CONTINUED)

(i) Cash at banks and on hand was denominated in the following currencies:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
RMB	1,041,993	985,193
USD	2,460,708	3,045,903
HKD	24,148	11,220
Japanese Yen ("JPY")	4,155	661
Malaysian Ringgit ("MYR")	3,822	190
Indonesian Rupiah ("IDR")	660	–
Singapore Dollar ("SGD")	83	197
	<b>3,535,569</b>	4,043,364

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB1,041,993,000 (2024: RMB985,193,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

(ii) The restricted cash was pledged to banks as required by certain customers' contract implementation of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 25 CASH AND CASH EQUIVALENTS (CONTINUED)

(iii) An analysis of the Group's term deposits by currency is as follows:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
<b>Included in non-current assets:</b>		
RMB term deposits over 1 year	<b>557,758</b>	590,940
<b>Included in current assets:</b>		
RMB term deposits over 3 months to 1 year	<b>251,104</b>	32,998
USD term deposits over 3 months to 1 year	<b>1,060,380</b>	1,473,242
	<b>1,311,484</b>	1,506,240
	<b>1,869,242</b>	2,097,180

As at 31 December 2025, the term deposits carried interest rates of 1.9% to 4.2% per annum.

### 26 DEBT INVESTMENTS AT AMORTISED COST

	2025 RMB'000	2024 RMB'000
Debt investments at amortised cost	<b>281,151</b>	–
Accrued interest	<b>5,322</b>	–
	<b>286,473</b>	–

#### (a) Debt investments at amortised cost

	2025 RMB'000	2024 RMB'000
<i>Bonds:</i>		
– Bonds issued by other financial institutions outside the mainland China	<b>281,151</b>	–

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 27 SHARE CAPITAL

#### Authorised:

	Number of ordinary shares '000	Nominal value of ordinary shares HKD'000	Number of preferred shares '000	Nominal value of preferred shares HKD'000
<b>As at 31 December 2024 and 2025</b>	3,800,000	380	–	–

#### Issued:

	Number of ordinary shares '000	Nominal value of ordinary shares HKD'000	Share capital RMB'000
<b>As at 1 January 2024</b>	1,942,316	194	170
Issuance of ordinary shares (a)	24,779	2	2
Cancellation of shares (b)	(23,210)	(2)	(2)
<b>As at 31 December 2024 (c)</b>	1,943,885	194	170
<b>As at 1 January 2025</b>	<b>1,943,885</b>	<b>194</b>	<b>170</b>
Cancellation of shares (b)	<b>(9,182)</b>	<b>(1)</b>	<b>(1)</b>
<b>As at 31 December 2025 (c)</b>	<b>1,934,703</b>	<b>193</b>	<b>169</b>

- (a) During the year ended 31 December 2024, the Company allotted or issued a total of 24,779,266 ordinary shares to MYC Marvellous Limited. The issuance resulted in the increase in share capital of RMB2,000 and the ordinary shares issued were presented as treasury shares.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 27 SHARE CAPITAL (CONTINUED)

### Issued: (Continued)

- (b) A total of 9,182,000 (2024: 23,210,000) shares were cancelled during the year ended 2025, resulting in the decrease in the Company's share capital.
- (c) During the year ended 31 December 2025, the Group purchased 73,192,000 (2024: 35,576,000) of its shares on the Hong Kong Stock Exchange at a total consideration of RMB209,201,000 (2024: RMB62,708,000). The total amount paid for the purchase of the shares has been charged to treasury shares and share premium of the Group. As of 31 December 2025, the Group held a total of 162,529,635 (2024: 114,208,931) treasury shares, primarily sourced from share repurchases and the issuance of new shares. These treasury shares are mainly intended for use in the share option scheme in the future.

As RSUs vest, employees who are Chinese tax residents incur personal income tax obligations based on the market price of the Company's shares on the vesting date. These tax obligations are typically fulfilled by the Company through withholding the number of shares, which were equivalent in market value to the total tax obligation and then held by MYC Marvellous Limited.

Where any group company purchases the Company's equity instruments, for example as a result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company as treasury shares until the shares are cancelled or reissued and as other reserve. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of the Company.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 28 RESERVES

	Share premium RMB'000	Surplus reserve RMB'000	Exchange reserve RMB'000	Share-based compensation reserve RMB'000	Other reserve RMB'000	Total reserves RMB'000
<b>At 1 January 2025</b>	<b>7,661,540</b>	<b>129</b>	<b>16,162</b>	<b>430,373</b>	<b>(719,422)</b>	<b>7,388,782</b>
Changes in fair value of financial assets at FVOCI, net to tax (Note 23)	-	-	-	-	105	105
Currency translation differences	-	-	(69,744)	-	-	(69,744)
Reclassification adjustment upon disposal of an associate	-	-	-	-	946	946
Share-based compensation expenses (Note 29)	-	-	-	70,327	-	70,327
Transfer of vested restricted share units from treasury shares (Note 29)	205,171	-	-	(212,233)	-	(7,062)
Cancellation of shares	(23,692)	-	-	-	-	(23,692)
Dividend distribution to the owners of the Company	(167,977)	-	-	-	-	(167,977)
<b>At 31 December 2025</b>	<b>7,675,042</b>	<b>129</b>	<b>(53,582)</b>	<b>288,467</b>	<b>(718,371)</b>	<b>7,191,685</b>
<b>At 1 January 2024</b>	<b>7,529,943</b>	<b>129</b>	<b>(46,942)</b>	<b>644,192</b>	<b>(718,337)</b>	<b>7,408,985</b>
Changes in fair value of financial assets at FVOCI, net to tax (Note 23)	-	-	-	-	(139)	(139)
Currency translation differences	-	-	63,104	-	-	63,104
Losses on dilution of equity interests in associate	-	-	-	-	(946)	(946)
Share-based compensation expenses (Note 29)	-	-	-	145,582	-	145,582
Transfer of vested restricted share units from treasury shares (Note 29)	340,569	-	-	(359,401)	-	(18,832)
Cancellation of shares	(41,450)	-	-	-	-	(41,450)
Dividend distribution to the owners of the Company	(167,522)	-	-	-	-	(167,522)
<b>At 31 December 2024</b>	<b>7,661,540</b>	<b>129</b>	<b>16,162</b>	<b>430,373</b>	<b>(719,422)</b>	<b>7,388,782</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 28 RESERVES (CONTINUED)

