

EACON

易控智駕科技股份有限公司

EACON Group Co., Ltd

(A joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code : 7687

GLOBAL OFFERING



Sole Sponsor, Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



國泰海通
GUOTAI HAITONG

海通國際
HAITONG

Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



MACQUARIE

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



CITIC SECURITIES

MIZUHO

CMBI 招銀國際



興證國際
INDUSTRIAL SECURITIES INTERNATIONAL

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this Prospectus, you should obtain professional independent advice.



EACON Group Co., Ltd 易控智駕科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 26,132,000 H Shares (subject to the Over-Allotment Option)
Number of Hong Kong Offer Shares : 2,613,200 H Shares (subject to reallocation)
Number of International Offer Shares : 23,518,800 H Shares (subject to reallocation and the Over-Allotment Option)
Maximum Offer Price : HK\$87.92 per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : RMB1.00 per Share
Stock code : 7687

*Sole Sponsor, Overall Coordinator, Joint Global Coordinator,
Joint Bookrunner and Joint Lead Manager*



Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

A copy of this Prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display" in Appendix V, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or before Monday, July 6, 2026 (Hong Kong time) and, in any event, not later than 12:00 noon on Monday, July 6, 2026 (Hong Kong time). The Offer Price will not be more than HK\$87.92 per Offer Share and is currently expected to be not less than HK\$81.16 per Offer Share. If, for any reason, the Offer Price is not agreed by 12:00 noon on Monday, July 6, 2026 (Hong Kong time) between the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

The Sponsor-Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) may, with the consent of our Company, reduce the number of Hong Kong Offer Shares and/or the indicative Offer Price range below that stated in this Prospectus (which is HK\$81.16 to HK\$87.92) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, an announcement will be published on the website of our Company at www.eacon.com and on the website of the Hong Kong Stock Exchange at www.hkexnews.hk, and the offer will be canceled and relaunched at the revised number of Offer Shares and/or the revised Offer Price range and the requirements under Rule 11.13 of the Listing Rules (which include the issue of a supplemental or a new prospectus (as appropriate)), as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Further details are set forth in the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this Prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) if certain events occur prior to 8:00 a.m. on the Listing Date. Please refer to the section headed "Underwriting".

Prior to making an investment decision, prospective investors should consider carefully all the information set forth in this Prospectus, including but not limited to the risk factors set forth in "Risk Factors" in this Prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this Prospectus to the public in relation to the Hong Kong Public Offering.

This Prospectus is available at the websites of the Stock Exchange (www.hkexnews.hk) and our Company (www.eacon.com). If you require a printed copy of this Prospectus, you may download and print from the website addresses above.

June 29, 2026

IMPORTANT

IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES

FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering.

This Prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at www.eacon.com. If you require a printed copy of this Prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at www.eipo.com.hk; or
- (2) apply electronically through the **HKSCC EIPO** channel and cause HKSCC Nominees to apply on your behalf by instructing your **broker** or **custodian** who is a HKSCC Participant to give **electronic application instructions** via HKSCC’s FINI system to apply for the Hong Kong Offer Shares on your behalf.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this Prospectus are identical to the printed Prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that this Prospectus is available online at the website addresses stated above.

See the section headed “How to Apply for Hong Kong Offer Shares” in this Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

IMPORTANT

Your application through the **White Form eIPO** service or the **HKSCC EIPO** channel must be for a minimum of 50 Hong Kong Offer Shares and in one of the numbers set out in the table.

If you are applying through the **White Form eIPO** service, you may refer to the table below for the amount payable for the number of Hong Kong Offer Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

If you are applying through the **HKSCC EIPO** channel, your **broker** or **custodian** may require you to pre-fund your application in such amount as determined by the **broker** or **custodian**, based on the applicable laws and regulations in Hong Kong. You are responsible for complying with any such pre-funding requirement imposed by your **broker** or **custodian** with respect to the Hong Kong Offer Shares you applied for.

No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application	No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application	No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application	No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application
	HK\$		HK\$		HK\$		HK\$
50	4,440.34	600	53,284.00	4,000	355,226.70	40,000	3,552,266.93
100	8,880.67	700	62,164.67	4,500	399,630.02	50,000	4,440,333.65
150	13,321.01	800	71,045.34	5,000	444,033.37	100,000	8,880,667.32
200	17,761.33	900	79,926.01	6,000	532,840.03	150,000	13,321,000.98
250	22,201.66	1,000	88,806.67	7,000	621,646.71	200,000	17,761,334.65
300	26,642.00	1,500	133,210.01	8,000	710,453.39	400,000	35,522,669.28
350	31,082.34	2,000	177,613.34	9,000	799,260.06	600,000	53,284,003.92
400	35,522.67	2,500	222,016.68	10,000	888,066.73	800,000	71,045,338.55
450	39,963.01	3,000	266,420.02	20,000	1,776,133.47	1,000,000	88,806,673.20
500	44,403.34	3,500	310,823.36	30,000	2,664,200.20	1,306,600 ⁽¹⁾	116,034,799.20

(1) Maximum number of Hong Kong Offer Shares you may apply for.

(2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) and the SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy are paid to the Stock Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC; and in the case of the AFRC transaction levy, collected by the Stock Exchange on behalf of the AFRC).

No application for any other number of Hong Kong Offer Shares will be considered and such an application is liable to be rejected.

EXPECTED TIMETABLE⁽¹⁾

If there is any change in the following expected timetable of the Hong Kong Public Offering, we will issue an announcement in Hong Kong to be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.eacon.com.

Hong Kong Public Offering commences 9:00 a.m. on
Monday, June 29, 2026

Latest time for completing electronic applications
under the **White Form eIPO** service
at designated website www.eipo.com.hk⁽²⁾ 11:30 a.m. on
Friday, July 3, 2026

Application lists of the Hong Kong Public Offering open⁽³⁾ 11:45 a.m. on
Friday, July 3, 2026

Latest time for (a) completing payment of **White Form eIPO**
applications by effecting internet banking transfer(s) or
PPS payment transfer(s) and (b) submit
electronic application instruction to HKSCC
through HKSCC's FINI system⁽⁴⁾ 12:00 noon on
Friday, July 3, 2026

If you are instructing your **broker** or **custodian** who is a HKSCC Participant to submit
electronic application instruction(s) on your behalf through HKSCC's FINI system in accordance
with your instruction to apply for the Hong Kong Offer Shares, you are advised to contact your
broker or **custodian** for the earliest and latest time for giving such instructions, as this may vary
by broker or custodian.

Application lists of the Hong Kong
Public Offering close⁽³⁾ 12:00 noon on
Friday, July 3, 2026

Expected Price Determination Date⁽⁵⁾ by 12:00 noon on
Monday, July 6, 2026

Announcement of the Offer Price on the websites
of the Stock Exchange at www.hkexnews.hk
and our Company at www.eacon.com⁽⁶⁾ no later than
11:00 p.m. on
Tuesday, July 7, 2026

Announcement of the final Offer Price,
the level of indications of interest in the
International Offering, the level of applications in the
Hong Kong Public Offering and the basis of allocation
of the Offer Shares on the websites of the Stock Exchange
at www.hkexnews.hk and our Company
at www.eacon.com⁽⁶⁾ no later than
11:00 p.m. on
Tuesday, July 7, 2026

The results of allocations in the Hong Kong Public Offering (with successful applicants'
identification document numbers, where appropriate) to be available through a variety of channels,
including:

- in the announcement to be posted on the websites
of the Stock Exchange at www.hkexnews.hk
and our Company at www.eacon.com⁽⁶⁾
respectively. no later than
11:00 p.m. on
Tuesday, July 7, 2026

EXPECTED TIMETABLE⁽¹⁾

- from the designated results of allocations
website at www.iporesults.com.hk
(alternatively: www.eipo.com.hk/eIPOAllotment)
with a “search by ID” function
on a 24-hour basis from 11:00 p.m. on
Tuesday, July 7, 2026 to
12:00 midnight on
Monday, July 13, 2026

- from the allocation results telephone enquiry line
by calling +852 2862 8555 between
9:00 a.m. and 6:00 p.m. on Wednesday, July 8, 2026,
Thursday, July 9, 2026,
Friday, July 10, 2026 and
Monday, July 13, 2026

For those applying through **HKSCC EIPO** channel,
you may also check with your broker
or custodian from 6:00 p.m. on
Monday, July 6, 2026

H Share certificates in respect of wholly or partially successful
applications to be dispatched or deposited into CCASS
on or before⁽⁷⁾⁽⁹⁾ Tuesday, July 7, 2026

White Form e-Refund payment instructions/refund checks
in respect of wholly or partially successful applications
if the final Offer Price is less than the maximum Offer Price
per Offer Share initially paid on application (if applicable)
or wholly or partially unsuccessful applications to be
dispatched/collected on or before⁽⁸⁾⁽⁹⁾ Wednesday, July 8, 2026

Dealings in the H Shares on the Stock Exchange
expected to commence at 9:00 a.m. on
Wednesday, July 8, 2026

EXPECTED TIMETABLE⁽¹⁾

Notes:

- (1) All dates and times refer to Hong Kong local dates and time, except as otherwise stated.
- (2) You will not be permitted to submit your application through the designated website at www.eipo.com.hk after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the designated website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.
- (3) If there is/are a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning and/or Extreme Conditions in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Friday, July 3, 2026, the application lists will not open or close on that day. See “How to Apply for Hong Kong Offer Shares — E. Bad Weather Arrangements”.
- (4) Applicants who apply for Hong Kong Offer Shares by instructing your **broker** or **custodian** to apply on your behalf via **HKSCC EIPO** channel should refer to the section headed “How to Apply for Hong Kong Offer Shares — A. Application for Hong Kong Offer Shares — 2. Application Channels”.
- (5) The Price Determination Date is expected to be on or before Monday, July 6, 2026. If, for any reason, we do not agree with the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) on the pricing of the Offer Shares by 12:00 noon on Monday, July 6, 2026, the Global Offering will not proceed and will lapse.
- (6) None of the websites set out in this section or any of the information contained on the websites forms part of this Prospectus.
- (7) No temporary document of title will be issued in respect of the Offer Shares. H Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with their respective terms at or before that time. Investors who trade H Shares on the basis of publicly available allocation details or prior to the receipt of H Share certificates or the H Share certificates becoming valid evidence of title do so entirely at their own risk.
- (8) **White Form** e-Refund payment instructions/refund checks will be issued in respect of wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering and also in respect of wholly or partially successful applications in the event that the final Offer Price is less than the price payable per Offer Share on application. Part of the applicant’s Hong Kong identity card number or passport number, or, if the application is made by joint applicants, part of the Hong Kong identity card number or passport number of the first-named applicant, provided by the applicant(s) may be printed on the refund check, if any. Such data would also be transferred to a third party for refund purposes. Banks may require verification of an applicant’s Hong Kong identity card number or passport number before encashment of the refund check. Inaccurate completion of an applicant’s Hong Kong identity card number or passport number may invalidate or delay encashment of the refund check.
- (9) Applicants being individuals who are eligible for personal collection may not authorize any other person to collect on their behalf. If you are a corporate applicant which is eligible for personal collection, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation’s chop. Both individuals and authorized representatives must produce evidence of identity acceptable to our H Share Registrar at the time of collection. Any uncollected H Share certificates and/or refund cheques will be dispatched by ordinary post, at the applicants’ risk, to the addresses specified in the relevant applications.
Applicants who have applied for Hong Kong Offer Shares through **HKSCC EIPO** channel should refer to the section headed “How to Apply for Hong Kong Offer Shares — D. Despatch/Collection of H Share Certificates and Refund of Application Monies” for details.
Applicants who have applied through the **White Form eIPO** service and paid their applications monies through single bank accounts may have refund monies (if any) dispatched to the bank account in the form of **White Form** e-Refund payment instructions. Applicants who have applied through the **White Form eIPO** service and paid their application monies through multiple bank accounts may have refund monies (if any) dispatched to the address as specified in their application instructions in the form of refund check(s) by ordinary post at their own risk.
Further information is set out in sections headed “How to Apply for Hong Kong Offer Shares — D. Despatch/Collection of H Share Certificates and Refund of Application Monies”.

The above expected timetable is a summary only. For details of the structure of the Global Offering, including its conditions, and the procedures for applications for Hong Kong Offer Shares, please refer to “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” respectively.

If the Global Offering does not become unconditional or is terminated in accordance with its terms, the Global Offering will not proceed. In such a case, we will publish an announcement as soon as practicable thereafter.

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IMPORTANT NOTICE TO PROSPECTIVE INVESTORS

This Prospectus is issued by us solely in connection with the Hong Kong Public Offering and the Hong Kong Offer Shares and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares offered by this Prospectus pursuant to the Hong Kong Public Offering. This Prospectus may not be used for the purpose of making, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Hong Kong Offer Shares in any jurisdiction other than Hong Kong, and no action has been taken to permit the distribution of this Prospectus in any jurisdiction other than Hong Kong. The distribution of this Prospectus for purposes of a public offering and the offering and sale of the Hong Kong Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this Prospectus to make your investment decision. The Hong Kong Public Offering is made solely on the basis of the information contained and the representations made in this Prospectus. We have not authorized anyone to provide you with information that is different from what is contained in this Prospectus. Any information or representation not contained nor made in this Prospectus must not be relied on by you as having been authorized by us, the Sole Sponsor, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of our or their respective directors, officers, employees, agents, or representatives of any of them or any other parties involved in the Global Offering.

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SUMMARY

This summary aims to give you an overview of the information contained in this Prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read the entire Prospectus before you decide to invest in our H Shares. There are risks associated with any investment. Some of the particular risks in investing in our Shares are set out in the section headed “Risk Factors” in this Prospectus. You should read that section carefully before you decide to invest in our H Shares. Various expressions used in this section are defined in the sections headed “Definitions” and “Glossary of Technical Terms and Conventions” in this Prospectus.

OVERVIEW

We focus on the commercial deployment of mining autonomous driving solutions in the mining industry and were among the early entrants in autonomous mining transportation. Our solutions are designed for large-scale open-pit mines with complex mining environment, limited labor supply and stringent safety requirements. According to Frost & Sullivan, we ranked first in China’s commercial vehicle intelligent driving market by revenue in 2025 and were also the largest provider of mining autonomous driving solutions in China by the number of active autonomous mining trucks as of December 31, 2025, with a market share of approximately 37.6% by revenue in 2025. As of December 31, 2025, our deployed fleet comprised 2,580 active autonomous mining trucks.

We provide fully integrated solutions for large-scale mining operations through two core solution suites: (i) Closed-Environment Autonomous Mining Trucks Products and Solutions (ORCASTR) and (ii) Mining Digitalization Solutions (*Conductor Plus*). We collaborate with qualified OEM partners to manufacture autonomous mining trucks based on our specifications, while we develop and integrate the autonomous driving systems and core control components. These trucks are deployed on-site as part of an integrated solution, and we primarily generate revenue from service fees charged to mining companies or their appointed contractors. For further details, see “— Our Solutions and Business Model.”

We have recognized the potential for scaled adoption of autonomous mining and moved quickly to establish presence across the China’s mining autonomous driving solution market. As of December 31, 2025, our solutions were deployed in 19 of all the 41 open-pit coal mines with approved annual capacity exceeding 10 million tonnes, and seven out of the 12 largest open-pit coal mines in terms of approved annual capacity in China. Our established track record with leading mining companies has supported the development of a stable customer base, as evidenced by a 100% retention rate across all of our end customer groups for three consecutive years between 2023 and 2025. We served 13, 24 and 52 customers in 2023, 2024 and 2025, respectively. As of December 31, 2025, our solutions have been deployed in nine out of all the 11 of China’s autonomous mining deployments operating fleets of over 100 autonomous mining trucks. In addition, as of December 31, 2025, the fleet deployed at a single mining site where our solutions are in operation has grown to over 500 autonomous mining trucks, representing the largest autonomous mining truck fleet deployed at a single mine globally. This expansion reflects our customers’ continued confidence in our solutions and their ongoing expansion of deployments with us as their operations scale.

A Market with Significant Growth Potential

Mining is one of the few autonomous driving applications that has already reached meaningful commercial scale. According to Frost & Sullivan, China’s mining autonomous driving solution market is entering a rapid scale-up phase, with penetration of autonomous mining trucks expected to increase from approximately 12% in 2025 to over 50% by 2030, while the market size reached RMB3.8 billion in 2025, representing a CAGR of 171.4% from 2021 to 2025. We ranked first in China by revenue with a market share of 37.6% in 2025. Globally, demand is also increasing in major mining regions such as Australia, Canada and Chile, with the market expected to grow from US\$1.0 billion in 2025 to US\$7.3 billion by 2030. For further details, see “Industry Overview.”

OUR STRENGTHS

We have fundamental strengths as follows: (i) proprietary autonomous driving technologies and R&D capabilities; (ii) full-stack solution for safer, smarter, and scalable mining autonomy; (iii) a scalable business model fueled by flagship deployments and replications; (iv) potential overseas expansion unlocking new growth; (v) partnering with industry leaders to build an autonomous mining ecosystem; and (vi) visionary leadership and committed institutional backing. See “Business — Our Strengths.”

SUMMARY

OUR STRATEGIES

Autonomous mining is evolving, driven by technology trends and rapid adoption. To capitalize on the opportunities offered by this segment, we are implementing targeted strategies to enhance our core capabilities and accelerate overseas expansion, including: (i) strengthening technology capabilities through continuous innovation; (ii) expanding use cases, unlocking new markets; (iii) international expansion to capture long-term growth opportunities; (iv) expanding our customer base and deepening strategic relationships; (v) investing in talent to drive long-term growth; and (vi) strategic alliances and selective acquisitions. See “Business — Our Strategies.”

OUR SOLUTIONS AND BUSINESS MODELS

We offer two core solution suites (i) Closed-Environment Autonomous Mining Trucks Products and Solutions (*ORCASTRA*), and (ii) Mining Digitalization Solutions (*Conductor Plus*). During the Track Record Period, the majority of our revenue was generated from Closed-Environment Autonomous Mining Trucks Products and Solutions (*ORCASTRA*). The following sets forth a summary of Closed-Environment Autonomous Mining Trucks Products and Solutions under both customer-provided fleet and Company-provided fleet models, including their respective fee and revenue models, for details, see “Business — What We Offer.”

ORCASTRA — Customer-Provided Fleet Model

- **Scope of services:** We offer hardware-software products and services focused on autonomous technology layer, such as remote driving assistance, autonomous dispatch, remote technical support, ongoing software updates to the autonomous systems deployed on customer-owned trucks. We do not assume responsibility for daily truck maintenance and repair, as those obligations remain with the customer or their appointed contractors. Upon completion or termination of a project, the handling of hardware and software, including any rights to retrieve hardware or uninstall software, shall be governed by the applicable agreements.
- **Target Customers:** Mining companies or their contractors that already or prefer to own or lease mining trucks.
- **Fee and revenue model:** Under this model, for customers who purchase trucks from us, we charge usage-based service fees on top of the truck purchase price. These fees are generally linked to the volume of material transported, with pricing commonly calculated on a per-cubic-meter basis; the rate may vary across different mining deployments based on factors such as haul distance, slope conditions, and overall site complexity. In 2024 and 2025, we began to explore two new fee models: (i) a predetermined per-truck fee based on the number of mining trucks involved in the processes, with the per-truck fee varying across different mining deployments (the “per-truck fee model”), and (ii) a one-time fee for the entire deployment (the “one-time fee model,” as described below). Beginning in late 2024, we tested the per-truck fee model in selected projects to assess its commercial viability and scalability. During the Track Record Period, several customers adopted the per-truck fee model following our promotional efforts, recognizing our technological capabilities and considering that the model better aligns with its commercial objectives. In the first half of 2025, under our customer-provided fleet model, we also piloted the one-time fee model, under which fees are not linked to transportation volume or per-vehicle revenue. Instead, we deploy our system across a customer’s mining site, integrate our solutions into its mining trucks, and collect a one-time service fee for the deployment and continued use of our technology. Throughout the Track Record Period, the one-off revenue from the sales of autonomous mining trucks equipped with our solutions has accounted for a substantial majority of our revenue under customer-provided fleet model. Under this model, if customers do not purchase trucks from us, we would not recognize revenue from sales of autonomous mining trucks, and our revenue from the customer-provided fleet model may decline or fluctuate. See “Risk Factors — Risks Relating to Our Business and Industry — Our revenue from the customer-provided fleet model may decline or fluctuate if customers do not purchase autonomous mining trucks from us.”

ORCASTRA — Company-Provided Fleet Model

- **Scope of services:** We offer hardware-software products and autonomous truck-related full-lifecycle services, spanning both the autonomous technology layer and truck management. In addition to all services provided under the customer-provided fleet model, we assume responsibility for daily maintenance and repair of the autonomous mining trucks we supply.
- **Target Customers:** Primarily mining companies or their contractors that prefer not to purchase and manage their own fleet of mining trucks.
- **Fee and revenue model:** Customers typically pay us on a recurring basis for our mining autonomous driving services. Fees are generally linked to the volume of material transported, with pricing most commonly calculated on a per-cubic-meter or per-tonne basis. The applicable rate may vary across different mining deployments, depending on factors such as haul distance, slope conditions, costs associated with maintaining a self-owned fleet, and overall site complexity.

SUMMARY

For details of our solutions and business models, as well as key operating metrics during the Track Record Period, see “Business — What We Offer.”

Our Mining Digitalization Solutions (*Conductor Plus*) leverage data analytics, IoT integration, and real-time monitoring to enhance every aspect of mining operations. From intelligent fleet management to predictive maintenance, these solutions streamline operations, maximize productivity, and reduce costs.

CUSTOMERS AND SUPPLIERS

Our customers primarily include mining companies and their contractors, and we derived a majority of our revenue from our Closed-Environment Autonomous Mining Trucks Products and Solutions during the Track Record Period. Revenue from our five largest customers amounted to RMB255.8 million, RMB825.2 million and RMB949.9 million during each year of the Track Record Period, representing 94.4%, 83.7% and 66.3% of our revenue, respectively. Revenue from our largest customer accounted for 41.7%, 54.5% and 35.7% of our revenue during the same periods. Substantially all of our revenue during the Track Record Period was generated in China.

We maintain a network of suppliers that provide key components and equipment required for our solutions, including chassis, mining trucks, controllers and batteries. Purchases from our five largest suppliers amounted to RMB383.5 million, RMB834.5 million and RMB1,085.7 million during each year of the Track Record Period, representing 62.7%, 54.3% and 60.0% of our total purchases, respectively. Purchases from our largest supplier accounted for 42.6%, 28.9% and 33.4% of total purchases during the same periods.

During the Track Record Period, certain of our major customers were also our suppliers, and certain suppliers were also our customers. Transactions with these counterparties were conducted in the ordinary course of business and negotiated on an arm’s-length basis. For further details, see “Business — Our Customers — Top Five Customers,” “— Our Suppliers — Top Five Suppliers,” and “— Overlapping Between Customers and Suppliers.”

OUR CONTROLLING SHAREHOLDERS

Immediately prior to the Global Offering, our Company is owned as to (i) approximately 26.29% by Mr. Lan; (ii) approximately 6.91% by Mr. Zhang, Ningbo Yuying and Ningbo Zhongying (the latter two of which Mr. Zhang is the sole general partner); and (iii) approximately 9.55% by Ms. Liu and Jiaying Zhitao, of which Ms. Liu, the spouse of Mr. Lan, is the sole limited partner, holding approximately 97.1429% partnership interests therein, respectively. Mr. Lan and Mr. Zhang entered into an acting-in-concert agreement on April 23, 2025. For details, see “History, Development and Corporate Structure — AIC Agreement” in this Prospectus. Accordingly, Mr. Lan, Mr. Zhang, Ms. Liu, Jiaying Zhitao, Ningbo Yuying and Ningbo Zhongying were collectively interested in 42.75% in the share capital of the Company as at the date of this Prospectus and together constitute a group of Controlling Shareholders for the purpose of the Listing Rules.

Immediately following the completion the Global Offering, the group of Controlling Shareholders will be, in aggregate, entitled to control the exercise of approximately 35.19% of the voting rights (assuming the Over-allotment Option is not exercised) and thus remain as a group of Controlling Shareholders. For details, see “Relationship with Our Controlling Shareholders”.

PRE-IPO INVESTMENTS

We conducted multiple rounds of Pre-IPO Investments with Pre-IPO Investors, including but not limited to, Minxi Xinghang, Shanghai Chentao, Zijin Mining, Eight Roads, NIO Capital, Xihe Investment, Wuxi Xingqi, Zhengzhou Hi-Tech Fund, CATL Capital, CATL, Yankuang Capital, Tonly, Desay SV, Gaocheng Capital and Hony Investment. For further details of the identity and background of the Pre-IPO Investors and the principal terms of the Pre-IPO Investments, see “History, Development and Corporate Structure — Pre-IPO Investments”.

PRE-IPO EQUITY INCENTIVE PLAN

As of the Latest Practicable Date, all Shares granted under the Pre-IPO Equity Incentive Plan have been issued to our Employee Incentive Platforms. Accordingly, there will not be any dilution effect on the shareholdings of our Shareholders nor any impact on the earnings per share arising from the full vesting of the outstanding Share Awards after Listing.

SUMMARY

BUSINESS SUSTAINABILITY AND PATH TO PROFITABILITY

We have not recorded net profits during the Track Record Period and expect to continue to incur net losses in the near term. We first deployed our solutions to mining sites in July 2020. Our accumulated losses were primarily attributable to the heavy upfront investment associated with our Company-provided fleet model in the early stages, sustained research and development efforts to establish the technological foundation of our solutions, and relatively high customer acquisition costs in a nascent industry. In addition, we adopted a proactive market expansion strategy during early commercialization, prioritizing rapid deployment and broad coverage to secure high-quality customers, which increased our initial cost of revenue. These factors led to gross losses in 2023 and relatively thin gross margins in 2024 and 2025.

In 2023, 2024 and 2025, we incurred losses of RMB333.7 million, RMB390.1 million and RMB515.6 million, respectively. Our adjusted net loss (non-HKFRS measure) for these years was RMB283.9 million, RMB303.3 million and RMB484.5 million, respectively. These losses primarily reflect our strategic investments to establish the technological and commercial foundation of our solutions.

Looking forward, we expect to improve profitability through business model transformation, revenue scale and cost optimization. In particular, we are expanding our customer base through benchmark deployments and strategic partnerships with leading mining groups, which have supported customer-led expansion across additional mining sites. At the same time, we are transitioning from the capital-intensive Company-provided fleet model to the more capital-light customer-provided fleet model, under which customers purchase or lease vehicles while we provide autonomous driving technologies, software support and services. In 2025, revenue under the customer-provided fleet model accounted for 56.8% of our total revenue, as compared to 46.0% in 2024 and 41.7% in 2023.

We are also realizing economies of scale as our deployments expand. From 2023 to 2025, our annual transport distance increased from 4.6 million to 61.8 million kilometers and annual material volume transported increased from 30.6 million to 308.0 million cubic meters. In addition, increasing procurement volumes have strengthened our bargaining power with suppliers and improved our cost structure.

At the same time, we are rationalizing R&D while sustaining innovation by focusing on modular productization and reusing validated components across deployments. While we continue to invest in areas such as AI algorithms, intelligent production management and hardware development, we expect R&D expenses as a percentage of revenue to decline over time as deployments scale and customization decreases. We believe these efforts will gradually improve our operating efficiency and support our path toward sustainable profitability. For further details, see “Business — Business Sustainability and Path to Profitability.”

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

Summary of Consolidated Statements of Profit or Loss and Other Comprehensive Income

The table below sets forth our consolidated statements of profit or loss and other comprehensive income for the years indicated derived from the Accountants’ Report included in Appendix I to this Prospectus:

	Years Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Revenue	270,915	986,234	1,435,299
Cost of sales	(321,375)	(911,521)	(1,289,946)
Gross (loss)/profit	(50,460)	74,713	145,353
Distribution and selling expenses	(16,571)	(31,182)	(45,862)
Research and development expenses	(177,290)	(208,448)	(270,542)
Administrative expenses	(37,159)	(85,663)	(128,165)
Other income	682	1,442	8,489
Other gains and losses, net ⁽¹⁾	(7,400)	(33,280)	(128,884)
Finance costs	(11,600)	(29,398)	(68,749)
Fair value changes on financial liabilities at fair value through profit or loss (“FVTPL”)	(33,487)	(66,068)	—

SUMMARY

	Years Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Impairment losses under expected credit loss model, net of reversal	(382)	(12,168)	(16,193)
Listing expense	—	—	(17,249)
Share of result of a joint venture	—	(3)	6,399
Loss before tax	(333,667)	(390,055)	(515,403)
Income tax expense	—	—	(154)
Loss for the year	(333,667)	(390,055)	(515,557)

Note:

- (1) In late September of 2025, we entered into a letter of intent for the proposed sale of 190 earlier-generation mining vehicles that were originally deployed for pilot testing, demonstration purposes and early-stage operational validation. We classified these vehicles as non-current assets held for sale and, in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations, measured them at the lower of their carrying amount and fair value less costs to sell, and recognized an impairment loss of RMB118.4 million which was included in other gains or losses. See “Summary — Recent Developments and No Material Adverse Change,” “Financial Information — Discussion of Selected Items from the Consolidated Balance Sheets — Assets — Assets Classified as Held for Sale,” and Note 8 to the Accountants’ Report as Appendix I to this Prospectus for more details.

Non-HKFRS Measures

To supplement our consolidated statements of profit or loss which are presented in accordance with HKFRS Accounting Standards, we use adjusted net loss (non-HKFRS measure) for the year, EBITDA (non-HKFRS measure), and adjusted EBITDA (non-HKFRS measure) as additional financial measures, which are not required by, or presented in accordance with, HKFRS Accounting Standards.

We believe that these non-HKFRS measures facilitate comparisons of operating performance from year to year and company to company. We believe that these measures provide useful information to investors in understanding and evaluating our consolidated results of operations in the same manner as they help management. However, presentation of adjusted net loss (non-HKFRS measure) for the year, EBITDA (non-HKFRS measure), and adjusted EBITDA (non-HKFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of these non-HKFRS measures has limitations as an analytical tool, and investors should not consider them in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under HKFRS Accounting Standards. We define adjusted net loss (non-HKFRS measure) as loss for the year, adjusted for share-based payment, listing expenses and fair value changes on financial liabilities at FVTPL. Share-based compensation relates to the share-based awards that we grant to participants of our share incentive schemes and is a non-cash expense. Listing expenses refer to expenses incurred related to the Global Offering. Fair value changes on financial liabilities at FVTPL arise from the shares with preferred rights that we issued to certain pre-IPO investors in the past and such financial liabilities been re-designated from liabilities to equity as a result of the automatic conversion into ordinary shares which was completed in the first half of 2025. These changes are non-cash in nature. For details of such shares with special rights, see “History, Development and Corporate Structure — Pre-IPO Investments”.

The following tables reconcile our non-HKFRS measures for the years presented with the nearest measures prepared in accordance with HKFRS Accounting Standards.

	For the Year Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Loss for the year	(333,667)	(390,055)	(515,557)
Add back:			
Share-based payments	16,277	20,693	13,854
Fair value changes on financial liabilities at FVTPL	33,487	66,068	—
Listing expenses	—	—	17,249
Adjusted net loss (Non-HKFRS measure)	(283,903)	(303,294)	(484,454)

SUMMARY

	For the Year Ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Loss for the year	(333,667)	(390,055)	(515,557)
Add back:			
Income tax expenses	—	—	154
Net finance costs	11,147	28,111	62,565
Depreciation and amortization	45,109	99,010	228,794
EBITDA (Non-HKFRS measure)	(277,411)	(262,934)	(224,044)
Add back:			
Share-based payments	16,277	20,693	13,854
Listing expenses	—	—	17,249
Fair value changes on financial liabilities at FVTPL	33,487	66,068	—
Adjusted EBITDA (Non-HKFRS measure)	(227,647)	(176,173)	(192,941)

The following table sets forth a breakdown of our revenue by solution, in absolute amounts and as percentages of our total revenue, for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
	(in thousands, except for percentages)					
Closed-Environment Autonomous Mining Trucks Products and Solutions:						
Customer-Provided Fleet Model . .	112,938	41.7	453,393	46.0	815,154	56.8
Company-Provided Fleet Model . .	153,043	56.5	520,129	52.7	612,916	42.7
Subtotal	265,981	98.2	973,522	98.7	1,428,070	99.5
Mining Digitalization Solutions . .	1,526	0.6	2,769	0.3	698	0.0
Others⁽¹⁾	3,408	1.2	9,943	1.0	6,531	0.5
Total	270,915	100.0	986,234	100.0	1,435,299	100.0

Note:

- (1) Our other revenue in 2023 and 2024 was primarily generated from fees we earned from the provision of ancillary maintenance and repair services at the mining sites where our solutions are deployed. Our other revenue in 2025 was generated from the disposal of certain materials.

The following table sets forth a breakdown of our gross profit/(loss) and gross profit/(loss) margin by products and solutions for the years indicated:

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
	(in thousands, except for percentages)					
Closed-Environment Autonomous Mining Trucks Products and Solutions:						
Customer-Provided Fleet Model . .	6,858	6.1	63,264	14.0	130,828	16.0
Company-Provided Fleet Model . .	(60,127)	(39.3)	7,049	1.4	8,991	1.5
Subtotal	(53,269)	(20.0)	70,313	7.2	139,819	9.7
Mining Digitalization Solutions . .	681	44.6	2,192	79.2	398	57.0
Others	2,128	62.4	2,208	22.2	5,136	78.6
Total	(50,460)	(18.6)	74,713	7.6	145,353	10.1

SUMMARY

Our turnaround to gross profit in 2024 was primarily driven by a strategic shift toward the more capital-efficient customer-provided fleet model, which contributed 46.0% of total revenue in 2024 and carried structurally higher margins. This was complemented by strong revenue growth from scaled deployments evidenced by the increasing number of active autonomous mining trucks during the Track Record Period, improved fleet utilization, and cost optimization through enhanced procurement efficiency, which led to a meaningful reduction in our production cost, including the costs associated with EL100, one of our main autonomous mining truck models, from 2023 to 2024. In addition, our growing brand recognition and track record at large mining sites significantly strengthened our ability to expand into new mines and acquire high-quality customers, further contributing to margin improvement.

The table below sets forth selected information from our consolidated balance sheets as of the dates indicated, which has been extracted from the Accountants' Report included in Appendix I to this prospectus:

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Non-current assets	441,101	920,833	1,113,498
Current assets	269,199	954,222	1,878,877
Total assets	710,300	1,875,055	2,992,375
Non-current liabilities	1,162,858	475,114	625,512
Current liabilities	359,894	1,139,979	1,338,977
Total liabilities	1,522,752	1,615,093	1,964,489
Total assets less current liabilities	350,406	735,076	1,653,398
Net current assets/(liabilities)	(90,695)	(185,757)	539,900
Net (liabilities)/assets	(812,452)	259,962	1,027,886
Paid-in capital/share capital	10,000	94,956	121,737
Reserves ⁽¹⁾	(822,452)	165,006	895,388
Non-controlling interests	—	—	10,761
Total (deficit)/equity	(812,452)	259,962	1,027,886

Note:

(1) The balance of reserves includes accumulated losses which have resulted in unused tax losses. However, no deferred tax asset has been recognized in respect of these unused tax losses during the Track Record Period.

In 2024, our financial position improved from net liabilities of RMB812.5 million as of December 31, 2023 to net assets of RMB260.0 million as of December 31, 2024, primarily attributable to the conversion of substantially all historical rounds of shares with preferred rights into ordinary shares of RMB1,415.7 million and additional capital contributions from shareholders, partially offset by a loss and total comprehensive expense of RMB390.6 million. Our net assets increased from RMB260.0 million as of December 31, 2024 to RMB1,027.9 million as of December 31, 2025, primarily due to conversion of shares with preferred rights to ordinary shares of RMB26.3 million, capital contribution from shareholders of RMB1,225.6 million and recognition of equity-settled share-based payments expense of RMB13.9 million; partially offset by loss and total comprehensive expense for the period of RMB515.0 million. For more details about the foregoing changes in our share capital, see “History, Development and Corporate Structure — Pre-IPO Investments.”

The following table sets forth our current assets and current liabilities as of the dates indicated:

	As of December 31,			As of April 30,
	2023	2024	2025	2026
	(RMB in thousands)			(unaudited)
Inventories	8,500	50,559	127,975	143,719
Trade and note receivables ⁽¹⁾	115,409	619,684	1,042,062	1,159,143
Contract assets	8,155	7,807	12,136	13,564

SUMMARY

	As of December 31,			As of April 30,
	2023	2024	2025	2026
	<i>(RMB in thousands)</i>			<i>(unaudited)</i>
Prepayments, deposits and other receivables	69,169	166,220	250,217	262,920
Amounts due from related parties	–	63,925	9,900	10,370
Financial assets at FVTPL	–	–	69,072	50,138
Restricted bank deposits	–	–	4,369	1,036
Cash and cash equivalents	67,966	46,027	245,447	116,357
Assets classified as held for sale	–	–	117,699	57,080
Total current assets	<u>269,199</u>	<u>954,222</u>	<u>1,878,877</u>	<u>1,814,327</u>
Trade and other payables ⁽¹⁾	188,886	451,428	581,377	458,743
Amounts due to related parties	3,026	3,026	12,610	12,698
Contract liabilities	–	6,239	12,079	15,257
Lease liabilities	1,483	2,751	42,690	46,208
Income tax payable	–	–	–	–
Borrowings	166,499	676,535	688,638	1,003,676
Deferred income	–	–	1,583	1,583
Total current liabilities	<u>359,894</u>	<u>1,139,979</u>	<u>1,338,977</u>	<u>1,538,165</u>

Note:

(1) As of December 31, 2023, 2024 and 2025, our certain trade and note receivables amounting to RMB63.1 million, RMB151.1 million and RMB104.2 million respectively, and certain trade payables amounting to RMB45.9 million, RMB78.3 million and RMB104.2 million respectively, arose from our note receivables transferred to banks or suppliers by discounting/endorsing on a full recourse basis. For details, see Note 24 to the Accountants' Report set out in Appendix I to this Prospectus.

We recorded net current liabilities as of December 31, 2023 and December 31, 2024, primarily due to the use of working capital to fund long-term asset purchases to support our business expansion. Our net current liabilities increased from RMB90.7 million as of December 31, 2023 to RMB185.8 million as of December 31, 2024, mainly due to increases in borrowings and trade and other payables, partially offset by increases in trade receivables and other receivables. Our net current liabilities of RMB185.8 million as of December 31, 2024 turned into net current assets of RMB539.9 million as of December 31, 2025, primarily due to an increase in our current assets. Going forward, we plan to improve our working capital position by accelerating receivable turnover, enhancing payables management and inventory control, and optimizing our financing structure. For a detailed discussion of our assets and liabilities during the Track Record Period, see “Financial Information — Discussion of Selected Items from the Consolidated Balance Sheets”.

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

	Year Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Net cash used in operating activities	(251,179)	(713,245)	(394,406)
Net cash used in investing activities	(332,403)	(472,817)	(728,379)
Net cash generated from financing activities	578,701	1,164,542	1,322,721
Net increase/(decrease) in cash and cash equivalents	<u>(4,881)</u>	<u>(21,520)</u>	<u>199,936</u>
Cash and cash equivalents at beginning of the year	72,847	67,966	46,027
Effect of foreign exchange rate changes	–	(419)	(516)
Cash and cash equivalents at end of the year	<u>67,966</u>	<u>46,027</u>	<u>245,447</u>

SUMMARY

Our net operating cash outflow expanded from 2023 to 2024, mainly due to higher loss before tax and increased receivables, prepayments and deposits as our business scale grew. Net cash used in operating activities decreased to RMB394.4 million in 2025, primarily due to lower working capital consumption, with increases in trade and other payables partially offsetting funding needs. For details, see “Financial Information — Liquidity and Capital Resources”.

KEY FINANCIAL RATIOS

The following table sets forth some of our key financial ratios for the years/periods indicated.

	Years Ended December 31,		
	2023	2024	2025
Revenue growth ⁽¹⁾	N/A	264.0%	45.5%
Gross profit margin ⁽²⁾	(18.6%)	7.6%	10.1%
Net profit margin ⁽³⁾	(123.2%)	(39.5%)	(35.9%)
Current ratio ⁽⁴⁾	0.75	0.84	1.40
Quick ratio ⁽⁵⁾	0.72	0.79	1.31
Gearing ratio ⁽⁶⁾	(1.64)	4.45	1.33

Notes:

- (1) Revenue growth equals the increase in total revenues for the year divided by total revenues for the previous year and multiplied by 100%.
- (2) Gross profit margin equals gross profit for the year divided by revenue for the year and multiplied by 100%.
- (3) Net profit margin equals net profit for the year divided by revenue for the year and multiplied by 100%. For the year ended December 31, 2025, we recognized an impairment loss of RMB118.4 million included in other gains or losses, which has in part contributed to our net loss during the same year. For more information about such impairment loss, see “Summary – Recent Developments and No Material Adverse Change,” “Financial Information — Discussion of Selected Items from the Consolidated Balance Sheets — Assets — Assets Classified as Held for Sale,” and Note 8 to the Accountants’ Report as Appendix I to this Prospectus.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) Quick ratio equals current assets excluding inventories divided by current liabilities.
- (6) Gearing ratio equals total debts divided by the total equity.

RISK FACTORS

Our business and the Global Offering involve certain risks as set out in “Risk Factors” in this Prospectus. You should read that section in its entirety carefully before you decide to invest in our Shares. Some of the major risks we face include: (i) The success of our business depends on our ability to retain existing customers, acquire new ones, and expand the adoption of our solutions within our customer base. A failure to accomplish these objectives could severely harm our financial condition and operational performance; (ii) we have a limited operating history, which makes it difficult to evaluate our business and prospects, and our historical growth may not be indicative of our future performance; (iii) the industries that we operate in are highly competitive. If we fail to compete with our competitors, our business, results of operations and financial condition may be materially and adversely affected; (iv) our business relies heavily on the application of autonomy in the mining markets that utilize our solutions. The size of our addressable markets and the demand for our solutions may not increase as rapidly as we anticipate due to a variety of factors. A slowdown in the growth of these markets could negatively impact our business, financial condition and results of operations; (v) if we are unable to develop new solutions that adapt to changing market demand and customer needs in a cost-effective and timely manner, our future business, results of operations, financial condition and competitive position would be materially and adversely affected. For details, see “Risk Factors”.

COMPETITIVE LANDSCAPE

The market for commercial vehicle intelligent driving solution in China reached approximately RMB14.0 billion in 2025. Our Group ranked first among all commercial vehicle intelligent driving solution providers in terms of market share by revenue, capturing approximately 10.2% of the total market. As of the end of 2025, our Group ranked first in the mining autonomous driving solution market, with a 55.5% market share based on an active fleet of 2,580 autonomous vehicles. For details, see “Industry Overview.”

SUMMARY

WORKING CAPITAL

Taking into account the financial resources available to us, including existing cash and cash equivalents, available bank facilities and the estimated net proceeds from the Global Offering, our Directors believe that we have sufficient working capital for our present requirements and for the next 12 months from the date of this Prospectus. After making reasonable inquiries of our management about our working capital, the Sole Sponsor concurs with the views of our Directors. We intend to finance our future working capital requirements and capital expenditures primarily from cash expected to be generated from operating activities, bank facilities and funds raised from financing activities, including the net proceeds we will receive from the Global Offering.

DIVIDEND

During the Track Record Period, no dividends have been declared and paid by us.

Any dividends we pay will be determined at the absolute discretion of our Board which will be subject to our Article of Association and the PRC Company Law, as well as the Company's Shareholders meeting approval processes, taking into account factors including our actual and expected results of operations, cash flow and financial position, general business conditions and business strategies, expected working capital requirements and future expansion plans, legal, regulatory and other contractual restrictions, and other factors from time to time that our Board deems to be appropriate. Our Shareholders in a general meeting may approve any declaration of dividends recommended by our Board. According to the PRC law, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our net profit to our statutory common reserve fund until such fund has reached more than 50% of our registered capital. Distributable profits are our after-tax profits less any recovery of accumulated losses and appropriations to statutory that we are required to make. As advised by our PRC Legal Advisor, we are unable to pay dividend under the applicable PRC law and regulations as of December 31, 2025, in view of our accumulated losses. As of the Latest Practicable Date, we do not have any predetermined dividend payout ratio or fixed dividend policy.