### (a) Appropriation to statutory surplus reserve

In accordance with the PRC Company Law and the articles of association, each of the PRC subsidiaries of the Group is required to appropriate 10% of its profits after tax, as determined in accordance with Accounting Standards for Business Enterprises and other applicable regulations, to the statutory surplus reserve until such reserve reaches 50% of its registered capital. The appropriation to the reserve must be made before any distribution of dividends to shareholders. Apart from the statutory surplus reserve, discretionary surplus reserve can be appropriated according to the resolution of shareholders' meeting. The surplus reserve can be used to offset previous years' losses, if any, and part of the statutory surplus reserve can be capitalised as the PRC subsidiary's capital provided that the amount of surplus reserve remaining after the capitalisation shall not be less than 25% of its capital.

## 29 SHARE-BASED COMPENSATION

### 2020 Share Incentive Plan

On 29 March 2020, the board of directors of the Company passed a resolution, according to which an aggregate of 7,484,080 ordinary shares of the Company were issued and allotted to MYC Marvellous Limited, an employee share trust controlled by the Company (the "2020 Share Incentive Plan"). Effective from 31 March 2020, the shares held by MYC Marvellous Limited were subdivided into 74,840,800 shares.

On 10 April 2020, 8 July 2021, 29 October 2021 and 1 November 2021, the Company granted RSUs to the Group's employees (the "Grantees") subject to the 2020 Share Incentive Plan, representing 43,743,004 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The RSUs awarded are either subject to a vesting scale in tranches from the grant date over a certain service period on condition that employees remain in service, or vested on the grant date. Once the vesting conditions underlying the respective RSUs are met and the RSUs are released, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

On 11 January 2022, 24 August 2022 and 14 November 2022, the Company granted RSUs to the Grantees, representing 26,794,019 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The RSUs awarded are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective RSUs are met and the RSUs are released, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29 SHARE-BASED COMPENSATION (CONTINUED)

#### 2020 Share Incentive Plan (Continued)

On 17 January 2023 and 15 November 2023, the Company granted RSUs to the Grantees, representing 1,817,655 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The RSUs awarded are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective RSUs are met and the RSUs are vested, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

#### 2021 Share Award Scheme

On 11 June 2021, the board of directors of the Company passed a resolution, according to which an aggregate number of ordinary shares (the "Award Shares") of the Company, not exceeding 5% of the total number of issued shares as at 11 June 2021, may be awarded to eligible persons (the "2021 Share Award Scheme").

On 1 July 2021, the Company granted RSUs to the Grantees, representing 41,443,996 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The RSUs awarded are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective RSUs are met and the RSUs are released, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

On 30 May 2022 and 14 November 2022, the Company granted RSUs to the Grantees, representing 13,089,993 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The RSUs awarded are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective RSUs are met and the RSUs are released, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

On 28 April 2023, 7 July 2023 and 15 November 2023, the Company granted Award Shares to the Grantees, representing 27,628,775 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The Award Shares are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective Award Shares are met and the Award Shares are vested, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 29 SHARE-BASED COMPENSATION (CONTINUED)

### 2021 Share Award Scheme (Continued)

On 29 April 2024 and 15 November 2024, the Company granted Award Shares to the Grantees, representing 26,661,788 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The Award Shares are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective Award Shares are met and the Award Shares are vested, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

On 29 April 2025 and 6 November 2025, the Company granted Award Shares to the Grantees, representing 18,680,558 ordinary shares of par value HKD0.0001 each in the share capital of the Company. The Award Shares are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective Award Shares are met and the Award Shares are vested, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

### 2021 Share Option Scheme

On 11 June 2021, the shareholders of the Company passed a resolution to approve the adoption of a share option scheme (the "Share Option Scheme") and to authorise the board of directors of the Company to grant options thereunder to eligible participants. The percentage of the total issued shares of the Company that may be issued upon exercise of the share options to be granted under the Share Option Scheme shall not exceed 5% as at 11 June 2021.

On 17 January 2023, the Company granted a total of 41,200,000 share options to 59 employees of the Group, representing 1 ordinary share of par value HKD0.0001 each in the share capital of the Company. The share options awarded are subject to a vesting scale in tranches from the grant date over a certain service period, on condition that employees remain in service with certain performance requirements. Once the vesting conditions underlying the respective share options are met and the share options are vested, the shares shall be subject to applicable restrictions in the award and any legal restrictions.

The share-based compensation expenses recognised during the years ended 31 December 2025 and 2024 are summarised in the following table:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Share-based compensation expenses	70,327	145,582

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29 SHARE-BASED COMPENSATION (CONTINUED)

#### Expected retention rate

The Group has to estimate the expected percentage of grantees that will stay within the Group at the end of each of the vesting periods of the virtual share options (the “Expected Retention Rate”) in order to determine the amount of share-based compensation expenses charged to the consolidated statement of profit or loss. As at 31 December 2025, the Expected Retention Rate was assessed to be 90%(2024:96%).

#### (a) RSUs

Movements in the number of RSUs granted and the respective weighted average grant date fair values per RSU are as follows:

	Number of RSUs	Weighted average grant date fair value per RSU (RMB)
<b>Outstanding as at 1 January 2024</b>	55,494,713	16.72
Granted during the year	26,661,788	2.20
Vested during the year	(18,516,295)	19.41
Lapsed/forfeited	(10,245,969)	14.91
<b>Outstanding as at 31 December 2024</b>	53,394,237	8.88
<b>Outstanding as at 1 January 2025</b>	<b>53,394,237</b>	<b>8.88</b>
Granted during the year	<b>18,680,558</b>	<b>2.67</b>
Vested during the year	<b>(18,818,243)</b>	<b>11.10</b>
Lapsed/forfeited	<b>(7,556,963)</b>	<b>9.20</b>
<b>Outstanding as at 31 December 2025</b>	<b>45,699,589</b>	<b>5.38</b>