LISTING EXPENSES

Based on the mid-point Offer Price of HK\$84.54 (being the mid-point of our Offer Price range of HK\$81.16 to HK\$87.92 per Offer Share), the total listing expenses (including underwriting commissions) payable by our Company are estimated to be approximately HK\$137.6 million (equivalent to approximately RMB119.6 million), assuming the Over-allotment Option is not exercised, accounting for approximately 6.2% of gross proceeds of the Global Offering. Among such estimated total listing expenses, (i) underwriting-related expenses, including underwriting commission, are expected to be approximately HK\$88.4 million, and (ii) non-underwriting-related expenses of approximately HK\$49.2 million, comprising (a) fees and expenses of legal advisers and reporting accountants of approximately HK\$28.5 million and (b) other fees and expenses of approximately HK\$20.7 million.

As of December 31, 2025, we have incurred RMB20.9 million of Listing expenses and issue costs for the Global Offering, including listing expenses of RMB17.2 million and deferred issue cost of RMB3.7 million. We estimate that additional listing expenses and issue costs of RMB98.7 million (including underwriting commissions of RMB76.8 million, assuming the Over-allotment Option is not exercised and based on an Offer Price of HK\$84.54 per Offer Share), accounting for 5.1% of our gross proceeds, will be further incurred by our Group, of which RMB19.8 million is expected to be charged to our consolidated statements of profit or loss and RMB78.9 million is expected to be charged against equity upon the Listing.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in our H Shares to be issued pursuant to the Global Offering (including any H Shares which may be issued pursuant to the exercise of the Over-allotment Option) and the H Shares to be converted from the Unlisted Shares on the basis that, among other things, we satisfy the market capitalization/revenue test under Rule 8.05(3) of the Listing Rules with reference to: (a) our revenue for the year ended December 31, 2025 exceeding HK\$500 million, and (b) our expected market capitalization at the time of Listing exceeding HK\$4 billion.

SUMMARY

GLOBAL OFFERING STATISTICS

	Based on an Offer Price of HK\$81.16 per H Share	Based on an Offer Price of HK\$87.92 per H Share
Market capitalization of our Shares upon completion of the Global Offering ⁽¹⁾	HK\$12,001 million	HK\$13,001 million
Unaudited pro forma adjusted net tangible assets of the Group attributable to equity shareholders of the Company per Share ⁽²⁾	HK\$21.46	HK\$22.61

Notes:

- (1) The calculation of market capitalization is based on 147,869,769 Shares, which are all H Shares including H Shares to be converted from all Unlisted Shares held by the existing Shareholders, expected to be in issue immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised).
- (2) The unaudited pro forma adjusted consolidated net tangible assets per Share in the above table is calculated after the adjustments referred to in the section headed “Unaudited Pro Forma Statement of Adjusted Consolidated Net Tangible Assets of the Group Attributable to Owners of the Company” set out in “Appendix II — Unaudited Pro Forma Financial Information” to this Prospectus and on the basis of 147,869,769 Shares in issue immediately following the completion of the Global Offering, assuming that the Over-allotment Option is not exercised.

FUTURE PLANS AND USE OF PROCEEDS

We estimate that the net proceeds of the Global Offering, after deducting the estimated underwriting commissions and other fees and expenses payable by us in connection with the Global Offering, will be approximately HK\$2,071.6 million, assuming an Offer Price of HK\$84.54 per H Share.

We plan to use the net proceeds from the Global Offering for the following purposes: (i) approximately HK\$725.1 million (or approximately 35.0% of the net proceeds) to enhance our research and development efforts in software, particularly by upgrading autonomous driving algorithms to improve transportation efficiency and safety across existing mining sites where our solutions are deployed, further reinforcing our competitive advantage in our core segments; (ii) approximately HK\$310.7 million (or approximately 15.0% of the net proceeds) to enhance our research and development efforts in hardware; (iii) approximately HK\$82.9 million (or approximately 4.0% of the net proceeds) to support our information technology development; (iv) approximately HK\$476.5 million (or approximately 23.0% of the net proceeds) to support our overseas business expansion and customer acquisition initiatives, as we continue to grow our presence in key international markets and build a broader, more diversified customer base; (v) approximately HK\$165.7 million (or approximately 8.0% of the net proceeds) to support talent development and organizational growth, with a focus on attracting, retaining, and empowering a high-performing, multidisciplinary team; (vi) approximately HK\$103.6 million (or approximately 5.0% of the net proceeds) to pursue strategic investments that align with our long-term growth objectives; and (vii) approximately HK\$207.2 million (or approximately 10.0% of the net proceeds) will be used for working capital and other general corporate purposes. For details, see “Future Plans and Use of Proceeds”.

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any actual or pending legal, arbitration or administrative proceedings (including any bankruptcy or receivership proceedings) that we believe would have a material adverse effect on our business, results of operations, financial condition or reputation and compliance.

According to our PRC Legal Advisor, the business operations we engaged in had been carried out in compliance with applicable PRC laws and regulations in all material respects during the Track Record Period and up to the Latest Practicable Date.

RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

We expect to record net loss in 2026, as we are still in a stage of business expansion and will continuously invest heavily in product innovation and research and development. Our Directors confirm that, as of the date of this Prospectus, there has been no material adverse change in our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees or prospects since December 31, 2025, the end of the period reported on the Accountants’ Report included in Appendix I to this Prospectus; and there has been no event since December 31, 2025 which would materially affect the information presented in the Accountants’ Report set out in Appendix I to this Prospectus.

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set forth below. Certain other terms are explained in the section headed “Glossary of Technical Terms and Conventions” in this Prospectus.

“Accountants’ Report”	the accountants’ report prepared by Deloitte Touche Tohmatsu, details of which are set out in Appendix I to this Prospectus
“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the Listing Date, a summary of which is set out in Appendix III
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Australia Eacon”	Eacon Mining Technology Australia Pty Ltd, a limited liability company incorporated under the laws of Australia on December 18, 2023, and a wholly-owned subsidiary of our Company
“Baowu Group”	China Baowu Steel Group Corporation Limited* (中國寶武鋼鐵集團有限公司)
“Beijing Eacon”	Beijing Eacon Intelligent Driving Technology Co., Ltd.* (北京易控智駕科技有限公司), a limited liability company established in the PRC on March 13, 2024, and a wholly-owned subsidiary of our Company
“Beijing Yiao”	Beijing Yiao Technology Co., Ltd.* (北京易澳科技有限公司), a limited liability company established in the PRC on May 20, 2024, and a wholly-owned subsidiary of our Company
“Board” or “Board of Directors” or “our Board”	the board of Directors of the Company
“business day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“Capital Market Intermediaries” or “Capital Market Intermediary(ies)”	the capital market intermediaries participating in the Global Offering and has the meaning ascribed thereto under the Listing Rules
“CATL”	Contemporary Amperex Technology Co., Limited (寧德時代新能源科技股份有限公司), a company with its A shares listed on the Shenzhen Stock Exchange (stock code: 300750) and H shares listed on the Stock Exchange (stock code: 3750), and our indirect Shareholder

DEFINITIONS

“CATL Capital”	collectively refers to Shidai Zeyuan and Lvshui Changqing, both of which are defined in the section headed “History, Development and Corporate Structure”
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Central China”	a geographical region consisting of the Provinces of Hunan, Hubei and Henan
“China” or “PRC”	the People’s Republic of China, but for the purpose of this Prospectus and for geographical reference only and except where the context requires otherwise, references in this Prospectus to “China”, “Chinese mainland” and the “PRC” do not apply to Hong Kong, Macau and Taiwan of the People’s Republic of China
“CHN Energy”	China Energy Investment Corporation (國家能源投資集團有限責任公司), a state-owned company established in the PRC
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company,” “our Company”, or “the Company”	EACON Group Co., Ltd (易控智駕科技股份有限公司), a limited liability company established in the PRC on May 11, 2018, and converted into a joint stock limited company in the PRC on March 25, 2025
“Compliance Advisor”	Guotai Junan Capital Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Mr. Lan, Mr. Zhang, Ms. Liu, Jiaying Zhitao, Ningbo Yuying and Ningbo Zhongying. See “Relationship with Our Controlling Shareholders”
“Conversion of Unlisted Shares into H Shares”	the conversion of Domestic Unlisted Shares into H Shares on a one-for-one basis upon the completion of Global Offering, as described in further detail in “Share Capital”
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)

DEFINITIONS

“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“East China”	a geographical region consisting of the Provinces of Shandong, Jiangsu, Zhejiang, Anhui, Jiangxi, Fujian, and Shanghai
“Director(s)”	the director(s) of our Company
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
“Employee Incentive Platforms”	the pre-IPO employee incentive platforms of our Group, namely Ningbo Yuying, Ningbo Zhongying and Ningbo Nanying
“Exchange Participant”	a person (a) who, in accordance with the Listing Rules of the Stock Exchange, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale serious affects the working public’s ability to resume work or brings safety concern for a prolonged period
“FINI”	“Fast Interface for New Issuance,” the online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for the Listing
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., a market research and consulting company and Independent Third Party, which prepared the Frost & Sullivan Report
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this Prospectus
“Fujian Eacon”	Fujian Eacon Intelligent Driving Engineering Technology Co., Ltd.* (福建易控智駕工程技術有限公司), a limited liability company established in the PRC on April 15, 2024, and a wholly-owned subsidiary of our Company
“General Rules of HKSCC”	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group,” “our Group,” “we” or “us”	our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)

DEFINITIONS

“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Stock Exchange effective from January 1, 2024, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	overseas listed foreign share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be subscribed for and traded in HK dollars and to be listed on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hainan Shimei”	Hainan Shimei Technology Co., Ltd.* (海南石梅科技有限公司), a limited liability company established in the PRC on December 20, 2024, and a wholly-owned subsidiary of our Company
“Henan Eacon”	Henan Eacon Zhijia Technology Co., Ltd.* (河南易控智駕科技有限公司), a limited liability company established in the PRC on August 31, 2022, and a wholly-owned subsidiary of our Company
“HKFRS”	the Hong Kong Financial Reporting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC’s FINI system to apply for the Hong Kong Offer Shares on your behalf
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKSCC Operational Procedures”	the operational procedures of HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of CCASS, FINI or any other platform, facility or system established, operated and/or otherwise provided by or through HKSCC, as from time to time in force
“HKSCC Participant”	a participant admitted participating in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong Offer Shares”	the 2,613,200 H Shares offered by us for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure of the Global Offering”)
“Hong Kong Public Offering”	the offering of the Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering”) at the Offer Price (plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%), on and subject to the terms and conditions described in the section headed “Structure of the Global Offering”
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriter(s) of the Hong Kong Public Offering as listed in “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 25, 2026 relating to the Hong Kong Public Offering entered into by our Company, our Controlling Shareholders, the Sole Sponsor, the Overall Coordinators and the Hong Kong Underwriters, as further described in “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement”
“Independent Third Party(ies)”	any entity(ies) or person(s), to the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, who is not a connected person of our Company within the meaning ascribed to it under the Listing Rules
“International Offer Shares”	the 23,518,800 H Shares initially offered by our Company pursuant to the International Offering (subject to adjustment as described in the section headed “Structure of the Global Offering”) together with any additional H Shares which may be allotted and issued by our Company pursuant to the exercise of the Over-Allotment Option
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in reliance on Regulation S or any other available exemption from registration under the U.S. Securities Act, as further described in the section headed “Underwriting — International Offering”
“International Underwriter(s)”	the underwriter(s) who is/are expected to enter into the International Underwriting Agreement to underwrite the International Offering

DEFINITIONS

“International Underwriting Agreement”	the underwriting agreement relating to the International Offering expected to be entered into on or about Price Determination Date, by, among others, our Company, the Sole Sponsor, the Overall Coordinators and the International Underwriters, as further described in “Underwriting — International Offering”
“Jiaxing Zhitao”	Jiaxing Zhitao Venture Capital Partnership Enterprise (Limited Partnership)* (嘉興志韜創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on April 27, 2020 and one of our Controlling Shareholders
“Joint Bookrunners”	the joint bookrunners of the Listing as named in “Directors, Supervisors and Parties Involved in the Global Offering”
“Joint Global Coordinators”	the joint global coordinators of the Listing as named in “Directors, Supervisors and Parties Involved in the Global Offering”
“Joint Lead Managers”	the joint lead managers of the Listing as named in “Directors, Supervisors and Parties Involved in the Global Offering”
“Lanbang Trading”	Xinjiang Lanbang Engineering Machinery Equipment Trading Co., Ltd.* (新疆藍邦工程機械設備貿易有限公司), a limited liability company established in the PRC on January 3, 2025, and a non-wholly-owned subsidiary of our Company
“Latest Practicable Date”	June 20, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
“LGMG”	LGMG Co., Ltd. (臨工重機股份有限公司), a limited company established in the PRC
“Listing”	listing of the H Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Wednesday, July 8, 2026, on which our H Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with Growth Enterprise Market of the Stock Exchange
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Ministry of Finance” or “MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)

DEFINITIONS

“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Lan”	Mr. Lan Shuisheng (藍水生), our co-chairman of the Board, an executive Director, general manager, chief executive officer and one of our Controlling Shareholders
“Mr. Zhang”	Mr. Zhang Lei (張磊), our chairman of the Board, an executive Director and one of our Controlling Shareholders
“Ms. Liu”	Ms. Liu Dongmei (劉冬梅), the spouse of Mr. Lan and one of our Controlling Shareholders
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NHL”	Inner Mongolia North Hauler Joint Stock Co., Ltd. (內蒙古北方重型汽車股份有限公司), a state-owned company established in the PRC
“Ningbo Nanying”	Ningbo Meishan Bonded Port Nanying Investment Management Partnership Enterprise (Limited Partnership)* (寧波梅山保稅港區南英投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on July 12, 2017 and an Employee Incentive Platform
“Ningbo Yuying”	Ningbo Meishan Bonded Port Yuying Enterprise Management Partnership Enterprise (Limited Partnership)* (寧波梅山保稅港區御英企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on July 10, 2024, an Employee Incentive Platform, and one of our Controlling Shareholders
“Ningbo Zhongying”	Ningbo Meishan Bonded Port Zhongying Enterprise Management Partnership Enterprise (Limited Partnership)* (寧波梅山保稅港區眾英企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on July 10, 2024, an Employee Incentive Platform, and one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of the Board
“North China”	a geographical region consisting of the Provinces of Hebei, Shanxi, Inner Mongolia, Beijing and Tianjin
“Northwest China”	a geographical region consisting of the Provinces of Gansu, Shaanxi, Ningxia, Qinghai and Xinjiang
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering as described in the section headed “Structure of the Global Offering”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, with any additional H Shares which may be allotted and issued pursuant to the exercise of the Over-Allotment Option

DEFINITIONS

“Ordos Eacon”	Ordos Eacon Intelligent Driving Engineering Co., Ltd.* (鄂爾多斯市易控智駕工程有限公司), a limited liability company established in the PRC on January 22, 2020, and a wholly-owned subsidiary of our Company
“Ordos Yiao”	Ordos Yiao Eacon Technology Co., Ltd.* (鄂爾多斯市易澳科技有限公司), a limited liability company established in the PRC on October 28, 2024, and a wholly-owned subsidiary of our Company
“Over-Allotment Option”	the option granted by us to the International Underwriters, exercisable by the Sponsor-Overall Coordinator (on behalf of the International Underwriters) under the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 3,919,800 additional H Shares at the Offer Price, among other things, as further described in “Structure of the Global Offering”
“Overall Coordinators”	the overall coordinators of the Listing as named in “Directors, Supervisors and Parties Involved in the Global Offering”
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including principal, municipal and other regional or local government entities) and instrumentalities
“PRC Legal Advisor”	Zhong Lun Law Firm, our legal advisor as to PRC laws
“PRC Securities Law”	Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“Pre-IPO Equity Incentive Plan”	The Pre-IPO Equity Incentive Plan adopted by the Company in January 2019 and amended in October 2024 and June 2025, the principal terms of which are set out in the section headed “Statutory and General Information — 5. The Pre-IPO Equity Incentive Plan” in Appendix IV to this Prospectus
“Pre-IPO Investment(s)”	the investments in our Company undertaken by the Pre-IPO Investors, the details of which are set out in the section headed “History, Development and Corporate Structure — Pre-IPO Investments”
“Pre-IPO Investor(s)”	the pre-IPO investor(s) as described in “History, Development and Corporate Structure — Pre-IPO Investments”

DEFINITIONS

“Price Determination Date”	the date, expected to be on or before Monday, July 6, 2026 but no later than 12:00 noon on Monday, July 6, 2026, on which the Offer Price is determined for the purposes of the Global Offering
“Prospectus”	this Prospectus being issued in connection with the Hong Kong Public Offering
“Province”	each being a province or, where the context requires, a provincial-level autonomous region or municipality under the direct supervision of the central government of the PRC
“Regulation S”	Regulation S under the U.S. Securities Act, as amended from time to time
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAT”	State Administration of Taxation of the PRC (國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	Securities and Futures Commission of Hong Kong
“Shanghai Yiao”	Shanghai Yiao Technology Co., Ltd.* (上海易澳科技有限公司), a limited liability company established in the PRC on January 21, 2021, and a wholly-owned subsidiary of our Company
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares upon Listing
“Shareholder(s)”	holder(s) of the Share(s)
“Shougang Group”	Shougang Group Co., Ltd. (首鋼集團有限公司)
“Singapore Eacon”	Eacon Mining Technology Singapore Pte. Ltd., a limited liability company incorporated under the laws of Singapore on December 11, 2023, and a wholly-owned subsidiary of our Company
“Sole Sponsor”	the sole sponsor of the Listing as named in the section headed “Directors, Supervisors and Parties Involved in the Global Offering”
“Southwest China”	a geographical region consisting of the Provinces of Sichuan, Chongqing, Guizhou, Yunnan and Tibet
“SPIC”	State Power Investment Corporation (國家電力投資集團有限公司)

DEFINITIONS

“Sponsor-Overall Coordinator”	the sponsor-overall coordinator as named in the section headed “Directors, Supervisors and Parties Involved in the Global Offering”
“Stabilizing Manager”	Haitong International Securities Company Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“TBEA”	TBEA Co., Ltd. (特變電工股份有限公司)
“Tonly”	Shaanxi Tonly Heavy Industries Co., Ltd. (陝西同力重工股份有限公司), a company with its A shares listed on the Beijing Stock Exchange (stock code: 920599), and a Pre-IPO Investor
“Track Record Period”	the three financial years ended December 31, 2023, 2024 and 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and/or the International Underwriting Agreement, as the context may require
“Unlisted Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
“Urumqi Eacon”	Urumqi Eacon Haixin Engineering Technology Co., Ltd.* (烏魯木齊易控海信工程技術有限公司), a limited liability company established in the PRC on October 27, 2023, and a wholly-owned subsidiary of our Company
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollar” or “US\$” or “USD”	United States dollar, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value-added tax

DEFINITIONS

“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xinjiang Eacon”	Xinjiang Eacon Zhijia Engineering Technology Co., Ltd.* (新疆易控智駕智能科技有限公司), a limited liability company established in the PRC on May 15, 2024, and a wholly-owned subsidiary of our Company
“Xinjiang Eacon Intelligent”	Xinjiang Eacon Intelligent Driving Technology Service Co., Ltd.* (新疆易控智駕技術服務有限公司), a limited liability company established in the PRC on August 2, 2022, and a wholly-owned subsidiary of our Company
“Yutong”	Zhengzhou Yutong Mining Equipment Co., Ltd* (鄭州宇通礦用裝備有限公司)
“Zhengzhou Eacon”	Zhengzhou Eacon Intelligent Driving Technology Co., Ltd.* (鄭州易控智駕科技有限公司), a limited liability company established in the PRC on March 18, 2024, and a wholly-owned subsidiary of our Company
“Zijin Mining”	Zijin Mining Group Company Limited (紫金礦業集團股份有限公司), a company with its A shares listed on the Shanghai Stock Exchange (stock code: 601899) and H shares listed on the Stock Exchange (stock code: 2899), our indirect Shareholder and connected person
“%”	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiary) have been included in this Prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

* For identification purposes only

GLOSSARY OF TECHNICAL TERMS AND CONVENTIONS

This glossary contains explanations of certain technical terms used in this Prospectus in connection with us and our business. As such, some of these terms and their meanings may not correspond to standard industry definitions or usage of these terms and may not be comparable to similar terms adopted by other companies.

“‘30-60’ carbon reduction goals”	China’s national plan to stop growing carbon emissions by 2030 and reach carbon neutrality by 2060
“3-speed transmission”	A gear system with three speed levels to help electric vehicles run more efficiently at different driving conditions
“ADC” or “Autonomous Driving Controller”	The computer in a self-driving vehicle that takes in data from sensors and tells the vehicle what to do
“Agent-Based Simulation”	A simulation method that constructs a model composed of multiple autonomous decision-making entities and simulates their interactive behaviors within a specific environment to study the dynamic evolution patterns of complex systems
“APU” or “Auxiliary Power Unit”	A secondary energy subsystem that provides electric power to vehicle components such as climate control and electronics, especially in hybrid or extended-range configurations
“ASIL D”	The highest Automotive Safety Integrity Level defined under ISO 26262, representing functions whose failure could lead to life-threatening injuries and therefore require rigorous safety design and validation processes
“ASR”	Anti-Slip Regulation; a traction control system that modulates engine torque and braking force in real time to prevent wheel slip under low-traction conditions
“Approved annual capacity”	Approved annual capacity for a mining site refers to the maximum quantity of mineral that it is officially authorized to extract within a single calendar year
“CCC”	China Compulsory Certification; a mandatory regulatory certification to ensure product safety and compliance with Chinese market standards, applicable to vehicle components and systems
“CD”	A DevOps methodology that automates the release of validated code changes into production environments, supporting agile development cycles and rapid iteration
“CDC” or “Chassis Domain Controller”	A centralized computing module responsible for coordinating chassis-related functions such as braking, steering, and suspension to support advanced driver assistance and autonomous control
“closed-loop”	A system or process where outputs are fed back into the system as inputs to continuously adjust and optimize performance
“cloud connectivity”	The vehicle’s capability to communicate with remote cloud infrastructure, enabling real-time data exchange, diagnostics, over-the-air updates, and fleet-wide orchestration

GLOSSARY OF TECHNICAL TERMS AND CONVENTIONS

“C-V2X”	A communication technology that facilitates real-time interactions between vehicles, infrastructure, pedestrians, and networks, enhancing safety and situational awareness
“deep learning”	A class of machine learning algorithms based on artificial neural networks that enable autonomous systems to extract features and patterns from complex, high-dimensional data for perception and decision-making
“DevOps”	A software development methodology that integrates development and operations teams to create a more streamlined and efficient software lifecycle
“DLP” or “data loss prevention”	A set of tools and protocols designed to monitor, detect, and prevent the unauthorized transmission or exposure of sensitive data across networks, systems, and endpoints
“domain controller(s)”	High-performance computational units that manage specific functional domains within a vehicle — such as powertrain, chassis, or infotainment
“drive-by-wire”	An advanced control methodology in which mechanical control systems are replaced by electronic signals, supporting the integration of autonomous and semi-autonomous driving functionalities
“dual-redundant chip(s)”	A fault-tolerant architecture utilizing two parallel processors that mirror computational tasks, ensuring continuous operation and safety in the event of a hardware failure
“E/E architecture” or “electronic and electrical architecture”	The integrated design of all electrical and electronic systems within a vehicle, encompassing sensors, wiring, ECUs, and software interfaces that enable intelligent vehicle functionalities
“ECU” or “Electronic Control Unit”	A dedicated embedded computer within a vehicle responsible for controlling specific subsystems such as engine management, braking, or lighting
“edge”	A computing paradigm where data processing occurs locally at the device or vehicle level rather than in remote cloud servers, reducing latency and improving real-time responsiveness
“EDS” or “electric drive system”	The complete propulsion assembly in an electric vehicle, typically including the motor, inverter, transmission, and control electronics
“EEA” or “Electrical and Electronic Architecture”	Synonymous with E/E architecture, it describes the structural and logical design of the vehicle’s embedded systems and electrical network
“end-to-end”	A system or approach that directly links raw sensory inputs to vehicle control outputs through a unified model or pipeline, bypassing traditional modular decomposition
“extended-range”	A vehicle configuration that includes an auxiliary generator or larger battery pack to extend driving distance beyond the standard range of a pure electric powertrain

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“FOTA” or “Firmware Over-The-Air”	A wireless method of updating low-level embedded software in vehicle systems, enabling remote maintenance, security patches, and functional enhancements
“full-stack”	An end-to-end development capability encompassing hardware design, software engineering, system integration, and data infrastructure, typically owned in-house to ensure tight coordination and performance optimization
“hardware-agnostic”	Describes software that is compatible with and can run across multiple hardware platforms or configurations without requiring customization or dependency on specific components
“ISO”	The International Organization for Standardization, a global body responsible for developing voluntary international standards across industries, including safety, quality, and technology
“latency”	The time delay between the input of a command and the system’s response, a critical factor in real-time processing for autonomous control systems
“middleware”	Software that acts as a bridge between operating systems and applications, facilitating data exchange and integration across distributed vehicle functions or services
“mixed-fleet”	An operational environment that integrates both human-driven and autonomous vehicles, requiring advanced coordination strategies to maintain safety and efficiency
“NDC” or “Network Domain Controller”	A high-performance computing unit that coordinates cross-domain functionalities within a vehicle, enabling centralized decision-making and communication between subsystems
“NOA” or “Navigation on Autopilot”	An advanced driving feature that combines high-definition maps, lane-level navigation, and adaptive cruise control to enable hands-free driving
“OCC” or “occupancy network(s)”	A deep learning-based spatial representation method that models the environment by estimating occupancy probabilities at different points, enhancing perception for autonomous driving
“OEMs”	In the context of describing our business operations, an “OEM” refers to a mining truck manufacturer
“OTA” or “Over-The-Air”	A method of wirelessly delivering software updates and patches to deployed systems, allowing for continual performance and security enhancements
“perception”	The subsystem within autonomous driving architecture responsible for interpreting sensor data to recognize road conditions in real time
“RDC” or “Rear Domain Controller”	A domain controller located at the rear of the vehicle responsible for managing systems such as lighting, rear sensors, and trunk controls

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“redundancy”	The implementation of parallel systems or backup components that ensure continued system function in the event of a hardware or software failure, critical for safety in autonomous driving
“role-based access control”	A cybersecurity strategy where users are granted access rights based on their roles within an organization, ensuring security and operational segregation
“RTK” or “Real-Time Kinematic”	A high-precision satellite positioning technique that enhances the accuracy of global navigation satellite system signals by using a fixed base station to transmit real-time correction data to a mobile receiver, enabling centimeter-level positioning accuracy
“SOTA” or “Software Over-The-Air”	A method of wirelessly delivering software updates and patches to deployed systems, allowing for continual performance and security enhancements
“tCO ₂ e”	Tonnes of carbon dioxide equivalent; a standardized unit used to represent the total global warming potential of greenhouse gases emitted by an entity or activity
“TOPS”	A performance metric used to measure the computational capacity of AI accelerators in processing high-volume machine learning workloads
“torque”	The rotational force generated by an engine or motor, critical for determining a vehicle’s acceleration and ability to carry loads
“trip”	A complete cycle of a mining truck transporting materials from the designated loading point to the dumping point and then returning empty to repeat the cycle
“V2X”	A communication framework that enables vehicles to exchange information with infrastructure, other vehicles, pedestrians, and networks to enhance traffic safety and efficiency

As used in this Prospectus, unless otherwise indicated:

- The term “**mining trucks**” broadly includes both autonomous mining trucks and conventional, human-operated mining trucks; “**autonomous mining trucks**” refer specifically to trucks that are equipped with mining autonomous driving solutions. In the early phases of commercializing our Closed-Environment Autonomous Mining Trucks Products and Solutions before our technology had been fully validated and widely adopted, particularly in 2022 and early 2023, we temporarily managed a fleet of conventional, human-operated mining trucks, mainly at one mining site. This approach was intended to allow us to accumulate real-world operational experience while our Closed-Environment Autonomous Mining Trucks Products and Solutions were still in pilot or early deployment phases. As our Closed-Environment Autonomous Mining Trucks Products and Solutions proved their reliability and delivered operational benefits, we subsequently terminated the foregoing interim arrangement and have since ceased to manage such non-autonomous mining trucks;
- “**Active autonomous mining trucks**” or “**active mining trucks**,” refer to autonomous mining trucks or mining trucks, as the case may be, in operation (meaning they are working normally at a mining site), including those subject to interruptions due to customary repair or maintenance;

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- References to the number of “*autonomous mining trucks*” as of a given date (except for the last day of a calendar month) refers to the number of autonomous mining trucks as of the end of the most recent calendar month; references to the number of “autonomous mining trucks” as of the last day of a calendar month refer to the number as of that date;
- the “**monthly average number of active autonomous mining trucks**” for a given period is calculated by dividing (i) the sum of the number of active autonomous mining trucks as of the end of each month within that period by (ii) the number of months within the same period; the “**monthly average number of active mining trucks**” is calculated using the same methodology, but includes both autonomous and conventional, non-autonomous mining trucks, where applicable;
- “**Customer-provided fleet model**” and “**Company-provided fleet model**” are used to describe two common business models through which mining autonomous driving solution providers, such as us, offer solutions and services to customers. Customer-provided fleet model refers to the business model where the customers, rather than the solution providers, possess the autonomous mining trucks, with the solution providers providing mining autonomous driving services including the necessary software and hardware and ongoing management and technical support; Company-provided fleet model solution providers possess the autonomous mining trucks and provide full-lifecycle support, including deployment, management, maintenance, and technical update;
- The term “**customers**,” when describing our business relationships, broadly encompasses both the mining companies (i.e. the owners of the mining sites where our solutions are deployed) and their contractors, who are engaged by mining companies to operate those sites. This definition reflects the fact that, in practice, our solutions may be purchased by either the mining companies themselves directly or by their designated contractors, depending on project-specific contractual arrangements. According to Frost & Sullivan, even when a supplier, such as the Company, has an established business relationship with a mining company, it is not uncommon for the supplier to contract with the contractors, rather than directly with the mining company itself, with respect to a particular site owned by such mining company;
- We calculate customer retention rate on an end customer group basis. For each of 2023, 2024 and 2025, all end customer groups from which we generated revenue in the immediately preceding year continued to make revenue contributions to us in the relevant year. Accordingly, our customer retention rate was 100% in each such year.
- If multiple mining sites where our solutions are deployed are, to our best knowledge, under the same mining group, such as CHN Energy, SPIC, TBEA, and Zijin Mining, such corporate group is referred to as an “**end customer group**”; and
- The SAE classification, i.e. the Society of Automotive Engineers’ standard, defines six levels of driving automation, from Level 0 to Level 5, known as SAE J3016. “**Level 4**”/“**L4**” refers to a high level of vehicle autonomy where the vehicle can perform all driving tasks under specific conditions without requiring human intervention. The SAE classification is a globally recognized framework used to categorize autonomous driving systems based on how much human input is required.

FORWARD-LOOKING STATEMENTS

We have included in this Prospectus forward-looking statements. Statements that are not historical facts, including but not limited to statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.

This Prospectus contains forward-looking statements and information relating to us and our subsidiaries that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this Prospectus, the words “aim,” “anticipate,” “believe,” “could,” “expect,” “going forward,” “intend,” “may,” “ought to,” “plan,” “project,” “seek,” “should,” “will,” “would,” “vision,” “aspire,” “target,” “schedules,” and the negative of these words and other similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. They reflect our management’s current views regarding future events, operations and capital resources, but are subject to various risks, uncertainties and assumptions, some of which are beyond our control. As a result, actual results, performance or achievements may differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, among others, our business operations and prospects, relationships with major customers and suppliers, industry and market developments, general economic and regulatory conditions, competitive dynamics, our ability to manage costs and pricing, third-party performance, retention of key personnel, execution of our business strategies and expansion plans, protection of our intellectual property, effectiveness of our quality control systems, market volatility including interest and foreign exchange rate fluctuations, and developments in the capital markets. Accordingly, investors should not place undue reliance on these forward-looking statements.

By their nature, certain disclosures relating to these and other risks are only estimates and should one or more of these uncertainties or risks, among others, materialize, actual results may vary materially from those estimated, anticipated or projected, as well as from historical results. Specifically but without limitation, sales could decrease, costs could increase, capital costs could increase, capital investment could be delayed and anticipated improvements in performance might not be fully realized.

Subject to the requirements of applicable laws, rules and regulations, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this Prospectus, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Prospectus might not occur in the way we expect or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this Prospectus are qualified by reference to the cautionary statements in this section as well as the risks and uncertainties discussed in the section headed “Risk Factors”.

In this Prospectus, statements of or references to our intentions or those of our Directors were made as of the date of this Prospectus. Any such information may change in light of future developments.

RISK FACTORS

An investment in our H Shares involves various risks. You should carefully consider all the information in this Prospectus and in particular the risks and uncertainties described below before making an investment in our H Shares.

The occurrence of any of the following events could materially and adversely affect our business, results of operations, financial condition or prospects. If any of these events occurs, the trading price of our H Shares could decline and you may lose all or part of your investment. You should seek professional advice from your relevant advisors regarding your prospective investment in the context of your particular circumstances.

In addition to other information in this Prospectus, you should carefully consider the following risk factors before making any investment decision in relation to our H Shares. Any of the following risks may materially and adversely affect our business, results of operations or financial condition, or otherwise cause a decrease in the trading price of our H Shares and cause you to lose part or all of the value of your investment in our H Shares.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

The success of our business depends on our ability to retain existing customers, acquire new ones, and expand the adoption of our solutions within our customer base. A failure to accomplish these objectives could severely harm our financial condition and operational performance.

Our ability to retain existing customers, attract new ones, and expand the scope of solutions that our customers utilize is critical to our revenue growth. Our customer engagement may decrease for a variety of reasons, including their level of satisfaction with our solutions and services, our pricing and the pricing and quality of competing solutions or services, overall economic conditions, or alterations in our customers' business needs or operations.

In particular, one of our customers, Customer H, currently contributes a substantial portion of our revenue. Customer H was our largest customer in 2024 and 2025 and contributed RMB22.6 million, RMB537.1 million and RMB511.9 million in 2023, 2024 and 2025, respectively, representing 8.3%, 54.5% and 35.7% of our total revenue in the same year, respectively. According to Frost & Sullivan, Customer H is one of the largest open-pit general contractors in Northwest China, and our level of revenue concentration is in line with the industry norm, as a limited number of customers typically contribute a significant portion of total revenue in the commercial vehicle intelligent driving solutions market. However, we cannot assure you that we will be able to maintain our business relationships with our major customers, including Customer H, or that they will continue to purchase our solutions or services at historical levels or on commercially acceptable terms. Any reduction, delay or cancellation of orders from Customer H or our other major customers, any deterioration in their financial condition or credit profile, or any delay in their payments to us could materially and adversely affect our revenue, cash flows, financial condition and results of operations. For further details, see "Business — Our Customers."

If we fail to effectively adapt to evolving industry trends, innovate our offerings, or develop new solutions that address the changing needs of our customers, we may struggle to maintain existing relationships or attract new ones. Additionally, our growth depends on expanding our sales capabilities and broadening our customer base. If we are unable to attract, motivate, and retain a skilled sales and marketing team, it could hinder our ability to commercialize our solutions and acquire new customers.

We have incurred significant net losses and accumulated losses during the Track Record Period and may not be able to achieve or subsequently maintain profitability in the near future.

Since our inception, we have incurred net losses and accumulated losses. In 2023, 2024 and 2025, our net losses were RMB333.7 million, RMB390.1 million and RMB515.6 million, respectively. As of December 31, 2025, we had accumulated losses and no retained earnings available for distribution to our equity shareholders. We expect to continue incurring net losses in the near term, as we are still in a stage of business expansion and continue to invest heavily in research and development. There is no assurance that we will achieve profitability or, if achieved, sustain it over time. Our ability to do so depends on various factors, including the successful development and commercialization of new technologies and solutions, our ability to enhance

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customer satisfaction and implement effective monetization strategies, our competitiveness in a rapidly evolving industry, and our ability to attract and retain customers. Our historical performance should not be viewed as indicative of future results. We also expect our expenses to increase as we expand our business, invest in product innovation and R&D, and incur additional costs associated with operating as a public company. If we are unable to grow our revenue sufficiently or manage our costs effectively, we may continue to incur losses and may not achieve or maintain profitability.

We recorded net current liabilities as of December 31, 2023 and 2024, and recorded net liabilities as of December 31, 2023.

As of December 31, 2023 and 2024, we recorded net current liabilities of RMB90.7 million and RMB185.8 million, respectively. We also recorded net liabilities of RMB812.5 million as of December 31, 2023. For further details, see “Financial Information — Discussion of Selected Items from the Consolidated Balance Sheets”. Having net current liabilities and net liabilities may limit our financial flexibility, constrain our ability to execute business plans, and expose us to liquidity risks. Although recorded net current asset of RMB539.9 million in 2025, we cannot assure you that we will not record net current liabilities or net liabilities in the future. Our ability to meet our obligations, including the payment of trade and other payables as they become due, will primarily depend on our capacity to generate sufficient operating cash flows and secure external financing when needed. Our liquidity position will be influenced by a number of factors, including our future operating and financial performance, conditions in our industry, and the broader economic and capital market environment, many of which are outside of our control. If we are unable to maintain adequate working capital, we may need to seek external funding to support our operations and growth plans.

We have a limited operating history, which makes it difficult to evaluate our business and prospects, and our historical growth may not be indicative of our future performance.

We have a limited operating history, and our operations have primarily focused on developing autonomous driving technologies for mining applications, establishing our intellectual property portfolio, conducting R&D activities, and commercializing our solutions and services. Although our revenue continued to increase during the Track Record Period, it may be difficult to evaluate our current business and reliably predict our future performance. Our historical growth may not offer a meaningful benchmark for evaluating our financial performance, business trajectory or long-term prospects, as we may face unforeseen challenges, including unanticipated costs, technological hurdles, and operational delays. A significant loss of customers, or a slowdown in their adoption or expansion of our solutions could have a material adverse effect on our business, financial condition, results of operations and prospects. If we are unable to retain customers and maintain their continued or broadening use of our solutions, or if there is a decline in our customers’ business performance, our growth may slow or decline, and our business may be materially and adversely affected.

The industries that we operate in are highly competitive. If we fail to compete with our competitors, our business, results of operations and financial condition may be materially and adversely affected.

The industries in which we operate are highly competitive. We primarily compete with other companies focused on developing and commercializing autonomous driving technologies specifically for mining applications. According to Frost & Sullivan, in 2025 alone, there are over 20 market players in China’s mining autonomous driving solution industry. Globally, there are over 30 market players in the mining autonomous driving solution industry and over 500 market players in the autonomous driving solution industry. We face competition from both existing players with longer operating histories or greater financial resources, and new entrants, who may offer lower pricing or innovative technologies and solutions. Increased competition could result in lower sales, price reductions, reduced margins or loss of market share. Further, we may be required to make substantial additional investments in research, development, marketing and sales, talent acquisition, and technology expansion which could strain our resources. We cannot guarantee that these measures will effectively mitigate the competition or lead to improved outcomes. If we are unable to compete successfully, or if competing successfully requires us to take costly actions in response to the actions of our competitors, our business, results of operations and financial condition may be materially and adversely affected.

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Our business relies heavily on the application of autonomy in the mining markets that utilize our solutions. The size of our addressable markets and the demand for our solutions may not increase as rapidly as we anticipate due to a variety of factors. A slowdown in the growth of these markets could negatively impact our business, financial condition and results of operations.

We primarily provide autonomous driving solutions to customers. The demand for our solutions is closely tied to the development and expansion of these end markets, and the respective demand for autonomous technologies within these sectors. In addition, we are pursuing opportunities in the mining autonomous driving market for mining transportation, which is undergoing rapid technological, regulatory and competitive changes that are difficult to predict in terms of timing and scale. Our future financial performance will depend on our ability to timely identify and invest in opportunities aligned with customers' automation demands and digital transformation strategies. Factors affecting the growth of our end markets are beyond our control. If any factor occurs in the future which results in material slowdown of any or all of our major end markets, or the growth of our end markets is not sustained, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Given the evolving nature of our markets, particularly in developing mining regions where unmanned driving adoption remains nascent, it is difficult to predict customer demand, deployment schedules or adoption rates. Even if the overall mining automation market grows substantially, there is no assurance that demand for our solutions will keep pace, especially if we fail to deliver competitive pricing, reliable service or localized support. Moreover, trends in mine digitalization and smart equipment deployment do not automatically translate into commercial success for our specific product offerings. If customer demand does not materialize as expected or if we are unable to forecast deployment timelines accurately, the size of our actual served markets, production planning and future operating results may all be adversely affected.

If we are unable to develop new solutions that adapt to changing market demand and customer needs in a cost-effective and timely manner, our future business, results of operations, financial condition and competitive position would be materially and adversely affected.

Our future business, results of operations, financial condition and competitive position depend on our ability to successfully develop and commercialize new and enhanced mining and related solutions. As autonomous driving is an emerging technology, we may face unforeseen technical, production or development challenges and delays. To remain competitive, we must continue to invest significant resources in R&D, improve the reliability and performance of our autonomous driving technologies, collaborate effectively with customers, suppliers and partners, respond to technological developments and competitive offerings, adapt to evolving customer requirements, market conditions and regulatory standards, attract and develop qualified talent, and maintain strong customer relationships and brand recognition. If we fail to do so, our business and growth prospects may be materially and adversely affected.

The markets for autonomous driving solutions are still in relatively early stages of growth and rapidly evolving. If these markets do not continue to grow or fail to grow as expected, our business, prospects, operating results, and financial condition could be materially harmed.

Demand for autonomous driving solutions depends to a large extent on general, economic, political, and social conditions in each market, as well as consumers' sentiment upon autonomous driving technology. Despite our ongoing, substantial investments in research and development, the technology required for intelligent driving necessitates continued significant investment and may face challenges in achieving widespread adoption, scalability, or profitability at the level required to sustain long-term growth. Moreover, even if we successfully scale our operations commercially, we face the risk that key industry players may resist the adoption of our solutions due to the disruptive nature of our technology. Additionally, we face potential setbacks arising from regulatory, safety, and reliability concerns, many of which are beyond our control. Any loss of confidence in autonomous driving technology may affect our potential customers and partners. A loss of confidence in the safety or reliability of autonomous systems could diminish the willingness of potential customers and partners to adopt our solutions. Incidents involving autonomous vehicles, even those not related to our technology, may attract significant negative publicity, triggering calls for stricter regulations or temporary suspensions of autonomous vehicle operations. Such events may also lead to more rigorous industry standards and public scrutiny. If the aforesaid are not satisfactorily addressed, our ability to expand in the market, achieve our growth targets, and maintain investor confidence could be materially affected which would have a significant adverse impact on our business, results of operations, and financial condition.

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The sales results of our solutions depend on successful deployment and operation, including overall user experience of, and to a lesser extent, those handled by third parties, the mining trucks.

The sales results of our solutions will partially depend on our customers and partners effectively deploying and operating our solutions on vehicles, roads and systems, and their failure to do so may result from factors beyond our control. Our solutions are technologically complex and subject to rigorous safety testing. As a result, customers must typically invest significant resources to test and validate our solutions before deployment. For example, some of our solutions control critical vehicle functions such as engine, transmission, safety, steering, navigation and braking, and therefore must be integrated with other systems developed by our customers and OEMs. Even after entering into collaboration with customers, we may face challenges in achieving interoperability between our solutions and a specific vehicle model, which could prevent successful implementation or adversely affect our overall sales performance.

Furthermore, our mining autonomous driving solutions for mining trucks are tailored to the demands of mining environments. However, these systems may operate in ways unfamiliar to operators accustomed to traditional, non-autonomous mining trucks, and we cannot guarantee that customers will quickly adapt to the operational processes required for our autonomous mining trucks. Any incidents or accidents resulting from improper operation could damage our brand reputation, attract negative publicity and lead to product liability claims, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

The autonomous mining trucks equipped with our solutions may experience periods of idle time due to factors outside of our control, which could adversely affect our business and results of operations.

A portion of the autonomous mining trucks equipped with our solutions may be idle from time to time and not actively engaged in mining operations. Autonomous mining trucks may become idle for a variety of reasons, including suspension of mining operations at a mine site due to project delays, funding constraints or changes in our customers' production plans; regulatory or governmental actions affecting mining operations, including environmental inspections, safety reviews or mandatory production curtailments; adverse weather or seasonal conditions that render mine sites temporarily inaccessible or operationally unsafe; infrastructure upgrades or maintenance works at mine sites that require temporary suspension of trucking operations; and macroeconomic or commodity market conditions that lead our customers to reduce or suspend production. Autonomous mining trucks that become idle due to mine owner-initiated suspensions cannot be redeployed to other projects during the relevant suspension period, which limits our ability to mitigate the revenue impact of such idle periods. A high incidence of idle trucks equipped with our solutions may also adversely affect our reputation and customer relationships and the perceived reliability of our autonomous mining solutions, which could in turn affect our ability to attract new customers or renew existing arrangements. We cannot predict the frequency, duration or severity of idle periods, and there can be no assurance that idle levels will not increase in the future. If a significant portion of the autonomous mining trucks equipped with our solutions becomes idle for an extended period, our business, financial condition and results of operations could be materially and adversely affected.

Our solutions may have defects, errors or bugs which may cause safety issues and recalls, reduce market adoption, damage our reputation with current or prospective customers and partners, expose us to product liability and other claims, or materially and adversely affect our business.

Our mining autonomous driving solutions are highly technical and complex and may contain defects, errors or bugs that are discovered only after testing, commercialization or deployment. If such issues arise, we may incur significant additional development, recall, repair or replacement costs and may be unable to resolve them to our customers' satisfaction, which could reduce market adoption and damage our reputation. In addition, because our technology is used in mining environments involving heavy vehicles and harsh operating conditions, accidents or operational failures could result in personal injury, property damage or other safety incidents, potentially exposing us to product liability, breach of contract or other legal claims. Such events may also lead to increased regulatory scrutiny, higher insurance costs or the unavailability of insurance on commercially reasonable terms. Any defects, service interruptions or safety incidents could cause operational losses for our customers, result in claims for compensation, contract terminations or loss of future business, and materially and adversely affect our reputation, results of operations and financial condition.

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Our development strategies may not succeed, which may materially and adversely affect our business, financial condition and results of operations.

We have adopted a range of business strategies and intend to continue launching new solutions and refining existing ones to meet evolving market demand and customer expectations. However, there is no assurance that our strategies will remain aligned with broader industry trends, emerging technologies, or customer preferences. We may also be unable to secure the resources required to execute our plans, such as capital investment or qualified personnel to support our growth. We also face operational challenges in scaling our deployments, maintaining consistent performance in complex and variable mining environments, and expanding into international markets that may have different technical standards, regulatory requirements or customer needs. If we are unable to develop and roll out new solutions or enhance existing ones in a cost-effective and timely manner, our competitiveness and overall business performance could be materially and adversely affected.

Our international strategy and ability to conduct business in international markets may be adversely affected by legal, regulatory, political and economic risks.

International expansion is a significant component of our growth strategy and may require significant capital investment, which could strain our resources and adversely affect current performance. This expansion will also add complexity to our operations as we manage a larger and more geographically diverse business. We will be subject to legal and regulatory requirements, political uncertainty, and varying social, environmental and economic conditions in overseas jurisdictions. The legal and regulatory frameworks in these markets may differ significantly from those in China, creating additional risks related to compliance with local laws and market practices. We may also face challenges in establishing local operating entities, recruiting and managing foreign staff and attracting local customers. If our overseas operations fail to comply with applicable laws and regulations, we could face sanctions, penalties or other legal consequences, which could damage our reputation and adversely affect our financial condition.

Acquisitions, investments or strategic alliances may fail and materially and adversely affect our reputation, business and results of operations.

We may in the future enter into strategic alliances with third parties. While these relationships could help expand our business, they carry risks, including potential exposure of proprietary information, the risk that partners may fail to perform as expected, higher costs of initiating and maintaining such partnerships, and limited control over their operations. If any partner faces negative publicity or reputational issues, our business could also be affected. We may also pursue acquisitions of assets, technologies or businesses that complement our operations. Acquisitions or investments may involve inherent valuation risks, and we may not be able to accurately assess the value, prospects, risks, liabilities or potential synergies of the relevant assets, technologies, businesses or investment targets. Integrating newly acquired businesses would require significant management attention and could divert resources from our core operations. There is no guarantee that acquired assets or businesses will perform as expected. Acquisitions may involve substantial cash outlays, equity issuances that dilute shareholders, new debt obligations and the risk of future impairment charges or unforeseen liabilities. If we are unable to manage the risks associated with acquisitions or investments, we may not realize the anticipated benefits and our business could be adversely affected.

Our information technology networks and systems may encounter malfunction, unexpected system failure, interruption, insufficiency or security breaches.

Our information technology networks and systems are critical to the smooth functioning of our operations, including communications among our personnel, customers, manufacturers, suppliers and logistics providers, as well as demand forecasts, order placements and manufacturing and service status updates. Some of these IT systems are managed by third parties, which may expose us to additional risks.

Our information technology networks and systems may encounter malfunctions, failures, interruptions or security breaches. These systems could be susceptible to damage or disruptions from software upgrades, hardware failures, power outages, cyberattacks, computer viruses, telecommunication failures or user errors. If our IT systems suffer damage or disruption, we may incur substantial costs to repair or replace critical infrastructure. Failures in information technology systems linked to vehicle safety functions or data management related to our autonomous systems could result in serious safety incidents or compromise vehicle control systems, which could disrupt our operations, harm our reputation and adversely affect our business, results of operations and financial condition.

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Our operations are subject to evolving regulatory requirements and changes in automotive safety and autonomous driving regulations may cast significant uncertainties on our operations and financial prospects.

We operate in regulated industries and are required to comply with the applicable laws, rules and regulations governing our operations. See “Regulatory Overview — Regulations and Policies Relating to the Autonomous Driving Industry”. For details of our internal control measures to monitor and ensure compliance, see “Business — Risk Management and Internal Control”. Due to the significant discretion held by regulatory authorities in interpreting, implementing, and enforcing relevant laws, rules and regulations, as well as other factors beyond our control, we cannot guarantee that we have obtained or will be able to obtain and maintain all necessary licenses, permits, filings, and registrations. Among the most critical regulatory challenges are safety regulations, which play a significant role in our operations. These regulations often impose stringent compliance and reporting requirements and are subject to rapid evolution due to new technological data, adverse publicity regarding industry recalls and safety risks of autonomous driving.

The regulatory framework applicable to our business continues to evolve. New laws and regulations, as well as changes in legislation or evolving interpretations of existing regulations could create further risks. New or amended laws concerning autonomous driving and safety requirements may require substantial adjustments to our operations, technologies, and compliance practices and potentially increased cost to ensure that we remain in full compliance across all markets where we operate. Failure to comply with existing regulations or failure to meet new regulatory standards could result in significant costs to remedy non-compliance, as well as operational disruptions.

We derived a significant portion of our revenue from a limited number of customers during the Track Record Period, and any material reduction in demand from, or loss of, our major customers could materially and adversely affect our business, financial condition and results of operations.

Our customer base primarily includes mining companies and their contractors. During each year of the Track Record Period, revenue generated from our five largest customers amounted to RMB255.8 million, RMB825.2 million and RMB949.9 million, respectively, representing 94.4%, 83.7% and 66.3% of our total revenue, respectively. Revenue generated from our single largest customer amounted to RMB112.9 million, RMB537.1 million and RMB511.9 million, respectively, representing 41.7%, 54.5% and 35.7% of our total revenue, respectively. We may continue to depend on sales to a relatively small number of customers in the foreseeable future. Furthermore, the amount of revenue attributable to any single major customer, or the overall concentration of revenue among our major customers, may fluctuate due to various factors. Such fluctuations may affect our business stability, cash flow and financial results, and could expose us to greater risks if we lose a major customer or experience significant changes in our customer base.

If we fail to obtain and maintain the requisite licenses and approvals required in any jurisdiction where we operate, our business, results of operations and financial condition may be materially and adversely affected.

The industries in which we operate, particularly mining autonomous driving technologies, are highly regulated and require maintenance of requisite licenses and approvals required in the jurisdictions where we operate our business. In addition, in connection with certain business activities involving us in the PRC, a service provider with surveying qualifications provides the relevant services. The service provider is responsible for providing solutions for the collection, transmission, storage, use, and other processing activities of the geospatial data. However, if the services provided by such service provider cannot continue or cooperation cannot be reached with other qualified service providers in the market, in a timely manner or at all, our collaboration with our customers might be affected, which may adversely affect our business, financial condition and results of operations. As confirmed by our PRC Legal Advisor, as of the Latest Practicable Date, we have obtained all licenses, permits and approvals with the relevant governmental authorities in China that are material to our current business activities, and such licenses, permits and approvals remained in force and effect. However, we cannot guarantee that we will be able to successfully renew or update these licenses when required or that the existing licenses will be sufficient to conduct all of our current or future business activities.

Considerable uncertainties exist regarding the interpretation and implementation of existing and future laws, regulations and policies governing our business activities. We cannot assure you that we will not be found in violation of any future laws, regulations and policies or any of the laws, regulations and policies currently in effect due to the aforesaid uncertainties. If we fail to obtain,

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update, or maintain the required licenses and approvals or to make necessary filings in any of the jurisdictions in which we operate, we could be subject to penalties, and such situation could disrupt our business operations and have a material adverse impact on our financial condition and results of operations.

Our revenue from the customer-provided fleet model may decline or fluctuate if customers do not purchase autonomous mining trucks from us.

In 2023, 2024 and 2025, our revenue under the customer-provided fleet model consisted of service fees of nil, RMB30.4 million and RMB244.4 million, accounting for nil, 6.7% and 30.0% of total revenue from customer-provided fleet model in the same year, respectively, and revenue from sales of autonomous mining trucks of RMB112.9 million, RMB423.0 million and RMB570.7 million, accounting for 100.0%, 93.3% and 70.0% of total revenue from customer-provided fleet model, respectively. Under our customer-provided fleet model, customers may purchase autonomous mining trucks from us, or procure or lease trucks from third parties and engage us only for autonomous driving solutions and related technology services. During the Track Record Period, our revenue under this model included revenue from sales of autonomous mining trucks and service fees. If customers choose not to purchase trucks from us in the future, we may not be able to generate revenue from sales of autonomous mining trucks for those projects, and our revenue from the customer-provided fleet model may decline or fluctuate. In addition, the relative contribution of truck sales and service fees under this model may vary from period to period depending on customers' procurement preferences, project timing, and financing arrangements, among other factors. A decrease in customers' purchases of autonomous mining trucks from us may reduce our revenue, affect our revenue mix and make our period-to-period results less comparable.

Our success relies on key management and other highly qualified personnel with specialized skills. If we are unable to attract, retain and motivate key individuals, our business, results of operations and financial condition would be materially and adversely affected.

Our success depends on our ability to attract, retain and motivate key management and highly skilled personnel, including executives, engineers, developers and sales professionals. In particular, our R&D personnel play a critical role in advancing our technologies and developing new solutions. Competition for qualified talent in autonomous driving, AI and mining automation is intense, and many of our competitors may offer more attractive compensation packages or greater resources. The loss of key personnel, difficulties in recruiting suitable replacements, or disruptions in our management team could impair our technology development and commercialization efforts. In addition, hiring employees from competitors may expose us to claims relating to breach of prior obligations. If we are unable to maintain a competitive workplace environment and retain or recruit the talent necessary to support our growth, our business, results of operations and financial condition may be materially and adversely affected.

We may be subject to risks associated with international trade policies, geopolitics and trade protection measures, including imposition of trade restrictions and sanctions, and our reputation, business, results of operations and financial condition could be adversely affected.

Our operations are increasingly exposed to deteriorating political and economic relations between major economies, particularly the escalating trade tensions between the United States and China. The U.S. government has significantly expanded its trade restrictions, including tightening export controls on semiconductor technologies and launching national security investigations into critical minerals. These measures, coupled with China's retaliatory actions, have intensified uncertainty in global trade. Additionally, the U.S. has broadened its scrutiny of foreign investments in sensitive sectors, imposing new regulatory hurdles that could affect cross-border transactions. The geopolitical landscape continues to evolve, with China adopting a more assertive stance and vowing to resist U.S. trade policies. The risk of further decoupling between the two economies remains high, which could adversely impact our ability to source key technologies and maintain international partnerships.

Since 2018, the U.S. government has imposed, and has proposed to impose additional, new, or higher tariffs on products imported from China to penalize China for what it characterizes as unfair trade practices and to address other bilateral issues, and, since February 2025, these measures have further escalated. The initial new tariffs implemented in 2018 included both product-specific tariffs as well as broader measures affecting all imports from China. China responded by imposing, and proposing to impose, additional, new, or higher tariffs on certain products imported from the United States. In February 2025, through a series of steps, the U.S. government proposed to increase the total tariff level for imported Chinese goods to 145%, and on April 11, 2025, China responded by increasing its tariffs on U.S. imports to 125%. Subsequently, the two sides agreed to roll back most of these higher tariffs for a 90-day period ending August 12, 2025. On August 11, 2025, amidst

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continued discussions, the two sides agreed to extend the pause on the higher tariffs an additional 90 days until November 10, 2025. In addition to the tariffs on Chinese goods, the U.S. government has also pursued substantially higher tariff rates with substantially all of its trading partners. These and similar developments may mark a period of increased trade tensions and higher tariff rates, which could negatively affect both China's trade and other economic relations with the United States, but also global economic conditions generally. On November 4, 2025, the US President issued an Executive Order titled "Modifying Reciprocal Tariff Rates Consistent with the Economic and Trade Arrangement Between the United States and the People's Republic of China," which continued the suspension of the heightened China-specific Reciprocal Tariffs until November 10, 2026. During this suspension, the 10% Reciprocal Tariff on Chinese-origin goods remains in effect. On November 7, 2025, the US government published a Federal Register notice reducing the Trafficking Tariffs from 20% to 10%, effective November 10, 2025. As a result, during the suspension period, the combined tariff burden applicable to many Chinese-origin goods, consists of a 10% Reciprocal Tariff plus a 10% Trafficking Tariff, subject to other applicable duties, exclusions, and product-specific classifications, as identified generally above. It remains unclear whether additional new tariffs will be imposed by the U.S. government on imported goods and, if so, at what level and for how long.

For example, as we explore opportunities to expand internationally, especially to resource-rich markets such as Australia and Chile, our ability to export certain hardware components or software modules may be affected by shifts in global trade policies, national security concerns, or rising protectionism. Additionally, the U.S. government has imposed a range of economic and trade sanctions that directly or indirectly affect China-based technology companies, and may introduce additional restrictions in the future. In addition to existing tariffs and sanctions, the U.S. government could implement new export controls or other regulatory measures specifically targeting Chinese companies. These laws and regulations are often subject to frequent change, and their interpretation and enforcement involve significant uncertainties, particularly when driven by national security concerns or geopolitical factors beyond our control. As a result, current or future restrictions imposed by the U.S. or other jurisdictions may be difficult or costly to comply with and could materially and adversely affect our ability, or that of our technology partners, to obtain technologies, systems, devices or components critical to our infrastructure, service offerings or operations. If we, or any of our shareholders, directors, officers, employees or business partners, are found to have violated such laws or regulations, we may be subject to investigations, penalties or other sanctions, any of which could harm our reputation, business, financial condition and results of operations. Moreover, in the context of growing regulatory scrutiny over Chinese-origin technologies in automotive and autonomous systems, several jurisdictions, including the U.S. and its allies, may introduce new restrictions targeting connected vehicle software, over-the-air communication modules or real-time data processing infrastructure. While our autonomous mining trucks operate in closed industrial sites and are not designed for consumer vehicle use, our technology stack may be affected by future regulations that adopt broad or vague definitions of "autonomous systems" or "connected infrastructure".

In recent years, the United States has increased export controls restrictions on China through the Export Administration Regulations (the "EAR"), administered by the Bureau of Industry and Security of the U.S. Department of Commerce. The EAR includes a list of foreign persons on which certain trade restrictions are imposed, including businesses, research institutions, government and private organizations, individuals and other types of legal persons (the "Entity List"). Where a foreign person is included on the Entity List, the export, re-export and/or transfer (in-country) of items which are controlled under the EAR generally is prohibited unless the specified license requirements are met. If certain of our customers and suppliers are listed on the Entity List and subject to restrictions on sourcing or selling technologies, software, or solutions from/to us, there is no guarantee that we will be able to obtain as well as extend and maintain the requisite regulatory permits in relation to our transactions with these customers and suppliers, or that such permits will cover all our existing and potential transactions with such customers and suppliers. As such, our business relationships with such customers and suppliers may be affected. With respect to specific U.S. export controls on specific products, goods, technologies and services, in October 2022, BIS issued an interim final rule (the "BIS October 2022 IFR") aimed at restricting China's ability to obtain advanced computing integrated circuits, develop and maintain supercomputers, and manufacture advanced semiconductors. In October 2023, BIS issued another interim final rule (the "BIS October 2023 IFR") that updated and expanded U.S. export controls imposed by the BIS October 2022 IFR (collectively, and together with the BIS's April 2024 interim final rule making technical corrections and clarifications to the BIS October 2023 IFR, the "BIS 2022/23 IFRs"). Among other measures, the BIS 2022/23 IFRs add to the Commerce Control List (which is a list of commodities, software, and technologies that are subject to the EAR's more restrictive controls) certain advanced and high-performance computing integrated circuits and computer commodities that contain these integrated circuits, and impose new or expanded license requirements for items subject to the EAR destined for an end-use in the development or production of supercomputers,

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certain types of advanced node integrated circuits and advanced, or semiconductor manufacturing equipment in certain jurisdictions, including China. We believe that the EAR and BIS 2022/23 IFRs have not impacted our ability to obtain the semiconductors and other technology that we incorporate into our solutions or that we otherwise use in our business, or our ability to make sales to either our current customers or prospective customers that we expect to sell to as we expand our business. However, as these export controls laws and regulations continue to expand and evolve, future sanctions and export controls may materially affect or target some of our significant customers or suppliers, raw materials or key components or technologies necessary for our operations. In such an event, our business may be impacted if we fail to promptly secure alternative customers or sources of supply on terms acceptable to us, which may result in delays to our research and development process and our delivery cycle to customers. We cannot be certain what additional export control actions the U.S. government may take that could impact our solutions, suppliers or customers. The U.S. government could further expand the scope of items subject to the EAR in a manner that captures our solutions. Additional actions could also take the form of additional designations on the Entity List, which could make our solutions subject to the EAR for certain transactions if involving those parties. Furthermore, other countries may continue to adopt similar export controls that could impact our solutions and operations. The aforementioned restrictions, and similar or more expansive restrictions or sanctions, including sanctions currently imposed or may be imposed in the future by the U.S. Department of Treasury's Office of Foreign Assets Control or other relevant authorities in other jurisdictions, may materially and adversely affect our customers' and suppliers' ability to acquire or use technologies, systems, software, devices or components that may be critical to their products, service offerings and business operations, which in turn may adversely affect our business, results of operations and financial condition.

The U.S. government has established a new China-focused Outbound Investment Program, which took effect on January 2, 2025 and imposes investment prohibitions and notification requirements on certain transactions by U.S. persons involving entities operating in specified technology sectors, including semiconductors, quantum information technologies and artificial intelligence systems. U.S. persons purchasing our Shares in the Global Offering may be required to submit notifications to the U.S. Department of the Treasury pursuant to such program. Additionally, President Trump issued the America First Investment Policy Memorandum on February 21, 2025, which proposes to further expand the set of technologies and investment types of concern. Further, the Fiscal Year 2026 National Defense Authorization Act ("FY2026 NDAA"), enacted on December 18, 2025, includes legislation (commonly referenced as the Comprehensive Outbound Investment National Security Act of 2025 ("COINS Act")) that codifies and expands the outbound investment framework. Together, the development regarding the Outbound Investment Program may limit our ability to engage in certain kinds of business operations; they may also limit our ability to raise capital from U.S. and other sources if we engage in the development of such technologies of concern. We cannot assure you that our business and operations will not be adversely affected in the future. If any similar or more expansive restrictions imposed by the U.S. or other jurisdictions are adopted in the future, our business, results of operations, financial condition and prospects may be adversely affected.

Other countries may also adopt, or consider adopting, similar trade restrictions or regulatory measures that could impact our ability to engage in cross-border trade. As a result, our business, financial condition and operating results could be adversely affected by new sanctions, export controls, or other trade-related policies.

U.S. persons purchasing our Shares in the Global Offering might be required to submit notifications to the U.S. Department of the Treasury under the U.S. government's China-focused Outbound Investment Program, and we could be adversely affected by potential changes to this program. These requirements, and any future modifications to the program, may negatively impact our business, financial condition, results of operations, and the value of our Shares.

On August 9, 2023, the U.S. government issued Executive Order 14105 titled "Addressing United States Investments in Certain National Security Technologies and Products in Countries of Concern" ("E.O. 14105") and the U.S. Department of the Treasury ("Treasury") published an advanced notice of proposed rulemaking providing a proposed framework for outbound investment controls focused on China, including the Hong Kong and Macau SARs. On June 21, 2024, Treasury issued a proposed rule for this framework. On October 28, 2024, Treasury issued a Final Rule (the "Final Rule"); and such program as in effect on the date hereof pursuant to the Final Rule, the "OISP") setting forth the OISP regulations that implement E.O. 14105. The OISP took effect on January 2, 2025. The Final Rule targets investments by U.S. persons that involve persons and entities associated with "countries of concern," currently China, including the SARs of Hong Kong and Macau. The OISP imposes investment (1) prohibitions and (2) notification requirements on certain actions by U.S. persons, including the extent to which such U.S. persons (including, among others, U.S.-incorporated entities, U.S. citizens and permanent residents wherever located, branches

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of U.S. entities outside the United States, and any person in the United States) or their non-U.S. person subsidiaries participate in, or seek to participate in, a range of transactions relating to three technology sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) artificial intelligence systems. Under the OIP, these investment prohibitions and notification requirements apply to certain U.S. person transactions involving Covered Foreign Persons, which include, but are not limited to, (i) companies that are engaged in one of these three technology sectors and that are headquartered, incorporated in, or have their principal place of business in a “country of concern,” (ii) companies that are engaged in one of these three technology sectors and that are directly or indirectly owned by the government of a “country of concern” or by certain individuals or entities associated with a “country of concern,” and (iii) companies with significant financial ties to companies described in (i) or (ii). U.S. persons’ purchases of certain publicly traded securities are neither prohibited nor require notification to Treasury under an exception in the Final Rule that applies to U.S. persons’ purchase of “any publicly traded security, with ‘security’ as defined in the U.S. Exchange Act, denominated in any currency, and that trades on a securities exchange... in any jurisdiction”, provided such U.S. persons or their non-U.S. person subsidiaries are not afforded rights beyond standard minority shareholder protections with respect to the relevant Covered Foreign Person (the “Publicly Traded Securities Exception”). On December 23, 2025, the US Treasury published a set of FAQs additional guidance regarding the scope of the Publicly Traded Securities Exception which could extend the exception to additional circumstances in IPO offerings. U.S. persons should consider these additional FAQs in their investment considerations.

As advised by our legal advisor as to U.S. outbound investment laws, our Directors are of the view that: (i) we are a Covered Foreign Person since we are organized under the laws of the PRC and, based on our current business operations, we are engaged in the development of AI-enabled autonomous driving systems for mining applications, which may constitute “covered activities” under the AI systems category under the OIP; (ii) we are not engaged in activities described in the definition of “Prohibited Transaction” under the OIP, because we do not design, develop, or produce AI systems intended exclusively for military, intelligence, or other end uses expressly contemplated as prohibited under the OIP, and we are not engaged in covered semiconductor or quantum computing activities that would fall within the prohibited categories; and (iii) nevertheless, our business activities are likely to fall within the definition of a “Notifiable Transaction” because our solutions comprise perception and decision-making modules that fuse real-time sensor inputs and generate executable commands that physically control mining trucks’ operation (e.g., overtaking and logistics optimization) within mining environments. As advised by our legal advisor as to U.S. outbound investment laws, because the OIP includes AI systems intended for the “control of robotic systems,” and “robotic systems” is not further defined in the regulation, it cannot be excluded that the Treasury could interpret unmanned mining trucks as falling within that notifiable end-use category, depending on the facts and any future guidance. Based on the due diligence work conducted by the Sole Sponsor, the Sole Sponsor concurs with the aforementioned views of the Directors. Certain transactions by U.S. persons involving Covered Foreign Persons that meet the “Notifiable Transaction” criteria are subject to the OIP’s notification requirements unless an exception is available. If no exception is available for U.S. persons that (i) either purchase our Shares in the Global Offering or (ii) are the parent of a non-U.S. person that purchases our Shares in the Global Offering, such U.S. persons who bear the responsibility to report a Notifiable Transaction under the Final Rule, rather than us, might be required to file a notification regarding such purchases with Treasury no later than 30 days after the relevant purchase.

As advised by our legal advisor as to U.S. outbound investment laws, our Directors are of the view that upon the completion of the Global Offering, U.S. persons are allowed to purchase our publicly traded shares regardless of the fact that we will be considered as a Covered Foreign Person, given that U.S. persons’ purchases of certain publicly traded securities are neither prohibited nor require notification to Treasury under an exception in the Final Rule that applies to U.S. persons’ purchase of “any publicly traded security, with ‘security’ as defined in the U.S. Exchange Act, denominated in any currency, and that trades on a securities exchange in any jurisdiction”, provided such U.S. persons or their non-U.S. person subsidiaries are not afforded rights beyond standard minority shareholder protections with respect to the relevant Covered Foreign Person (the “Publicly Traded Securities Exception”). Based on the due diligence work conducted by the Sole Sponsor, the Sole Sponsor concurs with the aforementioned views of the Directors.

Based on the above, our Directors are of the view that the Final Rule does not have material impact on our operation, financial and investment conditions. Nothing material has come to the Sole Sponsor’s attention that would reasonably cause the Sole Sponsor to disagree in any material respect with the aforementioned view of the Directors.

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Investors, including U.S. persons and subsidiaries of U.S. persons, should consult their own legal counsel regarding whether any exceptions under the OIP apply to their participation in the Global Offering, any notification requirements that might be triggered under the OIP, and the procedures for submitting any such notifications.

On December 18, 2025, President Donald J. Trump signed into law the National Defense Authorization Act for Fiscal Year 2026 dated December 18, 2025, which includes The Comprehensive Outbound Investment National Security Act of 2025, thereby expanding the scope of technologies covered under the OIP and granting additional statutory authority of the OIP. The Department of Treasury is directed to promulgate additional regulations within 450 days of the enactment date and possible changes to the OIP could limit our ability to raise capital or equity capital from U.S. investors in the future. In addition, changes to the Publicly Traded Securities Exception or other aspects of the OIP could further affect the purchase or trading of our shares by U.S. persons, impose new notification or other regulatory requirements, or make our shares less attractive to such investors. In such cases, the value of our shares may significantly decline, or in extreme cases, become worthless.

We may be subject to risks and uncertainties associated with trade restrictions, including economic sanctions and export controls.

We are subject to various economic sanctions, export control regimes and other restrictive trade measures administered and enforced by governmental authorities in jurisdictions where we operate or plan to expand, including the Ministry of Foreign Affairs of the PRC, the U.S. Department of the Treasury's Office of Foreign Assets Control (OFAC), the U.S. Department of State, the Bureau of Industry and Security of the U.S. Department of Commerce, the European Commission, and the United Nations Security Council. These laws and regulations impose restrictions on a wide range of activities, including the export, re-export, sale or supply of certain technologies, software, hardware or services to designated persons, entities, countries or end-uses.

Our mining autonomous driving solutions incorporate advanced technologies, some of which may be sourced from, or built upon, technologies originating from jurisdictions subject to export control. As we expand production or overseas markets, our exposure to international trade restrictions and cross-border compliance risks may increase. We may also be affected by sanctions or export control restrictions imposed on our suppliers, contract manufacturers, R&D partners or customers, which could delay deliveries, increase costs or adversely affect our business. Despite our compliance efforts, we cannot assure that our personnel, contractors or agents will comply with relevant laws and regulations at all times. Failure to comply with applicable export controls and sanctions may subject us to penalties or investigations. Any such events could harm our reputation, disrupt operations and materially and adversely affect our business, financial condition and prospects.

Our business growth and results of operations may be affected by changes in global and regional macroeconomic conditions, natural disasters, health epidemics and pandemics, and social disruption and other outbreaks.

Economic and industry uncertainty or changes, including recession or slowing growth, inflation, changes or uncertainty in fiscal, monetary, or trade policy, disruptions to capital markets, currency fluctuations, higher interest rates, tighter credit, lower capital expenditures by businesses may materially and adversely affect our business. In particular, as our mining autonomous driving solutions are primarily deployed in large-scale mining deployments, a prolonged downturn in commodity prices or a reduction in mine operators' capital investment may lead to delays or cancellations in procurement of our solutions.

In addition, natural disasters such as floods, earthquakes, sandstorms, snowstorms, fire or drought or the outbreak of a widespread health epidemic or any severe epidemic disease such as SARS, Ebola, Zika or COVID-19, and force majeure events including acts of war or terrorism may disrupt our R&D, manufacturing and commercialization activities and business operations, all of which could adversely affect our business, results of operations, financial condition and prospects. Public health emergencies may result in restrictions on the movement of personnel or equipment, interruptions in our supply chain, or prolonged delays in system commissioning and on-site integration work. Travel bans, local lockdowns, or quarantine measures may also impact our ability to deliver technical support or complete testing and handover processes as scheduled.

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In addition, broader geopolitical conflicts or military tensions, particularly those involving key markets or trade partners, may cause volatility in global supply chains, reduce global demand for industrial equipment, or increase input and logistics costs. Any such macroeconomic or external shock may disrupt our operations or those of our customers, weaken deployment financing capacity, and in turn adversely affect our revenues, cash flow and long-term growth prospects.

Our insurance coverage may not be sufficient to cover all losses or potential claims by our customers which would affect our business, results of operations and financial condition.

We maintain insurance coverage, including property all-risks insurance for our facilities, machinery, and key equipment. While we believe our insurance arrangements are generally consistent with industry practice, our coverage may not be sufficient to fully protect us against all potential risks associated with our operations as our solutions are deployed in complex, heavy-duty mining environments where risks of operational disruption, equipment damage, or third-party injury may be elevated. Insurance coverage for certain high-severity events, such as vehicle malfunction leading to operational downtime, safety incidents involving personnel, or damage caused by natural disasters at remote mining sites, may be unavailable, limited, or subject to significant exclusions. If we were to suffer unexpected losses, our existing insurance coverage may not be sufficient to mitigate the financial impact. This could materially and adversely affect our business, results of operations, financial condition and growth prospects.

Our business and prospects depend on our ability to build our brands and reputation, which may be adversely affected by negative publicity.

As we operate in a highly competitive and technically demanding industry, our brand perception directly influences our ability to secure and retain deployments, especially with state-owned enterprises and major mining groups. Our branding efforts rely not only on marketing activities but also on the successful performance of our solutions in complex operational environments and positive feedback from existing customers. We may incur additional marketing or business development expenses to strengthen our brand and customer trust. However, we cannot assure you that these efforts will be successful or achieve the desired impact.

In addition, negative publicity concerning our Company, Directors, management, employees, affiliates, brand or autonomous driving technologies and solutions, regardless of its accuracy, may damage our reputation, reduce customer confidence, and adversely affect our ability to attract new business or retain existing customers. Any harm to our brand or reputation could materially and adversely affect our business, financial condition and prospects.

Concerns regarding the responsible use of our technologies, including AI integrated into our offerings, could lead to reputational damage, financial harm, and potential liability.

We increasingly incorporate artificial intelligence and data-driven decision-making algorithms into our mining autonomous driving and dispatching solutions. As such, concerns relating to the responsible use of these emerging technologies may expose us to reputational and financial harm and potential liability. AI technologies pose novel ethical, legal, and social challenges, particularly in safety-critical scenarios such as mining operations. If any of our AI-powered systems cause or contribute to accidents, unexpected operational outcomes, or perceived bias in decision-making, we may face scrutiny from customers, regulators, or the public, regardless of whether the underlying causes relate to user error, external environmental factors, or third-party integration.

In addition, if our solutions are perceived to compromise important social values, such as safety, privacy, employment, or operational transparency, or if we fail to implement and enforce effective internal governance frameworks for the ethical development, testing, and deployment of AI models, our brand and reputation could suffer. We may also face increasing regulatory requirements in this area. Compliance with AI-related laws and regulations may increase the cost of our research and development efforts, and regulatory changes may force us to adjust our technical architecture, delay product rollouts, or adopt more conservative business practices, all of which could adversely affect our results of operations. Failure to do so could erode stakeholder trust, slow down the adoption of our autonomous systems, and materially and adversely impact our business, financial condition, and growth prospects.

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Any failure or perceived failure to comply with data protection and information security laws, or other concerns about our practices or policies with respect to the collection, use, storage, retention, transfer, disclosure, and other processing of data, could damage our reputation and deter current and potential customers from using our solutions.

In recent years, data protection and information security protection has become an increasing regulatory focus of government authorities across the world. The PRC government has enacted a series of laws, regulations and governmental policies for the protection of data in the past few years. We are subject to a variety of these laws and regulations relating to data protection and information security. The interpretation and application of laws, regulations and standards relating to cybersecurity, data protection and privacy remain uncertain and are constantly changing, and these regulations are also affected by potential significant changes which leads to uncertainty about the scope of our responsibility in this regard. For details, see “Regulation Overview — Regulations Relating to Cybersecurity, Data Security and Personal Information Protection.” As advised by our PRC legal adviser, the applicable PRC laws and regulations on the cybersecurity, data security and personal information protection would not have a material adverse impact on our business operations or the proposed Listing as of the Latest Practicable Date.

While we strive to comply with our privacy guidelines as well as all applicable cybersecurity, data security and personal information protection laws and regulations, any failure or perceived failure to comply may result in proceedings or actions against us by government entities or others, and could damage our reputation.

We may be imposed of fines for failure of lease registration of lease agreements.

Under the applicable PRC laws and regulations, real property lease agreements are required to be filed with the relevant competent authorities for record in the PRC. As of the Latest Practicable Date, the lease agreements of our leased properties in Chinese mainland had not been filed with relevant competent authorities. As advised by our PRC Legal Advisors, the lack of registration of lease agreements does not affect the validity and enforceability of such lease agreements or result in us being required to vacate the leased properties. However, the relevant government authorities may order the parties to such lease agreements to complete the filing within a designated time limit and may impose a fine ranging from RMB1,000 to RMB10,000 on each lease agreement that is not filed within the time limit. Based on the fact that we had 7 leased properties in the Chinese mainland as of the Latest Practicable Date, our maximum potential exposure to such penalties would be up to RMB70,000 in aggregate. Furthermore, in accordance with the lease agreements, if we are unable to continue using such leased properties, we shall have the right to ask the lessor to compensate for the losses we suffer due to fault of the lessor as a result thereof. The relocation of which will not lead to business disruption or undue burdensome, since we believe we are able to seek alternative leased properties in other areas (if necessary) without material adverse effects on the business operations and the relocation costs are not expected to be significant.

We may be involved in legal proceedings and commercial or contractual disputes, which could materially and adversely affect our reputation, business, results of operations and financial condition.

We may be involved in legal proceedings and commercial or contractual disputes in the ordinary course of our business. As we continue to operate in the highly regulated and competitive sectors of mining autonomous driving technology, we cannot assure you that we will avoid legal or other disputes in the future which may expose us to additional risks, including potential financial losses and operational disruptions. This could result in damage to our reputation, increased operating costs, and a diversion of resources and management’s attention from core business operations. The disruption of our business due to adverse judgments, arbitration outcomes, or legal proceedings against us or against our Directors, senior management, or key employees could have a materially adverse effect on our reputation, business operations, financial condition, and growth prospects.

Failure to make housing provident fund contributions for certain employees within their probationary periods, as required by PRC laws and regulations may subject us to late payments and fines imposed by relevant governmental authorities.

During the Track Record Period, and as of the Latest Practicable Date, we have not made contributions to housing provident funds for certain employees within their probationary periods, as required under applicable PRC laws and regulations. According to the applicable PRC laws and regulations, where an employer is overdue in the contribution of, or underpays, the housing provident fund, the housing provident fund management center shall order it to make the

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contribution within a prescribed time limit; where the contribution has not been made after the expiration of the time limit, an application may be made by the housing provident fund management center to a people's court for compulsory enforcement. During the Track Record Period, the shortfall of the housing provident amounted to around RMB0.7 million. If instructed by the Housing Provident Fund Center to make full contributions, the maximum amount we would be required to pay is around RMB0.7 million. As of the Latest Practicable Date, we had not received any notice from local authorities nor any claims or requests from affected employees demanding rectification or imposing administrative penalties on us for such historical under-contributions, whether by virtue of the foregoing failure to make full contributions to housing provident funds. We cannot assure you that the authorities will not subsequently require us to make retroactive payments, or impose late payment charges or administrative fines. If we are required to make additional payments or are subject to penalties, our business, financial condition, and results of operations may be materially and adversely affected. See "Business — Legal Proceedings and Compliance — Housing Provident Fund Contributions."

We have been and intend to continue investing significantly in R&D, which may adversely affect our profitability and operating cash flow and may not generate the results we expect to achieve.

We have been making significant investments in our R&D efforts to drive technological advancements and ensure that our mining autonomous driving solutions for mining trucks remain competitive in the rapidly evolving market. Our research and development expenses were RMB177.3 million, RMB208.4 million and RMB270.5 million in 2023, 2024 and 2025, respectively, representing 65.4%, 21.1% and 18.8% of our revenue for the same years. Although our research and development expenses as a percentage of revenue decreased during the Track Record Period as our revenue scaled rapidly, the absolute amount of our research and development expenses continued to increase substantially, reflecting our continued investment in technology development, product iteration and commercialization capabilities. The industries in which we operate are subject to rapid technological changes, and we must continuously invest in R&D to keep pace with technological innovation. Due to the fast-growing nature of the mining autonomous driving technology sector, we may continue to incur significant R&D expenses in the future to ensure the competitiveness of our solutions in the market. However, significant R&D and capital expenditures carry inherent risks and uncertainties where our investment may not yield expected returns. Even if we succeed in our R&D initiatives and achieve the desired outcomes, there is a risk that short-term cash flow and liquidity could be adversely impacted due to the high costs associated with R&D. Moreover, we may encounter practical challenges when it comes to commercializing our technological developments, which could further delay the realization of the expected benefits. New and emerging technologies could render our existing technologies or solutions obsolete or less attractive, limiting our ability to recover the costs incurred in product development. This could result in a decline in revenues, profitability, and market share.

If our innovations fail to meet our expectations or do not generate returns that justify the costs incurred, it could materially and adversely impact our business, results of operations, financial condition, and competitive position in the market.

Our limited experience in commercializing our offerings within a dynamic and rapidly evolving industry presents challenges. There is no guarantee that our sales and marketing strategies will achieve success.

We are a company with a limited operating history and have a limited track record in developing, commercializing and marketing our mining autonomous driving technology solutions. The commercialization of our solutions may involve greater uncertainties, take longer and require more capital than for companies with a longer history of launching similar solutions.

The success of our sales and marketing efforts depends on our ability to attract, motivate and retain qualified employees with adequate technical knowledge, sales experience and industry connections. Given the highly specialized nature of our technology, we may face challenges in scaling our operations, generating significant revenue or operating profitably, and we may need to raise additional capital to support our growth.

From initial contact with potential customers to their decision to adopt our solutions, we may invest significant time and resources without securing orders, and even if orders are obtained, implementation or adoption may be delayed or unsuccessful. Any of these factors could materially and adversely affect our ability to commercialize our solutions and our business, results of operations and financial condition.

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Any failure to offer high-quality maintenance and support services for our customers may harm our relationships with them and, consequently, our business.

We may not be able to recruit or retain sufficient qualified support personnel with experience in supporting customers of our solutions. As a result, we may be unable to timely respond to accommodate short-term increases in customer demand for technical support or maintenance assistance. Additionally, as our solutions continue to evolve, we may face difficulties in adapting our maintenance services and technical support offerings to remain competitive with the technical services provided by our competitors. Any failure to maintain high-quality maintenance and support services could harm our relationships with existing customers and negatively impact our reputation in the market. In addition, our ability to attract new customers is heavily dependent on our reputation and the positive recommendations from our existing customer base. Any perception in the market that we do not consistently provide high-quality maintenance and support services could harm our ability to retain customers, expand our customer base, and maintain market share.

Dependency on third-party suppliers to manufacture, assemble and test our solutions reduces our control over product quantity and quality, and could harm our business.

We rely on third-party suppliers and contract manufacturers, including OEMs, for the manufacturing, assembly and testing of our autonomous mining trucks and related components. This reliance reduces our direct control over product quality, quantity and delivery schedules and exposes us to supply chain risks. For example, suppliers may face raw material shortages, capacity constraints, trade restrictions, quality issues or operational disruptions, or may prioritize other customers over us. In addition, our reliance on a limited number of suppliers for certain key components may increase our vulnerability to supply interruptions. If we are unable to maintain these relationships or obtain alternative supply on commercially reasonable terms in a timely manner, we may experience delays in production, reduced product quality, or difficulties in meeting customer demand. Any significant disruption in our supply chain could delay our development and commercialization plans, lead to loss of customers or orders, and materially and adversely affect our business, results of operations and financial condition.

Increases in costs of the materials and other components that we use in our solutions would adversely affect our business, results of operations and financial condition.

Significant changes in the markets in which we purchase materials, components, and supplies for our solutions may adversely affect our profitability. In the event of any supply shortages or inflationary pressures, we may experience increases in the cost of our solutions, and, therefore, our gross margin may decrease, at least in the short term, as a result of these cost increases. Competitive and market pressures limit our ability to recover increases in costs through increases in prices we charge to our customers. The inability to pass on price increases to our customers when raw material or component prices increase rapidly or are significantly higher than historic levels would adversely affect our business, results of operations and financial condition.

We may not be able to obtain or maintain adequate intellectual property rights protection for our solutions, or the scope of such intellectual property rights protection may not be sufficiently broad.

Our success depends largely on our ability to protect our proprietary technologies and solutions from competition through the acquisition, maintenance and enforcement of intellectual property rights, including patents. We seek to protect the technologies we believe are commercially important by, among other methods, filing patent applications in China and other jurisdictions. See “Business — Intellectual Property”. However, obtaining patents can be costly and time-consuming, and we may not be able to pursue all necessary or desirable patent applications in a timely or cost-effective manner, if at all. In some cases, we may fail to identify potentially patentable inventions early enough to secure protection, which may allow competitors to develop and commercialize similar solutions.

Our patent applications may be rejected, and granted patents may be challenged or invalidated for various reasons, including prior art, procedural issues or lack of novelty. Because patent prosecution involves complex legal and technical considerations, we cannot guarantee that our applications will result in issued patents or that issued patents will provide meaningful protection. Even if our patents are granted, they may not be broad enough to prevent competitors from developing similar or alternative solutions, and competitors may design around or challenge their validity in court or before administrative bodies. Any of these risks could materially and adversely affect our business, financial condition, results of operations and future prospects.

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We may become involved in lawsuits to protect or enforce our intellectual property, which can be costly, time-consuming, and may not result in a favorable outcome.

Competitors may infringe on our patents or misappropriate other forms of intellectual property. To address unauthorized use, we may need to initiate litigation to enforce or defend our rights, protect our trade secrets, or determine the scope and validity of our own or others' intellectual property. These proceedings often involve substantial expenses and may take significant time to resolve. Moreover, asserting claims against third parties may prompt them to file counterclaims against us, alleging that we infringe their intellectual property rights. Many of our current or potential competitors have significantly greater resources than we do to assert, enforce, or defend their intellectual property rights. As a result, despite our efforts, we may not be able to effectively prevent third parties from infringing or misappropriating our intellectual property. An unfavorable outcome in any such dispute could result in our patents — or those that may be granted in the future — being invalidated, found unenforceable, or interpreted too narrowly to offer meaningful protection. Intellectual property disputes may also arise from collaborative relationships, which are often complex in our industry and could delay our research, development, or commercialization efforts, and may lead to litigation or arbitration, both of which are costly and time-consuming. Related proceedings including discovery, defending counterclaims, and potential outcomes such as revocation or narrowing of our patents, could all lead to restriction of our ability to protect our solutions.

If a court or administrative authority were to find any of our patents invalid or unenforceable, we could lose all or part of our patent protection for affected products or solutions, which could materially and adversely impact our business, financial condition, and results of operations.

If third parties claim that we infringe upon their intellectual property rights, we may incur liabilities and financial penalties and may have to redesign or discontinue selling the solutions involved.