The fair values of RSUs granted in 2025 and 2024 were calculated based on the market prices of the Company’s shares at the respective grant dates.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29 SHARE-BASED COMPENSATION (CONTINUED)

#### Expected retention rate (Continued)

##### (b) Share options

Movements in the number of share options granted and the respective weighted average grant date fair values per share option are as follows:

	Number of share options	Number of vested but unexercised share options	Weighted average grant date fair value per share option (RMB)
<b>Outstanding as at 1 January 2024</b>	41,000,000	–	3.88
Forfeited	(6,300,000)	–	3.83
<b>Outstanding as at 31 December 2024</b>	34,700,000	–	3.88
<b>Outstanding as at 1 January 2025</b>	34,700,000	–	3.88
Vested during the year	(8,675,000)	8,675,000	3.50
Forfeited	(2,625,000)	(875,000)	3.83
<b>Outstanding as at 31 December 2025</b>	<b>23,400,000</b>	<b>7,800,000</b>	<b>4.03</b>

Share options outstanding at the end of the year have the following expiry date and exercise price:

Grant date	Expiry date	Exercise price
17 January 2023	17 January 2033	HKD8.20

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 30 INTEREST-BEARING BANK BORROWINGS

The analysis of interest-bearing bank borrowings is as follows:

	As at 31 December		
	Effective interest rate (%)	Maturity	RMB'000
<b>Current</b>			
Bank loans	2.1-2.2	2026	112,538
Current portion of long term bank loans			238
			112,776
<b>Non-current</b>			
Bank loans	0.5-1.4	2028-2029	2,582
			115,358
<b>Analysed into:</b>			
Bank loans repayable:			
Within one year			112,776
In the second year			353
In the third to fifth years, inclusive			2,229
			115,358

All bank borrowings are denominated in RMB as at 31 December 2025.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 DEFERRED INCOME TAX

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

	<b>As at 31 December</b>	
	<b>2025</b>	2024
	<b>RMB'000</b>	RMB'000
Deferred income tax assets:		
Deferred income tax assets	<b>44,467</b>	41,631
Set-off of deferred income tax liabilities pursuant to set-off provision	<b>(6,502)</b>	(10,745)
Net deferred income tax assets	<b>37,965</b>	30,886
Deferred income tax liabilities:		
Deferred income tax liabilities	<b>(9,833)</b>	(10,824)
Set-off of deferred income tax assets pursuant to set-off provision	<b>6,502</b>	10,745
Net deferred income tax liabilities	<b>(3,331)</b>	(79)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 DEFERRED INCOME TAX (CONTINUED)

The movements in deferred income tax assets and liabilities without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

	As at 1 January 2025 RMB'000	Credited/ (charged) to profit or loss RMB'000	Credited to reserves RMB'000	Addition as a result of a subsidiary RMB'000	As at 31 December 2025 RMB'000
The balance comprises temporary differences attributable to:					
Deferred income tax assets					
– Financial assets at FVPL	3,106	1,223	–	–	4,329
– Financial assets at FVOCI	1,846	–	(18)	–	1,828
– Lease liabilities	11,679	(4,559)	–	–	7,120
– Impairment provisions	25,000	5,930	–	–	30,930
– Contract liabilities	–	260	–	–	260
	<b>41,631</b>	<b>2,854</b>	<b>(18)</b>	<b>–</b>	<b>44,467</b>
Deferred income tax liabilities					
– Right-of-use assets	(10,464)	3,992	–	–	(6,472)
– Financial assets at FVPL	(360)	47	–	–	(313)
– Intangible assets	–	68	–	(3,116)	(3,048)
	<b>(10,824)</b>	<b>4,107</b>	<b>–</b>	<b>(3,116)</b>	<b>(9,833)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 DEFERRED INCOME TAX (CONTINUED)

	As at 1 January 2024 RMB'000	Credited/ (charged) to profit or loss RMB'000	Credited to reserves RMB'000	As at 31 December 2024 RMB'000
The balance comprises temporary differences attributable to:				
Deferred income tax assets				
– Financial assets at FVPL	2,340	766	–	3,106
– Financial assets at FVOCI	1,821	–	25	1,846
– Lease liabilities	19,827	(8,148)	–	11,679
– Impairment provisions	17,457	7,543	–	25,000
	41,445	161	25	41,631
Deferred income tax liabilities				
– Right-of-use assets	(18,224)	7,760	–	(10,464)
– Financial assets at FVPL	(290)	(70)	–	(360)
	(18,514)	7,690	–	(10,824)

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefits through the future taxable profits is probable. Management will continue to assess the recognition of deferred income tax assets in future reporting periods.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31 DEFERRED INCOME TAX (CONTINUED)

At the end of the years, the Group had the following unutilised tax losses available for offsetting against future taxable profits for which no deferred tax assets were recognised:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Tax losses expiring:		
Within 5 years	<b>274,480</b>	189,040
Over 5 years	<b>2,436,398</b>	2,329,572
	<b>2,710,878</b>	2,518,612

The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB93,440,000 at 31 December 2025 (2024: RMB96,298,000). Deferred income tax liability is not recognised where the timing of the reversal of the temporary difference is controlled by the Group and the directors have confirmed that such earnings will not be distributed out of the PRC in the foreseeable future.

### 32 TRADE PAYABLES

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Trade payables to third parties	<b>29,828</b>	24,518

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 32 TRADE PAYABLES (CONTINUED)

As at 31 December 2025 and 2024, the ageing analysis of the trade payables based on the date of recognition is as follows:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
<b>Ageing:</b>		
Up to 3 months	<b>25,715</b>	15,832
3 to 6 months	<b>2,737</b>	1,988
6 months to 1 year	<b>43</b>	1,146
Over 1 year	<b>1,333</b>	5,552
	<b>29,828</b>	24,518

### 33 OTHER PAYABLES AND ACCRUALS

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Accrued payroll and employee benefit expenses	<b>141,661</b>	168,564
VAT and surcharges payable	<b>28,404</b>	4,106
Commissions payable to regional channel partners	<b>5,391</b>	7,486
Accrued auditor's remuneration	<b>3,130</b>	2,980
Deposits from regional channel partners	<b>2,347</b>	1,597
Others	<b>9,226</b>	8,645
	<b>190,159</b>	193,378

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 34 BUSINESS COMBINATION

On 31 August 2025, the Group acquired a 100% interest in アシオット株式会社(ASIOT) through a wholly-owned subsidiary of the Company. ASIOT is engaged in a specialist solutions provider of artificial intelligence and Internet of Things (IoT) tailored to the Japanese real estate sector. The acquisition was made as part of the Group's strategy to expand its market share in Japan. The purchase consideration for the acquisition was in the form of cash, with RMB33,899,000 (JPY700,000,000) paid at the acquisition date.