Companies in our industry frequently seek patent protection and maintain extensive intellectual property portfolios. As a result, we may face claims that the development, use or sale of our solutions infringes, misappropriates or otherwise violates third-party intellectual property rights. Such claims may arise because patents in this field often contain broad claims, because competitors may use intellectual property litigation as a competitive strategy, or because certain rights, including pending patent applications, may not be publicly disclosed. In addition, we may employ personnel who previously worked for competitors, and there can be no assurance that they will not inadvertently use proprietary knowledge from their former employers. Any intellectual property dispute, regardless of merit, may be costly and time-consuming to defend and could result in damages, settlements, restrictions on the sale of our solutions, the need to redesign or license technologies, diversion of management attention, or disruption to customer relationships. Any such developments may materially and adversely affect our business, financial condition and results of operations.

We may be unable to protect the confidentiality of our trade secrets, and we may be subject to claims that our employees or third parties have wrongfully used or disclosed alleged trade secrets owned by others.

In addition to our issued patents and pending patent applications, we rely on trade secrets, including unpatented know-how, technologies and other proprietary information, to protect our solutions and maintain our competitive edge. We seek to safeguard this information through confidentiality and non-disclosure agreements and other contractual obligations with employees, contractors, suppliers and third parties. However, there is no assurance that these measures will prevent unauthorized disclosure or misuse of our confidential information, and competitors may gain access to and exploit our proprietary information, potentially undermining our competitive position. Trade secrets are inherently difficult to protect, and enforcing our rights against parties suspected of misappropriation can be costly, time-consuming and uncertain. In addition, disputes may arise over the ownership of inventions or know-how developed by employees or business partners. If we are unsuccessful in such disputes, we could lose valuable rights or be required to pay damages, which could adversely affect our business operations and R&D efforts.

We may be unable to adequately control the costs and expenses associated with our operations.

Developing and enhancing autonomous driving technologies and solutions require significant investments in research and development and we face various cost-related challenges and uncertainties in this aspect. We must allocate substantial resources to stay at the forefront of technological advancements. Unforeseen technical challenges, delays in product development, or unsuccessful product launches could result in higher research and development expenses and

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negatively impact our profitability and operating cash flow in the short term. Failure to effectively control costs arising from change of evolving regulations and unexpected events such as natural disasters, global economic turn downs or cybersecurity breaches may lead to reduced profitability, operational inefficiencies, financial strain, and an adverse impact on our business prospects. Lastly, any significant cost overruns could affect our ability to allocate resources to strategic initiatives, product development, and growth opportunities. We may not be able to pass on increased costs to customers, which could further affect our financial performance.

We face foreign currency exchange rate fluctuations, and such fluctuations could adversely affect our business, operating results and financial condition.

Our international operations expose us to the effects of fluctuations in currency exchange rates. The value of the Renminbi against the U.S. dollar and other currencies has in the past fluctuated significantly. It may in the future continue to do so, affected by, among other things, changes in political and economic conditions and the foreign exchange policy adopted by governments. As China continues to develop its foreign exchange market and makes progress towards interest rate liberalization and Renminbi internationalization, the government may announce further changes to the exchange rate system, and we cannot assure you that the Renminbi will not undergo significant appreciation or depreciation against the U.S. dollar in the future. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future.

We may not be able to obtain additional capital when desired, on favorable terms or at all.

We require significant capital to support our business operations, including research and development of our mining autonomous driving technology, recruitment and retention of skilled talent, development of new vehicle types, enhancement of autonomous driving features, fleet maintenance and expansion, customer acquisition, and the provision of technical support services. Our capital needs depend on various factors, including technological developments, market acceptance of our solutions, the level of our R&D spending, investments in infrastructure and systems, relationships with customers and suppliers, cost management, sales and marketing expenditures, potential acquisitions, and broader economic conditions. If our actual capital requirements differ from current expectations, we may need to obtain additional financing sooner than anticipated. However, such financing may not be available on favorable terms, in a timely manner, or at all. Any inability to secure sufficient funding could require us to delay or scale back operations, R&D, product development or marketing initiatives, which may materially and adversely affect our business, financial condition and prospects.

We may be subject to inventory obsolescence risk.

Our business expansion requires us to manage a large volume of inventory effectively. Our inventories amounted to RMB8.5 million, RMB50.6 million, and RMB128.0 millions as of December 31, 2023, 2024 and 2025. Our inventories during the Track Record Period primarily consisted of raw material including electric drive systems, drive-by-wire electronic controlling systems, and other autonomous mining hardware as well as finished goods primarily comprising autonomous mining systems and intelligent hardware ready for delivery. Our inventory turnover days increased from 6.7 days in 2023 to 11.9 days in 2024 and 25.7 days in 2025. We have recorded, and may record in the future, impairment on our inventories. We cannot assure you that all inventory can be utilized, sold or converted within its expected lifespan. As our inventory balance and turnover days fluctuate with the pace of business growth, we may face increased exposure to inventory obsolescence, impairment or write-down risks which may further adversely affect our cost structure, results of operations and financial condition.

If we fail to properly manage or maintain sufficient inventory, we could lose sales or experience excess inventory levels, which could negatively affect our financials and operations.

Our inventories primarily consist of raw material including electric drive systems, drive-by-wire electronic controlling systems, and other autonomous mining hardware as well as finished goods primarily comprising autonomous mining systems and intelligent hardware ready for delivery. We cannot assure you that we can accurately predict market demand to avoid under-stocking our solutions, which could cause us to lose sales, adversely affecting our business operations, results of operations, and financial condition. To maintain adequate inventory levels, we must forecast demand, place orders with suppliers in advance and stock inventory based on estimates of future demand for our solutions. Our ability to accurately forecast demand may be affected by factors such as evolving market conditions, uncertainty regarding commercialization and market acceptance of our solutions, and changes in customer demand or competing solutions.

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If we fail to accurately forecast demand, we may experience excess inventory or shortages that prevent us from meeting customer demand in a timely manner, which could adversely affect our customer relationships, revenue, results of operations and financial condition.

We recorded net operating cash outflows historically and there can be no assurance that we will not have net cash outflow from operating activities in the future.

We recorded net cash used in operating activities of RMB251.2 million, RMB713.2 million, and RMB394.4 million, in 2023, 2024, and 2025, respectively. See “Financial Information — Liquidity and Capital Resources — Net Cash Used in Operating Activities”. We cannot assure you that we will be able to generate positive cash flows from operating activities in the future. If we continue to record net operating cash outflows in the future, our working capital may be constrained, which may adversely affect our financial condition. Our future liquidity primarily depends on our ability to maintain adequate cash inflows from our operating activities and adequate external financing such as offering and issuing securities, and/or other sources such as external debt, which may not be available on terms favorable or commercially reasonable to us or at all. If we fail to obtain sufficient funding in a timely manner and on reasonable terms, or at all, we will be in default of our payment obligations and may not be able to expand our business. Thus, our business, results of operations and financial condition may be adversely affected.

We may be exposed to liquidity risk due to a long cash conversion cycle.

We may be exposed to liquidity risk due to a long and increasing cash conversion cycle. We have recorded cash conversion cycle of 34.1 days, 62.2 days and 130.0 days in 2023, 2024 and 2025, respectively. The cash conversion cycle is calculated by adding inventory turnover days and trade and bills receivables turnover days, then subtracting accounts payable turnover days. A long cash conversion cycle may increase our reliance on working capital or external financing to support our operation. If we are unable to manage our inventory, receivables and payables efficiently or to secure adequate external financing on acceptable terms, our liquidity position, financial condition, and results of operations could be materially and adversely affected. For details about our cash conversion cycle during the Track Record Period, please see “Financial information — Discussion of Selected Items from the Consolidated Balance Sheets — Assets — Trade and Notes Receivables”.

We are subject to credit risk related to delay in payment and defaults of customers or related parties, which would adversely affect our liquidity and financial condition.

We are exposed to credit risk related to delay in payment and defaults of our various customers or related parties. As of December 31, 2023, 2024, and 2025 our trade and note receivables amounted to RMB115.4 million, RMB619.7 million, and RMB1,090.7 million, respectively, and our prepayments, deposits and other receivables amounted to RMB74.0 million, RMB173.6 million, and RMB261.3 million, respectively. We recorded increasing trade receivables turnover days during the Track Record Period, which amounted to 48.8 days, 86.9 days and 168.5 days in 2023, 2024 and 2025, respectively. For details and reasons for fluctuation of our trade and receivables turnover days, please see “Financial information — Discussion of Selected Items from the Consolidated Balance Sheets — Assets — Trade and Notes Receivables”. The collectability of these receivables, including any notes that have been endorsed or discounted but have not yet matured, may be affected by factors beyond our control, including prolonged deployment acceptance and settlement periods, the adverse financial condition or operational difficulties of customers, and their inability or unwillingness to make timely payments. If any of our customers delay or default on their payment obligations, we may be required to recognize impairment losses or write off the relevant receivables, which could materially and adversely affect our liquidity, cash flows and financial condition.

We are subject to certain risks associated with certain finance lease arrangements, which may have a material and adverse effect on our financial condition and results of operations.

As part of our business model, we utilize financial lease arrangements to monetize our self-owned mining trucks, which allows us to recycle capital and improve asset efficiency. However, these arrangements involve certain risks. If our partner financial leasing companies experience financial instability, liquidity constraints, regulatory changes, or reduced credit availability, they may be unwilling or unable to accept new vehicles. In addition, any failure by us to comply with contractual obligations could result in penalties, contract termination, or loss of future leasing opportunities. Disruptions in these leasing arrangements could limit our ability to monetize our assets, place pressure on our working capital and constrain the scalability of our vehicle-holding business model, which may materially and adversely affect our business and growth.

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Failure to obtain or maintain any of the government grants could adversely affect our business, results of operations, financial condition and prospects.

During the Track Record Period, we received various government grants in support of our research and development activities, technology innovation and industrialization efforts in the field of autonomous driving for mining vehicles. Many of these grants are non-recurring in nature or subject to review and approval by relevant government authorities. For the years ended December 31, 2023, 2024 and 2025, the government grants we recognized as other income amounted to RMB0.2 million, RMB0.2 million, and RMB2.3 million, respectively. There is no assurance that we will continue to qualify for such government grants in the future. The relevant PRC authorities may reduce, terminate or adjust the scope of such incentives, or require us to return subsidies already received, at their discretion. As these government grants are generally awarded on a one-off or non-guaranteed basis, our inability to obtain or maintain such benefits may negatively affect our business, results of operations, financial condition and prospects.

We have granted and may continue to grant share-based awards, which may result in share-based compensation expenses and could adversely affect our results of operations and financial condition.

We have adopted, and may continue to implement, share-based incentive plans to attract, retain and motivate management and key personnel critical to our growth and innovation. In line with industry practice, we believe share-based awards are an important component of our overall compensation structure. However, the recognition of share-based compensation expenses associated with these awards may adversely affect our results of operations and financial condition. The amount of such expenses may increase as we grant additional awards in the future, and may fluctuate depending on the fair value of the underlying shares and the number and timing of grants.

RISKS RELATING TO CONDUCTING BUSINESS IN THE JURISDICTIONS WHERE WE OPERATE

You may experience difficulties in effecting service of legal process and enforcing judgments against us and our management.

We are a company incorporated under the laws of the PRC, and substantially all of our business, assets and operations are located in Chinese mainland. In addition, a majority of our Directors, Supervisors or members of our senior management reside in Chinese mainland, and a substantial portion of the assets of such Directors, Supervisors or members of our senior management are located in Chinese mainland. As a result, it may be difficult, cumbersome, and time-consuming to effect service of process outside Chinese mainland upon us or such Directors, Supervisors or members of our senior management. Furthermore, an original action may only be brought in China against us or our Directors, Supervisors and senior management if the actions are not required to be arbitrated by the PRC laws and upon satisfaction of the conditions for commencing a cause of action pursuant to the PRC civil procedure law. As a result of the conditions set forth in the PRC civil procedure law and the discretion of the PRC courts to determine whether the conditions are satisfied and whether to accept the action for adjudication, it is uncertain whether you will be able to bring an original action in China in this manner. Moreover, Chinese mainland has not entered into a treaty for the reciprocal recognition and enforcement of court judgments with many countries including the United States. In addition, Hong Kong has no arrangement with the United States for reciprocal enforcement of judgments. As a result, recognition and enforcement in Chinese mainland or Hong Kong of a court judgment obtained in the United States and any of the other jurisdictions mentioned above may be difficult or impossible.

Pursuant to Arrangements for Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Cases between Courts of the Mainland and Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) effective on January 29, 2024, promulgated by the Supreme People's Court, a party with an enforceable final court judgment rendered by any designated people's court of Chinese mainland or any designated Hong Kong Special Administrative Region court with respect to any civil and commercial cases excluding certain types of which, may apply for recognition and enforcement of the judgment in the relevant people's court of Chinese mainland or Hong Kong Special Administrative Region court.

Although we will be subject to the Hong Kong Listing Rules and the Hong Kong Takeovers Code upon the listing of our H Shares on the Hong Kong Stock Exchange, the holders of H Shares will not be able to bring actions on the basis of violations of the Hong Kong Listing Rules and must rely on the Hong Kong Stock Exchange to enforce its rules. The Hong Kong Listing Rules and Hong Kong Takeovers Code do not have the force of law in Hong Kong.

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We are a PRC enterprise and we are subject to PRC tax on our global income, and any gains on the sales of our H Shares by investors and dividends paid to investors on our H Shares may be subject to PRC tax.

Non-PRC resident individuals and non-PRC resident enterprises are subject to different tax obligations with respect to dividends received from us or gains realized upon the sale or other disposition of our H Shares in accordance with applicable PRC tax laws, rules and regulations.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), non-PRC resident individuals are subject to a 20% PRC individual income tax on their dividend income derived from China and we are required to withhold such tax from our dividend payments. If there is an applicable tax treaty to avoid double taxation and taxation evasion between China and the jurisdiction where the foreign individual resides, the applicable tax rate shall be determined in accordance with such tax treaty. Considering the applicable tax rate on dividends is usually 10% according to tax treaties or tax agreements, and that the number of stockholders is large for a listed company, to simplify the tax administration, generally a domestic non-foreign-investment enterprise with shares listed in Hong Kong can withhold dividend income tax at a rate of 10%. There remains uncertainty as to whether gains realized by non-PRC resident individuals on disposition of H Shares are subject to the PRC individual income tax.

Pursuant to the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) and other applicable PRC tax rules and regulations, non-PRC resident enterprises that do not have establishments or premises in the PRC, or have establishments or premises in the PRC but their income is not related to such establishments or premises are subject to a 10% PRC enterprise income tax rate on dividend income received from a PRC company and gains realized upon the sale or other dispositions of equity interest in a PRC company. For details, see “Regulatory Overview — Regulations on Taxation.” There remains substantial uncertainty as to the interpretation and implementation of the PRC EIT Law and other applicable PRC tax rules and regulations by the PRC tax authorities, including whether and how non-PRC resident H shareholders are subject to personal income tax or enterprise income tax on gains realized upon the sale or other dispositions of their H shares. In addition, the value of your investment in our H Shares may be materially affected by unfavorable changes in the applicable tax rates currently stipulated by the PRC tax authorities.

Payment of dividends is subject to restrictions under PRC laws.

Under the PRC laws, dividends may be paid only out of distributable profits. Our distributable profits represent our distributable net profits less appropriations to statutory surplus reserve, general reserve, and discretionary surplus reserve (as approved by our Shareholders’ meeting), each such appropriation based on the unconsolidated net profit determined under PRC GAAP. Our distributable net profit referred to above represents the lowest of (i) our net profit attributable to our equity holders for a period plus distributable profits or net of accumulated losses, if any, at the beginning of such period, as determined under PRC GAAP, and (ii) our net profit attributable to our equity holders for the period plus distributable profits or net of accumulated losses, if any, at the beginning of such period, as determined under HKFRS. As a result, we may not have sufficient distributable profits, if any, to make dividend distributions to our Shareholders in the future, including in respect of periods where we register an accounting profit. Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years.

RISKS RELATING TO THE GLOBAL OFFERING

There has been no prior public trading market for our H shares, and their liquidity and market price may be volatile.

Prior to the Listing, there was no public market for our H Shares. We cannot assure you that a public market for our H Shares with adequate liquidity and trading volume will develop and be sustained following the completion of Listing. In addition, the Offer Price of our H Shares may not be an indication of the market price of our H Shares following the completion of the Listing. If an active public market for our H Shares does not develop following the completion of the Listing, the market price and liquidity of our H Shares could be materially and adversely affected.

Substantial future sales or the expectation of substantial sale of our H Shares in the public market could cause the price of our H Shares to decline.

Although our Controlling Shareholders are subject to restrictions on their sales of H Shares within 12 months from the Listing Date as described in “Underwriting” in this Prospectus, future sales of a significant number of our H Shares by our Controlling Shareholders or other existing shareholders in the public market after the Global Offering, or the perception that these sales could

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occur, could cause the market price of our H Shares to decline and could materially impair our future ability to raise capital through offerings of our H Shares. We cannot assure you that our Controlling Shareholders, or other existing shareholders will not dispose of H Shares held by them or that we will not issue H Shares pursuant to the general mandate to issue shares granted to our Directors, upon the expiration of restrictions set out above. We cannot predict the effect, if any, if any future sales of Shares by our Controlling Shareholders or other existing Shareholders, or the Shares available for sale by our Controlling Shareholders or other existing Shareholders, or the issuance of Shares by our Company may have on the market price of the H Shares. Sale or issuance of a substantial number of Shares by our Controlling Shareholders or us, or the market perception that such sale or issuance may occur, could materially and adversely affect the prevailing market price of the H Shares.

We may need additional capital, and the sale or issue of additional H Shares or other equity securities could result in additional dilution to our Shareholders.

Notwithstanding our current cash and cash equivalents and the net proceeds from the Global Offering, we may require additional cash resources to finance our continued growth or other future developments. We cannot assure you that financing will be available in the amounts or on terms acceptable to us, if at all. If we fail to raise additional funds, we may need to sell additional equity securities, which could result in additional dilution to our Shareholders.

As the Offer Price of our H Shares is higher than our consolidated net tangible book value per Share, purchasers of our H Shares in the Global Offering may experience immediate dilution upon such purchases.

As the Offer Price of our H Shares is higher than the consolidated net tangible assets per Share immediately prior to the Global Offering, purchasers of our H Shares in the Global Offering may experience an immediate dilution. Our existing Shareholders will receive an increase in the pro forma adjusted consolidated net tangible asset value per Share of their H Shares. In addition, holders of our H Shares may experience further dilution of their interest if the Underwriters exercise the Over-allotment Option or if we issue additional H Shares in the future to raise additional capital.

We may not be able to pay any cash dividends in the foreseeable future.

Our ability to declare and pay dividends will depend on a number of factors, including our profitability, financial condition, cash flow, and capital requirements. Any future declaration and payment of dividends will be subject to the discretion of our Board and dependent on our compliance with corporate approval procedures. In addition, the determination of dividend amounts, timing and form is subject to a range of factors, including but not limited to our operating results, cash flows, financial position, expected capital expenditures, available distributable profits as determined under PRC GAAP or HKFRS, provisions of our Articles of Association, the PRC Company Law and other applicable laws and regulations, as well as market conditions, our business strategy, contractual obligations, tax considerations and any other factors deemed relevant by our Board. There can be no assurance as to whether, when or in what form we will pay dividends in the future. Subject to the foregoing constraints, we may not be able to pay dividends in accordance with our stated dividend policy. See “Financial Information — Dividends”.

Certain facts, forecasts and statistics contained in this Prospectus are derived from official government sources, and they may not be reliable.

Certain facts, forecasts and statistics in this Prospectus, including those relating to the industry in which we operate, have been derived from official government sources. We have not independently verified the information obtained from these sources, and we cannot guarantee the accuracy or reliability of the underlying materials. Such government information has not been prepared or independently verified by us, the Underwriters, or any of their respective affiliates or advisors, and accordingly, we make no representation as to its accuracy or completeness. As a result, some of the statistics from government presented in this Prospectus may be inaccurate, incomplete, or not directly comparable to similar data from other sources or jurisdictions. Prospective investors should carefully consider the relevance and reliability of such information and determine the appropriate weight to place on it when making investment decisions.

Forward-looking statements contained in this Prospectus are subject to risks and uncertainties.

This Prospectus contains certain statements and information that are forward-looking and uses forward-looking terminology such as “believe,” “expect,” “estimate,” “predict,” “aim,” “intend,” “will,” “may,” “plan,” “consider,” “anticipate,” “seek,” “should,” “could,” “would,” “continue,”

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and other similar expressions. You are cautioned that reliance on any forward-looking statement involves risks and uncertainties and that any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. In light of these and other risks and uncertainties, the inclusion of forward-looking statements in this Prospectus should not be regarded as representations or warranties by us that our plans and objectives will be achieved, and these forward-looking statements should be considered in light of various important factors, including those set forth in this section. Subject to the requirements of the Listing Rules, we do not intend publicly to update or otherwise revise the forward-looking statements in this Prospectus, whether as a result of new information, future events or otherwise. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this Prospectus are qualified by reference to this cautionary statement.

Investors should read the entire Prospectus carefully and should not consider any particular statements in this Prospectus or in published media reports without carefully considering the risks and other information contained in this Prospectus.

Prior to the publication of this Prospectus, there has been coverage in the media regarding us and the Global Offering, which contained among other things, certain financial information, projections, valuations and other forward-looking information about us and the Global Offering. We have not authorized the disclosure of any such information in the press or media and do not accept any responsibility for the accuracy or completeness of such media coverage or forward-looking statements. We make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the media. We disclaim any information in the media to the extent that such information is inconsistent or conflicts with the information contained in this Prospectus. Accordingly, prospective investors are cautioned to make their investment decisions on the basis of the information contained in this Prospectus only and should not rely on any other information.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This Prospectus, for which our Directors (including any proposed Director who is named as such in this Prospectus) collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Listing Rules for the purpose of giving information to the public with regard to the Group. Our Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this Prospectus misleading.

UNDERWRITING AND INFORMATION ON THE GLOBAL OFFERING

This Prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. The Global Offering comprises the Hong Kong Public Offering of initially 2,613,200 H Shares and the International Offering of initially 23,518,800 H Shares (subject to, in each case, reallocation on the basis referred to under the section headed "Structure of the Global Offering" in this Prospectus and, in case of the International Offering, to any exercise of the Over-Allotment Option).

The listing of our H Shares on the Stock Exchange is sponsored by the Sole Sponsor and the Global Offering is managed by the Sponsor-Overall Coordinator. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement. The International Underwriting Agreement relating to the International Offering is expected to be entered into on or around the Price Determination Date. Further information regarding the Underwriters and the Underwriting Agreements are set out in the section headed "Underwriting" in this Prospectus.

The Hong Kong Offer Shares are offered solely on the basis of the information contained and representations made in this Prospectus and on the terms and subject to the conditions set out herein and therein. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this Prospectus and any information or representation not contained herein and therein must not be relied upon as having been authorized by the Company, the Sole Sponsor, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, officers, employees, partners, agents, or advisors or any other party involved in the Global Offering.

Neither the delivery of this Prospectus nor any subscription or acquisition made under it shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this Prospectus or imply that the information contained in this Prospectus is correct as of any date subsequent to the date of this Prospectus.

Further information regarding the structure of the Global Offering, including its conditions, are set out in the section headed "Structure of the Global Offering," and the procedures for applying for our Hong Kong Offer Shares are set out in the section headed "How to Apply for Hong Kong Offer Shares".

CSRC FILING

As of the date of this Prospectus, the CSRC has issued a notification on our Company's completion of the PRC filing procedures for the listing of our H Shares on the Stock Exchange and the Global Offering as well as the Conversion of Unlisted Shares into H Shares.

CONVERSION OF UNLISTED SHARES INTO H SHARES

The Company has applied for conversion of 121,737,769 Unlisted Shares held by the existing Shareholders into H Shares. The relevant filing and registration procedures in relation to the conversion of the Unlisted Shares have been completed. See the sections headed "History, Development and Corporate Structure" and "Share Capital" for details of the Shareholders and their interests in the Company and the relevant procedures for the Conversion of Unlisted Shares into H Shares.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to or be deemed by his/her acquisition of the Hong Kong Offer Shares to, confirm that he/she is aware of the restrictions on offers and sales of the Shares described in this Prospectus.

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong, and no action has been taken to permit the distribution of this Prospectus in any jurisdiction other than Hong Kong. Accordingly, without limitation to the following, this Prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this Prospectus and the offering and sales of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Hong Kong Offer Shares have not been publicly offered or sold, directly or indirectly, in the PRC or the United States.

APPLICATION FOR LISTING OF THE H SHARES ON THE STOCK EXCHANGE

We have applied to the Listing Committee for the granting of the listing of, and permission to deal in, the H Shares to be issued by us pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-Allotment Option) and the H Shares to be converted from the Unlisted Shares.

Dealings in the H Shares on the Stock Exchange are expected to commence on Wednesday, July 8, 2026. No part of our share capital was listed on or dealt in on any other stock exchange and no such listing or permission to list was being or proposed to be sought on the Stock Exchange or any other stock exchange as of the date of this Prospectus. All the Offer Shares will be registered on our H Share register of members in order to enable them to be traded on the Stock Exchange.

Under section 44B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, our H Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to the Company by or on behalf of the Stock Exchange.

OVER-ALLOTMENT OPTION AND STABILIZATION

Details of the arrangements relating to the Over-Allotment Option and stabilization are set out under the sections headed “Underwriting” and “Structure of the Global Offering”.

H SHARE REGISTER OF MEMBERS AND HONG KONG STAMP DUTY

All of the H Shares issued pursuant to applications made in the Global Offering and converted from the Unlisted Shares will be registered on our H Share register of members to be maintained in Hong Kong by our H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Our principal register of members will be maintained by us at our head office in the PRC.

Dealings in the H Shares registered in our H Share register will be subject to Hong Kong stamp duty. Hong Kong stamp duty is charged to each of the seller and purchaser at the ad valorem rate of 0.1% on the higher of the consideration for or the market value of the H Shares transferred. In other words, a total of 0.2% will be payable on a typical sale and purchase transaction of the H Shares. In addition, a fixed stamp duty of HK\$5.00 is currently payable on each instrument of transfer of H Shares. Investors should seek professional tax advice for further details of Hong Kong stamp duty.

Unless otherwise determined by our Board, dividends will be paid to Shareholders whose names are listed on our H Share register of members in Hong Kong, by ordinary post, at the Shareholders’ risk in Hong Kong dollars to the registered address of each Shareholder.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisors as to the taxation implications of subscribing for, purchasing, holding or disposal of, and/or dealing in the Offer Shares or exercising rights attached to them. None of us, the Sole Sponsor, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, officers, employees, partners, agents, advisors or representatives or any other person or party involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchasing, holding, disposition of, or dealing in, the Offer Shares or exercising any rights attached to them.

H SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the H Shares on the Stock Exchange and our compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and the HKSCC Operational Procedures in effect from time to time. All necessary arrangements have been made for the H Shares to be admitted into CCASS.

Investors should seek the advice of their stockbrokers or other professional advisors for details of the settlement arrangements and how such arrangements will affect your rights and interests as such arrangements may affect their rights and interests.

PROCEDURES FOR APPLICATION FOR HONG KONG OFFER SHARES

The procedures for applying for Hong Kong Offer Shares are set out in the section headed “How to Apply for Hong Kong Offer Shares”.

STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including its conditions, are set out in the section headed “Structure of the Global Offering”.

EXCHANGE RATE CONVERSION

Solely for your convenience, this Prospectus contains translations among certain amounts denominated in RMB, Hong Kong dollars and USD. No representation is made that the amounts denominated in one currency could actually be converted into the amounts denominated in another currency at the rates indicated or at all. Unless indicated otherwise, (i) the translations between RMB and USD were made at the rate of RMB6.81300 to US\$1.00; (ii) the translations between Hong Kong dollars and RMB were made at the rate of RMB0.86948 to HK\$1.00; and (iii) the translations between US dollars and Hong Kong dollars were made at the rate of HK\$7.83572 to US\$1.00. Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

LANGUAGE

If there is any inconsistency between this Prospectus and the Chinese translation of this Prospectus, this Prospectus shall prevail. However, the English names of the PRC nationals, entities, departments, facilities, certificates, titles, laws, regulations and the like are translations of their Chinese names and are included for identification purposes only. If there is any inconsistency, the Chinese name prevails.

ROUNDING

Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments or have been rounded to one or two decimal places. Any discrepancies in any table, chart or elsewhere between totals and sums of amounts listed therein are due to rounding.

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In preparation for the Global Offering, we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules.

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, our Company must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 of the Listing Rules may be waived by having regard to, among other considerations, our arrangements for maintaining regular communication with the Stock Exchange.

Our Group's management, business operations and assets are primarily based outside Hong Kong. The principal management headquarters and senior management of our Group are primarily based in China. Our Directors consider that either by means of relocation of existing executive Directors or the appointment of executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company and our Shareholders as a whole. Therefore, we do not have, and do not contemplate to have, in the foreseeable future, sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules. We will ensure that there is a regular and effective communication between us and the Stock Exchange by way of the following arrangements:

- (a) pursuant to Rule 3.05 of the Listing Rules, we have appointed and will continue to maintain two authorized representatives (the “**Authorized Representatives**”), who will act as our principal channel of communication with the Stock Exchange and ensure that our Company complies with the Listing Rules at all times. The two Authorized Representatives are Mr. Lan and Ms. Chan Wing Yan (陳詠欣) (“**Ms. Chan**”). Each of our Authorized Representatives has provided his/her contact details to the Stock Exchange, and will be available to meet with the Stock Exchange within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by phone, facsimile (if applicable) and email. Each of the Authorized Representatives is authorized to communicate on our behalf with the Stock Exchange;
- (b) each of the Authorized Representatives has means to contact all of our Directors (including our independent non-executive Directors) and senior management team promptly at all times as and when the Stock Exchange wishes to contact our Directors for any matters. To enhance communication among the Stock Exchange, our Authorized Representatives and our Directors, we have ensured that (i) each Director has provided their respective contact details (including phone number and email address) to the Authorized Representatives; (ii) in the event that a Director expects to travel or is otherwise out of office, he/she will provide his/her phone number of the place of his/her accommodation to the Authorized Representatives or maintain an open line of communication via his/her mobile phone; and (iii) each of our Directors has provided their respective mobile phone numbers, email addresses, office phone numbers and fax numbers (if applicable) to the Stock Exchange and will inform the Stock Exchange promptly if there are any changes to their contact details;
- (c) our Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time when required;
- (d) we have appointed Guotai Junan Capital Limited as our Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the Listing Date and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date. The Compliance Advisor will have access at all times to our Authorized Representatives, our Directors, and our senior management as prescribed by Rule 3A.23 of the Listing Rules, who will act as the additional channel of communication with the Stock Exchange when the Authorized Representatives are not available. Our Company shall ensure that our Authorized Representatives, Directors and our senior management members will timely provide such information and assistance as the Compliance Advisor may need or may reasonably request in connection with the performance of the Compliance Advisor's

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duties as set forth in the Listing Rules. To the extent reasonably practicable and legally permissible, we will keep the Compliance Advisor informed of all communications and dealings between the Stock Exchange and us;

- (e) we have provided the Stock Exchange with the names, mobile phone numbers, office phone numbers, fax numbers (if applicable) and email addresses of at least two of the Compliance Advisor's officers who will act as our Compliance Advisor's contact persons between the Stock Exchange and our Company. To the extent reasonably practicable and legally permissible, meetings between the Stock Exchange and our Directors could be arranged through our authorized representatives or the Compliance Advisor, or directly with our Directors within a reasonable time frame. We will inform the Stock Exchange as soon as practicable in respect of any change of the Authorized Representatives and/or the Compliance Advisor;
- (f) we will appoint other professional advisers (including legal advisers in Hong Kong) after the Listing to assist us in dealing with any questions which may be raised by the Stock Exchange and to ensure that there will be prompt and effective communication with the Stock Exchange; and
- (g) our Company has designated our staff members as the communication officer at our headquarters after the Listing who will be responsible for maintaining day-to-day communication with the Authorized Representatives and our Company's professional advisers in Hong Kong, including our legal advisers in Hong Kong and the Compliance Advisor, to keep abreast of any correspondences and/or enquiries from the Stock Exchange and report to our executive Directors to further facilitate communication between the Stock Exchange and our Company.

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules and Chapter 3.10 of the Guide for New Listing Applicants, we must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Chartered Governance Institute;
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Cap. 159 of the Laws of Hong Kong); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Cap. 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following factors in assessing the "relevant experience" of the individual:

- (a) length of employment with the issuer and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations, including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Our Company has appointed Mr. Liao Jin (廖璉) ("**Mr. Liao**") and Ms. Chan as our joint company secretaries. See "Directors, Supervisors and Senior Management — Joint Company Secretaries" for their biographical detail.

The Company believes that it would be in the best interests of the Company and the corporate governance of the Group to have as its joint company secretary a person such as Mr. Liao, who is the head of investment and financing department of the Company and who has day-to-day knowledge of the Company's affairs. Mr. Liao has the necessary nexus to the Board and close working relationship with management of the Company in order to perform the function of a joint

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company secretary and to take the necessary actions in the most effective and efficient manner. However, Mr. Liao presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Chan, an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary and to provide assistance to Mr. Liao for an initial period of three years from the Listing Date to enable Mr. Liao to acquire the “relevant experience” under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Liao may be appointed as a joint company secretary of our Company.

The waiver is valid for an initial period of three years from the Listing Date and is granted on the condition that Ms. Chan will work closely with Mr. Liao to jointly discharge the duties and responsibilities as company secretary and assist Mr. Liao in acquiring the relevant experience as required under Rules 3.28 and 8.17 of the Listing Rules. Ms. Chan will also assist Mr. Liao in organizing Board meetings and Shareholders’ meetings of our Company as well as other matters of our Company which are incidental to the duties of a company secretary. Ms. Chan is expected to work closely with Mr. Liao and will maintain regular contact with Mr. Liao, the Directors, the Supervisors and the senior management of our Company. In addition, Mr. Liao will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance his knowledge of the Listing Rules during the three-year period from the Listing. Mr. Liao will also be assisted by (a) the Compliance Advisor of our Company, particularly in relation to compliance with the Listing Rules; and (b) the Hong Kong legal advisors of our Company, on matters concerning our Company’s ongoing compliance with the Listing Rules and the applicable laws and regulations.

Pursuant to Chapter 3.10 of the Guide for New Listing Applicants, the waiver will be revoked immediately if Ms. Chan ceases to provide assistance to Mr. Liao as a joint company secretary for the three-year period after the Listing or where there are material breaches of the Listing Rules by our Company.

Before the end of the three-year period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Liao, having had the benefit of Ms. Chan’s assistance during the three-year period, has attained the relevant skills and experience under Note 2 to Rule 3.28 of the Listing Rules and is capable of discharging the functions of company secretary so that a further waiver would not be necessary.

See “Directors, Supervisors and Senior Management” for the biographical information of Mr. Liao and Ms. Chan.

WAIVER IN RELATION TO THE PRE-IPO EQUITY INCENTIVE PLAN

Rule 17.02(1)(b) of the Listing Rules stipulate that all material terms of a scheme adopted by the Company prior to the Listing must be clearly set out in this prospectus and requires a listing applicant to, inter alia, disclose in this Prospectus full details of all outstanding options and awards and their potential dilution effect on the shareholdings upon listing as well as the impact on the earnings per share arising from the issue of shares in respect of such outstanding options or awards.

Pursuant to paragraphs 6 to 7 of Chapter 3.6 of the Guide for New Listing Applicants, the Hong Kong Stock Exchange would normally grant waivers from disclosing the names and addresses of certain grantees if the applicant could demonstrate that such disclosures would be irrelevant or unduly burdensome, subject to certain conditions specified therein.

As of the Latest Practicable Date, our Company had granted outstanding share awards in the form of direct and indirect partnership interests in our Employee Incentive Platforms (the “**Share Awards**”) under the Pre-IPO Equity Incentive Plan to 126 grantees (the “**Grantee(s)**”) to subscribe for an aggregate of 1,722,851 Shares, representing approximately 1.17% of the total issued share capital immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised). The Share Awards were granted to four connected persons, one member of the senior management and other Grantees who are not Directors, Supervisors, senior management or connected persons of our Company. As of the Latest Practicable Date, 8,277,149 Shares underlying the Share Awards have been vested.

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Save as disclosed above, no Share Awards were granted to any other Directors, Supervisors, senior management members or consultants of our Company under the Pre-IPO Equity Incentive Plan. No Share Awards under the Pre-IPO Equity Incentive Plan will be further granted after the Listing.

We have applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rule 17.02(1)(b) of the Listing Rules in connection with the disclosure of certain details relating to the Pre-IPO Equity Incentive Plan and the Grantees on the ground that full compliance with such disclosure requirements would be unduly burdensome for our Company for the following reasons:

- (a) given that 126 Grantees are involved for the grant of outstanding Share Awards under the Pre-IPO Equity Incentive Plan, our Directors consider that it would be unduly burdensome to disclose in this Prospectus full details of all the Share Awards granted by us to each of the Grantees, which would significantly increase the cost and time for information compilation and document preparation required for strict compliance with such disclosure requirements, as the Company would need to collect and verify the personal information of a large number of the Grantees to meet the disclosure requirements;
- (b) the disclosure of the personal details of each Grantee, including their names and the number of Share Awards granted to them, may require obtaining consent from all the Grantees in order to comply with personal data privacy laws and principles, and it would be unduly burdensome for our Company to obtain such consents given the number of the Grantees. In addition, the disclosure of the personal details of each Grantee do not provide any material information to the investing public;
- (c) the grant and vesting in full of the Share Awards under the Pre-IPO Equity Incentive Plan will not cause any material adverse impact to the financial position of our Group;
- (d) there will not be any new Shares to be issued under the Pre-IPO Equity Incentive Plan;
- (e) our Directors consider that a lack of full compliance with the above disclosure requirements would not prevent our Company from providing potential investors with sufficient information for an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Group;
- (f) full disclosure of details of the Grantees (which include their names and positions), as well as the Share Awards granted to each of them, would provide the Group's competitors with the Group's employees' compensation details and facilitate their soliciting activities, which may impact the Group's ability to recruit and retain valuable personnel;
- (g) material information on the Share Awards under the Pre-IPO Equity Incentive Plan has been disclosed in "Statutory and General Information — 5. The Pre-IPO Equity Incentive Plan" in Appendix IV to this Prospectus to provide prospective investors with sufficient information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the Share Awards in making their investment decision, and such information includes but is not limited to:
 - (i) a summary of the terms of the Pre-IPO Equity Incentive Plan;
 - (ii) the aggregate number of Shares subject to the outstanding Share Awards and the percentage in our total issued Shares of which such number represents upon completion of the Global Offering; and
 - (iii) the details of the outstanding Share Awards granted under the Pre-IPO Equity Incentive Plan by the range of underlying Shares, including date of grant and the percentage of our Company's total issued share capital upon completion of the Global Offering.

In light of the above, our Directors believe that the grant of the waiver sought under this application and the non-disclosure of the required information will not hinder potential investors from making an informed assessment of the activities, assets and liabilities, financial position, management and prospects of our Group and will not prejudice the interest of the public investors.

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The Stock Exchange has granted to us a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules with respect to the Share Awards granted under the Pre-IPO Equity Incentive Plan subject to the conditions that:

- (a) on an individual basis, full details of the outstanding Share Awards granted by the Company under the Pre-IPO Equity Incentive Plan to each of the Directors, Supervisors, and members of the senior management or connected persons of the Company, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules, be disclosed in this Prospectus;
- (b) in respect of the Share Awards granted by our Company under the Pre-IPO Equity Incentive Plan to the remaining Grantees other than those referred to in sub-paragraph (a) above (the “**Other Grantee(s)**”), the following details will be disclosed in this Prospectus on an aggregate basis and categorized into lots based on the number of Shares underlying each individual Grantee, being (i) 10,000 Shares or less; (ii) 10,001 to 20,000 Shares; and (iii) 20,001 Shares or more, and the details of each lot of Shares will be disclosed in this Prospectus, including (i) the number of Grantees and number of the Share Awards and Shares underlying the Share Awards, (ii) date of grant, purchase price of the Share Awards granted, and (iii) the percentage of our Company’s total issued share capital represented by such lots upon completion of the Global Offering (assuming the Over-allotment Option is not exercised, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing);
- (c) the aggregate number of Shares underlying the outstanding Share Awards and the percentage of our Company’s total issued share capital upon completion of the Global Offering will be disclosed in this Prospectus;
- (d) a summary of the principal terms of the Pre-IPO Equity Incentive Plan will be disclosed in “Statutory and General Information — 5. The Pre-IPO Equity Incentive Plan” in Appendix IV to this Prospectus;
- (e) the particulars of this waiver are set out in this Prospectus; and
- (f) a full list of all the Grantees with outstanding Share Awards for Shares under the Pre-IPO Equity Incentive Plan containing all details as required under Rule 17.02(1)(b) of the Listing Rules be made available for public inspection in accordance with “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display — Document Available for Inspection” in Appendix V to this Prospectus.

CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute non-exempt continuing connected transactions under Chapter 14A of the Listing Rules following the completion of the Global Offering. Further particulars about such transactions together with the application for a waiver from strict compliance with the relevant requirements under Chapter 14A of the Listing Rules are set out in the section headed “Continuing Connected Transactions”.

WAIVER UNDER RULE 9.09(B) OF, AND CONSENT UNDER PARAGRAPH 1C(2) OF APPENDIX F1 TO, THE LISTING RULES AND PARAGRAPH 18 OF CHAPTER 4.15 OF THE GUIDE FOR NEW LISTING APPLICANTS IN RESPECT OF SUBSCRIPTIONS FOR OFFER SHARES BY CLOSE ASSOCIATES OF EXISTING SHAREHOLDERS AS CORNERSTONE INVESTORS

Rule 9.09(b) of the Listing Rules provides that there must be no dealing in the securities for which listing is sought by any core connected person of the issuer (except as permitted by Rule 7.11 of the Listing Rules) from four clear business days before the expected hearing date until listing is granted.

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Paragraph 1C(2) of Appendix F1 to the Listing Rules provides that, unless with the prior written consent of the Stock Exchange, no allocations will be permitted to directors or existing shareholders of the applicant or their close associates, whether in their own names or through nominees unless the conditions set out in Rules 10.03 and 10.04 of the Listing Rules are fulfilled.

Chapter 4.15 of the Guide for New Listing Applicants provides that the Stock Exchange will consider giving consent and granting waiver to an applicant's existing shareholders or their close associates to participate in an initial public offering if any actual or perceived preferential treatment arising from their ability to influence the applicant during the allocation process can be addressed.

(1) Subscription of Offer Shares by ZIJINNING as a Cornerstone Investor

As further described in the section headed "Cornerstone Investors", ZIJINNING is ultimately wholly owned by Zijin Mining, which is in turn a subsidiary of Minxi Xinghang, a substantial shareholder of the Company as defined under the Listing Rules. ZIJINNING is, accordingly, a core connected person of the Company and a close associate of an existing Shareholder of the Company.

Paragraph 18 of Chapter 4.15 of the Guide for New Listing Applicants provides that the Stock Exchange will consider granting a consent and/or waiver to allow an existing shareholder and/or its close associates and a cornerstone investor to subscribe or purchase further securities in the IPO without fulfilment of Existing Shareholder Conditions subject to the disclosure of details of the allocation in the listing document and/or the allotment results announcement, and the following: (i) the offer (excluding any over-allocation) has a total value of at least HK\$1 billion; (ii) securities allocated to all existing shareholders and their close associates (whether as cornerstone investors and/or as placees) as permitted under this exemption do not exceed 30% of the total number of securities offered; and (iii) each director, chief executive, controlling shareholder and, in the case of PRC issuers, supervisor of the applicant must have confirmed that no securities have been allocated to them or their respective close associates under this exemption.

We have applied to the Stock Exchange for, and the Stock Exchange has granted to us, a waiver from strict compliance with the requirements under Rule 9.09(b) and consent under Paragraph 1C(2) of Appendix F1 to the Listing Rules and paragraph 18 of Chapter 4.15 of the Guide for New Listing Applicants for allocation of securities to ZIJINNING, a close associate of Zijin Mining and Minxi Xinghang, on the conditions that:

- a. the final offering size of the Global Offering, based on the low-end of the indicative Offer Price range set out in this Prospectus and assuming the Over-allotment Option is not exercised, will be approximately HK\$2.12 billion, which exceeds HK\$1 billion as required by paragraph 18(i) of Chapter 4.15 of the Guide for New Listing Applicants;
- b. the Offer Shares allocated to ZIJINNING and other existing Shareholder(s) and/or its/their close associates (whether as Cornerstone Investors and/or as placees) (if any) as permitted under this exemption do not exceed 30% of the total number of the H Shares offered;
- c. each Director, Supervisor, chief executive of the Company and the Controlling Shareholders has confirmed that, no Offer Shares have been allocated to them or their respective close associates pursuant to the size-based exemption;
- d. the proposed allocations to ZIJINNING and other existing Shareholder(s) and/or its/their close associates (whether as Cornerstone Investors and/or as placees) (if any) will not affect the Company's ability to satisfy its public float requirement as prescribed by the Stock Exchange under Rule 19A.13A(1) of the Listing Rules; and
- e. the details of the allocations to ZIJINNING will be disclosed in the Prospectus and/or the allotment results announcement of the Company.