The fair values of the identifiable assets and liabilities of ASIOT as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition RMB'000
Property, plant and equipment	15	196
Intangible assets	19	14,692
Inventories		602
Cash and bank balances	25	1,932
Trade receivables	24	617
Prepayments and other receivables	24	4,522
Trade payables	32	(961)
Accruals and other payables	33	(264)
Contract liabilities	6	(1,235)
Long-term borrowings	30	(3,140)
Deferred tax liabilities	31	(3,367)
Total identifiable net assets at fair value		13,594
Goodwill on acquisition	18	20,305
Satisfied by cash		33,899

The Group incurred transaction costs of RMB544,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

Included in the goodwill of RMB20,305,000 recognised above are assembled workforce and others, which are not recognised separately. None of the goodwill recognised is expected to be deductible for income tax purposes.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 34 BUSINESS COMBINATION (CONTINUED)

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	RMB'000
Cash consideration	(33,899)
Cash and bank balances acquired	1,932
Included in cash flows from investing activities	(31,967)
Transaction costs of the acquisition included in cash flows from operating activities	(544)
Total net cash outflow	(32,511)

Since the acquisition, ASIOT contributed RMB2,239,000 to the Group's revenue and RMB980,000 to the consolidated loss for the year ended 31 December 2025.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the loss of the Group for the year would have been RMB5,070,000 and RMB1,267,000 respectively.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 35 CASH FLOW INFORMATION

#### (a) Cash used in operations

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Profit/(loss) before income tax	24,442	(197,397)
Adjustments for:		
Depreciation of right-of-use assets	33,853	40,345
Depreciation of property, plant and equipment	23,671	37,285
Depreciation of investment properties	4,414	3,773
Net impairment losses on financial assets and contract assets	32,683	45,921
Write-down of inventories to net realisable value	3,025	7,059
Write-down of assets held for sale	13,721	271
Finance income, net	(132,816)	(179,295)
Net exchange difference	(1,585)	18,416
Amortisation of intangible assets	995	988
Net losses on disposal of property, plant and equipment	137	1,406
Termination of leases	2,931	2,626
Share-based compensation expenses	70,327	145,582
Share of losses of an associate	378	409
Fair value losses on financial assets at FVPL	7,078	4,909
Income from wealth management products	(26,677)	(16,573)
Operating cash flows before movements in working capital	56,577	(84,275)
Changes in working capital:		
Trade receivables	(40,867)	(44,369)
Contract acquisition costs	25,058	46,881
Contract assets	(14,522)	(17,659)
Restricted cash	(747)	41
Prepayments and other receivables	(839)	13,176
Inventories	(5,153)	(1,050)
Asset held for sales	(12,402)	–
Trade payables	2,266	756
Contract liabilities	(78,750)	(96,636)
Other payables and accruals	10,422	(26,299)
<b>Cash used in operations</b>	<b>(58,957)</b>	<b>(209,434)</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 35 CASH FLOW INFORMATION (CONTINUED)

### (b) Non-cash investing and financing activities

There were no material non-cash investing and financing transactions except for the additions of the right-of-use assets (Note 17(a)) and the share-based compensation described in Note 29 for the years ended 31 December 2025 and 2024.

### (c) Net cash reconciliation

This section sets out an analysis of net cash and the movements in net cash for the years ended 31 December 2025 and 2024.

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Cash and cash equivalents	<b>1,664,616</b>	1,945,220
Restricted cash	<b>1,711</b>	964
Term deposits	<b>1,869,242</b>	2,097,180
Liquid investments (i)	<b>124,918</b>	226,333
Lease liabilities	<b>(46,734)</b>	(77,393)
Net cash	<b>3,613,753</b>	4,192,304

- (i) Liquid investments comprise the Group's investments in wealth management products included in financial assets at FVPL. See Note 22(a) for details.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 35 CASH FLOW INFORMATION (CONTINUED)

#### (c) Net cash reconciliation (Continued)

	Cash and cash equivalents RMB'000	Restricted cash RMB'000	Term deposits RMB'000	Liquid investments RMB'000	Lease liabilities RMB'000	Total RMB'000
<b>Net cash as at 1 January 2025</b>	<b>1,945,220</b>	<b>964</b>	<b>2,097,180</b>	<b>226,333</b>	<b>(77,393)</b>	<b>4,192,304</b>
Cash flows	(246,436)	747	(191,991)	(101,827)	35,198	(504,309)
Foreign exchange adjustments	(34,168)	-	(31,836)	-	-	(66,004)
Fair value changes	-	-	-	412	-	412
Non-cash movements	-	-	(4,111)	-	(4,539)	(8,650)
<b>Net cash as at 31 December 2025</b>	<b>1,664,616</b>	<b>1,711</b>	<b>1,869,242</b>	<b>124,918</b>	<b>(46,734)</b>	<b>3,613,753</b>
<b>Net cash as at 1 January 2024</b>	<b>3,972,900</b>	<b>1,005</b>	<b>419,082</b>	<b>136,771</b>	<b>(132,553)</b>	<b>4,397,205</b>
Cash flows	(2,038,173)	(41)	1,599,068	89,084	43,085	(306,977)
Foreign exchange adjustments	10,493	-	34,197	-	-	44,690
Fair value changes	-	-	-	478	-	478
Non-cash movements	-	-	44,833	-	12,075	56,908
<b>Net cash as at 31 December 2024</b>	<b>1,945,220</b>	<b>964</b>	<b>2,097,180</b>	<b>226,333</b>	<b>(77,393)</b>	<b>4,192,304</b>

### 36 COMMITMENTS

#### (a) Capital commitments

The Group mainly has capital commitments with respect to assets under construction, leasehold improvements and land use right. As at 31 December 2025, capital expenditure was contracted for at the end of the year and recognised as liabilities RMB294,000 (2024: nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 36 COMMITMENTS (CONTINUED)

#### (b) Operating lease commitments

The Group leases certain offices and land under non-cancellable operating lease arrangements with lease terms less than 1 year, which can be exempted from IFRS 16. The Group's future aggregate minimum lease payments for such short term non-cancellable operating leases were as follows:

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Within 1 year	179	88

### 37 SIGNIFICANT RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control and joint control. Members of key management and their close family members of the Group are also considered as related parties.