(2) Subscription of Offer Shares by Fidelity International as a Cornerstone Investor

As further described in the section headed "Cornerstone Investors", Fidelity International is a close associate of Tianjin Eight Roads, an existing Shareholder with approximately 1.54% voting rights in our Company.

Paragraph 14 of Chapter 4.15 of the Guide for New Listing Applicants sets out the conditions required to be fulfilled when the Stock Exchange considers granting a waiver and consent to placing to existing shareholders or their close associates.

WAIVERS

We have applied to the Stock Exchange for, and the Stock Exchange has granted us, a consent under paragraph 1C(2) of Appendix F1 to the Listing Rules to allow Fidelity International to participate in the Global Offering as a cornerstone investor, subject to the following conditions:

- a. the cornerstone investment agreement with Fidelity International does not contain any material term which is more favourable to the existing shareholder or its close associate than those in other cornerstone investment agreements;
- b. no preference in allocation was given to Fidelity International other than the assured entitlement for a Cornerstone Investor. The Company, the Sole Sponsor and the Overall Coordinators confirm that no preferential treatment has been, nor will be, given to Fidelity International by virtue of its relationships with the Company other than the assured entitlement for a Cornerstone Investor;
- c. the existing Shareholder, namely Tianjin Eight Roads, (i) has less than 5% voting rights in the Company before the Global Offering; (ii) is not a core connected person of the Company or its close associate; (iii) does not have the power to appoint directors or any other special rights;
- d. the proposed allocation to Fidelity International, a close associate of the existing Shareholder, will not affect the Company's ability to satisfy its public float requirement as prescribed by the Stock Exchange under Rule 19A.13A(1) of the Listing Rules;
- e. each of the Company, the Sole Sponsor and the Overall Coordinators has provided the Stock Exchange with written confirmations in accordance with Chapter 4.15 of the Guide for New Listing Applicants on matters set out in conditions (a) to (d) above and the following:
 - (i) the Sole Sponsor confirms to the Stock Exchange in writing that based on the best of their knowledge and belief, they have no reason to believe that Fidelity International received any preferential treatment in the allocation of Offer Shares in the Global Offering by virtue of its relationship with the Company other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in Chapter 4.15 of the Guide for New Listing Applicants, and details of the allocation will be disclosed in the Prospectus and/or the allotment results announcement;
 - (ii) the Company and the Overall Coordinators confirm to the Stock Exchange in writing that no preferential treatment has been, nor will be, given to Fidelity International by virtue of its relationship with the Company in any allocation in the placing tranche, other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in Chapter 4.15 of the Guide for New Listing Applicants; and
 - (iii) the Company confirms that the cornerstone investment agreement does not contain any material terms which are more favourable to Fidelity International than those in other cornerstone investment agreements and
- f. the details of the allocations to Fidelity International will be disclosed in the Prospectus and/or the allotment results announcement of the Company.

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

DIRECTORS

Name	Address	Nationality

Executive Directors

Mr. Lan Shuisheng (藍水生)	No. 70, Lane 1983 Huamu Road Pudong New Area Shanghai PRC	Chinese

Mr. Zhang Lei (張磊)	No. 72, Building 6, Yard 128 Lianyun Road Erqi District Zhengzhou Henan Province PRC	Chinese

Dr. Lin Qiao (林巧)	Room 602, Unit 4, Building 14 Shuguang New Village Xihu District Hangzhou Zhejiang Province PRC	Chinese

Dr. Chen Huiyong (陳慧勇)	No. 601 Shuying Road Minhang District Shanghai PRC	Chinese

Ms. Qu Xiaoyan (曲曉燕)	Room 401, 1st Gate, 4th Floor Building 3, No. 31 Jiaoda East Road Haidian District Beijing PRC	Chinese

Non-executive Director

Mr. Lai Shengmin (賴盛民)	Room 201, No. 109, Heningli Huli District Xiamen Fujian Province PRC	Chinese

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Name	Address	Nationality

Independent Non-Executive Directors

Dr. Gong Yan (龔焱)	Building 103 Ginkgo Garden 515 Huangyang Road Pudong New Area Shanghai PRC	American
Dr. Han Jian (韓踐)	Room 102, Unit 1, Building 27 Brownstone Campus Haidian District Beijing PRC	American
Mr. Wong Yu Shan Eugene (王宇山)	41 Tai Chung Hau Sai Kung Hong Kong	Chinese

SUPERVISORS*

Name	Address	Nationality

Mr. Huang Xizhe (黃希哲)	Room 602, No. 26 Railway Garden Siming District Xiamen Fujian Province PRC	Chinese
Mr. Li Jizhi (李機智)	Room 2105, Building 5 Courtyard 2 Haiyue Wutongyuan Haidian District Beijing PRC	Chinese
Mr. Yang Xiaoguang (楊曉光)	Room 504, Building 419 District 4 Wangjing Xiyuan Chaoyang District Beijing PRC	Chinese

For details with respect to our Directors and Supervisors, see “Directors, Supervisors and Senior Management”.

* In light of the fact that the Audit Committee will be established upon Listing, and it may exercise, among others, the power of the supervisory committee under the PRC Company Law, the Company will be no longer required to have supervisors or a supervisory committee upon Listing. Therefore, our Supervisors will resign from the Company upon Listing.

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

PARTIES INVOLVED IN THE GLOBAL OFFERING

Sole Sponsor	Haitong International Capital Limited Suites 3001-3006 and 3015-3016 One International Finance Centre No. 1 Harbour View Street Central Hong Kong
Sponsor-Overall Coordinator	Haitong International Securities Company Limited 28/F, 30/F Suites 3001-10 and 3015-16 One International Finance Centre No. 1 Harbour View Street Central Hong Kong
Overall Coordinators	Haitong International Securities Company Limited 28/F, 30/F Suites 3001-10 and 3015-16 One International Finance Centre No. 1 Harbour View Street Central Hong Kong Macquarie Capital Limited Level 22, One International Finance Center No. 1 Harbour View Street Central Hong Kong
Joint Global Coordinators	Haitong International Securities Company Limited 28/F, 30/F Suites 3001-10 and 3015-16 One International Finance Centre No. 1 Harbour View Street Central Hong Kong Macquarie Capital Limited Level 22, One International Finance Center No. 1 Harbour View Street Central Hong Kong CLSA Limited 18/F, One Pacific Place 88 Queensway Hong Kong

Mizuho Securities Asia Limited

14-15/F, K11 Atelier
18 Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

CMB International Capital Limited

45/F, Champion Tower
3 Garden Road
Central
Hong Kong

**China Industrial Securities International
Capital Limited**

32/F, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

**Joint Bookrunners, Joint Lead Managers
and Capital Market Intermediaries**

**Haitong International Securities Company
Limited**

28/F, 30/F Suites 3001-10
and 3015-16
One International Finance Centre
No.1 Harbour View Street
Central
Hong Kong

Macquarie Capital Limited

Level 22, One International Finance Center
No.1 Harbour View Street
Central
Hong Kong

CLSA Limited

18/F, One Pacific Place
88 Queensway
Hong Kong

Mizuho Securities Asia Limited

14-15/F, K11 Atelier
18 Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

CMB International Capital Limited

45/F, Champion Tower
3 Garden Road
Central
Hong Kong

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

**China Industrial Securities International
Capital Limited**

32/F, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

**Futu Securities International (Hong Kong)
Limited**

34/F, United Centre
No. 95 Queensway
Admiralty
Hong Kong

Tiger Brokers (HK) Global Limited

23/F, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Legal Advisors to our Company

As to Hong Kong law and United States law

Davis Polk & Wardwell

10/F, The Hong Kong Club Building
3A Chater Road
Central
Hong Kong

As to PRC law

Zhong Lun Law Firm

10/11/16/17F
Two IFC, 8 Century Avenue
Pudong New Area
Shanghai 200120
PRC

As to U.S. outbound investment laws

Morgan, Lewis & Bockius LLP

1111, Pennsylvania Avenue, NW
Washington, DC
United States

**Legal Advisors to the Sole Sponsor and the
Underwriters**

As to Hong Kong law

Tian Yuan Law Firm LLP

Suites 3304-3309, 33/F
Jardine House
One Connaught Place
Central
Hong Kong

As to PRC law

Tian Yuan Law Firm

5/F, Tower A
Corporate Square
35 Financial Street
Xicheng District
Beijing
PRC

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

**Reporting Accountants and
Independent Auditor**

Deloitte Touche Tohmatsu
*Certified public accountants and
public interest entity auditors*
35/F, One Pacific Place
88 Queensway
Hong Kong

Industry Consultant

Frost & Sullivan (Beijing) Inc.
Unit 2401-02, Level 24
China World Office 2
1 Jianguomenwai Avenue
Chaoyang District, Beijing 100004
PRC

Compliance Advisor

Guotai Junan Capital Limited
27/F, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Central
Hong Kong

Receiving Banks

China CITIC Bank International Limited
80 Floor, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

CMB Wing Lung Bank Limited
14/F, CMB Wing Lung Bank Building
45 Des Voeux Road Central
Central
Hong Kong

CORPORATE INFORMATION

Registered Office	8th Floor Zijin Mining Headquarters Building No. 1 Sanhuan North Road Shanghang County Fujian Province PRC
Headquarters and Principal Place of Business in the PRC	8th Floor Zijin Mining Headquarters Building No. 1 Sanhuan North Road Shanghang County Fujian Province PRC
Principal Place of Business in Hong Kong	46/F, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
Company's Website	<u>www.eacon.com</u> <i>(The information contained in this website does not form part of this Prospectus)</i>
Joint Company Secretaries	Mr. Liao Jin (廖璉) Room 701B Tower A/B, Dongsheng Building No. 8 Zhongguancun East Road Haidian District Beijing PRC Ms. Chan Wing Yan (陳詠欣) (ACG, HKACG) 46/F, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
Authorized Representatives	Mr. Lan Shuisheng (藍水生) Room 701B Tower A/B, Dongsheng Building No. 8 Zhongguancun East Road Haidian District Beijing PRC Ms. Chan Wing Yan (陳詠欣) (ACG, HKACG) 46/F, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
Audit Committee	Mr. Wong Yu Shan Eugene (王宇山) (Chairperson) Mr. Lai Shengmin (賴盛民) Dr. Gong Yan (龔焱)
Remuneration Committee	Dr. Han Jian (韓踐) (Chairperson) Mr. Zhang Lei (張磊) Mr. Wong Yu Shan Eugene (王宇山)

CORPORATE INFORMATION

Nomination Committee

Dr. Gong Yan (龔焱) (*Chairperson*)
Mr. Lan Shuisheng (藍水生)
Dr. Han Jian (韓踐)

H Share Registrar

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

Principal Banks

**Industrial Bank Co., Ltd.
Shanghang Branch**
No. 32-19, 32-20, 32-21
Jianshe Road
Shanghang County
Longyan City
Fujian Province
PRC

**Industrial and Commercial Bank of China Limited
Shanghang Branch**
No. 226 Beihuan Road
Shanghang County
Longyan City
Fujian Province
PRC

**Bank of China Limited
Beijing Kechuang Center Branch**
Building 6, Yard 1
Shangdi 10th Street
Haidian District
Beijing
PRC

**China Merchants Bank Co., Ltd.
Beijing Jiuxianqiao Science and Technology Finance Branch**
Building 7, Yard 6
Jiuxianqiao Road
Chaoyang District
Beijing
PRC

**Bank of Hangzhou Co., Ltd.
Beijing Dongcheng Branch**
Building 23, Donghuashi Beili West Zone
Dongcheng District
Beijing
PRC

INDUSTRY OVERVIEW

The information presented in this section, unless otherwise indicated, is derived from various government publications and other publications, and from the Frost & Sullivan Report prepared by Frost & Sullivan commissioned by us. The information derived from official government sources has not been independently verified by us, the Sole Sponsor, the Overall Coordinators, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers, any of the Underwriters, any of our and their respective directors, supervisors, officers, representatives, employees or advisers, or any other persons or parties involved in the Global Offering, and no representation is given as to its accuracy.

CHINA'S COMMERCIAL VEHICLE INTELLIGENT DRIVING MARKET

The Evolvement of China's Commercial Vehicle Intelligent Driving Market

Driving automation technology enables vehicles to operate without human intervention by leveraging advanced sensors, control systems, and artificial intelligence, and usually refers specifically to L4 and L5 autonomous driving systems that realize a high degree of automation and full automation, respectively. According to SAE classification, autonomous driving ranges from L0 (no automation) to L5 (full automation). L0 represents manual driving, where the human driver is entirely responsible for controlling the vehicle. L1 and L2 introduce driver assistance technologies, where the system can assist with specific tasks like acceleration, steering, or braking, but human oversight is still required. L3 allows for conditional automation, where the vehicle can take over driving in certain conditions, but the driver must be ready to intervene when prompted. L4 represents high automation, where the vehicle can drive autonomously within a specific operational design domain without human intervention, though it remains limited to certain environments. L5, full automation, eliminates the need for any human oversight or control, allowing the vehicle to operate autonomously in all environments. While autonomous driving, in particular L5 full automation, on public roads remains a long-term goal, L4 autonomous driving has already been realized in controlled environments such as mines, ports, and factories, where vehicles can operate without human input under defined conditions.

Introduction of Each Level of Driving Automation

Level 0	Level 1	Level 2	Level 3	Level 4	Level 5
No Automation	Driver Assistance	Partial Automation	Conditional Automation	High Automation	Full Automation
The vehicle has no driving automation.	The vehicle features a single automated system for driver assistance, such as steering or brake/acceleration support to the driver.	The vehicle can provide both steering and brake/accelerating support to the driver.	The vehicle features environmental detection and can make decisions, but only operates under specific conditions.	The vehicle can automatically drive without human intervention under limited conditions.	The vehicle can drive under all conditions without human intervention.

Commercial vehicle intelligent driving can be broadly categorized into three types based on their operating environments: urban roads, intercity roads, and closed environments. Urban-road applications, such as last-mile delivery vehicles, face the highest technical challenges due to dense traffic, frequent stops, and unpredictable interactions, and are mostly in pilot or early commercialization stages. Intercity-road applications focus on autonomous trucks for highway freight, benefiting from more structured routes but still requiring high safety standards at scale. Closed environments, such as mines and ports, operate in controlled and predictable settings with minimal external traffic, making them the most commercially mature segment and the earliest to achieve large-scale deployment.

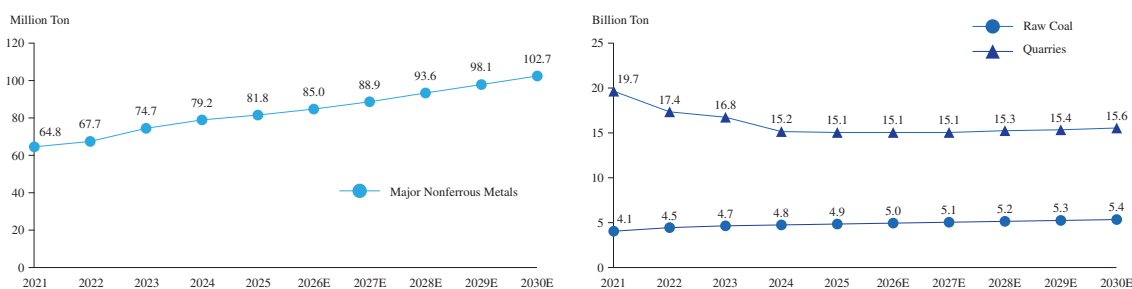
Intelligent driving is being adopted more rapidly in commercial vehicles than in passenger cars, as commercial applications face fewer uncertainties in operating environments and clearer regulatory and economic conditions, while business users prioritize efficiency and cost savings with measurable returns on investment. In closed or semi-structured settings such as mines, ports, and factories, autonomous trucks, tractors, and handling equipment have already proven their value by improving safety, reducing labor dependence, and enabling stable, high-precision operations. With clear economic benefits, including lower labor and fuel costs, fewer accidents, and higher efficiency, intelligent driving is expected to continue expanding into sanitation, long-haul trucking, and last-mile delivery as technology matures and labor constraints persist.

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Mining: A High-Potential Application for Scaled Commercial Deployment of Autonomous Driving

As a key pillar of the global resource supply chain, China's mining industry has shown steady growth, supported by industrial demand, manufacturing upgrades, and infrastructure development. From 2021 to 2025, output of major nonferrous metals rose from 64.8 million tons to 81.8 million tons, while raw coal production increased from 4.1 billion tons to 4.9 billion tons, underscoring coal's continued role in the national energy mix. Although quarry output declined amid the real estate downturn, demand is expected to recover with infrastructure and urban renewal projects. Against this backdrop of expanding operations, rising labor costs, and tighter safety and environmental requirements, mining enterprises are increasingly adopting intelligent and autonomous technologies to reduce costs, enhance safety, and support high-quality industry development.

Production Volume of Major Nonferrous Metals, Raw Coal, Quarries in China, 2021-2030E



Source: the China Nonferrous Metals Industry Association, Frost & Sullivan

Mining is one of the most commercially viable and scalable application scenarios for autonomous driving, benefiting from closed and highly structured operating environments that support rapid deployment and around-the-clock operations, significantly improving productivity and reducing downtime. While technical challenges such as dust, glare, and complex mining environment require advanced sensor fusion, perception, and control systems, the industry has already moved beyond proof-of-concept into large-scale commercial operation. As of December 31, 2025, we had deployed 2,580 active autonomous mining trucks across all sites, delivering tangible labor and efficiency gains. With China accelerating the transition toward intelligent, zero-accident, and low-carbon mining, autonomous driving is expected to play an increasingly central role, positioning mining as both a key proving ground and a major growth market, with a total addressable market of approximately RMB185.0 billion.

CHINA'S MINING AUTONOMOUS DRIVING SOLUTION INDUSTRY

Growing Demand for Intelligent Mine Operations

Autonomous driving is accelerating China's transition toward smart, automated mines by modernizing mine-site transportation through the integration of autonomous mining trucks, IoT infrastructure, cloud-based control platforms, and real-time dispatch systems. As a national priority under China's push for digital and intelligent industrial upgrades, "smart mine" development focuses on improving productivity, safety, and environmental performance, with haulage playing a critical role as the link between extraction and processing. Autonomous driving enables continuous, precise, and high-efficiency ore movement, reducing labor exposure, accident risk and production losses. Open-pit mines, which dominate China's coal and metal output and feature relatively structured, point-to-point haulage routes, have emerged as the leading use case, offering immediate and measurable gains in safety, uptime, and cost reduction.

Challenges Facing the Industry

Autonomous driving is becoming a necessity for mining as operators face persistently high accident risks, rising labor costs, severe labor shortages, and increasing environmental pressure. In 2024, China recorded 0.059 fatalities per million tonnes of coal mined, while traditional haulage typically requires 2-4 drivers per vehicle, with annual per-driver costs of RMB100,000-150,000 and turnover rates exceeding 50% in some open-pit mines, especially in remote regions. Autonomous mining trucks address these challenges by removing drivers from hazardous environments,

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operating around the clock, and improving efficiency, fuel economy, and headcount control, while supporting low-carbon goals through intelligent dispatch and electrification. However, deployment remains technically demanding: mining environments are unpaved, constantly changing, and exposed to dust, snow, and low-light conditions, requiring robust sensor fusion, noise-resistant perception, and reliable localization. As a result, only a small number of full-stack solution providers, capable of integrating hardware, software, and operations, can deliver reliable, scalable autonomous mining systems, creating a high barrier to entry and a clear advantage for integrated players.

The Value Chain for Mining Autonomous Driving Solution Industry

The value chain for mining autonomous driving solution industry spans component supply, system integration, and on-site operations.

- **Upstream**, the ecosystem includes component manufacturers, software providers, and cloud service vendors that supply critical hardware, algorithms, and computing infrastructure.
- **Midstream**, mining autonomous driving solution providers work closely with OEMs to integrate autonomous driving systems into vehicle platforms through joint development and system customization. These collaborations typically involve tailoring autonomous capabilities to the specific requirements of mining environments. OEMs support large-scale manufacturing and validation testing, while mining autonomous driving solution providers lead software integration, sensor calibration, and system optimization. Together, the two parties co-develop standardized autonomous mining trucks capable of scaled deployment.
- **Downstream**, mining companies or general contractors purchase autonomous mining trucks and deploy them in operations. Their real-world feedback, including performance, safety, and utilization data, helps drive ongoing iteration and improvement of the mining autonomous driving systems.

Mining autonomous driving solution providers occupy a critical position in the mining automation ecosystem. They sit at the intersection of software, hardware, and operational deployment, playing a central role in turning advanced driving technology into scalable, real-world applications. In addition to developing the core autonomous driving stack, including perception, path planning, and system safety, these companies are responsible for adapting the technology to the unique demands of mining environments. Their close collaboration with OEMs, mining operators, and infrastructure providers enables faster product development, tighter system integration, and broader industry adoption. As the link between upstream innovation and downstream deployment, mining autonomous driving solution providers are key to unlocking commercial autonomous driving at scale.

Market Size for Mining Autonomous Driving Solutions in China

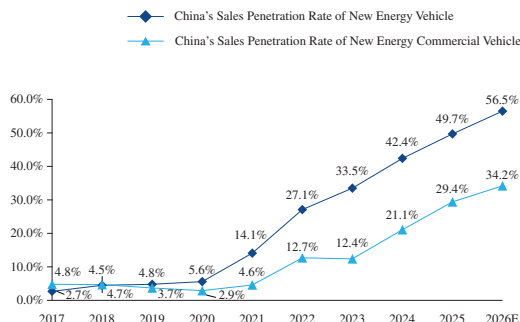
Autonomous mining is approaching a critical inflection point in China. As the broader automotive industry transitions from electrification to automation, purpose-built autonomous driving vehicles are gaining traction in industrial settings where safety, efficiency, and cost reduction are high priorities. Mining, in particular, stands out as one of the most promising early markets for scaled commercial deployment.

Adoption of autonomous mining trucks is expected to accelerate meaningfully over the next five years. Penetration is projected to reach more than 50% by 2030. Increasing regulatory support, continuous technological advancements, and the inherent suitability of the mining environment collectively drive the rapid growth in the sales penetration rate of autonomous mining truck in China. On the one hand, the Guidelines for High-Quality Development of Open-Pit Coal Mines (《露天煤矿高质量发展指导意见》) issued by China National Coal Association explicitly strongly drive industry transformation by encouraging 80% of open-pit coal mining capacity to achieve intelligentization by 2030. On the other hand, the maturing autonomous driving technology has reduced hardware costs and enhanced software standardization, improving the solution's cost-effectiveness and scalability. Simultaneously, the inherently enclosed and controlled nature of mining sites makes autonomous driving more viable in mines than in urban or highway settings. The synergy of these factors provides a solid foundation for the sustained future growth of autonomous mining truck adoption in China. To put this in perspective, the sales of autonomous mining trucks in China are expected to grow from over 4,500 units in 2026 to approximately 15,000 units by 2030, representing a CAGR of 34.4%. This trajectory mirrors the rapid rise of new energy vehicles

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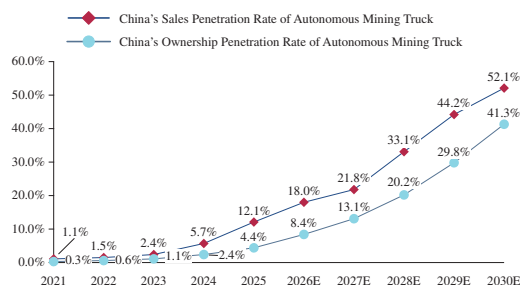
(NEVs) in China, where sales surged once penetration crossed the 10% threshold. Given the operational and economic incentives, autonomous driving in mining may scale even faster than NEVs did, following a similar but steeper adoption curve.

China's Sales Penetration Rate of New Energy Vehicle and New Energy Commercial Vehicle, 2017-2026E



Source: Industry expert interviews, Frost & Sullivan

China's Sales Penetration Rate and Ownership Penetration Rate of Autonomous Mining Truck, 2021-2030E



Source: Industry expert interviews, Frost & Sullivan

Notes:

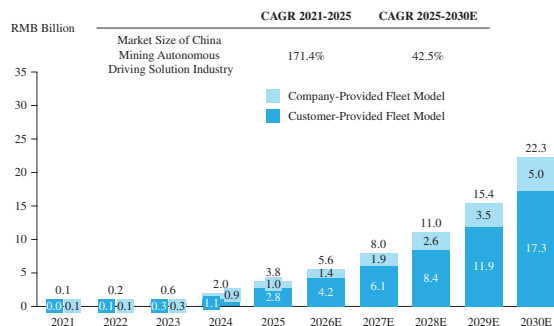
1. China's sales penetration rate of NEV = China's NEV sales/China's total vehicle sales; NEV includes new energy passenger vehicle and new energy commercial vehicle.
2. China's sales penetration rate of autonomous mining truck = China's autonomous mining truck sales/China's total mining truck sales; Sales penetration rate reflects the short-term market expansion of autonomous mining trucks; Sales refer to the number of vehicles sold during a specific period.
3. China's ownership penetration rate of autonomous mining truck = China's autonomous mining truck ownership/China's total mining truck ownership; Ownership penetration rate reflects the long-term penetration depth and share in the total fleet; Ownership refers to the total number of vehicles currently in use.

China's market for mining autonomous driving solutions is expanding rapidly, supported by strong regulatory tendency, accelerating technology adoption, and growing demand from mining operators seeking safer and more efficient operations. The market size in terms of revenue for mining autonomous driving solutions in China reached approximately RMB3.8 billion in 2025, up from a small base in 2021, representing a CAGR of approximately 171.4%. While the early phase has been driven largely by pilot programs and initial deployments, the sector is now entering a scale-up stage. Market growth is expected to remain strong as adoption broadens across different mine types and geographies. In 2024, the National Mine Safety Administration and the National Development and Reform Commission jointly issued the "Guiding Opinions on Deeply Promoting the Intelligent Construction of Mines and Promoting the Safe Development of Mines" (《關於深入推進礦山智能化建設促進礦山安全發展的指導意見》), explicitly calling for the establishment of a comprehensive intelligent mining standards system with the goal that by 2026, intelligent coal mine working faces will account for no less than 30%, and the regular autonomous operation rate of coal mine working faces will reach no less than 80%. Driven by dual pressures of regulatory requirements of intelligent mines and the need for cost reduction and efficiency enhancement, the

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demand for mining autonomous driving solutions from mining companies and general contractors will continue to expand. China is on track to become the world's largest and most advanced market for mining autonomous driving solutions with continued momentum expected as commercial deployments expand.

Market Size in Terms of Revenue for Mining Autonomous Driving Solution in China, Breakdown by Business Models, 2021-2030E



Source: Industry expert interviews, Frost & Sullivan

In the mining autonomous driving solution industry, there are two business models: the **Company-provided fleet model** and the **customer-provided fleet model**. Under the Company-provided fleet model, mining autonomous driving solution providers possess and manage the fleet of autonomous mining trucks, offering comprehensive services that integrate vehicles, operational management, and technical support as a complete solution. This model allows customers to deploy autonomous driving systems without purchasing trucks, making it ideal for customers seeking rapid implementation, reduced upfront investment, and managed operations. Under this model, customers typically make recurring payments. Fees are generally tied to the volume of material transported, with pricing commonly calculated on a per-cubic-meter or per-tonne basis. The specific rates vary across different mining sites, depending on factors such as haul distance, slope conditions, and overall site complexity. Conversely, under the customer-provided fleet model, the customers procure and own their own autonomous mining trucks equipped with autonomous driving solutions, while the service providers provide customers with operation-related services, such as software updates, platform maintenance and remote driving assistance. The customer-provided fleet model is designed for customers that already have established operating teams, require tailored solutions, or prioritize long-term cost efficiency. Under this model, mining companies or contractors either make a one-time purchase of autonomous mining trucks or obtain them through leasing arrangements with truck and equipment holding companies. In addition, service providers may charge usage-based service fees on top of the truck purchase price that are typically linked to the volume of material transported, with pricing commonly calculated on a per-cubic-meter basis. The applicable rates may vary across different mining deployments based on factors such as haul distance, slope conditions, and overall site complexity. In parallel, service providers have introduced two alternative pricing models: a predetermined per-truck fee based on the number of trucks deployed, with rates varying by project, and a one-time fee for the entire deployment. These two models demonstrate the flexibility of mining autonomous driving solutions in asset allocation and service depth, addressing diverse customer needs in cost management, operational capacity, and system integration. In 2025, the proportions of market size in terms of revenue for China's mining autonomous driving solution industry under Company-provided fleet model and customer-provided fleet model are 26.3% and 73.7%, respectively.

Autonomous mining trucks in China are primarily categorized into four types: range-extended wide-body trucks, battery-electric wide-body trucks, diesel wide-body trucks and rigid-frame mining trucks, which accounted for approximately 54.8%, 18.5%, 15.9% and 10.8% of the total number of autonomous mining trucks in China as of 2025 respectively. Wide-body trucks typically operate in the sub-100-tonnage payload range, while rigid trucks generally exceed 100 tonnes in capacity. Among these, range-extended wide-body trucks have become the mainstream choice for autonomous deployment in open-pit mines, due to their flexible refueling options, adaptability across diverse mining environment, and cost-effectiveness.

Payload capacity across the sector ranges from approximately 45 tonnes to 330 tonnes. The 100-tonnage class has emerged as the core platform for China's intelligent mining transformation. These vehicles combine automation, electrification, large-scale design, and domestic manufacturing. Compared to smaller models, 100-tonnage autonomous mining trucks offer

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significantly higher throughput and lower cost-per-tonne-mile, making them well-suited for high-volume, large-site operations. In 2025, 100-tonnage class vehicles represented around 50% of all autonomous mining trucks in China by payload segment.

Key Drivers of the Mining Autonomous Driving Solution Industry in China

Several structural and policy trends are accelerating the growth of mining autonomous driving solution industry in China:

Policy momentum is accelerating adoption at scale

In recent years, China has launched a number of initiatives at both the central and local levels to advance intelligent mining, autonomous driving technologies, and low-carbon development as well as to accelerate the deployment of autonomous driving solutions in the mining sector, creating a broad market space for mining autonomous driving solution providers.

At the national level, among the policy documents such as the “Guidelines for the Intelligent Construction of Coal Mines” (《煤礦智能化建設指南》), the “Circular on Supporting the Construction of a New Generation of Artificial Intelligence Demonstration Application Scenarios” (《關於支持建設新一代人工智能示範應用場景的通知》), and the “Circular on Further Accelerating the Intelligent Construction of Coal Mines to Promote the High-Quality Development of Coal” (《關於進一步加快煤礦智能化建設促進煤炭高質量發展的通知》), the Chinese government has explicitly called for accelerating the application of autonomous technology in the field of mine transportation and encouraging enterprises to promote autonomous mining trucks to enhance safety and operational efficiency. In April 2024, the National Mine Safety Administration and the National Development and Reform Commission jointly issued the “Guiding Opinions on Deeply Promoting the Intelligent Construction of Mines and Promoting the Safe Development of Mines” (《關於深入推進礦山智能化建設促進礦山安全發展的指導意見》), which set clear targets: by 2026, more than 30% of all coal mine working faces are expected to adopt intelligent systems, of which at least 80% are anticipated to operate under regular autonomous conditions. In addition, the policy requires that intelligent equipment or robotics replace at least 30% of high-risk roles in coal mines and 20% in non-coal mines. Furthermore, in 2024, the Ministry of Natural Resources and six other ministries jointly released the Circular on Further Strengthening the Construction of Green Mines (《關於進一步加強綠色礦山建設的通知》), which encourages the application of advanced green and low-carbon technologies to accelerate the transformation toward sustainable mining. The policy also calls for deeper integration of digital technologies, including 5G, big data, the Internet, and artificial intelligence, to promote the intelligence and greening of mining, thereby improving resource utilization efficiency and production management capabilities. These beneficial policies will further boost the growth of the mining autonomous driving solution industry in China.

Meanwhile, local governments have also helped mining enterprises adopt mining autonomous driving solutions through financial subsidies, industrial support, and demonstration projects. For instance, major coal mining provinces such as Xinjiang and Inner Mongolia have taken the lead in laying out demonstration areas for autonomous mining trucks to promote large-scale application in the industry. “Xinjiang’s 2023-2025 Three Year Action Plan for Coal Mine Intelligence” (《新疆維吾爾自治區煤礦智能化建設三年行動計劃(2023-2025年)》) clearly stipulates that different intelligent operation models should be developed based on different mining process types, including the adoption of autonomous mining trucks to enhance the overall operational efficiency of the mining areas. The General Office of the People’s Government of Inner Mongolia Autonomous Region issued the “Notice on Several Measures to Further Strengthen the Safety Management of Open-pit Coal Mines in the Region” (《內蒙古自治區人民政府關於進一步加強全區露天煤礦安全管理若干措施的通知》), explicitly encouraging existing open-pit coal mines with large reserves, strong on-site management, and well-staffed technical teams to promote the application of advanced technologies such as autonomous driving and slope radar monitoring. The aim is to further enhance safety production levels through intelligent and digital transformation.

AI is driving meaningful gains in automation and productivity

AI is fundamentally transforming autonomous mining truck operations in complex and dynamic environments by enhancing perception, route planning, and decision-making through deep learning and real-time data processing, thereby reducing accidents, lowering human intervention, and enabling smarter dispatching and maintenance. More importantly, AI-driven rapid learning and system iteration have become the key breakthrough, as exemplified by our Group’s proprietary training engine built on over 100 high-frequency real-mine scenarios, which has shortened new-site deployment time from three months to 3 days.

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Technology breakthroughs are solving long-standing industry bottlenecks

Insufficient performance of drive-by-wire electronic controlling chassis systems and incompatibility between fault diagnostics and autonomous driving systems have been key challenges hindering the deployment of autonomous mining trucks. Industry-leading companies have achieved technological breakthroughs by developing proprietary drive-by-wire electronic controlling chassis platforms. For example, our Group has developed drive-by-wire electronic controlling platform for 100-tonnage autonomous mining trucks, deeply integrating vehicle control with autonomous driving algorithms. This enables high-precision steering, braking, and power distribution in complex operational scenarios, providing critical technical support for unmanned haulage. The platform leverages a closed-loop data system and real-time self-diagnostic functions to continuously optimize operational workflows, significantly reducing failure rates and enhancing operational continuity. These breakthroughs have not only improved the autonomous decision-making capabilities, safety, and reliability of autonomous mining trucks but also enhanced their adaptability in complex conditions, laying a solid foundation for large-scale deployment of mining autonomous driving solutions.

Growing mining output creates demand for autonomous driving systems

Driven by rising demand for mineral resources from downstream industries such as new energy, power infrastructure and advanced manufacturing, China's mining industry has continued to expand its production capacity. China's major non-ferrous metal production grew from 64.8 million tonnes in 2021 to 81.8 million tonnes in 2025, indicating sustained growth in mining activities. As mining production activities continue to expand and transportation requirements within mining sites increase, demand for autonomous driving solutions is expected to grow accordingly, supporting the continued expansion of the mining autonomous driving solution industry in China.

Trends in China's Mining Autonomous Driving Solution Market

Key trends shaping the mining autonomous driving solution industry in China include:

Expansion beyond open-pit coal mines

Adoption of autonomous mining trucks is rapidly expanding beyond traditional open-pit coal mines into metal mines, quarries, and other resource types. This trend is being driven by maturing technology and growing commercial validation. As of the end of 2024, over 2,000 autonomous mining trucks had been deployed in China's open-pit coal mines, reflecting broad recognition of the technology's feasibility.

At the same time, demand is rising in metal mines (such as copper and iron) and quarries, as autonomous driving systems become more adaptable to varying mining environment, workflows, and safety conditions. This expansion is further supported by government-led smart mining initiatives in China and other countries, which continue to prioritize automation in mine transport operations, accelerating cross-segment adoption.

Chinese autonomous mining technology is going global

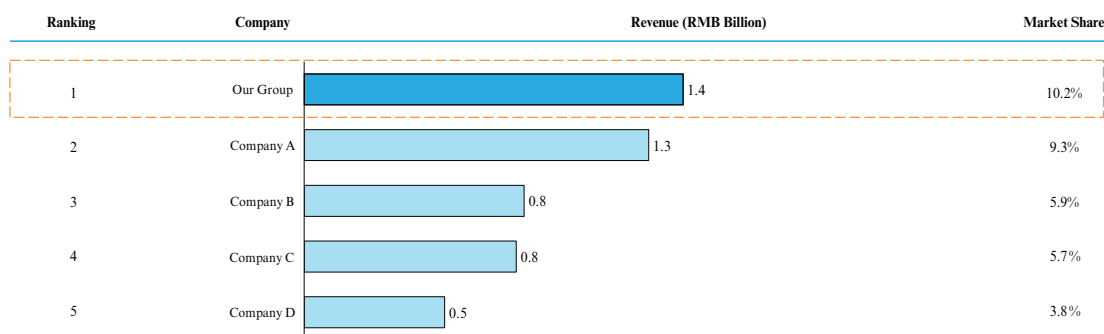
Although mining-rich regions such as Australia and Chile are well suited for autonomous deployment, adoption has been constrained by high equipment and operating costs and limited localized support from international vendors. In contrast, leading Chinese players benefit from scale-driven cost advantages and closer integration with Chinese mining groups that are expanding overseas, making homegrown autonomous solutions more attractive due to better cost control, faster service response, and lower deployment risk. This alignment between outbound mining investment and autonomous technology export is forming a positive feedback loop, as overseas deployments enhance Chinese players' product iteration, localization capabilities, and global presence through patents and strategic partnerships.

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COMPETITIVE LANDSCAPE

The market for commercial vehicle intelligent driving in China reached approximately RMB14.0 billion in 2025. Our Group ranked first among all commercial vehicle intelligent driving providers in terms of market share, capturing approximately 10.2% of the total market.

Ranking of China's Commercial Vehicle Intelligent Driving Market in 2025



Source: Industry expert interviews, Frost & Sullivan

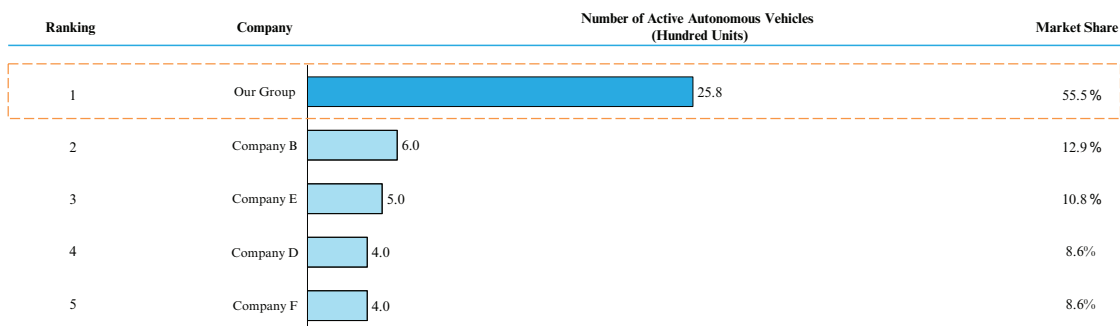
Notes:

1. Company A, founded in 2015, is a non-listed China-based intelligent driving technology providers. It provides driving automation solutions for sweepers and buses.
2. Company B, founded in 2017, is a China-based autonomous driving technology company listed on the Hong Kong Stock Exchange, offering mining autonomous driving solutions with autonomous mining and logistics trucks, V2X technologies and intelligent perception solutions.
3. Company C, established in 2018, is a non-listed China-based intelligent driving technology company. It provides driving automation solutions for urban logistics vehicles.
4. Company D, established in 2016, is a non-listed China-based autonomous driving company focused on providing autonomous driving solution for mining operations.

As of the end of 2025, there are over 20 players in the China's mining autonomous driving solution market, among which our Group ranked first, with 2,580 active autonomous vehicles and a 55.5% market share.

In 2025, the market size in terms of revenue for mining autonomous driving solutions in China reached approximately RMB3.8 billion. Our Group ranked first with revenue of approximately RMB1.4 billion in 2025, representing a market share of 37.6%.

Ranking of Mining Autonomous Driving Solution Industry in China, Based on the Number of Active Autonomous Vehicles as of the End of 2025



Source: Industry expert interviews, Frost & Sullivan

Notes:

1. Company E, established in 2015, is a non-listed China-based autonomous driving company focused on providing zero-carbon autonomous driving solutions for mining operations.
2. Company F, founded in 2014, is a non-listed China-based autonomous driving company that develops autonomous and intelligent system solutions for the mining sector.

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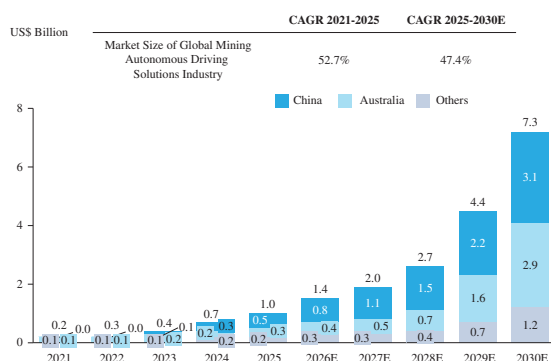
RISING GLOBAL DEMAND FOR MINING AUTONOMOUS DRIVING SOLUTION

Mining companies around the world are under pressure from two persistent challenges: labor shortages and rising costs. In major resource regions like Australia, Canada and Chile, it is becoming increasingly difficult — and expensive — to staff remote, high-risk operations. Manual driving not only limits productivity but also introduces safety and cost risks that are hard to scale away.

Autonomous mining trucks offer a compelling alternative. With the ability to operate 24/7, follow optimized routes, and minimize fuel or power usage, these systems can significantly improve efficiency while reducing total operating costs. As global mining expands into harder-to-access reserves and the industry accelerates its energy transition, automation is shifting from a mere option to a strategic priority.

Governments worldwide are taking notice of this trend. In 2025, the Department of Mines in Western Australia updated its formal Code of Practice for autonomous mining operations, setting standards around system safety, monitoring, and operator training. This regulatory clarity is giving mine operators the confidence to deploy autonomous driving at scale, pushing automation from pilot stage into full commercial rollout. Driven by ESG initiatives, digital transformation, and the growing demand for safer, more sustainable operations, autonomous driving is shifting from pilot programs to large-scale deployment. The global market size in terms of revenue for mining autonomous driving solutions is expected to grow from approximately US\$1.0 billion in 2025 to US\$7.3 billion by 2030, representing a CAGR of approximately 47.4%. The market size in terms of revenue for mining autonomous driving solutions in Australia is expected to reach US\$2.9 billion in 2030, reflecting the country's early adoption and scale advantages in mining automation. The size of global total addressable market for mining autonomous driving solutions is over US\$110.0 billion. The global ownership penetration rate of autonomous mining truck is expected to increase from approximately 5.5% in 2026 to 28.0% in 2030. As of 2025, rigid-frame mining trucks, range-extended wide-body trucks, battery-electric wide-body trucks and diesel wide-body trucks accounted for approximately 36.4%, 39.0%, 14.5% and 10.1% of the total number of global autonomous mining trucks respectively.

Market Size for Global Mining Autonomous Driving Solution Industry, Breakdown by Regions, 2021–2030E



Source: Industry expert interviews, Frost & Sullivan

Note: the Others include Canada, Chile, the United States, and other countries.

China's leading autonomous mining companies are not just catching up with global peers but are outpacing them in the areas that matter most for real-world deployment. Years of operating in China's rugged and variable mine environments have forced local developers to build highly adaptive systems capable of handling complex mining environment, unpredictable conditions, and diverse vehicle types, giving Chinese providers a technical edge in perception, control, and decision-making in the kinds of environments where autonomous driving is hardest to scale.