Save as disclosed elsewhere in these financial statements, the directors of the Company are of the view that the following parties were related parties that had transactions or balances with the Group for the years ended 31 December 2025 and 2024:

#### Key management personnel compensation

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Salaries, wages and bonuses	6,247	5,653
Pension costs – defined contribution plans	282	307
Other social security costs, housing benefits and other employee benefits	334	377
Share-based compensation	4,730	6,394
	11,593	12,731

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 38 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Note	As at 31 December	
		2025 RMB'000	2024 RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Interests in subsidiaries		4,910,524	4,894,970
Debt investments at amortised cost		286,473	–
<b>Total non-current assets</b>		<b>5,196,997</b>	4,894,970
<b>Current assets</b>			
Prepayments and other receivables		71,904	1,620
Term deposits		1,060,380	1,473,242
Cash and cash equivalents		1,426,972	1,575,293
Financial assets at fair value through profit or loss		–	9,331
<b>Total current assets</b>		<b>2,559,256</b>	3,059,486
<b>Total assets</b>		<b>7,756,253</b>	7,954,456
<b>EQUITY</b>			
Share capital	27	169	170
Treasury shares		(207,724)	(22,020)
Reserves	(a)	8,372,096	8,700,146
Accumulated losses	(a)	(602,750)	(798,909)
<b>Total equity</b>		<b>7,561,791</b>	7,879,387
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Other payables and accruals		81,924	75,069
Short-term borrowings		112,538	–
<b>Total liabilities</b>		<b>194,462</b>	75,069
<b>Total equity and liabilities</b>		<b>7,756,253</b>	7,954,456

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 38 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

#### (a) Reserve movements of the Company

	Reserves RMB'000	Accumulated losses RMB'000
<b>As at 1 January 2024</b>	8,617,044	(884,723)
Profit for the year	–	85,814
Dividend distribution to the owners of the company	(177,990)	–
Share-based compensation expenses (Note 28)	145,582	–
Transfer of vested restricted share units from treasury shares (Note 28)	(18,832)	–
Cancellation of shares (Note 28)	(41,450)	–
Currency translation differences	175,792	–
<b>As at 31 December 2024</b>	<b>8,700,146</b>	<b>(798,909)</b>
<b>As at 1 January 2025</b>	<b>8,700,146</b>	<b>(798,909)</b>
Profit for the year	–	196,159
Dividend distribution to the owners of the company	(176,919)	–
Share-based compensation expenses (Note 28)	70,327	–
Transfer of vested restricted share units from treasury shares (Note 28)	(7,062)	–
Cancellation of shares (Note 28)	(23,692)	–
Currency translation differences	(190,704)	–
<b>As at 31 December 2025</b>	<b>8,372,096</b>	<b>(602,750)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 39 SUBSIDIARIES

Company name	Place and date of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Registered/ issued capital	Percentage of attributable equity interest	
				As at 31 December	
				2025	2024
<b>Directly held:</b>					
Ming Yuan Cloud Investment	BVI/ 10 July 2019 Limited liability company	Investment holding/ BVI	USD0.01/ USD0.01	100.00%	100.00%
Earl Dazzle	BVI/ 20 December 2016 Limited liability company	Investment holding/ BVI	USD2/ USD2	100.00%	100.00%
Everlasting Light Investment	BVI/ 9 November 2023 Limited liability company	Investment holding/ BVI	USD0.01/ USD0.01	100.00%	100.00%
<b>Indirectly held:</b>					
MytePro Technology Pte. Ltd. (SINGAPORE)	Singapore/ 14 August 2023 Limited liability company	Investment holding and Cloud Services/ Singapore	SGD2,000,000/ SGD2,000,000	100.00%	100.00%
MytePro Technology Limited (HONG KONG)	Hong Kong/ 22 July 2019 Limited liability company	Investment holding/ Hong Kong	HKD5,000,000/ HKD5,000,000	100.00%	100.00%
Viscount Dazzle	Hong Kong/ 1 February 2017 Limited liability company	Investment holding/ Hong Kong	HKD1/ HKD1	100.00%	100.00%
Northern Lights Cloud	PRC/ 6 September 2019 Wholly-foreign-owned enterprise	Investment holding/ PRC	USD294,000,000/ USD294,000,000	100.00%	100.00%
Ming Yuan Cloud Technology	PRC/ 27 November 2003 Limited liability company	Investment holding, Cloud Services, On-premise Software and Services/PRC	RMB1,831,644,737/ RMB1,831,544,870	100.00%	100.00%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (CONTINUED)

Company name	Place and date of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Registered/ issued capital	Percentage of attributable equity interest	
				As at 31 December	
				2025	2024
<b>Indirectly held:</b>					
Ming Yuan Cloud Client	PRC/ 30 July 2014 Limited liability company	Investment holding and Cloud Services/ PRC	RMB10,700,000/ RMB10,700,000	<b>100.00%</b>	100.00%
Shenzhen Cheng'guo Technology Digital Marketing Co., Ltd. (深圳市橙果科技數字營銷有限公司)	PRC/ 25 July 2018 Limited liability company	Cloud Services/ PRC	RMB10,000,000/ RMB1,000,000	<b>100.00%</b>	100.00%
MEHO Media	PRC/ 22 April 2014 Limited liability company	Cloud Services/ PRC	RMB8,888,889/ RMB8,888,889	<b>100.00%</b>	100.00%
Ming Yuan Cloud Space	PRC/ 6 August 2015 Limited liability company	Cloud Services/ PRC	RMB10,000,000/ RMB10,000,000	<b>100.00%</b>	100.00%
Wuhan Ming Yuan Dongli	PRC/ 8 April 2008 Limited liability company	On-premise Software and Services/PRC	RMB211,000,000/ RMB211,000,000	<b>100.00%</b>	100.00%
Wuhan Ming Yuan Zhuoyue	PRC/ 24 November 2010 Limited liability company	On-premise Software and Services/PRC	RMB42,000,000/ RMB42,000,000	<b>100.00%</b>	100.00%
Shenzhen Mingyuan Cloud Computing Co., Ltd. (深圳市明源雲計算有限公司, "Ming Yuan Cloud Calculation")	PRC/ 8 March 2016 Limited liability company	Investment holding and technology services/ PRC	RMB50,000,000/ RMB50,000,000	<b>100.00%</b>	100.00%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 39 SUBSIDIARIES (CONTINUED)