ENTRY BARRIERS IN THE GLOBAL AND CHINA MINING AUTONOMOUS DRIVING SOLUTION INDUSTRY

The mining autonomous driving solution industry is characterized by high entry barriers, driven by its technical complexity, customer expectations, operational integration requirements, and capital intensity. Successful providers must combine advanced autonomous driving, AI, and sensor-fusion technologies with proven reliability in harsh, safety-critical mining environments,

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while also delivering fully integrated, full-stack solutions rather than standalone products. In addition, mining customers adopt new technologies cautiously, favoring vendors with strong track records and domain expertise in mining operations. High upfront investment in vehicles, hardware, software development and high capex related to self-owned fleets further limit new entrants, reinforcing the industry's concentrated and high-barrier competitive landscape.

Overview of Mining Digitalization Solution Market

Conventional mining operations are often hindered by outdated dispatching methods, low operational efficiency, and persistent safety risks. Poor coordination across various tasks results in frequent idle times and misaligned workflows. For instance, trucks may experience prolonged waiting time for loading, while excavators sit idle due to delays in vehicle dispatch. In addition, inefficient planning, such as poorly designed dumping site layouts, can lead to excessively long transport distances, further driving up fuel consumption and labor costs. These inefficiencies, combined with imbalanced resource allocation and rising operational expenditures, underscore the urgent need for systemic transformation in how mines are managed and operated.

Mining digitalization solutions, underpinned by intelligent perception, integrated platforms, and system-wide coordination, are reshaping the mining industry into a digital, automated, and intelligent ecosystem. By leveraging advanced data analytics, IoT technologies, and real-time monitoring, these solutions enhance core operational domains such as excavation, transportation, and dumping. They also support the intelligent scheduling and digital management of both autonomy sites and non-autonomy sites. Furthermore, mining digitalization platforms enable real-time decision-making and streamline critical functions including production planning, safety supervision, asset tracking, and field inspections. This end-to-end digital transformation not only boosts efficiency and safety but also lays the foundation for sustainable and resilient mining operations. The size of China's mining digitalization solution market in terms of revenue was RMB40.2 billion in 2025 and is expected to exceed RMB80.0 billion by 2030. In 2025, Our Group accounted for approximately 0.01% of the mining digitalization solution market in China.

Leading mining autonomous driving solutions providers are now leveraging their expertise in the transportation segment to provide mining digitalization solutions that optimize core production workflows. Drawing on advanced technologies such as data analytics, IoT integration, and real-time monitoring, these providers are rolling out modular and scalable platforms that support both conventional operations and mines progressing toward higher levels of automation. For instance, some solution offers unified orchestration of manned and unmanned fleets, intelligent dispatching, and integrated control of key mining equipment. By bridging fragmented systems and enabling end-to-end data flow, these solutions help mining companies improve operational efficiency, reduce costs, and strengthen safety management, driving the industry's transition toward digitalized, resilient, and high-performance mining ecosystems.

Source of Information

We commissioned Frost & Sullivan to conduct market research on global and China's mining autonomous driving solution industry and prepare the Frost & Sullivan Report. Frost & Sullivan is an independent global consulting firm founded in 1961 in New York that offers industry research and market strategies. We have contracted to pay RMB600,000 to Frost & Sullivan for compiling the Frost & Sullivan Report. In preparing the Frost & Sullivan Report, Frost & Sullivan conducted detailed primary research which involved discussing the status of the industry with certain leading industry participants and conducting interviews with relevant parties. Frost & Sullivan also conducted secondary research which involved reviewing company reports, independent research reports and data based on its own research database. Frost & Sullivan obtained the figures for the estimated total market size from historical data analysis plotted against macroeconomic data and considered the key industry drivers. Its market engineering forecasting methodology integrates several forecasting techniques with the market engineering measurement-based system and relies on the expertise of the analyst team in integrating critical market elements investigated during the research phase of the project. These elements primarily include forecasting methodology based on expert opinions, integration of market drivers and restraints, market challenges, market engineering measurement trends and econometric variables. The Frost & Sullivan Report is compiled based on the following assumptions: (i) the social, economic and political environment around the globe and within Chinese mainland is likely to remain stable in the forecast period; and (ii) related key industry drivers are likely to drive the market in the forecast period. Our Directors confirm that, to the best of their knowledge, after making reasonable inquiries, there is no material and adverse change in the market information since the date of the Frost & Sullivan Report, which may qualify, contradict or have an impact on the information in this section.

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REGULATIONS AND POLICIES RELATING TO PROMOTING THE SAFE DEVELOPMENT AND THE INTELLIGENT CONSTRUCTION OF MINES

For ensuring safety in production in mines, preventing accidents and protecting personal safety of workers and staff at mines, and promoting the development of mining industry, the Mine Safety Law of the People's Republic of China (《中華人民共和國礦山安全法》) (the “**PRC Mine Safety Law**”) latest amended on August 27, 2009, stipulates that mining enterprises must possess facilities that ensure safety in production, establish and perfect the system of safety management, take effective measures to improve the working conditions for workers and staff, and strengthen the work of safety control in mines in order to ensure safe production. Besides, according to the Regulations for the Implementation of the PRC Mine Safety Law (《中華人民共和國礦山安全法實施條例》), promulgated by the Ministry of Labor on October 30, 1996, the equipment (including but not limited to equipment for containing/conveying, transport), apparatus, protective articles and safety detecting instruments shall conform to national safety standards or the trade safety standards; those which do not may be used.

On August 9, 2023, in order to strengthen the top-level design of intelligent mine construction, the National Mine Safety Administration formulated the Intelligent Mine Standardization Framework (《礦山智能化標準體系框架》), which systematically identifies standardization needs across mining sectors, pioneering integration of coal and non-coal mine standards under a unified system, and defines specific R&D priorities for intelligent mine components.

On April 24, 2024, for further promoting the intelligent construction of mines, and promoting the safe development of mines, the National Mine Safety Administration, the Ministry of Emergency Management, the National Development and Reform Commission (“**NDRC**”), the Ministry of Industry and Information Technology, the Ministry of Science and Technology, the Ministry of Finance and the Ministry of Education issued the Notice by of Issuing the Guiding Opinions on Further Advancing the Intelligent Construction of Mines and Promoting the Safe Development of Mines (《國家礦山安監局、應急管理部、國家發展改革委、工業和信息化部、科技部、財政部、教育部關於印發〈關於深入推進礦山智能化建設促進礦山安全發展的指導意見〉的通知》), stating that by 2030, a complete intelligent mining system will be established to realize deep integration and shared application of mining data, mining operation with less people and without people will be promoted, major safety risks shall be effectively prevented and controlled, and the essential safety level of mines will be significantly improved. The research and development of “containment” technologies that restrict intelligent construction shall be accelerated. Key technologies such as transparent geology, unmanned driving under complex conditions, collaborative control of intelligent equipment cluster, and industrial software shall be tackled. The integration and application of new technologies such as 5G, industrial Internet, big data, cloud computing, artificial intelligence, and digital twin with traditional mining shall be promoted. The research and development and application of core components, sensors, key control units, and operating systems of intelligent equipment of mines shall be accelerated, and the development and iterative updating of mine robots shall be accelerated. High-end mining sensors and special instruments and equipment shall be developed. The research and development and application of intelligent core equipment such as intelligent shovel loading and transportation equipment, new mining unmanned vehicles shall be strengthened.

On May 21, 2024, National Energy Administration Notice on Further Accelerating Intelligent Coal Mine Construction to Promote High-Quality Development of the Coal Industry (《國家能源局關於進一步加快煤礦智能化建設促進煤炭高質量發展的通知》) was promulgated by National Energy Administration. To implement the decisions of the CPC Central Committee and the State Council on developing new quality productive forces and integrating digital intelligence technologies with the coal industry, the notice outlines measures to accelerate intelligent coal mine construction and promote high-quality development. For open-pit coal mines, the notice emphasizes enhancing intelligent multi-process coordination capabilities and focuses on advancing autonomous excavation and loading, unmanned driving of mining trucks, robotic collaboration in loading-transportation-dumping workflows, and encourages to implement truck platooning for unmanned haulage.

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REGULATIONS AND POLICIES RELATING TO THE AUTONOMOUS DRIVING INDUSTRY

According to the Taxonomy of Driving Automation for Vehicles (《汽車駕駛自動化分級》) which was promulgated by the State Administration for Market Regulation (the “SAMR”) and the National Standardization Administration on August 20, 2021 and became effective on March 1, 2022, the standards for autonomous driving can be divided into: L0 (emergency assistance), L1 (partial driver assistance), L2 (combined driver assistance), L3 (conditionally automated driving), L4 (highly automated driving) and L5 (fully automated driving).

According to the Strategies for the Innovative Development of Intelligent Vehicles (《智能汽車創新發展戰略》) which was promulgated by the NDRC, the Office of the Central Leading Group for Cyberspace Affairs, the Ministry of Science and Technology of the People’s Republic of China (the “MOST”) and other eight ministries and commissions, China’s standard intelligent vehicle system will be fully established and more complete from 2035 to 2050. The vision of a safe, efficient, green and civilized power of intelligent vehicles will be gradually realized, and intelligent vehicles will fully meet the people’s growing needs for a better life.

In January 2022, the Ministry of Transport and the MOST jointly issued the Outline for the Mid- to Long-Term Development of Technological Innovation in the Transportation Sector (2021–2035) (《交通領域科技創新中長期發展規劃綱要(2021–2035年)》) outlining initiatives to promote the development and large-scale application of autonomous driving technology.

In addition, the Guidelines on Transportation Safety Services for Autonomous Vehicles (for Trial Implementation) (《自動駕駛汽車運輸安全服務指南(試行)》) issued by the Ministry of Transport on November 21, 2023, provides relevant guidance for vehicles which are capable of performing all dynamic driving tasks under designed operating conditions according to relevant national standards and have obtained the access approvals from the MIIT, including but not limited to, requirements for application scenarios, operators of autonomous vehicles, safety and security, supervision and overall management.

REGULATIONS ON PRC CORPORATION

The establishment, operation and management of corporate entities in the PRC are governed by the Company Law of the People’s Republic of China (the “**PRC Company Law**”), which was promulgated by the Standing Committee of the NPC (the “**SCNPC**”) in December 1993 and latest amended in December 2023, according to which, PRC companies are generally classified into limited liability companies and joint stock limited companies. The PRC Company Law also applies to foreign-invested limited liability companies and companies limited by shares. According to the PRC Company Law, where laws on foreign investment have other stipulations, such stipulations shall prevail.

REGULATIONS ON FOREIGN INVESTMENT AND OVERSEAS INVESTMENT

Regulations on Foreign Investment

Investment in the PRC by foreign investors is mainly regulated by the Catalogue of Encourages Industries for Foreign Investment (2025 Edition) (《鼓勵外商投資產業目錄》(2025年版)), which was promulgated by the Ministry of Commerce of the PRC (the “**MOFCOM**”) and the NDRC on December 15, 2025 and took effect on February 1, 2026, and the Special Administrative Measures for Access of Foreign Investment (2024 Edition) (《外商投資准入特別管理措施(負面清單)》(2024年版)) (the “**Negative List**”), which was promulgated by the MOFCOM and the NDRC on September 6, 2024 and took effect on November 1, 2024. The Negative List sets out several restrictive measures in a unified manner, such as the requirements on shareholding percentages and management for the access of foreign investments in the industries listed in the Negative List and the industries that are prohibited from foreign investment. Any industries not listed in the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment. The industry of smart sensing interaction R&D, production and operation is not listed in the Negative List, which means the foreign investment in the business operated by us in the PRC shall not be restricted or prohibited.

On March 15, 2019, the NPC promulgated the Foreign Investment Law (《中華人民共和國外商投資法》) (the “**FIL**”), which came into effect on January 1, 2020, pursuant to which, it is applicable to the investment activities in the PRC carried out directly or indirectly by foreign natural persons, enterprises or other organizations. The Implementation Rules to the Foreign Investment Law (《中華人民共和國外商投資法實施條例》), promulgated by the State Council on

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December 26, 2019 and became effective on January 1, 2020, further clarify that the state encourages and promotes foreign investment, protects the lawful rights and interests of foreign investors, regulates foreign investment administration, continues to optimize foreign investment environment, and advances a higher-level opening. On December 30, 2019, the MOFCOM and the SAM jointly promulgated the Measures for Information Reporting on Foreign Investment (《外商投資信息報告辦法》), which became effective on January 1, 2020, pursuant to which, where a foreign investor carries out investment activities in the PRC directly or indirectly, the market regulatory authorities shall forward the investment information submitted by foreign investor or the foreign-invested enterprise to the competent commerce administrative authorities.

Regulations on Overseas Investment

Pursuant to the Measures for the Administration of Overseas Investment (《境外投資管理辦法》) which was issued by the MOFCOM on September 6, 2014 and became effective on October 6, 2014, the MOFCOM and the commerce administrative authorities at provincial level shall subject the overseas investment of enterprises to approval or recordation management based on different circumstances. Overseas investment involving any sensitive country or region, or any sensitive industry shall be subject to approval management, and overseas investment under other circumstances shall be subject to recordation management.

Pursuant to the Measures for the Administration of Overseas Investment of Enterprises (《企業境外投資管理辦法》) which was issued by the NDRC on December 26, 2017 and became effective on March 1, 2018, an enterprise in the territory of the PRC (the “Investor”) shall undergo the formalities for the approval or recordation to the NDRC or governmental development and reform department at the provincial level, based on different circumstances, for an overseas investment project (the “Project”), report the relevant information, and cooperate in supervisory inspection. Projects involving any sensitive country or region, or any sensitive industry conducted by investors directly or through overseas enterprises controlled by them shall be subject to approval management. Other non-sensitive projects directly conducted by investors shall be subject to recordation management. The Catalogue of Sensitive Industries for Overseas Investment (2018 Edition) (《境外投資敏感行業目錄(2018年版)》) issued by the NDRC on January 31, 2018 and came into effect on March 1, 2018 lists the sensitive industries in detail.

REGULATIONS RELATED TO OUR BUSINESS IN THE PRC

Regulations on Import and Export Goods

Pursuant to the Foreign Trade Law of the PRC (《中華人民共和國對外貿易法》) promulgated by the SCNPC on 12 May 1994 and last amended on 27 December 2025 and the Notice by the Department of Enterprise Management and Audit-Based Control of the General Administration of Customs of Matters Concerning the Recordation of the Consignees and Consignors of Imported and Exported Goods (《海關總署企業管理和稽查司關於進出口貨物收發貨人備案有關事宜的通知》) promulgated by the General Administration of Customs of the PRC on 3 January 2023, a consignee or consignor of imported or exported goods who applies for recordation shall be qualified as a market entity and is not required to be filed as a foreign trade business operator.

According to the Customs Law of the PRC (《中華人民共和國海關法》), which was promulgated by the SCNPC on 22 January 1987, and was last amended on 29 April 2021, unless otherwise stipulated, the declaration of import and export goods may be made by the consignees or the consignors, or the entrusted customs brokers. To undergo customs declaration formalities, the consignee or consignor of imported or exported goods and the customs declaration enterprise shall file with the Customs in accordance with the law.

According to the Provisions on the Recordation of Customs Declaration Entities of the PRC (《中華人民共和國海關報關單位備案管理規定》), which was promulgated by the General Administration of Customs on 19 November 2021 and executed on 1 January 2022, the consignee or consignor of imported or exported goods or a customs declaration enterprise, as filed with the customs (the “a customs declaration entity”) may undergo customs declaration within the customs territory of the PRC. Where a consignee or consignor of imported or exported goods or a customs declaration enterprise applies for recordation, it shall obtain the qualification of market entities.

REGULATORY OVERVIEW

Regulations on Product Quality

The principal legal provisions governing product liability are set out in the Product Quality Law of the PRC (《中華人民共和國產品質量法》) (the “**Product Quality Law**”), which took effect on September 1, 1993 and was last amended on December 29, 2018. Violations of the Product Quality Law may result in the imposition of fines. In addition, the relevant seller or producer will be ordered to suspend its operations and its business license will be revoked. Criminal liability may be incurred in serious cases.

According to the Product Quality Law and the Civil Code of the PRC (《中華人民共和國民法典》) (the “**Civil Code**”), which was promulgated by the NPC on May 28, 2020 and took effect on January 1, 2021, if defects are found after the product is put into circulation, producers and sellers shall promptly take remedial measures such as stopping sales, issuing warnings and recalling the product. If the party fails to take remedial measures in time or fails to take effective remedial measures and results in increased damage thereof, it shall also bear tortious liability for the increased damage. When recall measures are taken in accordance with the above-mentioned stipulations, the producers or sellers shall bear the necessary expenses incurred to the infringed. When a product is manufactured or sold with full knowledge of its defects, or the person in charge fails to take effective remedial measures in accordance with the above-mentioned stipulations, which cause death or serious damage to the health of others, the infringed party shall have the right to claim appropriate punitive damage.

Regulations on Employment

The major PRC laws and regulations that govern employment relationships are the Labor Law of the PRC (《中華人民共和國勞動法》), which was released by the SCNPC on July 5, 1994 and latest amended on December 29, 2018, and the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) (the “**Labor Contract Law**”), which was released by the SCNPC on June 29, 2007 and latest amended on December 28, 2012. These laws and their implementation regulations impose stringent requirements on the employers in relation to entering into fixed-term employment contracts, hiring of temporary employees and dismissal of employees.

Pursuant to the Labor Contract Law, labor contracts must be executed in writing if labor relationships are to be or have been established between employers and employees, the principles of lawfulness, fairness, equality, free will, negotiation for agreement and good faith shall be observed in the formation of a labor contract. An employer shall establish a sound system of employment rules in accordance with the laws to ensure that its employees enjoy the labor rights and perform the employment obligations.

Regulations on Social Insurance and Housing Accumulation Funds

As required under the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) which was released by the SCNPC on October 28, 2010, came into force on July 1, 2011 and was then amended on December 29, 2018 and the Interim Regulations Concerning the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) amended by the State Council and made effective on March 24, 2019, enterprises are obliged to carry out social insurance registration at the local social insurance agency and provide their employees in the PRC with welfare schemes covering basic pension insurance, unemployment insurance, maternity insurance, work-related injury insurance and basic medical insurance. These payments are made to local social insurance collection administrative authorities and any employer that fails to contribute may be fined and ordered to make up within a prescribed time limit.

On July 31, 2025, the PRC Supreme People’s Court promulgated the Supreme People’s Court’s Interpretation (II) on Several Issues Concerning the Application of Law in Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) (the “**New Judicial Interpretation**”), which took effect on September 1, 2025. According to the Article 19 of the New Judicial Interpretation, if an employer and an employee agree or the employee undertakes that social insurance contributions need not to be paid, the court shall deem such agreement or undertaking invalid.

Pursuant to the Regulation on the Administration of Housing Accumulation Funds (《住房公積金管理條例》) released by the State Council on April 3, 1999 and effective as of the same day, which was latest amended by the State Council and came into effect on March 24, 2019, an employer shall undergo the formalities for contribution registration of housing accumulation fund with the housing accumulation fund management center, and undergo the formalities for opening housing provident fund accounts to pay the housing accumulation funds for its employees in accordance with the relevant provisions of the state.

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Regulations on Production Safety

Pursuant to the Production Safety Law of the PRC (《中華人民共和國安全生產法》) which was latest amended by the SCNPC on June 10, 2021, production and operation entities shall abide by the Production Safety Law of the PRC and other laws and regulations concerning work safety, and redouble their efforts to ensure work safety by setting up and perfecting the responsibility system for work safety of all employees and rules and regulations on work safety, increasing the input and guarantee of funds, materials, technologies and personnel in terms of work safety, improving the conditions for work safety, strengthening the development of standards and adoption of information technologies for work safety, building a dual prevention mechanism of level-to-level safety risk management and control and hidden danger identification and management, and perfecting the risk prevention and resolution mechanism, to raise the work safety level and ensure work safety.

Regulations on Fire Prevention

According to the Fire Prevention Law of the PRC (《中華人民共和國消防法》) promulgated by SCNPC on April 29, 1998, last amended on April 29, 2021 and made effective on the same day, the Emergency Management Authority of the State Council and its local counterparts at or above the county level shall monitor and administer the fire prevention affairs, and the fire prevention design or construction of a construction project must conform to the national fire prevention technical standards for engineering construction. According to the Interim Provisions on the Administration of Fire Protection Design Review and Final Inspection of Construction Projects (《建設工程消防設計審查驗收管理暫行規定》), promulgated by the Ministry of Housing and Urban-Rural Development on April 1, 2020, last amended on August 21, 2023 and officially implemented on October 30, 2023, special construction projects as defined under the Interim Provisions shall conduct fire protection design review and fire protection acceptance inspection, construction projects other than such special construction projects shall file protection acceptance of the project with competent authority.

REGULATIONS ON INTELLECTUAL PROPERTY RIGHTS

Regulations on Trademarks

Trademarks are protected by the PRC Trademark Law (《中華人民共和國商標法》) promulgated by the SCNPC on August 23, 1982, latest amended on April 23, 2019 and effective on November 1, 2019, as well as the Implementation Regulations of the PRC Trademark Law (《中華人民共和國商標法實施條例》) promulgated by the State Council on August 3, 2002 and amended on April 29, 2014, pursuant to which, the Trademark Office of National Intellectual Property Administration, or the Trademark Office, is responsible for trademark registrations and administration, and grants a term of ten years to registered trademarks and another ten years if requested upon expiry of the first or any renewed ten-year term.

Regulations on Patents

According to the PRC Patent Law (《中華人民共和國專利法》) latest amended by the SCNPC on October 17, 2020 and became effective on June 1, 2021, as well as the Detailed Rules for the Implementation of the PRC Patent Law (《中華人民共和國專利法實施細則》) latest amended by the State Council on December 11, 2023 and made effective on January 20, 2024, the National Intellectual Property Administration, along with departments within provincial, autonomous regions and municipalities governments that are in charge of patent administration, are the responsible regulatory bodies for administering patents in the PRC. The PRC Patent Law and its implementation rules provide for three types of patents, “invention”, “utility model” and “design”, the duration of “invention”, “utility model” and “design” is separately twenty years, ten years and fifteen years, commencing from the date of application.

Regulations on Copyrights

Pursuant to the PRC Copyright Law (《中華人民共和國著作權法》) which was latest amended by the SCNPC on November 11, 2020 and took effect on June 1, 2021 and the Implementing Regulations of the PRC Copyright Law (《中華人民共和國著作權法實施條例》) which was latest amended by the State Council on January 30, 2013 and became effective on March 1, 2013, the PRC citizens, legal persons, and other organizations shall, enjoy copyright in their works, whether published or not, which include, among others, works of literature, art, and scientific intellectual achievements that are original and capable of being reproduced in tangible form. The copyright owner enjoys various kinds of rights, including the right of publication, the right of authorship and the right of reproduction, etc..

REGULATORY OVERVIEW

According to the Regulations on the Protection of Computer Software (《計算機軟件保護條例》) promulgated by the State Council on December 20, 2001, last amended on January 30, 2013 and effective on March 1, 2013, and the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) promulgated by the National Copyright Administration of the PRC (the “**National Copyright Administration**”) on February 20, 2002, the National Copyright Administration is in charge of the registration and administration of software copyrights nationwide and has recognized the Copyright Protection Center of China as a software registration organization. The Copyright Protection Center of China shall grant certificates of registration to computer software copyright applicants in compliance with the Regulations on the Protection of Computer Software and the Measures for the Registration of Computer Software Copyright and make an announcement on the same.

Regulations on Domain Names

Internet domain name registration and related matters are primarily regulated by the Administrative Measures on Internet Domain Names (《互聯網域名管理辦法》) promulgated by the MIIT on August 24, 2017 and made effective on November 1, 2017, and the Implementing Rules of Registration of Country Code Top-level Domain Name (《國家頂級域名註冊實施細則》) (the “**ccTLD Registration Rules**”), promulgated by the China Internet Network Information Center (the “**CNNIC**”) on June 18, 2019 and effective on the same day, pursuant to which, the MIIT is in charge of the administration of PRC Internet domain names and the CNNIC is responsible for the daily operation and administration of country code top-level domain names of “.CN” and “.中國”. The registration of domain names follows a “first come, first file” principle. The applicants will become the holders of such domain names upon the completion of the registration procedure.

Regulations on Design of Integrated Circuit Layouts

In order to protect the proprietary rights of integrated circuit layout designs, encourage innovation in integrated circuit technology, and promote the development of science and technology, the State Council promulgated the Regulations on the Protection of Integrated Circuit Layout Designs (《集成電路佈圖設計保護條例》) (the “**Regulations on the Protection**”) on April 2, 2001, which regulates that the owner of an integrated circuit layout design has exclusive rights to the design, so long as they comply with the provisions of the Regulations on the Protection. The exclusive rights to the layout design arise upon registration with the intellectual property administration department of the State Council, and layout designs that have not been registered are not protected by the Regulations on the Protection. The protection period for the exclusive rights of a layout design is 10 years, starting from the date of application for registration of the design or from the date of putting it into commercial exploitation somewhere in the world for the first time, whichever is earlier. However, whether or not the design is registered or commercially used, it is no longer protected by the Regulations on the Protection 15 years after the date of completion of the design.

REGULATIONS ON TAXATION

Principal Taxation of Our Company in the PRC

Enterprise Income Tax

Pursuant to the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) (the “**EIT Law**”), promulgated by the SCNPC on March 16, 2007, latest amended and effective on December 29, 2018, and the Implementation Regulations of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) (the “**EITIR**”) promulgated by the State Council on December 6, 2007, latest amended on December 6, 2024 and effective as of January 20, 2025, the enterprise income tax of both domestic and foreign-invested enterprises is unified at 25% with certain exceptions. Enterprises are classified as “resident enterprises” and “non-resident enterprises”, resident enterprises typically pay an enterprise income tax at the rate of 25%.

The Administrative Measures for Determination of High-tech Enterprises (《高新技術企業認定管理辦法》), issued by the MOST, the MOF and the SAT on April 14, 2008, became effective on January 1, 2008, and was amended on January 29, 2016 and took effect on January 1, 2016. The EIT Law set out the sort of enterprises that are capable of enjoying tax reduction. Pursuant to the Circular of the State Administration of Taxation on the Issues Concerning Implementation of the Preferential Income Tax Policy for New High-Tech Enterprises (《國家稅務總局關於實施高新技術企業所得稅優惠政策有關問題的公告》) issued on June 19, 2017 and made effective on the same day, the enterprise income tax rate of new high-tech enterprises requiring national major support should be reduced to 15%.

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Value-added Tax

Pursuant to the Value-Added Tax Law of the PRC (《中華人民共和國增值稅法》) (the “**VAT Law**”) promulgated by the SCNPC on December 25, 2024 and effective on January 1, 2026, all enterprises and individuals that engage in the sale of goods, the provision of processing, repairs and replacement services, the sale of services, intangible assets or immovable properties and the importation of goods within the territory of the PRC must pay value-added tax (the “**VAT**”). Unless otherwise specified, the VAT rate is generally 13% in respect of the sale or importation of goods by taxpayers.

Taxation of Security Holders in the PRC

Taxation on Dividends

— the Individual Investor

Pursuant to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) (the “**IIT Law**”), latest amended on August 31, 2018 and effective as of January 1, 2019 and the Implementation Provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法實施條例》), latest amended on December 18, 2018 and effective as of January 1, 2019, dividends distributed by PRC enterprises are subject to individual income tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from an enterprise in the PRC is normally subject to individual income tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by relevant tax treaty.

In the meanwhile, according to the Notice on Issues Concerning Differentiated Individual Income Tax Policies on Dividends and Bonus of Listed Companies (《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》) which was issued by the Ministry of Finance, the SAT and the CSRC on September 7, 2015 and came into effect on September 8, 2015, where an individual holds more than one year of the shares of a listed company obtained from the public offering and transfer of the stock market of the listed company, the dividend and bonus income shall be temporarily exempted from individual income tax. Where an individual acquires shares of a listed company from the public offering and transfer of the stock market by the listed company, if the holding period is within one month (inclusive), the dividend income shall be included in the taxable income in full; if the holding period is more than one month but less than one year (inclusive), the dividend income shall be included in the taxable income at the rate of 50%; the aforesaid income shall be subject to individual income tax at a uniform rate of 20%.

Pursuant to the Arrangement between the Mainland and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), which was issued by the SAT on August 21, 2006 and took effect on December 8, 2006, the Chinese Government may levy taxes on the dividends paid by a Chinese company to Hong Kong residents (including natural persons and legal entities) in an amount not exceeding 10% of the total dividends payable by the Chinese company. If a Hong Kong resident directly holds 25% or more of the equity interest in a Chinese company, then such tax shall not exceed 5% of the total dividends payable by the Chinese company.

— the Enterprise Investor

Pursuant to the EIT Law and the EITIR, dividends generated after January 1, 2008 and payable by foreign-invested companies in China to their foreign investors that are non-resident enterprises as defined under the law (including dividends received from a PRC resident enterprise whose shares are issued and listed in the Hong Kong Special Administrative Region) are subject to tax at a rate of 10%, unless any such foreign investor’s jurisdiction of incorporation has a tax treaty with PRC that provides for a different withholding arrangement, including but not limited to the Arrangement between the Mainland and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income. The aforesaid income tax payable by a non-resident enterprise must be withheld at source, and the payer of the income is the withholding obligator. When making such payment or when such payment becomes due and payable, the withholding obligator shall withhold the income tax from the payment or the amount due and payable.

The Circular of the SAT on Issues Relating to the Withholding and Remitting of Enterprise Income Tax by PRC Resident Enterprises on Dividends Distributed to Overseas Non-Resident Enterprise Shareholders of H Shares (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》), which was issued and implemented by the

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SAT on November 6, 2008, further clarified that a PRC-resident enterprise must withhold enterprise income tax at a rate of 10% on the dividends of 2008 and onwards that it distributes to overseas non-resident enterprise shareholders of H Shares.

Taxation on Income from Share Transfer

— the Individual Investor

Under the IIT Law and its implementation rules, individuals are subject to individual income tax at a rate of 20% on gains realized on the sale of equity interests in PRC resident enterprises. Pursuant to the Circular on Continuing the Temporary Exemption of Individual Income Tax on Gains from Share Transfers by Individuals (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》), which was promulgated by the MOF and the SAT and became effective on March 30, 1998, from January 1, 1997, income of individuals from the transfer of shares in listed companies continues to be temporarily exempted from individual income tax. As of the Latest Practicable Date, the SAT does not specify whether to continue to exempt individuals from personal income tax on income from the transfer of shares in listed companies, and whether income tax on the transfer of shares of a PRC resident enterprise listed on an overseas stock exchange by non-PRC residents would be levied.

— the Enterprise Investor

According to the EIT Law and its implementation regulations, where a non-PRC resident enterprise has not set up any institutions or establishments in China, or it has done so but its income generated in China is irrelevant to the said institutions or establishments, it shall pay tax on the portion of its income generated in China (including gains from the disposal of shares of PRC resident enterprises) and the enterprise income tax rate is generally 10%. Such tax may be reduced or eliminated under applicable tax treaties or arrangements.

REGULATIONS ON FOREIGN EXCHANGE

Foreign exchange regulations in the PRC are primarily governed by the Administration Rules on the Foreign Exchange of the PRC (《外匯管理條例》) (the “**Exchange Rules**”) promulgated by the State Council on January 29, 1996, latest amended and became effective on August 5, 2008. Under the Exchange Rules, the Renminbi is freely convertible for current account items, including the distribution of dividends, interest and royalty payments, trade and service-related foreign exchange transactions provided that the transaction is true and legitimate. Conversion of Renminbi for capital account items, such as direct investments, loans, security investments and repatriations of investment, however, is still subject to the approval or registration regulation of the State Administration of Foreign Exchange (the “**SAFE**”).

The Decisions of Matters including Canceling and Adjusting a Batch of Administrative Approval Items (《關於取消和調整一批行政審批項目等事項的決定》) promulgated by the State council on October 23, 2014 canceled the approval requirement of the SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of the foreign shares.

Pursuant to the Notice on Issues Concerning the Foreign Exchange Administration of Overseas Listing (《關於境外上市外匯管理有關問題的通知》), the “**SAFE Circular 54**”) promulgated by the SAFE on December 26, 2014, a domestic company shall, within 15 business days from completion of its overseas listing issuance, register the overseas listing with the SAFE’s local branch at the place of its incorporation. The proceeds of a domestic company from an overseas listing may be remitted to a domestic account or deposited overseas, and the use of the proceeds must be consistent with the content of the prospectus and other disclosure documents.

On December 24, 2025, the People’s bank of China and the SAFE promulgated the Notice on Issues Concerning the Administration of Proceeds Raised by Domestic Enterprises Listed Overseas (《關於境內企業境外上市資金管理有關問題的通知》), the “**Notice on Proceeds**”) to further facilitate efficient overseas financing for domestic enterprises, which will be effective on April 1, 2026 and replace the SAFE Circular 54. The Notice on Proceed specifies that funds raised from overseas listings, as well as gains from share reductions or transfers, may be repatriated in either foreign currency or Renminbi. For companies participating in H-share “full circulation” program, dividends payable to domestic shareholders by the listed entity must be distributed in Renminbi within China. Foreign currency proceeds repatriated from overseas listings may be settled independently for domestic use, and listed companies are permitted to independently manage exchange rate risks within China. In addition, the Notice on Proceeds standardizes the use of proceeds by stipulating that proceeds from overseas listings and gains from share reductions or

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transfers should, in principle, be repatriated. Any surplus funds remitted overseas by shareholders for share purchases, as well as funds arising from unsuccessful transactions, must be promptly returned to China. Enterprises that meet specific conditions are allowed to retain raised proceeds overseas for use.

On February 13, 2015, the SAFE promulgated the Notice of the State Administration of Foreign Exchange on Further Simplifying and Improving the Foreign Exchange Administration Policies on Direct Investments (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) (the “**SAFE Circular 13**”), which took effect on June 1, 2015. The SAFE Circular 13 specifies that the administrative examination and approval procedures with the SAFE or its local branches relating to the foreign exchange registration approval for domestic direct investments as well as overseas direct investments have been canceled, and qualified banks are delegated the power to directly conduct such foreign exchange registrations under the supervision of the SAFE or its local branches.

On March 30, 2015, the SAFE issued the Circular of the State Administration of Foreign Exchange on Reforming the Management Approach regarding the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本結匯管理方式的通知》) (the “**SAFE Circular 19**”), which took effect and replaced previous regulations from June 1, 2015. Pursuant to the SAFE Circular 19, up to 100% of foreign currency capital of a foreign-invested enterprise may be converted into RMB capital according to the actual operation of the enterprise within the business scope at its will and the RMB capital converted from foreign currency registered capital of a foreign-invested enterprise may be used for equity investments within the PRC provided that such usage shall fall into the business scope of the foreign-invested enterprise, which will be regarded as the reinvestment of foreign-invested enterprise. Although the SAFE Circular 19 allows for the use of RMB converted from the foreign currency-denominated capital for equity investments in the PRC, the restrictions continue to apply as to foreign-invested enterprises’ use of the converted RMB for purposes beyond the business scope, for securities investments, for RMB entrusted loans or for inter-company RMB loans. On June 9, 2016, the SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) (the “**SAFE Circular 16**”), which reiterates some of the rules set forth in Circular 19, but changes the prohibition against using RMB capital converted from foreign currency denominated registered capital of a foreign-invested company to issue RMB entrusted loans to a prohibition against using such capital to issue loans to non-affiliated enterprises, excluding those explicitly permitted within the business scope.

In addition, SAFE promulgated the Circular Regarding Further Promotion of the Facilitation of Cross-Border Trade and Investment (《關於進一步促進跨境貿易投資便利化的通知》) (the “**SAFE Circular 28**”) on October 23, 2019, which expressly allows foreign-invested enterprises that do not have equity investments in their approved business scope to use their capital obtained from foreign exchange settlement to make domestic equity investments as long as there is a truthful investment and such investment is in compliance with the foreign investment-related laws and regulations.

On April 10, 2020, the SAFE promulgated Notice of the State Administration of Foreign Exchange on Optimizing Foreign Exchange Administration to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》) (the “**SAFE Circular 8**”), according to which, under the prerequisite of ensuring true and compliant use of funds and compliance with the prevailing administrative provisions on use of income under the capital account, enterprises which satisfy the criteria are allowed to use income under the capital account, such as capital funds, foreign debt and overseas listing, etc. for domestic payment, without prior provision of proof materials for veracity to the bank for each transaction.

REGULATIONS ON STOCK INCENTIVE PLANS

According to the Notice of the State Administration of Foreign Exchange on Issues Relating to the Foreign Exchange Administration for Domestic Individuals’ Participating in Stock Incentive Plan of Overseas Listed Company (《國家外匯管理局關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》) (the “**SAFE Circular 7**”), which was issued on February 15, 2012 and other regulations, directors, supervisors, senior management and other employees participating in any share incentive plan of an overseas publicly-listed company who are PRC citizens or non-PRC citizens residing in China for a continuous period of not less than one year, subject to certain exceptions, are required to register with SAFE through a domestic agency. Moreover, an overseas-entrusted institution must be retained to handle matters in connection with the exercise or sale of stock options and the purchase or sale of shares and interests and the transfer of relevant

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fund. The income of foreign exchange PRC residents obtained by selling out the shares according to the equity incentive plan and the dividend distributed by the overseas-listed company shall be distributed to the PRC residents after being remitted to the bank account in China opened by the domestic institutions.

REGULATIONS ON SECURITIES AND OVERSEAS LISTING

The Securities Law of the People's Republic of China (《中華人民共和國證券法》) (the “**PRC Securities Law**”) took effect on July 1, 1999 and was revised as of August 28, 2004, October 27, 2005, June 29, 2013, August 31, 2014 and December 28, 2019, respectively. The PRC Securities Law, which was revised on December 28, 2019 and came into effect on March 1, 2020, is divided into 14 chapters and 226 articles, regulating, among other things, the issue and trading of securities, the listing of securities, and takeovers of listed companies. Article 224 of the PRC Securities Law provides those domestic enterprises which, directly or indirectly, issue securities or list and trade their securities outside the PRC shall comply with the relevant regulations of the State Council. Currently, the issue and trading of foreign-issued securities (including shares) are principally governed by the regulations and rules promulgated by the State Council and the CSRC. The CSRC is the securities regulatory body set up by the State Council to supervise and administer the securities market according to law, maintain order in the market, and ensure the market operates in a lawful manner. Currently, the issue and trading of H shares are principally governed by the regulations and rules promulgated by the State Council and the CSRC.

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) along with several applicable guidance, which became effective on March 31, 2023.

Pursuant to the Trial Measures, PRC domestic enterprises which seek to issue and list securities in overseas markets by direct or indirect means are required to complete the filing procedures with and submit relevant materials to the CSRC. The CSRC and competent authorities under the State Council shall, to the extent of their respective mandate and according to law, exercise supervision and regulation over domestic companies that offer and list securities in overseas markets, and securities companies and securities service providers that provide domestic services to such activities.

Where a domestic company fails to fulfill the filing procedures, or if there are conditions that prohibit the overseas offering and listing by such domestic enterprise, and the enterprise proceeds with overseas offering and listing, such company may be subject to order to rectify, warnings and fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly responsible persons may also be subject to fines. No overseas offering and listing shall be made under any of the following circumstances: (i) where such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) where the intended securities offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) where the domestic company intending to make the securities offering and listing, or its controlling shareholders and the actual controller, have committed crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) where the domestic company intending to make the securities offering and listing is suspected of committing crimes or major violations of laws and regulations, and is under investigation according to law, and no conclusion has yet been made thereof; and (v) where there are material ownership disputes over equity held by the domestic company's controlling shareholder or by other shareholders that are controlled by the controlling shareholder and/or actual controller.

On February 24, 2023, the CSRC, the MOF, the National Administration of State Secrets Protection and the National Archives Administration of China jointly issued the Provisions on Strengthening the Confidentiality and Archives Administration Related to the Overseas Securities Offering and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), which took effect on March 31, 2023, according to which, overseas securities regulators and competent overseas authorities may request to inspect, investigate or collect evidence from a domestic company concerning its overseas offering and listing or from the domestic securities companies and securities service providers that undertake relevant businesses for such domestic companies, such inspection, investigation and evidence collection shall be conducted under a cross-border regulatory cooperation mechanism, and the CSRC or other competent Chinese authorities will provide necessary assistance pursuant to bilateral and multilateral cooperation mechanisms. The domestic company, securities companies and securities service providers shall first obtain approval from the CSRC or other competent Chinese authorities

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before cooperating with the inspection and investigation by the overseas securities regulator or competent overseas authority, or providing documents and materials requested in such inspection and investigation. To be specific, a domestic company that plans to, either directly or through its overseas listed entity, publicly disclose or provide to relevant individuals or entities including securities companies, securities service providers and overseas regulators, (i) any documents and materials that contain state secrets or working secrets of government agencies, shall first obtain approval from competent authorities and file with competent secrecy administrative department; (ii) any other documents and materials that, if leaked, will be detrimental to national security or public interest, shall strictly fulfill relevant procedures stipulated by applicable national regulations. A domestic company that provides documents and materials to securities companies and securities service providers shall abide by applicable national regulations on confidentiality in handling such documents and materials and shall provide a written statement simultaneously.

REGULATIONS RELATED TO THE “FULL CIRCULATION” OF H SHARE

“Full circulation” means listing and circulating on the Hong Kong Stock Exchange of the domestic unlisted shares of an H-share listed company, including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders, which was mainly regulated by the Guidelines for the “Full Circulation” Program for Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請“全流通”業務指引》) (the “**Guidelines for the ‘Full Circulation’**”) latest amended by CSRC on August 10, 2023, the Measures for Implementation of H-share “Full Circulation” Business (《H股“全流通”業務實施細則》) jointly announced by China Securities Depository and Clearing Corporation Limited, (“the **CSDC**”) and Shenzhen Stock Exchange on December 31, 2019, and the Guidelines on H share “Full Circulation” of CSDC Shenzhen Branch (《中國證券登記結算有限責任公司深圳分公司H股“全流通”業務指南》) issued by the CSDC Shenzhen Branch in September 2024, as well as the Guidelines on H share “Full Circulation” CSDC HK (《中國證券登記結算(香港)有限公司H股“全流通”業務指南》) issued by the CSDC HK in September 2024.

According to the Guidelines for the “Full Circulation”, shareholders of domestic unlisted shares may determine by themselves through consultation the amount and proportion of shares, for which an application will be filed for circulation, provided that the requirements laid down in the relevant laws and regulations and set out in the policies for state-owned asset administration, foreign investment and industry regulation are met, and the corresponding H-share listed company may be entrusted to file with the CSRC for “full circulation”. An unlisted domestic joint stock company may file with the CSRC for “full circulation” at the time of its initial public offering and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to China. Pursuant to the Overseas Listing Trial Measures, which came into effect on March 31, 2023, for a domestic company directly offering and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and traded on an overseas trading venue shall conform to relevant regulations promulgated by the CSRC and authorize the domestic company to file with the CSRC on their behalf.

REGULATIONS RELATING TO CYBERSECURITY, DATA SECURITY AND PERSONAL INFORMATION PROTECTION

Regulations on Cybersecurity, Data Security and Personal Information Protection

On November 7, 2016, the SCNPC promulgated the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), which became effective on June 1, 2017. The Cybersecurity Law requires network operators to comply with laws and regulations and fulfill their obligations to safeguard security of the network when conducting business and providing services. The Cybersecurity Law further requires network operators to take technical measures and other necessary measures in accordance with applicable laws, regulations and compulsory national requirements to safeguard the safe and stable operation of the networks, respond to cybersecurity incidents effectively, prevent illegal and criminal activities on the network, and maintain the integrity, confidentiality and availability of network data.

The Data Security Law of the PRC (《中華人民共和國數據安全法》), which was promulgated by the SCNPC on June 10, 2021 and took effect on September 1, 2021, provides that China shall establish a data classification and grading protection system, formulate the important data catalogs to enhance the protection of important data. The conduct of data handling activities shall be in compliance with the provisions of laws and administrative regulations, establishing and completing a data security management system for the entire workflow, organizing and conducting data security education and training, adopting corresponding technical measures and other necessary measures to ensure data security, strengthening risk monitoring, taking immediately

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disposition measures and promptly reporting to relevant authorities when data security incidents occur. Processors of important data shall specify the person responsible for data security and management agencies, implement data security protection responsibilities, periodically conduct risk assessments of such data handling activities as provided and submit risk assessment reports to the relevant authorities. If any company violates the Data Security Law of the PRC and other applicable measures to provide important data outside China, such company may be punished by administration sanctions, including penalties, fines, and/or suspension of relevant business or revocation of the business license.

The Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) (the “PIPL”), which was promulgated by the SCNPC on August 20, 2021 and took effect on November 1, 2021, integrates the scattered rules with respect to personal information rights and privacy protection. The PIPL aims at protecting the personal information rights and interests, regulating the processing of personal information, ensuring the orderly and free flow of personal information in accordance with the law, and promoting the reasonable use of personal information. Personal information, as defined in the PIPL, refers to information related to identified or identifiable natural persons and recorded by electronic or other means, but excluding anonymized information. The PIPL provides the conditions under which a personal information processor could process personal information, which include but are not limited to, where the consent of the individual concerned is obtained and where it is necessary for the conclusion or performance of a contract to which the individual is a contractual party. It also stipulates certain specific rules with respect to the obligations of a personal information processor, such as to inform the purpose and method of processing to the individuals, and the obligation of the third party who has access to the personal information by way of co-processing or delegation.

On September 24, 2024, the State Council promulgated the Regulation on Network Data Security Management (《網絡數據安全管理條例》), which came into effect on January 1, 2025. The Regulation on Network Data Security Management provide that network data processors whose network data processing activities affect or may affect national security shall be subject to national security review in accordance with relevant national regulations.

Regulations on Cybersecurity Review

On December 28, 2021, the Cyberspace Administration of China (the “CAC”), NDRC, the MIIT and ten other PRC regulatory authorities jointly issued the Cybersecurity Review Measures (《網絡安全審查辦法》), effective on February 15, 2022. The Cybersecurity Review Measures require that, (i) any procurement of network products and services by critical information infrastructure operators, which affects or may affect national security, (ii) any data processing activities by network platform operators, which affects or may affect national security, (iii) any network platform operators which has personal information of more than one million users and is going to be listed abroad, shall be subject to cybersecurity review.

Regulations on Cross-border Data Transfer

On July 7, 2022, the CAC promulgated the Measures for the Data Export Security Assessment (《數據出境安全評估辦法》), which took effect on September 1, 2022. The Measures for the Data Export Security Assessment requires the data processor providing data overseas and falling under any of the following circumstances apply for the data export security assessment by the national cybersecurity administration authority through its local provincial counterpart: (i) where the data processor intends to provide important data overseas; (ii) where the critical information infrastructure operator and any data processor who has processed personal information of more than 1,000,000 people intend to provide personal information overseas; (iii) where any data processor who has provided personal information of 100,000 people or sensitive personal information of 10,000 people to overseas recipients accumulatively since January 1 of the last year intends to provide personal information overseas; and (iv) other circumstances where the security assessment of data cross-border transfer is required as prescribed by the CAC.

According to the Measures for the Standard Contract for Outbound Cross-Border Transfer of Personal Information (《個人信息出境標準合同辦法》) issued by the CAC on February 22, 2023, and became effective on June 1, 2023, to provide personal information to an overseas recipient through a Standard Contract executed, a personal information processor shall meet the following criteria: (i) not being a critical information infrastructure operator; (ii) handling personal information of fewer than one million individuals; (iii) having provided personal information of fewer than 100,000 individuals in aggregate to overseas recipients since January 1 of the previous

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year; and (iv) having provided sensitive personal information of fewer than 10,000 individuals in aggregate to any overseas recipients since January 1 of the previous year. Where it is otherwise provided in any law or administrative regulations, or by the national cyberspace authority, those provisions shall prevail.

On March 22, 2024, the CAC issued the Provisions on Facilitating and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》). In accordance with these provisions, data processors who provide data abroad, and meet any of the following conditions, are required to declare the data export security assessment with the national cybersecurity administration authority through its local provincial counterpart: (i) critical information infrastructure operators providing personal information or important data abroad; (ii) data processors other than critical information infrastructure operator providing important data abroad or cumulatively providing abroad personal information (without any sensitive personal information) of more than one million individuals, or sensitive personal information of more than 10,000 individuals since January 1 of the current year. Additionally, to provide personal information to an overseas recipient through a standard contract executed or with a personal information protection certification, a personal information processor shall meet the following criteria: (i) cumulatively exporting personal information (excluding sensitive personal information) of more than 100,000 but fewer than 1 million individuals since January 1 of the current year; or (ii) cumulatively exporting sensitive personal information of fewer than 10,000 individuals since January 1 of the current year. Besides the above, the Provisions on Facilitating and Regulating Cross-border Data Flows also provide certain circumstances under which the data processors are exempted from carrying out the data export security assessment or standard contract/personal information protection certification requirements, loosening the regulations over personal information data cross-border transfer.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

Our Company was established on May 11, 2018, as a limited liability company under the laws of the PRC, and converted into a joint stock limited company on March 25, 2025. Over the years, under the leadership of Mr. Lan and Mr. Zhang, we have established an track record in the large-scale commercial application of commercial vehicle intelligent driving technologies, as an early entrant in mining transportation. For the biography of Mr. Lan and Mr. Zhang, see “Directors, Supervisors and Senior Management”.

MILESTONES

The following table summarizes the key business development milestones of our Group:

Year	Event
2018	Our Company was established.
2019	In May, we began field testing of our autonomous driving technology in mining operations.
2020	We launched the Company-provided fleet model. We established our presence at CHN Energy’s Zhundong Open-pit Coal Mine and TBEA’s South Open-pit Coal Mine.
2021	We became the first in China’s mining autonomous driving solution market to achieve 24/7 autonomous operations in mining environments.
2023	We managed over 200 autonomous mining trucks simultaneously at the same mining site, setting the record for the world’s largest unmanned fleet at a single mining site, according to Frost & Sullivan. We launched the customer-provided fleet model. We launched Conductor Plus: Mining Digitalization Solutions.
2024	The number of autonomous mining trucks that we deployed and managed exceeded 1,000.
2025	Our Company was converted into a joint stock limited company in March. We became the first Chinese company to deploy mining autonomous driving solutions in the Australian market. We created a flagship autonomous mining project at an elevation of over 5,000 meters together with Zijin Mining’s Julong Copper Mine. At two of the largest open-pit coal mines in China by approved annual capacity, we run the largest single-site autonomous fleet in the world, each deployed with over 500 active autonomous mining trucks.

OUR MAJOR SUBSIDIARIES

Set forth below are details for each of our major subsidiaries which made a material contribution to our results of operations during the Track Record Period.

Name of subsidiary	Registered share capital	Date of incorporation and commencement of business	Principal business
Shanghai Yiao	RMB10 million	January 21, 2021	Mining autonomous driving technology research and development
Zhengzhou Eacon	RMB5 million	March 18, 2024	Mining autonomous driving technology research and development

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of subsidiary	Registered share capital	Date of incorporation and commencement of business	Principal business
Beijing Eacon	RMB1 million	March 13, 2024	Mining transportation service and technology service
Fujian Eacon	RMB10 million	April 15, 2024	Mining transportation service and technology service
Xinjiang Eacon Intelligent.	RMB50 million	August 2, 2022	Mining transportation service and technology service
Urumqi Eacon	RMB1 million	October 27, 2023	Mining transportation service and technology service
Lanbang Trading.	RMB20 million	January 3, 2025	Sales and leasing of construction machinery and equipment

For shareholding changes of our subsidiaries during the two years immediately preceding the date of this Prospectus, see “Statutory and General Information — 1. Further Information about Our Company — Changes in the Share Capital of Our Subsidiaries”. Save as disclosed thereunder, there were no shareholding changes in our subsidiaries during the Track Record Period and up to the Latest Practicable Date.

As advised by our PRC Legal Advisor, the establishment of the Company’s subsidiaries in the PRC and their subsequent shareholding changes have complied with the relevant PRC laws and regulations in all material aspects.

CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES

Establishment of our Company, Initial Capital Increase and Equity Transfers

On May 11, 2018, our Company was established as a limited liability company under the laws of the PRC with a registered capital of RMB10 million. Upon establishment, our Company was held as to 70% by Mr. Lan, and 30% by Ms. Liu, Mr. Lan’s spouse, respectively.

On June 19, 2019, Ms. Liu entered into an equity transfer agreement to transfer her entire 30% equity interests of the Company to Mr. Zhang at nil consideration. The consideration for such equity transfer was determined based on arm’s length negotiations among the parties and to offer Mr. Zhang incentives for his contribution to the Company considering his experience and insight in the mining industry. The business registration of such equity transfer was completed on June 25, 2019, after which our Company was held as to 70% by Mr. Lan, and 30% by Mr. Zhang, respectively.

On January 19, 2020, Mr. Lan and Mr. Zhang entered into a capital increase agreement, pursuant to which Mr. Lan subscribed for additional registered capital of RMB28 million and Mr. Zhang subscribed for additional registered capital of RMB12 million. The subscription for the additional registered capital by Mr. Lan and Mr. Zhang was made at par value, as determined based on arm’s length negotiations among the parties taking into account the prospects of our Company. The business registration of such capital increase was completed on January 19, 2020.

During the period from May 2020 to August 2025, we underwent rounds of Pre-IPO Investments and equity transfers among our existing shareholders and the Pre-IPO Investors. See “— Pre-IPO Investments” below for details.

Conversion into a Joint Stock Limited Company

On March 25, 2025, our then Shareholders resolved on, among other matters, (i) the conversion of our Company from a limited liability company into a joint stock limited company under the laws of the PRC, (ii) the change of our corporate name from Eacon Intelligent Driving Technology Co., Ltd.* (易控智駕科技有限公司) to EACON Group Co., Ltd (易控智駕科技股份有限公司), and (iii) the conversion of the net asset value of our Company as of November 30, 2024 into our Shares and capital reserve.

Upon the conversion, our Company had a registered capital of RMB95,568,564 divided into 95,568,564 Shares with a par value of RMB1.00 per Share, which were subscribed by all the then Shareholders in proportion to their respective equity interests in our Company immediately before the conversion.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

As advised by our PRC Legal Advisor, all necessary consents, approvals, authorizations and permissions required to be obtained for our conversion into a joint stock company have been obtained, and all the conversion steps have been duly completed pursuant to the applicable PRC laws, regulations and rules.

Subsequent to our conversion into a joint stock limited company, we underwent additional rounds of Pre-IPO Investments and equity transfers among our existing shareholders and the Pre-IPO Investors. See “— Pre-IPO Investments” below for details. For the shareholding of our Company immediately following the completion of the Pre-IPO Investments, see “— Capitalization” below.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

During the Track Record Period and up to the Latest Practicable Date, we had not conducted any major acquisitions, disposals or mergers that we consider to be material to us.

AIC AGREEMENT

During the Track Record Period, Mr. Lan and Mr. Zhang have jointly effected their control of our Group as a unified group of Shareholders. Although they had not entered into any formal agreement to act in concert prior to April 23, 2025, they have voted unanimously at all Shareholders meetings and Board meetings in respect of decisions on the business operations, governance and key matters of our Group since Mr. Zhang became our Shareholder on June 25, 2019.

On April 23, 2025, Mr. Lan and Mr. Zhang entered into an acting-in-concert agreement (the “**AIC Agreement**”), pursuant to which Mr. Lan and Mr. Zhang (i) acknowledged and confirmed their historical relationship of acting in concert since June 25, 2019 and (ii) agreed to, as to Mr. Zhang, to procure Mr. Zhang’s controlled entities to, act in concert in Board meetings and Shareholders meetings to the extent permissible under the applicable laws and regulation, for the period since the date of the AIC Agreement and up until 72 months after the listing of the Company’s Shares on a stock exchange. In the event that Mr. Lan and Mr. Zhang cannot agree on any matter after negotiation, Mr. Zhang shall (and shall procure his controlled entities to) act in accordance with the directions of Mr. Lan. Upon expiry of the AIC Agreement, there is no automatic renewal arrangement under the terms of the AIC Agreement.

EMPLOYEE INCENTIVE PLATFORMS

In recognition of the contributions of our current or former employees and consultants and to incentivize them to further promote our development, Ningbo Nanying, Ningbo Zhongying and Ningbo Yuying were established in the PRC as our Employee Incentive Platforms to implement the Pre-IPO Equity Incentive Plan.

Under the terms of the Pre-IPO Equity Incentive Plan, the participants do not enjoy any dividend rights attached to the underlying Shares until his/her share awards become vested. Details of the Pre-IPO Equity Incentive Plan are set forth in “Statutory and General Information — 5. The Pre-IPO Equity Incentive Plan” in Appendix IV to this Prospectus.

No further Share Awards will be granted under the Pre-IPO Equity Incentive Plan after Listing.

As advised by our PRC Legal Advisor, during the Track Record Period and up to the Latest Practicable Date, we had complied with all applicable PRC laws and regulations in relation to the Pre-IPO Equity Incentive Plan in all material aspects.

REASONS FOR THE LISTING

Our Company is seeking a listing of its H Shares on the Stock Exchange in order to raise further capital for the development of our business, to strengthen our business profile and expand our overseas presence. For details of our future plans, see “Future Plans and Use of Proceeds” in this Prospectus.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

PRE-IPO INVESTMENTS

1. Overview

Details of our Pre-IPO Investments are set forth below:

No.	Round ⁽⁴⁾	Form of investment	Date of investment agreement	Date of settlement of consideration (last payment)	Pre-IPO Investor ⁽¹⁾	Registered capital subscribed for/ Number of Shares	Amount of consideration paid (RMB)	Total funds raised by our Company (RMB in million)	Cost per Share ⁽²⁾ (approx.) (RMB)	Discount to the H Share Offer Price ⁽³⁾
1. . .	Series Pre-A ⁽⁵⁾	Subscription of increased registered capital by cash	June 12, 2020	July 1, 2020	Minxi Xinghang (閩西興杭) Xinghang Chaozhi (興杭朝智)	1,069,518.72 4,278,074.87	10,000,000 40,000,000	50	9.35	87.28%
2. . .	Series A ⁽⁶⁾⁽¹²⁾	Subscription of increased registered capital by cash	November 23, 2020	January 8, 2021	Tianjin Eight Roads (天津斯道) ⁽¹²⁾ Platinum Decade Limited ⁽⁶⁾	3,948,992.18 3,948,992.18	40,000,000 40,000,000	80	10.13	86.22%
3. . .	Series B1 ⁽¹²⁾	Subscription of increased registered capital by cash	June 29, 2021	August 2, 2021	Ziniu Investment (紫牛投資) Pingtan Jiayi (平潭嘉翼) Xinghang Chaofeng (興杭朝風) Tianjin Eight Roads Magic Academy Limited	1,134,351.11 604,987.26 604,987.26 604,987.26 604,987.26	30,000,000 16,000,000 16,000,000 16,000,000 16,000,000	94	26.45	64.02%
4. . .	Series B2	Subscription of increased registered capital by cash	May 17, 2022	May 18, 2022	Huzhou Yuecheng (湖州越誠)	1,185,826.77	44,000,000	44	37.10	49.52%
5. . .	Series B3 ⁽⁷⁾	Subscription of increased registered capital by cash	February 15, 2023	April 28, 2023	Xinghang Chaoguang (興杭朝光) Wuxi Zhongrui (無錫中瑞) ⁽⁸⁾	1,024,123.12 537,664.64	40,000,000 21,000,000	61	39.06	46.86%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

No.	Round ⁽⁴⁾	Form of investment	Date of investment agreement	Date of settlement of consideration (last payment)	Pre-IPO Investor ⁽¹⁾	Registered capital subscribed for/ Number of Shares	Amount of consideration paid (RMB)	Total funds raised by our Company (RMB in million)	Cost per Share ⁽²⁾ (approx.) (RMB)	Discount to the H Share Offer Price ⁽³⁾
6. . . .	Series C ⁽⁹⁾⁽¹¹⁾	Subscription of increased registered capital by cash	September 28, 2023	October 13, 2023	Jiaxing Kelong (嘉興科隆) ⁽¹⁰⁾ Xinhang Qiguang (興 杭啟光) Shenwan Chuangtou (申萬創投) ⁽⁹⁾	1,009,026.91 1,004,128.72 612,273.61	41,200,000 41,000,000 25,000,000	107.2	40.83	44.45%
7. . . .	Series C+	Subscription of increased registered capital by cash	November 7, 2023	November 24, 2023	Chentao Xinghang (辰 輿杭) Xingtu Digital Intelligence (興富數智)	1,885,802.72 1,224,547.22	77,000,000 50,000,000	127	40.83	44.45%
8. . . .	Series C++	Subscription of increased registered capital by cash	March 4, 2024	March 13, 2024	Zidi Investment (紫地投資) Minxi Xinghang Zhengzhou Hi-Tech Fund (鄭州高新基金)	3,183,822.77 4,163,460.55 489,818.89	130,000,000 170,000,000 20,000,000	320	40.83	44.45%
9. . . .	Series D	Subscription of increased registered capital by cash	June 22, 2025	June 24, 2025	Yunji Chuangyuan (雲際創遠) ⁽⁶⁾ Ningbo Wending (寧波潤鼎) Lvshui Changqing (綠水長青) ⁽¹¹⁾ Shidai Zeyuan (時代澤遠) ⁽¹¹⁾	318,562 682,633 8,940 469,975	14,000,000 30,000,000 392,890 20,654,204	65.05	43.95	40.21%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

No.	Round ⁽⁴⁾	Form of investment	Date of investment agreement	Date of settlement of consideration (last payment)	Pre-IPO Investor ⁽¹⁾	Registered capital subscribed for/ Number of Shares	Amount of consideration paid (RMB)	Total funds raised by our Company (RMB in million)	Cost per Share ⁽²⁾ (approx.) (RMB)	Discount to the H Share Offer Price ⁽³⁾
10.	Series D+	Subscription of increased registered capital by cash	June 23, 2025	August 6, 2025	Wuxi Xingqi (無錫星奇) ⁽¹²⁾ Zhao Dapeng (趙大鵬) Xihe Investment (熙禾投資) Ocean EW15 Limited Tonly Wang Xiaoshen (王曉申) Li Chenglin (李承霖) Shanghai Fangguang (上海方廣) ⁽¹²⁾ Changzhou Fangguang (常州方廣) ⁽¹²⁾ Shandong New Energy	646,991 862,655 452,894 232,917 646,991 107,832 323,496 594,393 807,421 1,078,319	30,000,000 40,000,000 21,000,000 10,800,000 30,000,000 5,000,000 15,000,000 27,561,126 37,438,874 50,000,000	396.8 46.37 713.76	36.92% 35.59%	
11.	Series D++	Subscription of increased registered capital by cash	August 8, 2025	August 13, 2025	CSO FUND Hainan Daoyi Xinghang Qixin Luoyang Fund Yunji Chuangyuan Fuyan Gaoxin Huaifu Investment Longyan Ruitou Shanghai Xingfu Qingdao Huixin Gongqingcheng Capital Ge Weidong SV Capital Anhui Hongxing Hunan Bofu Qihang Investment Gaocheng Deyi Fujian Provincial Fund Chuangxiang Chuangye Yitao Chuangye	844,850 211,212 1,980,328 1,056,062 422,425 380,182 211,212 1,056,062 211,212 1,056,062 673,345 2,112,124 1,267,275 1,478,487 211,212 211,212 1,056,062 633,637 422,425 636,172	40,000,000 10,000,000 93,760,000 50,000,000 20,000,000 18,000,000 10,000,000 50,000,000 10,000,000 50,000,000 31,880,000 100,000,000 60,000,000 70,000,000 10,000,000 10,000,000 50,000,000 30,000,000 20,000,000 30,120,000	47.35		

Notes:

- (1) For the details of the Pre-IPO Investors and the identities and shareholding of the ultimate beneficial owners including the limited partners and general partners of the Pre-IPO Investors, see “— 5. Information about the Pre-IPO Investors” below.
- (2) The cost per unit of registered capital or Share paid by each Pre-IPO Investor was calculated based on the amount of investment made and amount of registered capital or number of Shares held by the Pre-IPO Investor immediately after the Pre-IPO Investment.
- (3) The discount to the H Share Offer Price is calculated based on the assumption that the Offer Price is HK\$84.54 per Offer Share, being the mid-point of the indicative Offer Price range of HK\$81.16 to HK\$87.92 per Offer Share.
- (4) Prior to the Series D, D+ and D++ rounds of financing, the Company’s valuation had steadily increased as a result of, amongst others, our key business breakthroughs, continuous operational expansion, technological progress in autonomous mining, and, as a result, growing investor confidence, market leadership with broad fleet deployment and an expanding market share of the mining automation sector.
The discount rates of the Company’s series D, D+ and D++ rounds of financing, which were similar to that of the Pre-IPO Investment in 2023, were determined based on arm’s length negotiations and agreed by all then Shareholders as the new strategic and industry investors in the series D, D+ and D++ rounds not only provided capital contribution but also brought supplements to and reinforcement for our technology, supply chain, and market resources, signaling confidence in the Company’s technical feasibility and commercial prospects.
On May 27, 2020, Mr. Lan, Mr. Zhang, Ningbo Nanyang, Jiaxing Zhitao and the Company entered into a capital increase agreement, pursuant to which Jiaxing Zhitao subscribed for our Company’s newly increased registered capital of RMB8,823,529.41 at a consideration of RMB64.2 million. The consideration was fully settled on June 2, 2020. On September 28, 2023, Jiaxing Youhong Venture Capital Partnership Enterprise (Limited Partnership)* (“**Jiaxing Youhong**”), Jiaxing Kelong, Xinghang Qiguang, Shenwan Chuangtou, our Company, Mr. Lan, Mr. Zhang and Ningbo Nanyang entered into a capital increase agreement, pursuant to which Jiaxing Youhong, Jiaxing Kelong, Xinghang Qiguang and Shenwan Chuangtou subscribed for our Company’s newly increased registered capital of RMB6,250,089.01 at a total consideration of RMB255.2 million, among which Jiaxing Youhong subscribed for our Company’s newly increased registered capital of RMB3,624,659.77 at a consideration of RMB148 million. The considerations were fully settled on October 20, 2023. Jiaxing Youhong has disposed of all its equity interests in the Company. Please see note (11) below for details. As of the Latest Practicable Date, the sole limited partner of Jiaxing Zhitao is Ms. Liu, holding approximately 97.1429% partnership interests therein. Ms. Liu and Jiaxing Zhitao are members of the Controlling Shareholders group.
The Company, currently in a high-growth phase with substantial expansion potential, adopts the valuation approach given the need for continued investment in R&D, application expansion, and international markets. The valuation of our Company is based on, amongst others, our projected revenues for the incoming years, reflecting the expected growth trajectory, and benchmarked against leading listed autonomous driving solution providers as well as top players in mining machinery and autonomous driving sectors. This approach aligns with the shared consensus among investors regarding the Company’s growth potential and market positioning.
- (5) On January 21, 2025, Mr. Zhang and Jiaxing Chenyi entered into an equity transfer agreement, pursuant to which Mr. Zhang transferred his equity interest in the Company representing a registered capital of RMB507,141.37 to Jiaxing Chenyi for a consideration of RMB14,858,380.02. Jiaxing Chenyi fully settled the consideration with Mr. Zhang on January 24, 2025, and assumed all rights (except for redemption rights) and obligations as a Series Pre-A investor corresponding to such registered capital.
- (6) On May 24, 2021, Platinum Decade Limited and Magic Academy Limited entered into an equity transfer agreement, pursuant to which Platinum Decade Limited transferred its equity interest in the Company representing a registered capital of RMB3,948,992.18 to Magic Academy Limited as an internal restructuring, which was under common control with Platinum Decade Limited, at nil consideration and exited from the Company. Magic Academy Limited assumed all rights and obligations of Platinum Decade Limited as a Series A investor corresponding to such registered capital.
Yunji Chuangyuan became our Series D investor by subscribing for increased registered capital as set out in the table above. Additionally, on April 15, 2025, Magic Academy Limited transferred its equity interest in the Company to Yunji Chuangyuan through the PRC entity under common control, Shanghai Weizhiyuntu Enterprise Management Co., Ltd.* (上海蔚智雲途企業管理有限公司), representing a registered capital of RMB636,765 for a consideration in U.S. dollars equivalent to RMB26 million, which was a market-oriented exit in the ordinary course of Magic Academy Limited’s investment realization. The relevant consideration was settled on April 10, 2025, and Yunji Chuangyuan assumed rights and obligations of Magic Academy Limited as a Series A investor corresponding to such registered capital.
- (7) On November 15, 2024, Wuxi Zhongrui Enterprise Management Partnership (Limited Partnership)* (“**Wuxi Zhongrui**”) and Ma Zheng entered into an equity transfer agreement, pursuant to which Wuxi Zhongrui transferred its equity interest in the Company representing a registered capital of RMB537,664.64 to Ma Zheng for a consideration of RMB21,953,384.92 and exited from the Company to adjust its investment portfolios to avoid potential competition and realize its investment. Ma Zheng fully settled the consideration with Wuxi Zhongrui on November 28, 2024, and assumed all rights and obligations of Wuxi Zhongrui as a Series B-3 investor corresponding to such registered capital.

- (8) On February 15, 2023, Xinghang Chaoguang, Bmeta Technology Limited (寶麥科技有限公司), the Company, Mr. Lan, Mr. Zhang, Ningbo Nanyang, Ordos Eacon, Shanghai Yiao, Xinjiang Eacon Intelligent, and Henan Eacon entered into a capital increase agreement, pursuant to which Bmeta Technology Limited agreed to subscribe for newly issued registered capital of the Company in the amount of RMB537,664.64 for a consideration in U.S. dollars equivalent to RMB21 million. Bmeta Technology Limited did not pay the subscription consideration and entered into an equity transfer agreement with Wuxi Zhongrui on April 25, 2023, pursuant to which it transferred the entire subscribed registered capital in the Company to Wuxi Zhongrui as an internal restructuring, which is under common control with Bmeta Technology Limited, at nil consideration. Wuxi Zhongrui settled the full subscription consideration of RMB21 million with the Company on April 28, 2023.
- (9) On March 5, 2025, Shenwan Chuangtou and Jiaxing Chenzhi entered into an equity transfer agreement, pursuant to which Shenwan Chuangtou transferred its equity interest in the Company representing a registered capital of RMB612,273.61 to Jiaxing Chenzhi for a consideration of RMB25.15 million and exited from the Company. The divestment was due to Shenwan Chuangtou's investment strategy adjustment. Jiaxing Chenzhi fully settled the consideration with Shenwan Chuangtou on March 10, 2025, and assumed all rights and obligations of Shenwan Chuangtou as a Series C investor corresponding to such registered capital.
- (10) On September 5, 2023, Jiaxing Kelong entered into an agreement with the Company, pursuant to which Jiaxing Kelong agreed to provide the Company with a one-off subscription of convertible bonds in the principal amount of RMB41,200,000, and if the convertible bonds were fully converted into equity, all interest accrued on the convertible bonds shall be waived. Subsequently, on September 28, 2023, Jiaxing Kelong entered into a capital increase agreement with the Company, pursuant to which it agreed to subscribe for newly issued registered capital of the Company in the amount of RMB1,009,026.91 by way of converting its existing convertible bonds in its principal amount in full.
- (11) On June 22, 2025, Jiaxing Youhong entered into share transfer agreement with Shidai Zeyuan and Lvshui Changqing, pursuant to which Jiaxing Youhong agreed to transfer 3,557,000 shares to Shidai Zeyuan for a total consideration of RMB126,545,795.96, and 67,660 shares to Lvshui Changqing for a total consideration of RMB2,407,109.52. Shidai Zeyuan and Lvshui Changqing fully settled the respective consideration with Jiaxing Youhong on June 23, 2025. Subsequent to the transfer of shares to Shidai Zeyuan and Lvshui Changqing, Jiaxing Youhong divested its entire equity interest in the Company to optimize the Company's shareholder structure and facilitated the strategic investment by CATL and CATL Capital. Upon completion, Shidai Zeyuan and Lvshui Changqing shall exercise the rights and perform the obligations of Series C investors in respect of the transferred shares. The consideration received from Shidai Zeyuan and Lvshui Changqing was used by Ms. Liu in her concurrent investment in the Company involving the subscription of 2,803,628 Shares for a total consideration of RMB130,000,000, which was fully settled on June 24, 2025. The basis for the considerations paid by Shidai Zeyuan, Lvshui Changqing and Ms. Liu was determined based on arm's length negotiations with reference to the valuation and business prospects of the Company at the material time, as well as the importance of retaining strategic investors and the expected synergy from strategic investments made by participants in the supply chain of new energy and high-end manufacturing sectors, such as our Series D and Series D+ investors.
- (12) On June 23, 2025, Tianjin Eight Roads entered into share transfer agreements with Shanghai Fangguang, Changzhou Fangguang, and Ningbo Xihe, pursuant to which it transferred 393,971 shares to Shanghai Fangguang for RMB14,840,606, 535,168 shares to Changzhou Fangguang for RMB20,159,394, and 238,921 shares to Ningbo Xihe for RMB9,000,000. The respective consideration was fully settled on June 24, 2025. Shanghai Fangguang shall exercise Series B investor rights for 52,338 shares and Series A rights for 341,633 shares; Changzhou Fangguang, Series B rights for 71,096 shares and Series A rights for 464,072 shares; and Ningbo Xihe, Series B rights for 31,740 shares and Series A rights for 207,181 shares. The transfer was made by Tianjin Eight Roads primarily to realize investment returns. On August 4, 2025, Tianjin Eight Roads entered into share transfer agreements with CSO FUND, Fuzhou Shengchuang, Xinghang Qixin, and Zixing Investment, pursuant to which it transferred (i) 530,936 shares of the Company to CSO FUND for RMB20,000,000, of which CSO FUND shall exercise Series A investor rights for 460,402 shares and Series B investor rights for 70,534 shares; (ii) 53,094 shares of the Company to Fuzhou Shengchuang for RMB2,000,000, of which Fuzhou Shengchuang shall exercise Series A investor rights for 46,041 shares and Series B investor rights for 7,053 shares; (iii) 749,682 shares of the Company to Xinghang Qixin for RMB28,240,000, of which Xinghang Qixin shall exercise Series A investor rights for 650,088 shares and Series B investor rights for 99,594 shares; and (iv) 179,457 shares of the Company to Zixing Investment for RMB6,760,000, of which Zixing Investment shall exercise Series A investor rights for 155,616 shares and Series B investor rights for 23,841 shares. The respective consideration was fully settled by CSO FUND on August 15, 2025, by Fuzhou Shengchuang on August 4, 2025, by Xinghang Qixin on August 6, 2025, and by Zixing Investment on August 8, 2025. These transfers were made by Tianjin Eight Roads primarily to realize investment returns.

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2. Principal Terms of the Pre-IPO Investments

Basis of determining the valuation and consideration paid	The determination of the valuation and consideration is based on arm's length negotiations between the relevant parties with reference to among others, (i) the timing and market conditions of the investments/equity transfers and the market value of comparable companies at the relevant time, (ii) the operation of our business, the financial performance of our Group at the relevant time/period, (iii) the prospects of our business, and (iv) the strategic importance and business synergies of certain industrial investors.
Lock-up	Pursuant to the applicable PRC law, within the 12 months following the Listing Date, the Shares issued by the Company prior to the Global Offering (including the Shares held by the Pre-IPO Investors immediately prior to the Global Offering) are restricted from transfer.
Use of proceeds from the Pre-IPO Investments	We utilized the proceeds from the Pre-IPO Investments for the operations, business expansion, research and development and general working capital purpose of our Group. As of the Latest Practicable Date, approximately 93% of the funds raised from the Pre-IPO Investments, including Series D, D+ and D++, have been utilized.
Strategic benefits of the Pre-IPO Investments to our Group	At the time of each of the Pre-IPO Investments, our Directors were of the view that our Company could benefit from the Pre-IPO Investors' investments in our Group and their knowledge and experience in relevant industries given their diverse background and investment experience. The Pre-IPO Investments demonstrated the confidence of the Pre-IPO Investors in the operations and development of our Group.

3. Special Rights of the Pre-IPO Investors

The Pre-IPO Investors have been granted certain special rights in relation to our Company, including, among others, redemption rights, anti-dilution rights, co-sale rights, rights of first refusal, information rights and recommendation rights.

- **Special rights granted by the Company:** From 2020 to 2024, the Company issued Shares with preferred rights (including redemption rights, anti-dilution rights and preferential liquidation rights) granted by the Company to pre-IPO investors for series Pre-A to Series C++ Financings (but not series D, D+, and D++). In accordance with the Company's accounting policies, such Shares gave rise to assumed debt obligations and were initially recognized as financial liabilities at FVTPL.

In November 2024, the Company and all then shareholders, other than Shenwan Chuangtou, entered into a shareholders' agreement pursuant to which all redemption rights, anti-dilution rights and preferential liquidation rights granted to the relevant Pre-IPO Investors by the Company were terminated and became null and void, and shall not be reinstated with immediate effect. As a result, except for the 612,274 Shares held by Shenwan Chuangtou, all Shares with preferred rights were converted into ordinary shares on a 1:1 basis as of December 31, 2024. In March 2025, before the joint stock conversion, Shenwan Chuangtou transferred its 612,274 Shares to Jiaxing Chenzhi. Following such transfer, the remaining Shares with preferred rights were converted into ordinary shares on a 1:1 basis upon the release of preferred rights, and the related financial liabilities at FVTPL were fully derecognized as of June 30, 2025. See Note 31 to the Accountants' Report as Appendix I to this Prospectus for more details.

- **Special rights granted by the Controlling Shareholders:** the Controlling Shareholders have granted the redemption rights (except for Jiaxing Chenyi), anti-dilution rights, priority allocation right for entire sale to all Pre-IPO Investors. Such redemption rights have been terminated prior to the first submission of listing application to the Stock Exchange, and all other special rights so granted shall be terminated upon the Listing. The Company was not a party to such redemption rights and did not provide any guarantee in respect of the redemption rights granted by the Controlling Shareholders;

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and there is no side agreement in this regard. As the Company is not a party to the relevant arrangements, no financial liability was recorded. See Note 41 to the Accountants' Report as Appendix I to this Prospectus for more details.

4. Compliance with Pre-IPO Investment Guidance

On the basis that (i) the consideration for the Pre-IPO Investments is expected to be irrevocably settled no less than 120 clear days before the Listing Date; and (ii) the special rights of the Pre-IPO Investors shall be terminated as disclosed in “— 3. Special Rights of the Pre-IPO Investors” above, the Sole Sponsor confirms that the Pre-IPO Investments are in compliance with the guidance in Chapter 4.2 of the Guide for New Listing Applicants issued by the Stock Exchange.

5. Information about the Pre-IPO Investors

The background information of our Pre-IPO Investors as at the Latest Practicable Date is set out below.

Minxi Xinghang

Minxi Xinghang State-Owned Asset Investment Management Co., Ltd.* (閩西興杭國有資產投資經營有限公司) (“**Minxi Xinghang**”) is a limited liability company established in the PRC on June 29, 2000, and is principally engaged in equity investment. It is wholly owned by the Finance Bureau of Shanghang County* (上杭縣財政局) (the “**Shanghang Finance Bureau**”). In addition to its interests in the Company through Chentao Xinghang and the Zijin entities as further disclosed below, Minxi Xinghang is interested in the Company together with the entities set out below.

- **Xinghang Chaoguang:** Shanghang Xinghang Chaoguang Venture Capital Partnership (Limited Partnership)* (上杭興杭朝光創業投資合夥企業(有限合夥)) (“**Xinghang Chaoguang**”) is a limited partnership established in the PRC on January 3, 2023, and is principally engaged in equity investment. The general partner of Xinghang Chaoguang is Shanghang County Xinghang Venture Investment Co., Ltd.* (上杭縣興杭創業投資有限公司) (“**Xinghang Investment**”), which holds approximately 0.7407% partnership interests therein. Xinghang Investment is wholly owned by Minxi Xinghang. Xinghang Chaoguang has 20 limited partners, none of which holds 30% or more partnership interests therein.
- **Xinghang Qiguang:** Shanghang Xinghang Qiguang Venture Capital Partnership (Limited Partnership)* (上杭興杭啟光創業投資合夥企業(有限合夥)) (“**Xinghang Qiguang**”) is a limited partnership established in the PRC on April 4, 2023, and is principally engaged in equity investment. The general partner of Xinghang Qiguang is Xinghang Investment, which holds approximately 1.9347% partnership interests therein. Xinghang Qiguang has 21 limited partners, none of which holds 30% or more partnership interests therein.
- **Xinghang Chaofeng:** Shanghang Xinghang Chaofeng Venture Capital Partnership (Limited Partnership)* (上杭興杭朝風創業投資合夥企業(有限合夥)) (“**Xinghang Chaofeng**”) is a limited partnership established in the PRC on May 26, 2021, and is principally engaged in equity investment. The general partner of Xinghang Chaofeng is Xinghang Investment, which holds approximately 17.8788% partnership interests therein. Xinghang Chaofeng has nine limited partners, none of which holds 30% or more partnership interests therein.
- **Xinghang Chaozhi:** Shanghang County Xinghang Chaozhi Venture Capital Partnership Enterprise (Limited Partnership)* (上杭縣興杭朝智創業投資合夥企業(有限合夥)) (“**Xinghang Chaozhi**”) is a limited partnership established in the PRC on April 14, 2020, and is principally engaged in equity investment. The general partner of Xinghang Chaozhi is Xinghang Investment, which holds approximately 26.8293% partnership interests therein. Xinghang Chaozhi has two limited partners, including (i) Jiaying Chenyi Venture Capital Partnership Enterprise (Limited Partnership)* (嘉興辰易創業投資合夥企業(有限合夥)) (“**Jiaying Chenyi**”), which holds approximately 48.7805% partnership interests therein; and (ii) Minxi Xinghang, which holds approximately 24.3902% partnership interests therein. The general partner of Jiaying Chenyi is Shanghai Chentao Asset Management Co., Ltd.* (上海辰韜資產管理有限公司) (“**Shanghai Chentao**”), which is owned by Xu Haiying (徐海英) and Lin Xinzhen (林新正) as to 51.20% and 48.80%, respectively. Jiaying Chenyi has six limited partners, including (a) Hainan Lingnuo Zhonghe Trading Co., Ltd.* (海南凌諾眾合商貿有限公司) (“**Hainan Lingnuo**”), which holds approximately 40.4297% partnership interests

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therein and is in turn owned by Cui Changbin (崔長斌) and Huang Haike (黃海科) as to 90.0% and 10.0%, respectively; and (b) five other limited partners, none of which holds 30% or more partnership interests therein.

- **Xinghang Qixin:** Shanghang Xinghang Qixin Venture Capital Partnership (Limited Partnership)* (上杭興杭啓信創業投資合夥企業(有限合夥)) (“**Xinghang Qixin**”) is a limited partnership established in the PRC on July 8, 2025, and is principally engaged in equity investment. The general partner of Xinghang Qixin is Xinghang Investment, which holds approximately 0.4055% partnership interests therein. Xinghang Qixin has 34 limited partners and none of them holds 30% or more partnership interests therein.

Upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), Minxi Xinghang will be a substantial shareholder of our Company as defined under the Listing Rules. Therefore, Minxi Xinghang and its controlled entities will not be independent from us. Save as disclosed above and further disclosed below in relation to Shanghai Chentao and Zijin Mining, to the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Shanghai Chentao

Shanghai Chentao is a limited liability company established in the PRC on October 28, 2014, and is principally engaged in equity investment. It is owned by Xu Haiying (徐海英) and Lin Xinzheng (林新正) as to 51.20% and 48.80%, respectively. Xu Haiying and Lin Xinzheng are independent individual investors who, apart from their shareholding interests in the Company, have no commercial, familial, or other relationships with our Group. They are experienced private investors with a diversified portfolio, having also invested in enterprises engaged in new energy + electric vehicle industry chain, artificial intelligence + autonomous driving, and high-end intelligent manufacturing. In addition to its interests in the Company through Chentao Xinghang as further disclosed below, Shanghai Chentao is interested in the Company through the entities set out below.

- **Jiaying Chenyi:** Jiaying Chenyi is a limited partnership established in the PRC on January 14, 2025, and is principally engaged in equity investment. The general partner of Jiaying Chenyi is Shanghai Chentao, which holds approximately 0.6510% partnership interests therein. Jiaying Chenyi has six limited partners, including (i) Hainan Lingnuo, holding 40.4297% partnership interests therein; and (ii) five other limited partners, none of which holds 30% or more partnership interests therein. Among the aforementioned five limited partners, Xinjiang Hanxiang Earthwork Engineering Co., Ltd. (新疆瀚祥土方工程有限公司) (formerly known as Inner Mongolia Hanxiang Earthwork Engineering Co., Ltd. (內蒙古瀚祥土方工程有限公司)), holding approximately 6.5755% partnership interests, is an associate of Ms. Pan Yaru (潘亞茹), who is the spouse of Mr. Yu Haibo (于海波), a connected person at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules, and therefore a connected person of our Group. The remaining four limited partners of Jiaying Chenyi are Independent Third Parties.
- **Pingtian Jiayi:** Pingtian Jiayi Venture Capital Partnership (Limited Partnership)* (平潭嘉翼創業投資合夥企業(有限合夥)) (“**Pingtian Jiayi**”) is a limited partnership established in the PRC on April 14, 2021, and is principally engaged in equity investment. The general partner of Pingtian Jiayi is Shanghai Chentao, which holds approximately 3.3333% partnership interests therein. Pingtian Jiayi has seven limited partners, including (i) Wang Xiaohong (王曉紅), who holds 37.50% partnership interests therein; and (ii) six other limited partners, who are Independent Third Parties and none of which holds 30% or more partnership interests therein.
- **Jiaying Chenzhi:** Jiaying Chenzhi Venture Capital Partnership (Limited Partnership)* (嘉興辰智創業投資合夥企業(有限合夥)) (“**Jiaying Chenzhi**”) is a limited partnership established in the PRC on February 25, 2025, and is principally engaged in equity investment. The general partner of Jiaying Chenzhi is Shanghai Chentao, which holds approximately 1.6667% partnership interests therein. Jiaying Chenzhi has four limited partners, including (i) Lin Xinzheng (林新正), who holds 76.7000% partnership interests therein; and (ii) three other limited partners, who are Independent Third Parties and none of which holds 30% or more partnership interests therein.
- **Jiaying Kelong:** Jiaying Kelong Venture Capital Partnership (Limited Partnership)* (嘉興科隆創業投資合夥企業(有限合夥)) (“**Jiaying Kelong**”) is a limited partnership established in the PRC on February 22, 2022, and is principally engaged in equity investment. The general partner of Jiaying Kelong is Shanghai Chentao, which holds approximately 6.6667% partnership interests therein. Jiaying Kelong has 11 limited

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partners, including (i) Fan Guihua (范桂華), who holds approximately 45.3074% partnership interests therein; and (ii) ten other limited partners, who are Independent Third Parties and none of which holds 30% or more partnership interests therein.

- **Huzhou Yuecheng:** Huzhou Yuecheng Equity Investment Partnership Enterprise (Limited Partnership)* (湖州越誠股權投資合夥企業(有限合夥)) (“**Huzhou Yuecheng**”) is a limited partnership established in the PRC on April 13, 2021, and is principally engaged in equity investment. The general partner of Huzhou Yuecheng is Shanghai Chentao, which holds 1.0% partnership interests therein. Huzhou Yuecheng has three limited partners, including (i) Hu Dongxia (胡冬霞), who holds 90.0% partnership interests; and (ii) two other limited partners, who are Independent Third Parties and none of which holds 30% or more partnership interests therein.
- **Chuangxiang Chuangye:** Shanghai Chentao Chuangxiang Chuangye Venture Capital Partnership Enterprise (Limited Partnership)* (上海辰韜創享創業投資合夥企業(有限合夥)) (“**Chuangxiang Chuangye**”) is a limited partnership established in the PRC on June 12, 2024, and is principally engaged in equity investment. The general partner of Chuangxiang Chuangye is Shanghai Chentao, which holds 0.9804% partnership interests therein. Chuangxiang Chuangye has six limited partners, including (i) Chongqing Share Investment Co., Ltd.* (重慶分享投資有限公司), who holds approximately 30.3922% partnership interests; and (ii) five other limited partners, who are Independent Third Parties and none of which holds 30% or more partnership interests therein. Chongqing Share Investment Co., Ltd. is owned by Zhou Qi (周琦), Zhou Yushi (周與詩) and Zhou Zhenhua (周真華) as to 45.0%, 30.0% and 25.0%, respectively.
- **Yitao Chuangye:** Shanghang Yitao Venture Capital Partnership (Limited Partnership)* (上杭易韜創業投資合夥企業(有限合夥)) (“**Yitao Chuangye**”) is a limited partnership established in the PRC on August 5, 2025, and is principally engaged in equity investment. The general partner of Yitao Chuangye is Shanghai Chentao, holding approximately 3.2052% partnership interests therein. Yitao Chuangye has eight limited partners, including (i) Zhang Xiangbin (張祥斌), who holds approximately 32.3728% partnership interests; and (ii) seven other limited partners, who are Independent Third Parties and none of which holds 30% or more partnership interests therein.