Company name	Place and date of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Registered/ issued capital	Percentage of attributable equity interest	
				As at 31 December	
				2025	2024
<b>Indirectly held:</b>					
Wuhan Mingyuan Cloud Technology Co., Ltd. (武漢明源雲科技有限公司, "Wuhan Ming Yuan Cloud Technology")	PRC/ 12 July 2016 Limited liability company	On-premise Software and Services/PRC	RMB20,000,000/ RMB20,000,000	<b>100.00%</b>	100.00%
Mingyuan Cloud Technology (Hong Kong) Limited	Hong Kong/ 13 November 2018 Limited liability company	Technology services/ Hong Kong	USD10,000/ USD10,000	<b>100.00%</b>	100.00%
Ming Yuan Cloud Chain	PRC/ 12 April 2019 Limited liability company	Cloud Services/ PRC	RMB101,111,111/ RMB90,500,000	<b>100.00%</b>	100.00%
Beijing Mingyuan Cloud Xinchuang Technology Co., Ltd. (北京明源雲新創科技有限公司)	PRC/ 23 April 2023 Limited liability company	Investment holding/ PRC	RMB10,000,000/ RMB10,000,000	<b>100.00%</b>	100.00%
Chengdu Jingjian Technology Limited (成都市境見科技有限公司, "Jingjian")	PRC/ 29 March 2021 Limited liability company	Cloud Services/ PRC	RMB10,000,000/ Nil	<b>100.00%</b>	100.00%
Wuhan Mingyuan Cloud Creative Technology Limited (武漢明源雲創新科技有限公司, "Wuhan Ming Yuan Cloud Creative Technology")	PRC/ 8 October 2021 Limited liability company	Investment holding/ PRC	RMB960,000,000/ RMB318,510,000	<b>100.00%</b>	100.00%
Wuhan Mingyuan Cloud Intelligence Technology Limited (武漢明源雲數智科技有限公司, "Wuhan Ming Yuan Cloud Intelligence")	PRC/ 8 October 2021 Limited liability company	Investment holding/ PRC	RMB960,000,000/ RMB318,510,000	<b>100.00%</b>	100.00%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (CONTINUED)

Company name	Place and date of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Registered/ issued capital	Percentage of attributable equity interest	
				As at 31 December	
				2025	2024
<b>Indirectly held:</b>					
Wuhan Mingyuan Cloud Xinchu Technology Limited (武漢明源雲新楚科技有限公司, "Wuhan Ming Yuan Cloud Xinchu")	PRC/ 27 August 2021 Wholly-foreign-owned enterprise	Investment holding/ PRC	USD300,000,000/ USD130,000,000	100.00%	100.00%
Hainan Mingyuan Cloud Navigation Technology Limited (海南明源雲領航科技有限公司)	PRC/ 2 April 2021 Limited liability company	Investment holding/ PRC	RMB40,000,000/ RMB40,000,000	100.00%	100.00%
MytePro Technology Sdn. Bhd.	Malaysia/ 1 Aug 24 Limited liability company	Investment holding/ Malaysia	MYR1,000,000/ MYR1,000,000	100.00%	100.00%
MytePro Technology Japan Co., Ltd.	Japan/ 10 Oct 24 Limited liability company	Investment holding/ Japan	JPY5,000,000/ JPY5,000,000	100.00%	100.00%
アシオット株式會社(ASIOT)	Japan/ 17 June 20 Limited liability company	Investment holding/ Japan	JPY10,000,000/ JPY10,000,000	100.00%	N/A
PT. MYTEPRO TECH VISION	Indonesia/ 11 June 25 Limited liability company	Investment holding/ Indonesia	IDR10,000,000,000/ Nil	100.00%	N/A
<b>On trust:</b>					
MYC Marvellous Limited	BVI/ 25 February 2020 Limited liability company	Employee stock holding platform/ BVI	USD50,000/ USD1	100.00%	100.00%

(i) Ningbo Meishan Bonded Port Area Mingyuan Shengshi Investment Co. Ltd. was deregistered on 24 October 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 40 CONTINGENT LIABILITIES

The Group had no material contingent liabilities outstanding as at 31 December 2025 and 2024.

## 41 SUBSEQUENT EVENTS

The Group did not have significant events after 31 December 2025 which may result in adjustments or additional disclosure to be made in these financial statements.

## 42 OTHER ACCOUNTING POLICIES

### 42.1 Subsidiaries

#### *42.1.1 Consolidation*

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

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

#### *(a) Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, a joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income ("OCI") in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means that amounts previously recognised in OCI are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.1 Subsidiaries (Continued)

#### 42.1.1 Consolidation (Continued)

##### (b) Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises:

- the fair values of the assets transferred;
- the liabilities incurred to the former owners of the acquired business;
- the equity interests issued by the Group;
- the fair value of any asset or liability resulting from a contingent consideration arrangement; and
- the fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.1 Subsidiaries (Continued)

#### 42.1.1 Consolidation (Continued)

##### (b) Business combination (Continued)

The excess of

- the consideration transferred;
- the amount of any non-controlling interest in the acquired entity; and
- the acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss and other comprehensive income.

##### (c) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.1 Subsidiaries (Continued)

#### 42.1.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable. Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividends exceed the total comprehensive income of the subsidiaries in the period the dividends are declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 42.2 Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

#### *Investments in associates*

Investments in associates are accounted for using the equity method of accounting in accordance with IAS 28. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of profit or loss of the investee and the share of OCI of the investee after the date of acquisition. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment. The Group's investments in these associates include goodwill identified on acquisition, net of any accumulated impairment loss. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income or loss is reclassified to the consolidated statement of profit or loss where appropriate.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.2 Associates (Continued)

#### *Investments in associates (Continued)*

The Group's share of the associates' post-acquisition profit or loss is recognised in the consolidated statement of profit or loss, and its share of post-acquisition movements in other comprehensive income or loss is recognised in the consolidated statement of comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investments in the associate are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of losses of investments accounted for using the equity method" in the consolidated statement of profit or loss.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognised in the Group's consolidated financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies for associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gains or losses on dilution of equity interests in associates are recognised in the consolidated statement of comprehensive income.

### 42.3 Foreign currency translation

#### *(a) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "Functional Currency"). The Functional Currency of the Company is HKD. The Company's primary subsidiaries were incorporated in the PRC and these subsidiaries considered RMB as their functional currency. As the major operations of the Group are within the PRC, the Group has determined RMB as its presentation currency and presented its consolidated financial statement in RMB (unless otherwise stated).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.3 Foreign currency translation (Continued)

#### (b) Transactions and balances

Foreign currency transactions are translated into the Functional Currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of profit or loss, within finance costs. All other foreign exchange gains and losses impacting profit or loss are presented in the consolidated statement of profit or loss within "other losses, net".

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss ("FVPL"), are recognised in the consolidated statement of financial position as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as financial assets at fair value through OCI ("FVOCI"), are included in OCI.

#### (c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of profit or loss and comprehensive income are translated at the average exchange rates (unless this average not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting currency translation differences are recognised in OCI.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in OCI.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.4 Property, plant and equipment

The Group's material accounting policy for property, plant and equipment is explained in Note 15.

Subsequent costs of property, plant and equipment are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 42.6).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in "other gains, net" in the consolidated statement of profit or loss.

### 42.5 Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows, which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets (other than goodwill) that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.6 Financial assets

#### (a) Classification

The Group classifies its financial assets in the following measurement categories:

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

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

See Note 21 for details of each type of financial assets.

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

#### (b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.6 Financial assets (Continued)

#### (c) Measurement

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

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

#### *Debt instruments*

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

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other gains/(losses), net" together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the consolidated statement of profit and loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "other gains/(losses), net". Interest income from these financial assets is included in finance income using the effective interest method. Foreign exchange gains and losses are presented in "other gains/(losses), net" and impairment expenses are presented as a separate line item in the consolidated statement of profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.6 Financial assets (Continued)

#### (c) Measurement (Continued)

##### *Debt instruments (Continued)*

- FVPL: Assets that do not meet the criteria for amortised cost or financial assets at FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within “other gains/(losses), net” in the period in which it arises, except for the unrealised changes in fair value and realised income arising from investments in wealth management products presented net within “other income”.

##### *Equity instruments*

The Group subsequently measures all equity investments at fair value. Where the Group’s management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as “other income” when the Group’s right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in “other gains/(losses), net” in the consolidated statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.6 Financial assets (Continued)

#### (d) Derecognition

##### *Financial assets*

The Group derecognises a financial asset, if the part being considered for derecognition meets one of the following conditions: (i) the contractual rights to receive the cash flows from the financial asset expire; or (ii) the contractual rights to receive the cash flows of the financial asset have been transferred, the Group transfers substantially all the risks and rewards of ownership of the financial asset; or (iii) the Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to the eventual recipient in an agreement that meets all the conditions of derecognition of transfer of cash flows (“pass through” requirements) and transfers substantially all the risks and rewards of ownership of the financial asset.

Where a transfer of a financial asset in its entirety meets the criteria for derecognition, the difference between the two amounts below is recognised in profit or loss:

- the carrying amount of the financial asset transferred; and
- the sum of the consideration received from the transfer and any cumulative gain or loss that has been recognised directly in equity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability.

##### *Other financial liabilities*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.6 Financial assets (Continued)

#### (e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position when the Group currently has a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### 42.7 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 42.8 Trade and other payables

These amounts represent liabilities for products and services provided to the Group prior to the end of each reporting period which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### 42.9 Current and deferred income tax

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

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of each reporting period in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.9 Current and deferred income tax (Continued)

#### (b) Deferred income tax

Deferred income tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

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

Current and deferred income tax is recognised in profit or loss, except to the extent that it relates to items recognised in OCI or directly in equity. In this case, the tax is also recognised in OCI or directly in equity, respectively.

### 42.10 Intangible assets

#### (a) Software licences

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

Costs associated with maintaining software are recognised as expenses as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software or database so that it will be available for use;

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.10 Intangible assets (Continued)

#### (a) Software licences (Continued)

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

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

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use. There were no development costs meeting these criteria and capitalised as intangible assets for the years ended 31 December 2025 and 2024.

#### (b) Research and development expenditures

Research and development expenditures that do not meet the criteria in (a) above are recognised as expenses as incurred. Development costs previously recognised as expenses are not recognised as assets in subsequent periods.

#### (c) Technology

The cost of technology which is acquired in a business combination is the fair value at the date of acquisition.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.10 Intangible assets (Continued)

#### (d) Amortisation method and period

The Group amortises software licences using the straight-line method over 5 years and technology using the straight-line method over 10 years which are the best estimations under current business needs.

### 42.11 Employee benefits

#### (a) Pension obligations

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities. The Group's liability in respect of these plans is limited to the contributions payable in each period. Contributions to these plans are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plan prior to vesting fully in the contributions. Assets of the plans are held and managed by government authorities and are separated from those of the Group.

#### (b) Housing funds, medical insurances and other social insurances

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

#### (c) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.12 Leases

The Group leases certain offices and land. Lease terms are negotiated on an individual basis and contain various terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each reporting period.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 42 OTHER ACCOUNTING POLICIES (CONTINUED)

### 42.12 Leases (Continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g., term, country, currency and security.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of less than 12 months. Low-value assets comprise machinery with value below RMB35,000.

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

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

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 42 OTHER ACCOUNTING POLICIES *(CONTINUED)*

#### 42.13 Dividend distribution

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

#### 42.14 Interest income

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

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

## DEFINITIONS

In this report, the following expressions have the meanings set out below unless the context otherwise requires:

“2025 Interim Report”	the interim report of the Company for the six months ended 30 June 2025
“Annual General Meeting” or “AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”, “our Board” or “Board of Directors”	the board of directors of our Company
“CG Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Chairman”	the chairman of the Board
“Change in Expected Timeline”	has the meaning ascribed to it under the section headed “USE OF NET PROCEEDS FROM THE GLOBAL OFFERING” in this report
“China” or “PRC”	the People’s Republic of China, for the purposes of this report only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Company”, “our Company”, or “the Company”	Ming Yuan Cloud Group Holdings Limited (明源雲集團控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 3 July 2019
“Consolidated Affiliated Entity”	the entity that we control through contractual arrangements
“Director(s)”	the director(s) of our Company
“Global Offering”	the Hong Kong public offering and the international offering of the offer shares

## DEFINITIONS

“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company and its subsidiaries and Consolidated Affiliated Entity from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries and Consolidated Affiliated Entity, such subsidiaries and Consolidated Affiliated Entity as if they were subsidiaries and Consolidated Affiliated Entity of our Company at the relevant time
“HKD” or “HK\$” or “HK dollars”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“IFRSs”	International Financial Reporting Standards
“Latest Practicable Date”	16 April 2026, being the latest practicable date for ascertaining certain information in this report
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	25 September 2020, being the date on which the Shares were listed on 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
“MEHO Media”	Shenzhen MEHO Media Cultural Technology Co., Ltd. (深圳市媒好時代文化科技有限公司) (formerly known as Shenzhen Mingyuan Cloud Procurement Technology Ltd. (深圳市明源雲採購科技有限公司)), a limited liability company established in Shenzhen, the PRC on 22 April 2014 and is our Consolidated Affiliated Entity
“Ming Yuan Cloud Client”	Shenzhen Mingyuan Yunke Electronic Commerce Co., Ltd. (深圳市明源雲客電子商務有限公司), a limited liability company established in Shenzhen, the PRC on 30 July 2014, one of our non-wholly owned subsidiaries

## DEFINITIONS

“Ming Yuan Cloud Space”	Shenzhen Mingyuan Cloud Space Electronic Commerce Co., Ltd. (深圳市明源雲空間電子商務有限公司), formerly known as Shenzhen Mingyuan Cloud Services Electronic Business Limited (深圳市明源雲服務電子商務有限公司), a limited liability company established in Shenzhen, the PRC on 6 August 2015, one of our non-wholly owned subsidiaries
“Ming Yuan Cloud Technology”	Shenzhen Mingyuan Cloud Technology Co., Ltd. (深圳市明源雲科技有限公司) (formerly known as Shenzhen Ming Yuan Software Limited (深圳市明源軟件股份有限公司) and Shenzhen Ming Yuan Tuo Zhan Software Technology Limited (深圳市明源拓展軟件科技有限公司)), a limited liability company established in Shenzhen, the PRC on 27 November 2003, one of our wholly-owned subsidiaries
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules
“Nomination Committee”	the nomination committee of the Board
“Prospectus”	the prospectus of our Company, dated 15 September 2020, in relation to the Global Offering
“Relevant Shareholders”	collectively, Mr. Gao, Mr. Chen and Mr. Jiang as registered shareholders of MEHO Media
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Period”	the year ended 31 December 2025
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of China
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time



## DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of HK\$0.0001 each
“Shareholder(s)”	holder(s) of our Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD” or “US\$” or “US dollar”	United States Dollar, the lawful currency of the United States of America
“YoY”	year-on-year
“%”	per cent.

In this report, unless otherwise indicated, the terms “associate”, “associated corporation”, “connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules.



## GLOSSARY OF TECHNICAL TERMS

“AIoT”	artificial intelligence of things, the combination of artificial intelligence technologies with the Internet of Things (IoT) infrastructure to achieve more efficient IoT operations, improve human-machine interactions and enhance data management and analytics
“app” or “application”	application software designed to run on smartphones and other mobile devices
“architecture”	the structure under which an information system’s hardware, software, data and communication capabilities are put together
“cloud-based”	applications, services or resources made available to users on demand via the Internet from a cloud computing provider’s servers with access to shared pools of configurable resources
“customer entity”	a legal entity which subscribes for our software solutions by entering into contracts with us or our regional channel partners (who are responsible for marketing and selling our software solutions in designated geographic locations), as the case may be, and uses such software solutions, during the relevant period
“data analytics”	the use of advanced analytic techniques against very large, diverse data sets to uncover hidden patterns, unknown correlations, market trends, customer preferences, and other useful information that can help organizations make more informed business decisions
“ERP”	enterprise resource planning, a business process management software that allows an organization to use a system of integrated applications to manage the business and digitalize back-office functions relating to technology, services, and human resources



## GLOSSARY OF TECHNICAL TERMS

“PaaS”	platform as a service, a category of cloud computing services that provides a platform and environment to allow developers to build applications over the Internet
“paying end group customer”	a legal entity that (i) is the largest shareholder of a customer entity with at least 30% of voting interests of such customer entity; (ii) is the largest shareholder owning at least 30% of voting interests of a legal entity that owns at least 50% of voting interests of a customer entity; or (iii) owns at least 50% of voting interests of a legal entity that owns at least 30% of voting interests of a customer entity, together with such affiliated customer entities, are deemed as one paying end group customer. For avoidance of doubt, in respect of On-premise Software and Services, we generate revenues from direct sales to our paying end group customers and sales to our regional channel partners, and in respect of Cloud Services, we generate revenues from sales to our paying end group customers both directly and through our regional channel partners
“SaaS”	software as a service, a cloud-based software licensing and delivery model in which software and associated data are centrally hosted
“Skyline PaaS Platform”	a low-code PaaS platform launched by the Group for aPaaS Capacity, iPaaS Capacity, bpmPaaS Capacity, DaaS Capacity and Technology Innovation