In addition, Shanghai Chentao is the general partner of Jiaxing Zhitao holding approximately 2.8571% partnership interests therein. The sole limited partner of Jiaxing Zhitao is Ms. Liu, who holds approximately 97.1429% partnership interests therein.

Upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), Xu Haiying and Shanghai Chentao will be substantial shareholders of our Company as defined under the Listing Rules. Therefore, Xu Haiying, Shanghai Chentao and its controlled entities above will not be independent from us. In addition, Ms. Liu and Jiaxing Zhitao are members of our Controlling Shareholders. Save as disclosed above, to the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Chentao Xinghang

Shanghang Chentao Xinghang Venture Capital Partnership (Limited Partnership)* (上杭辰韜興杭創業投資合夥企業(有限合夥)) (“**Chentao Xinghang**”) is a limited partnership established in the PRC on January 10, 2022, and is principally engaged in equity investment. The general partners of Chentao Xinghang are Xinghang Investment and Shanghai Chentao, holding approximately 14.2857% and 0.9524% partnership interests therein, respectively.

Chentao Xinghang has three limited partners, including (i) Ms. Liu, who holds approximately 47.6190% partnership interests therein; (ii) Minxi Xinghang, which holds approximately 33.3333% partnership interests therein; and (iii) Ningbo Juxing Venture Capital Partnership Enterprise (Limited Partnership)* (寧波炬興創業投資合夥企業(有限合夥)), which holds approximately 3.8095% partnership interests therein.

Upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), Shanghai Chentao and Minxi Xinghang will be substantial shareholders of our Company as defined under the Listing Rules. Therefore, they and their close associates (as defined under the Listing Rules) will not be independent from us. In addition, Ms. Liu is one of our Controlling Shareholders. Save as disclosed above, to the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

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Zijin Entities

Zijin Mining is a company listed on the Shanghai Stock Exchange (stock code: 601899) and the Stock Exchange (stock code: 2899), and a subsidiary of Minxi Xinghang. Zijin Mining is principally engaged in the exploration, mining, processing, refining and sales of copper, gold, zinc, lithium, silver, molybdenum and other metal mineral resources, and is a large-scale and comprehensive mining group primarily engaged in the production of gold and non-ferrous metals. Zijin Mining controls approximately 3.87% equity interests in the Company through the entities set out below.

- **Zidi Investment:** Zijin Mining Zidi (Xiamen) Investment Partnership Enterprise (Limited Partnership)* (紫金礦業紫地(廈門)投資合夥企業(有限合夥)) (“**Zidi Investment**”) is a limited partnership established in the PRC on January 27, 2021, and is principally engaged in equity investment. The general partner of Zidi Investment is Zijin Mining Equity Investment Management (Xiamen) Co., Ltd.* (紫金礦業股權投資管理(廈門)有限公司) (“**Zijin Equity**”), which holds 0.10% partnership interests therein, and the sole limited partner of Zidi Investment is Zijin Mining Group Capital Investment Co., Ltd.* (紫金礦業集團資本投資有限公司) (“**Zijin Capital**”), which holds 99.90% partnership interests therein. Zijin Equity and Zijin Capital are both wholly owned by Zijin Mining.
- **Ziniu Investment:** Zijin Mining Ziniu (Xiamen) Industrial Investment Fund Partnership (Limited Partnership)* (紫金礦業紫牛(廈門)產業投資基金合夥企業(有限合夥)) (“**Ziniu Investment**”) is a limited partnership established in the PRC on April 8, 2021, and is principally engaged in equity investment. The general partner of Ziniu Investment is Zijin Equity, which holds approximately 92.3318% partnership interests therein. Ziniu Investment has ten limited partners, none of which holds 30% or more partnership interests therein.
- **Zixing Investment:** Zijin Mining Zixing (Xiamen) Investment Partnership (Limited Partnership)* (紫金礦業紫興(廈門)投資合夥企業(有限合夥)) is a limited partnership established in the PRC on January 27, 2021, and is principally engaged in equity investment. The general partner of Zixing Investment is Zijin Equity, which holds approximately 0.1214% partnership interests therein. Zixing Investment has 12 limited partners, including (i) Zijin Mining Investment (Shanghai) Co., Ltd.* (紫金礦業投資(上海)有限公司) (“**Zijin Shanghai**”) holding approximately 48.5437% partnership interests therein, which is a wholly owned subsidiary of Zijin Mining (ii) 11 other limited partners, none of which holds 30% or more partnership interests therein.
- **Qihang Investment:** Zijin Mining Investment Haixia Qihang (Fuzhou) Equity Investment Partnership (Limited Partnership)* (紫金礦業產投海峽啟航(福州)股權投資合夥企業(有限合夥)) is a limited partnership established in the PRC on September 26, 2024, and is principally engaged in equity investment. The general partner of Qihang Investment is Zijin Equity, which holds approximately 0.4808% partnership interests therein. Qihang Investment has four limited partners, including (i) Zijin Shanghai holding approximately 47.1154% partnership interests therein; and (ii) three other limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, Minxi Xinghang will be our substantial shareholder (as defined under the Listing Rules) upon Listing. Therefore, Zijin Mining, Zidi Investment, Ziniu Investment, Zijin Equity, Zixing Investment, Qihang Investment and Zijin Capital, which are Minxi Xinghang’s close associates as defined under the Listing Rules, will not be independent from us.

Eight Roads

Eight Roads (Tianjin) Equity Investment Partnership Enterprise (Limited Partnership)* (斯道(天津)股權投資合夥企業(有限合夥)) (“**Tianjin Eight Roads**”) is a limited partnership established in the PRC on June 19, 2019, and is principally engaged in private investments in the healthcare and technology sectors in China. The general partner of Tianjin Eight Roads is Fidelity Growth (Shanghai) Equity Investment Management Co., Ltd.* (富達成長(上海)股權投資管理有限公司), which is wholly owned by Eight Roads Capital Advisors (Hong Kong) Limited (斯道資本(香港)有限公司), a wholly owned subsidiary of Eight Roads GP. Eight Roads GP is indirectly wholly owned by Eight Roads Management Limited, which is in turn owned as to more than one-third by each of Cliff Trail LLC and Crow Lane Limited. Among the three limited partners of Tianjin Eight Roads, only Asia Ventures II QF L.P. holds 30% or more partnership interest thereof.

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To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

NIO Capital

Magic Academy Limited is a limited liability company established in Hong Kong on April 7, 2021, and is principally engaged in equity investment. It is held as to 99% by Eve One L.P.

Eve One L.P., a limited partnership established in the Cayman Islands, is a private equity investment fund focusing on investing in mobility, energy, logistics and other related sectors, and its general partner is NIO Capital LLC. Eve One L.P. has no limited partner holding 30% or more partnership interests therein. NIO Capital LLC is ultimately controlled by LI Bin (李斌) and ZHU Yan.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Xingfu Entities

Richen Investment Management Co., Ltd.* (興富投資管理有限公司) (“**Richen Investment**”) is a private equity investment institution in China, founded in May 2015. The cumulative management scale exceeds RMB11 billion. Richen Investment controls approximately 1.18% equity interests in the Company through the entities set out below.

- **Shanghai Xingfu:** Shanghai Xingfu Young Eagle Private Equity Investment Fund Partnership (Limited Partnership)* (上海興富雛鷹私募投資基金合夥企業(有限合夥)) (“**Shanghai Xingfu**”) is a limited partnership established in the PRC on March 1, 2023, and is principally engaged in equity investment. The general partner of Shanghai Xingfu is Shanghai Xingfu Pinglong Venture Capital Co., Ltd.* (上海興富平龍創業投資有限公司) holding approximately 5.0% partnership interests, wholly owned by Richen Investment. Save for Ningbo Xingfu Chuangying Investment Partnership (Limited Partnership)* (寧波興富創贏投資合夥企業(有限合夥)) (“**Ningbo Xingfu**”) holding 70.0% equity interests, none of the other shareholders in Richen Investment holds 30% or more equity interests therein. The general partner of Ningbo Xingfu is Ningbo Xiangbao Cooperation Zone Xingfu Chuangding Enterprise Management Consulting Co., Ltd.* (寧波象保合作區興富創鼎企業管理諮詢有限公司) (“**Xingfu Chuangding**”), owned by Wang Tingfu (王廷富) and Liu Hua (劉華) as to 75.0% and 25.0%, respectively. Ningbo Xingfu has six limited partners, including (i) Wang Tingfu holding approximately 84.5855% partnership interests and (ii) other five limited partners, none of which holds 30% or more partnership interests therein. Shanghai Xingfu has 25 limited partners, none of which holds 30% or more partnership interests therein.
- **Xingfu Digital Intelligence:** Suzhou Zhongxin Xingfu Digital Intelligence Venture Capital Partnership Enterprise (Limited Partnership)* (蘇州中新興富數智創業投資合夥企業(有限合夥)) (“**Xingfu Digital Intelligence**”) is a limited partnership established in the PRC on August 11, 2020, and is principally engaged in equity investment. The general partner of Xingfu Digital Intelligence is Richen Investment, which holds 0.4200% partnership interests therein. Richen Investment has five shareholders, including (i) Ningbo Xingfu, which holds 70.0% equity interests therein; and (ii) four other shareholders, none of which holds 30% or more equity interests therein. The general partner of Ningbo Xingfu is Xingfu Chuangding, which holds approximately 1.0508% partnership interests therein, and is in turn owned by Wang Tingfu and Liu Hua as to 75.0% and 25.0%, respectively. Ningbo Xingfu has six limited partners, including (i) Wang Tingfu, who holds approximately 84.5855% partnership interests therein; and (ii) five other limited partners, none of which holds 30% or more partnership interests therein. Xingfu Digital Intelligence has 20 limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

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Zhengzhou Hi-Tech Fund

Zhengzhou Tianjian Talent Venture Capital Fund Partnership (Limited Partnership)* (鄭州天健人才創業投資基金合夥企業(有限合夥)) (“**Zhengzhou Hi-Tech Fund**”) is a limited partnership established in the PRC on November 15, 2023, and is principally engaged in equity investment. The general partner of Zhengzhou Hi-Tech Fund is Zhengzhou High-tech Industry Investment Fund Co., Ltd.* (鄭州高新產業投資基金有限公司), which holds 9.0% partnership interests therein, and is in turn controlled by Zhengzhou High-tech Industrial Development Zone Management Committee* (鄭州高新技術產業開發區管理委員會) (“**Zhengzhou High-tech Committee**”). Zhengzhou High-tech Committee is an authorized agency (派出機構) of the Zhengzhou municipal government of Henan Province of the PRC.

Zhengzhou Hi-Tech Fund has six limited partners, including (i) Zhengzhou Industrial Investment Equity Investment Guidance Fund Partnership (Limited Partnership)* (鄭州產投股權投資引導基金合夥企業(有限合夥)), which holds 30.0% partnership interests therein, and is ultimately wholly controlled by Zhengzhou High-tech Committee; and (ii) five other limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

Ma Zheng

Ma Zheng (馬徵) is a private investor and an Independent Third Party.

Yunji Chuangyuan

Ningbo Yunji Chuangyuan Enterprise Management Consulting Partnership (Limited Partnership)* (寧波雲際創遠企業管理諮詢合夥企業(有限合夥)) (“**Yunji Chuangyuan**”) is a limited partnership established in the PRC on March 11, 2025, and is principally engaged in enterprise consulting management. The general partner of Yunji Chuangyuan is Shanghai Yunji Tianze Enterprise Management Co., Ltd.* (上海雲際天澤企業管理有限公司), which holds 0.25% partnership interests therein, and is in turn owned by Wang Xiaodong (王曉東), Shandong Zhongji Investment Holding Co., Ltd.* (山東中際投資控股有限公司) (“**Zhongji Holding**”), Zhu Xinglei (朱型樁) and Zhang Zonghui (張宗輝) as to 50.0%, 30.0%, 10.0% and 10.0%, respectively. Zhongji Holding is owned by Wang Weixiu (王偉修), Longkou Zhongji Zhiyuan Investment Management Center (Limited Partnership)* (龍口中際致遠投資管理中心(有限合夥)) and Wang Xiaodong as to approximately 52.0644%, 28.6606% and 19.2750%, respectively.

Yunji Chuangyuan has four limited partners, including (i) Zhongji Holding, which holds 49.75% partnership interests therein; (ii) Wang Xiaodong, who holds 43.75% partnership interests therein; and (iii) two other limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Wuxi Xingqi

Wuxi Xingqi Yuzheng Venture Capital Partnership (Limited Partnership)* (無錫星奇昱正創業投資合夥企業(有限合夥)) (“**Wuxi Xingqi**”) is a limited partnership established in the PRC on August 3, 2023, and is principally engaged in equity investment. The general partners of Wuxi Xingqi are (i) Suzhou Xiuzheng Venture Capital Management Co., Ltd.* (蘇州脩正創業投資管理有限公司), which holds approximately 1.1468% partnership interests therein; and (ii) Zhejiang Yaoning Technology Group Co., Ltd.* (浙江耀寧科技集團有限公司) (“**Zhejiang Yaoning**”), which holds approximately 9.1743% partnership interests therein. Suzhou Xiuzheng Venture Capital Management Co., Ltd. is in turn owned by (i) Xiamen Falcon Investment Management Co., Ltd.* (廈門市獵鷹投資管理有限公司) (“**Xiamen Lieying**”) as to approximately 40.80% therein; and (ii) five other shareholders, none of which holds 30% or more equity interests therein. Xiamen Lieying is owned by (i) Xie Jianhua (謝建華) as to 32.0%; and (ii) five other shareholders, none of which holds 30% or more equity interests therein. Zhejiang Yaoning is owned by Ningbo Chunhua Qiushi Technology Co., Ltd.* (寧波春畫秋時科技有限公司) and Taizhou Hongtai Investment Co., Ltd.* (台州市鴻泰投資有限公司) as to 85% and 15%, respectively. Ningbo Chunhua Qiushi Technology Co., Ltd. is owned by (i) Ningbo Meishan Bonded Port Area Angbu Investment Co., Ltd.* (寧波梅山保稅港昂步投資有限公司) as to 95% therein, which is wholly owned by Li Xingxing (李星星); and (ii) Li Ni (李妮) as to 5% therein.

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Wuxi Xingqi has 18 limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Huace Navigation

Ningbo Xihe Investment Management Partnership (Limited Partnership)* (寧波熙禾投資管理合夥企業(有限合夥)) (“**Xihe Investment**”) is a limited partnership established in the PRC on May 25, 2018, and is principally engaged in equity investment. The sole general partner of Xihe Investment, which holds 1% partnership interests therein, is Shanghai Huace Satellite Navigation Technology Co., Ltd.* (上海華測衛星導航技術有限公司), a company wholly owned by Shanghai Huace Navigation Technology Co., Ltd.* (上海華測導航技術股份有限公司) (“**Huace Navigation**”), which is listed on the Shenzhen Stock Exchange (stock code: 300627). Huace Navigation holds 99% partnership interests in Xihe Investment as its sole limited partner.

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

CATL Capital and CATL

CATL Capital

- **Shidai Zeyuan:** Fujian Shidai Zeyuan Equity Investment Fund Partnership (Limited Partnership)* (福建時代澤遠股權投資基金合夥企業(有限合夥)) (“**Shidai Zeyuan**”) is a limited partnership established in the PRC on September 20, 2024. The general partners of Shidai Zeyuan are Xiamen Puquan Private Fund Management Partnership (Limited Partnership)* (廈門溥泉私募基金管理合夥企業(有限合夥)) (“**Xiamen Puquan**”) and Shenzhen Puquan Investment Co., Ltd.* (深圳溥泉投資有限公司) (“**Shenzhen Puquan**”). Xiamen Puquan and Shenzhen Puquan hold approximately 0.2765% and 0.0197% partnership interests therein, respectively. The sole general partner of Xiamen Puquan is Hu Dianjun (胡殿君), who directly holds 25.00% partnership interests therein. Xiamen Puquan has four limited partners, including (i) Contemporary Amperex Industry Investment Co., Ltd.* (寧德時代新能源產業投資有限公司), a wholly-owned subsidiary of CATL, which holds 45.00% partnership interests therein; and (ii) three other limited partners, none of which holds 30% or more partnership interests therein. Shenzhen Puquan is owned by (i) Xiamen Puquan as to 99.0% and (ii) Hu Dianjun as to 1.0%. Shidai Zeyuan has 24 limited partners, none of which holds 30% or more partnership interests therein. In particular, CATL is a limited partner holding approximately 6.9115% partnership interests therein.

Shidai Zeyuan focuses on investments in the new energy and high-end manufacturing sectors. As a limited partner of Shidai Zeyuan, CATL participates in the fund to leverage a market-oriented mechanism and the expertise of professional investment institutions. Through equity investments, CATL seeks to expand its presence in the carbon neutrality ecosystem, broaden its investment channels via a more market-driven investment management team, identify business cooperation and development opportunities, and generate reasonable investment returns.

- **Lvshui Changqing:** Shenzhen Lvshuichangqing Venture Capital Investment Partnership (Limited Partnership)* (深圳市綠水長青創業投資合夥企業(有限合夥)) (“**Lvshui Changqing**”) is a limited partnership established in the PRC on June 28, 2024. The sole general partner of Lvshui Changqing is Shenzhen Puquan, which holds approximately 6.5646% partnership interests therein. Lvshui Changqing has nine limited partners none of which holds 30% or more partnership interests therein.

CATL

Ningbo Meishan Bonded Port Area Wending Investment Co., Ltd.* (寧波梅山保稅港區問鼎投資有限公司) (“**Ningbo Wending**”) is a limited liability company established in the PRC on April 6, 2017, which is principally engaged in investment management and wholly owned by CATL, a company with its A shares listed on the Shenzhen Stock Exchange (stock code: 300750) and H shares listed on the Stock Exchange (stock code: 3750).

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

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Fangguang Capital

Shanghai Fangguang Investment Management Co., Ltd.* (上海方廣投資管理有限公司) (“**Fangguang Capital**”) is a limited liability company incorporated in the PRC on February 24, 2012, which is primarily engaged in equity investment management and owned by Hong Tianfeng (洪天峰) and Cao Pengli (曹鵬利) as to 55.0% and 45.0%, respectively. Fangguang Capital controls approximately 1.91% equity interests in the Company through the entities set out below.

- **Shanghai Fangguang:** Small and Medium-Sized Fangguang (Shanghai) Private Fund Partnership (Limited Partnership)* (中小方廣(上海)私募基金合夥企業(有限合夥)) (“**Shanghai Fangguang**”) is a limited partnership established in the PRC on April 26, 2023, and is principally engaged in equity investment. The sole general partner of Shanghai Fangguang is Shanghai Fangguang Siqu Enterprise Management Center (Limited Partnership)* (上海方廣思圻企業管理中心(有限合夥)) (“**Shanghai Siqu**”), which holds 1.0% partnership interests therein. The sole general partner of Shanghai Siqu is Fangguang Capital, which holds approximately 0.4507% partnership interests therein. Shanghai Siqu has five limited partners, including (i) Shanghai Fanggui Enterprise Management Co., Ltd.* (上海方圭企業管理有限公司), which holds approximately 46.0188% partnership interests therein, and is in turn owned by Hong Tianfeng as to approximately 99.92%; and (ii) four other limited partners, none of which holds 30% or more partnership interests therein. Shanghai Fangguang has eight limited partners, none of which holds 30% or more partnership interests therein.
- **Changzhou Fangguang:** Changzhou Fangguang Phase IV Venture Capital Partnership (Limited Partnership)* (常州方廣四期創業投資合夥企業(有限合夥)) (“**Changzhou Fangguang**”) is a limited partnership established in the PRC on July 24, 2023, and is principally engaged in equity investment. The sole general partner of Changzhou Fangguang is Shanghai Siqu, which holds approximately 1.0231% partnership interests therein. Changzhou Fangguang has 29 limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Li Chenglin

Li Chenglin (李承霖) is a private investor and an Independent Third Party.

Wang Xiaoshen

Wang Xiaoshen (王曉申) is a private investor and an Independent Third Party.

Tonly

Tonly was established on February 1, 2005, and is a company with its A shares listed on the Beijing Stock Exchange (stock code: 920599) which specializes in the manufacture of mining trucks.

Ocean EW15 Limited

Ocean EW15 Limited is an offshore company incorporated in the British Virgin Islands on July 26, 2019 which is wholly owned by Wang Donghui, a private investor.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Zhao Dapeng

Zhao Dapeng (趙大鵬) is a private investor and an Independent Third Party.

Shandong New Energy

Shandong Green New Energy Industry Equity Investment Fund Partnership (Limited Partnership) (山東省綠色新能源產業股權投資基金合夥企業(有限合夥)) (“**Shandong New Energy**”)* is a limited partnership established in the PRC on May 15, 2024, and is principally engaged in equity investment. The general partners are Shanghai Yankuang Asset Management Co., Ltd.* (上海兗礦資產管理有限公司) and Xiamen Guomao Xinxin Investment Development Co.,

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Ltd.* (廈門國貿鑫新投資發展有限公司), holding approximately 0.60% and 0.40% partnership interests, respectively. Shanghai Yankuang Asset Management Co., Ltd is ultimately controlled by State-owned Assets Supervision and Administration Commission of the People's Government of Shandong Province* (山東省人民政府國有資產監督管理委員會) and Shandong Provincial Department of Finance* (山東省財政廳) as to 89.576% and 10.424%, respectively. Xiamen Guomao Xinxin Investment Development Co., Ltd. is wholly owned by State-owned Assets Supervision and Administration Commission of Xiamen Municipal People's Government, Fujian Province* (福建省廈門市人民政府國有資產監督管理委員會).

Shangdong New Energy has three limited partners, including (i) Shandong Energy Group Co., Ltd.* (山東能源集團有限公司) holding approximately 59.40% partnership interests therein, which is ultimately controlled by State-owned Assets Supervision and Administration Commission of the People's Government of Shandong Province and Shandong Provincial Department of Finance as to 89.576% and 10.424%, respectively and (ii) two other limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

Fuzhou Shengchuang

Fuzhou Economic and Technological Development Zone Shengchuang Investment Partnership (Limited Partnership) (福州經濟技術開發區盛創投資合夥企業(有限合夥)) (“**Fuzhou Shengchuang**”)* is a limited partnership established in the PRC on October 19, 2017, and is principally engaged in equity investment. The general partner is Fujian Zhongyi Ruihe Investment Management Co., Ltd.* (福建中億瑞合投資管理有限公司) holding 2% partnership interests, which is owned by Tu Shile (涂是樂), Zhang Li (張麗), Chen Xiaofang (陳小芳) as to 70%, 28% and 2%, respectively.

Fuzhou Shengchuang has nine limited partners none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

CSO FUND

China Special Opportunity Fund SPC is a segregated portfolio company incorporated in the Cayman Islands on July 22, 2022, focused on equity investment.

China Special Opportunity Fund SPC acts and on behalf of one of its segregated portfolios, EM-PILOT SP, a fund incorporated in the Cayman Islands. The fund manager of EM-PILOT SP is DOY Capital Limited (“**DOY Capital**”), a limited company incorporated in the British Virgin Islands and a licensed investment manager. DOY Capital is owned by Dao Yi Capital Limited as to 90.0% and owned by JINYI (SINGAPORE) MINING PTE. LTD. as to 10.0%. Dao Yi Capital Limited is a limited company incorporated in the British Virgin Islands, which holds 100% of the management shares of China Special Opportunity Fund SPC and is wholly owned by Chong Qin.

The investor holding more than 30% interest in EM-PILOT SP is XI WANG DEVELOPMENTS LIMITED, whose ultimate beneficial owner is KE JIA QI. No other ultimate beneficial owner holds 30% or more interest in EM-PILOT SP.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Hainan Daoyi

Hainan Daoyi Zhongxin Investment Partnership (Limited Partnership) (海南道翼中芯投資合夥企業(有限合夥))* (“**Hainan Daoyi**”)* is a limited partnership established in the PRC on March 6, 2023, and is principally engaged in equity investment. The general partner is Hainan Daoyi Private Equity Investment Fund Management Partnership (Limited Partnership)* (海南道翼私募基金管理合夥企業(有限合夥)) holding 0.0981% partnership interests, the sole general partner and sole limited partner of which is Ling Jie (凌潔) holding approximately 33.0% partnership interests and Shanghai Ruierfuwo Enterprise Management Partnership (Limited Partnership)* (上海瑞爾福渥企業管理合夥企業(有限合夥)) (“**Shanghai Ruierfuwo**”) holding 67.0% partnership interests, respectively. The general partner of Shanghai Ruierfuwo is Ling Jie

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holding approximately 13.6364% partnership interests. Shanghai Ruierfuwo has three limited partners, including (i) Li Peng (李鵬) holding approximately 59.0909% partnership interests and (ii) two other limited partners, none of which holds 30% or more partnership interests therein.

Hainan Daoyi has 32 limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Luoyang Fund

Luoyang Industrial Development Fund Partnership (Limited Partnership)* (洛陽市產業發展基金合夥企業(有限合夥)) is a limited partnership established in the PRC on March 16, 2023, and is principally engaged in equity investment. The sole limited partner is Luoyang Guohong Investment Holding Group Co., Ltd.* (洛陽國宏投資控股集團有限公司) (“**Guohong Investment Holding Group**”) holding 99.98% partnership interests. The sole general partner is Luoyang Guohong Capital Venture Capital Co., Ltd.* (洛陽國宏資本創業投資有限公司) holding 0.02% partnership interests, wholly owned by Guohong Investment Holding Group.

Guohong Investment Holding Group is owned as to 94.76% by Luoyang Industrial Holdings Group Co., Ltd.* (洛陽工業控股集團有限公司) (“**Luoyang Industrial Holdings Group**”) and 5.24% by Henan Provincial Department of Finance* (河南省財政廳). Luoyang Industrial Holdings Group, which is wholly owned by State-owned Assets Supervision and Administration Commission of Luoyang Municipal People’s Government, Henan Province* (河南省洛陽市人民政府國有資產監督管理委員會), is a state-owned capital investment and operation enterprise with the mission of industrial development.

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

Fujian Entities

Fujian Provincial Department of Finance* (福建省財政廳) is a department in charge of financial affairs of the Fujian Provincial People’s Government of the People’s Republic of China. Fujian Provincial Department of Finance controls approximately 1.00% equity interests in the Company through the entities set out below.

- **Huafu Investment:** Huafu Growth Investment Co., Ltd.* (華福成長投資有限公司) (“**Huafu Investment**”) is a limited liability company established in the PRC on June 27, 2013, and is principally engaged in equity investment. Huafu Investment is wholly owned by Huafu Securities Co., Ltd.* (華福證券股份有限公司) (“**Huafu Securities**”). Huafu Securities has 19 shareholders, including (i) Fujian Financial Investment Co., Ltd.* (福建省金融投資有限責任公司) holding approximately 46.7226% equity interests, wholly owned by Fujian Provincial Department of Finance* (福建省財政廳) and (ii) 18 other shareholders, none of which holds 30% or more equity interests therein.
- **Fuyan Gaoxin:** Fuyan Hi-Tech (Longyan) Private Equity Venture Capital Partnership (Limited Partnership)* (福岩高新(龍岩)私募創業投資合夥企業(有限合夥)) (“**Fuyan Gaoxin**”) is a limited partnership established in the PRC on December 27, 2023, and is principally engaged in equity investment. The sole general partner of Fuyan Gaoxin is Huafu Capital Management Co., Ltd.* (華福資本管理有限公司), holding 40.0% partnership interest and a wholly owned subsidiary of Huafu Securities. Fuyan Gaoxin has four limited partners, including (i) Longyan Zhanxin Equity Investment Partnership (Limited Partnership)* (龍岩市戰新股權投資合夥企業(有限合夥)) (“**Longyan Equity**”) holding 30.0% partnership interests and (ii) three other limited partners, none of which holds 30% or more equity interests therein. The sole general partner of Longyan Equity is Longyan Jinyan Venture Capital Fund Management Co., Ltd.* (龍岩金岩創業投資基金管理有限公司) holding approximately 0.9901% partnership interests therein, a company owned by Longyan Investment and Xiamen Municipal Finance Bureau, Fujian Province* (福建省廈門市財政局) as to 51.0% and 49.0%, respectively. None of the 11 limited partners of Longyan Equity holds 30% or more equity interests therein.

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- **Fujian Provincial Fund:** Fujian Provincial Government Investment Fund Co., Ltd.* (福建省省級政府投資基金有限公司) (“**Fujian Provincial Fund**”) is a limited liability company established in the PRC on March 15, 2022, and is principally engaged in equity investment. Fujian Provincial Fund is wholly controlled by Fujian Provincial Department of Finance* (福建省財政廳).

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

Longyan Ruitou

Longyan Ruitou Equity Investment Partnership (Limited Partnership)* (龍岩睿投股權投資合夥企業(有限合夥)) (“**Longyan Ruitou**”) is a limited partnership established in the PRC on February 10, 2025, and is principally engaged in equity investment.

Longyan Ruitou has four limited partners, including (i) Longyan Investment Development Group Co., Ltd.* (龍岩投資發展集團有限公司) (“**Longyan Investment**”) holding 49.0% partnership interests therein, and ultimately owned by State-owned Assets Supervision and Administration Commission of the People’s Government of Longyan City, Fujian Province* (福建省龍岩市人民政府國有資產監督管理委員會) and Fujian Provincial Department of Finance* (福建省財政廳) as to approximately 86.2556% and 13.7444% equity interests; and (ii) three other limited partners, none of which holds 30% or more partnership interests therein.

The sole general partner is Longyan Yanxin Venture Capital Fund Management Co., Ltd.* (龍岩岩鑫創業投資基金管理有限公司) holding 1.0% partnership interests, wholly owned by Longyan Investment.

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

Qingdao Huixin

Qingdao Huixin Investment Partnership (Limited Partnership)* (青島惠鑫投資合夥企業(有限合夥)) (“**Qingdao Huixin**”) is a limited partnership established in the PRC on November 20, 2020, and is principally engaged in equity investment.

The sole general partner of Qingdao Huixin is Shandong Guohui Asset Management Co., Ltd.* (山東國惠資產管理有限公司), holding approximately 0.0010% partnership interests and ultimately controlled by State-owned Assets Supervision and Administration Commission of the People’s Government of Shandong Province* (山東省人民政府國有資產監督管理委員會) and Shandong Provincial Department of Finance* (山東省財政廳) as to 97.88% and 2.12%.

The sole limited partner of Qingdao Huixin is Shandong Guohui Reform and Development Fund Partnership (Limited Partnership)* (山東國惠改革發展基金合夥企業(有限合夥)) (“**Shandong Guohui**”) holding approximately 99.9990% partnership interests therein. The general partner of Shandong Guohui is Shandong Guohui Fund Management Co., Ltd.* (山東國惠基金管理有限公司) holding approximately 0.1667% partnership interests therein. Shandong Guohui has ten limited partners, including (i) Shandong Luxin Investment Holdings Group Co., Ltd.* (山東省魯信投資控股集團有限公司), holding approximately 33.3333% partnership interests therein, which is owned by Shandong Provincial Department of Finance* (山東省財政廳) and Shandong Caixin Asset Operation Co., Ltd.* (山東省財欣資產運營有限公司) as to 90.7472% and 9.2528%, respectively; (ii) Shandong Development Investment Holding Group Co., Ltd.* (山東發展投資控股集團有限公司), holding approximately 12.3333% partnership interests therein, which is owned by State-owned Assets Supervision and Administration Commission of the People’s Government of Shandong Province and Shandong Caixin Asset Operation Co., Ltd. as to 97.88% and 2.12%, respectively and (iii) eight other limited partners, none of which holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

TAM No. 1 Venture Capital

Gongqingcheng TAM No. 1 Venture Capital Partnership (Limited Partnership)* (共青城天岸馬一號創業投資合夥企業(有限合夥)) (“**TAM No. 1 Venture Capital**”) is a limited partnership established in the PRC on July 17, 2025, and is principally engaged in equity investment.

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TAM No. 1 Venture Capital has 15 limited partners and none of which holds 30% or more partnership interests therein.

The sole general partner of TAM No. 1 Venture Capital is Xiamen Jingyao Private Equity Fund Management Co., Ltd.* (廈門晶耀私募基金管理有限公司), holding approximately 0.0308% partnership interests and owned by Guangzhou TAM Investment Management Co., Ltd.* (廣州天岸馬投資管理有限公司) (“**TAM Investment**”) and Jinglang (Guangzhou) Enterprise Management Partnership (Limited Partnership)* (晶朗(廣州)企業管理合夥企業(有限合夥)) (“**Guangzhou Jinglang**”) as to 70.0% and 30.0%, respectively. TAM Investment is owned by (i) Fan Junbin (范俊彬) as to 41.0%; (ii) Guangzhou Heli Chuangxing Group Co., Ltd.* (廣州合利創興集團有限公司) as to 39.0%, which is owned by Zheng Yankun (鄭炎坤) and Zheng Zhixuan (鄭志璇) as to 95.0% and 5.0%, respectively; and (iii) two other shareholders, none of which holds 30% or more equity interests therein. The sole general partner of Guangzhou Jinglang is Li Jiong (李炯) holding approximately 31.6667% partnership interests and none of the limited partners of Guangzhou Jinglang holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Ge Weidong

Ge Weidong (葛衛東) is a private investor and an Independent Third Party.

SV Capital

Shenzhen Desay SV Capital Co., Ltd.* (深圳市德賽西威產業投資有限公司) (“**SV Capital**”) is a limited liability company established in the PRC on December 23, 2022 and is principally engaged in equity investment.

SV Capital is wholly owned by Huizhou Desay SV Automotive Co., Ltd.* (惠州市德賽西威汽車電子股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002920).

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

Anhui Hongxing

Hongxing Green Venture Capital Industry Fund (Anhui) (Limited Partnership)* (弘興綠色創業投資產業基金(安徽)(有限合夥)) (“**Anhui Hongxing**”) is a limited partnership established in the PRC on May 11, 2022, and is principally engaged in equity investment. The sole general partner of Anhui Hongxing is Tianjin Hongxing Enterprise Management Partnership (Limited Partnership)* (天津弘興企業管理合夥企業(有限合夥)) (“**Tianjin Hongxing**”) holding 0.1% partnership interests therein. None of the seven limited partners of Anhui Hongxing holds 30% or more partnership interests therein.

The sole limited partner of Tianjin Hongxing is Tianjin Hongxin Enterprise Management Partnership (Limited Partnership)* (天津弘鑫企業管理合夥企業(有限合夥)) (“**Tianjin Hongxin**”), holding 45.0% partnership interests, of which the sole general partner is Cao Yonggang (曹永剛) holding approximately 20.8333% partnership interests therein. Tianjin Hongxin has three limited partners, including (i) Chen Wen (陳文) holding 57.5% partnership interests and (ii) other two limited partners and none of which holds 30% or more partnership interests therein.

The sole general partner of Tianjin Hongxing is Hony Capital Private Equity Management (Tianjin) Partnership (Limited Partnership)* (弘毅私募基金管理(天津)合夥企業(有限合夥)) (“**Hony Investment**”) holding 55.0% partnership interests therein. The general partner of Hony Investment is Hony Enterprise Holdings (Shenzhen) Co., Ltd.* (弘毅企業控股(深圳)有限公司) (“**Hony Shenzhen**”) holding approximately 0.6623% partnership interests. Hony Shenzhen was a

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wholly owned subsidiary of Hony Capital Limited* (弘毅投資管理有限公司), which is wholly owned by HONY PE FUND MANAGEMENT, L.P. HONY PE FUND MANAGEMENT, L.P. is ultimately controlled by Mr. Cao Yonggang (曹永剛), Mr. Xu Minsheng (徐敏生), and Mr. Zhao John Huan (趙令歡).

The sole limited partner of Hony Investment is Hongyi Holdings (Shenzhen) Enterprise (Limited Partnership)* (弘毅控股(深圳)企業(有限合夥)) holding approximately 99.3377% partnership interests therein. Hongyi Holdings (Shenzhen) Enterprise (Limited Partnership) is owned as to 0.1996% by its general partner, Hony Shenzhen and as to 99.8004% by its limited partner, United Strength Silver Limited. United Strength Silver Limited is ultimately controlled by Mr. Cao Yonggang (曹永剛), Mr. Xu Minsheng (徐敏生), and Mr. Zhao John Huan (趙令歡).

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

Hunan Bofu

Hunan Bofu Cultural Industry Investment Fund Enterprise (Limited Partnership)* (湖南泊富文化產業投資基金企業(有限合夥)) (“**Hunan Bofu**”) is a limited partnership established in the PRC on January 4, 2016, and is principally engaged in equity investment.

The sole general partner of Hunan Bofu is Hunan Bofu Fund Management Co., Ltd.* (湖南泊富基金管理有限公司), holding approximately 2.4390% partnership interests and wholly owned by Central South Publishing and Media Group Co., Ltd.* (中南出版傳媒集團股份有限公司). The sole limited partner is Central South Publishing and Media Group Co., Ltd., holding approximately 97.5610% partnership interests therein and a company listed on the Shanghai Stock Exchange (stock code: 601098).

To the best knowledge and information of the Company, all these aforementioned entities are Independent Third Parties.

Gaocheng Deyi

Tianjin Gaocheng Deyi Investment Partnership (Limited Partnership)* (天津高成德億投資合夥企業(有限合夥)) (“**Gaocheng Deyi**”) is a limited partnership established in the PRC on October 21, 2020, and is principally engaged in equity investment.

The sole general partner of Gaocheng Deyi is Sanya Gaocheng Huabai Investment Co., Ltd.* (三亞高成華柏投資有限公司), holding 0.10% partnership interests and owned by Hong Jing (洪婧) as to 80.0%. The sole limited partner of Gaocheng Deyi is Gaocheng Xingzhi (Beijing) Equity Investment Partnership (Limited Partnership)* (高成行至(北京)股權投資合夥企業(有限合夥)) (“**Gaocheng Xingzhi**”), holding 99.90% partnership interests therein. The general partner of Gaocheng Xingzhi is Sanya Gaocheng Huabai Investment Co., Ltd., holding 2.3529% partnership interests therein. None of the nine limited partners of Gaocheng Xingzhi holds 30% or more partnership interests therein.

To the best knowledge and information of the Company, all these aforementioned entities and individuals are Independent Third Parties.

PUBLIC FLOAT AND FREE FLOAT

Following the conversion of the Unlisted Shares into H Shares and upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised):

- (a) a total of 78,488,042 H Shares, representing 53.08% of our share capital in aggregate and held by our core connected persons will not be counted towards the public float, including our Controlling Shareholders, entities controlled by our Controlling Shareholders, Xinghang Entities (including Minxi Xinghang, Xinghang Chaozhi, Xinghang Chaoguang, Xinghang Qiguang, Xinghang Chaofeng and Xinghang Qixin), entities controlled by Shanghai Chentao (including Huzhou Yuecheng, Jiaxing Kelong, Jiaxing Chenzhi, Pingtan Jiayi, Jiaxing Chenyi, Chuangxiang Chuangye and Yitao Chuangye), entities controlled by Zijin Mining (including Zidi Investment, Ziniu Investment, Zixing Investment and Qihang Investment) and Chentao Xinghang. For details, see “— Capitalization” below;

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (b) a total of 43,249,727 Unlisted Shares held by the remaining existing Shareholders will be converted into H Shares and listed on the Stock Exchange, and therefore will be counted as part of the public float, representing 29.25% of our share capital in aggregate upon the completion of Global Offering. To the best knowledge of our Directors, none of such remaining existing Shareholders is accustomed to take instructions from any of our core connected persons in relation to the acquisition, disposal, voting or other disposition of their Shares and none of their acquisition of the Shares were financed directly or indirectly by our core connected person;
- (c) 1,782,450 H Shares (based on the Offer Price of HK\$87.92, being the high-end of the Offer Price range) to be subscribed by ZIJINNING, a close associate of Zijin Mining, as a cornerstone investor in the Global Offering, will not be counted towards the public float, representing 1.21% of our share capital in aggregate upon the completion of Global Offering; and
- (d) a total of 24,349,550 H Shares issued pursuant to the Global Offering will be counted as part of the public float, representing 16.47% of our share capital upon the completion of Global Offering in aggregate.

Based on the above, it is expected that immediately following completion of the Global Offering (assuming that the Over-allotment Option is not exercised), a total of 69,381,727 Shares, representing 45.72% of our total share capital upon the completion of the Global Offering (assuming that the Over-allotment Option is not exercised) will be counted as part of the public float.

Assuming that the Over-allotment Option is not exercised, (i) if the Offer Price is fixed at HK\$81.16 per H Share (being the low-end of the indicative Offer Price range set out in this Prospectus), the expected market capitalization of the Company upon Listing would be approximately HK\$12.0 billion, and the percentage that would result in the expected market value of H Shares held by the public to be HK\$1.5 billion at the time of Listing is approximately 12.50%; (ii) if the Offer Price is fixed at HK\$84.54 per H Share (being the mid point of the indicative Offer Price range set out in this Prospectus), the expected market capitalization of the Company upon Listing would be approximately HK\$12.5 billion, and the percentage that would result in the expected market value of H Shares held by the public to be HK\$1.5 billion at the time of Listing is approximately 12.00%; and (iii) if the Offer Price is fixed at HK\$87.92 per H Share (being the upper-end of the indicative Offer Price range set out in this Prospectus), the expected market capitalization of the Company upon Listing would be approximately HK\$13.0 billion, and the percentage that would result in the expected market value of H Shares held by the public to be HK\$1.5 billion at the time of Listing is approximately 11.54%. Accordingly, the minimum prescribed public float percentage applicable to our H Shares under Rule 19A.13A(1) of the Listing Rules is 15%. Therefore, our Company will be able to satisfy the minimum public float requirement under Rule 19A.13A of the Listing Rules as over 15% of our Company's total issued Shares will be held by the public upon completion of the Global Offering.

On the basis that (i) save as disclosed above, no Offer Shares will be allocated under the Global Offering to any core connected person of our Company or person which is not regarded as a member of the public under Rule 8.24 of the Listing Rules and (ii) all Offer Shares to be issued to the cornerstone investors (if any) are excluded for the purpose of satisfying the free float requirement (assuming the Over-allotment Option is not exercised), upon the completion of the Global Offering, it is expected that at least 13,066,000 H Shares, which will be all the Offer Shares not being subscribed by the cornerstone investors, representing a market capitalization of HK\$1,060.44 million (assuming an Offer Price of HK\$81.16 per Offer Share, being the low-end of the indicative Offer Price range set out in this Prospectus), will not be subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise) at the time of the Listing, which will satisfy the free float requirement under Rule 19A.13C(1)(b) of the Listing Rules.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CAPITALIZATION

Our Company has filed with the CSRC for H-share full circulation to convert all Unlisted Shares into H Shares upon Listing.

The table below is a summary of the capitalization of our Company as of the date of this Prospectus and immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised) and the Conversion of Unlisted Shares into H Shares:

Shareholder	As of the Latest Practicable Date		Immediately upon Completion of the Global Offering (assuming the Over-allotment Option is not exercised)			Whether the H Shares will be counted towards the public float
	Number of Unlisted Shares held	Ownership percentage (approx.)	Number of Unlisted Shares held	Number of H Shares held	Ownership percentage of total issued Shares (approx.)	
Controlling Shareholders						
Mr. Lan	32,000,000	26.29%	—	32,000,000	21.64%	No
Ms. Liu	2,803,628	2.30%	—	2,803,628	1.90%	No
Jiaxing Zhitao	8,823,529	7.25%	—	8,823,529	5.97%	No
Mr. Zhang	7,492,858	6.15%	—	7,492,858	5.07%	No
Ningbo Yuying ⁽¹⁾	487,990	0.40%	—	487,990	0.33%	No
Ningbo Zhongying ⁽¹⁾	433,233	0.36%	—	433,233	0.29%	No
Sub-total	52,041,238	42.75%	—	52,041,238	35.19%	
Xinghang Entities						
Minxi Xinghang	5,232,980	4.30%	—	5,232,980	3.54%	No
Xinghang Chaozhi	4,278,075	3.51%	—	4,278,075	2.89%	No
Xinghang Chaoguang	1,024,123	0.84%	—	1,024,123	0.69%	No
Xinghang Qiguang	1,004,129	0.82%	—	1,004,129	0.68%	No
Xinghang Chaofeng	604,987	0.50%	—	604,987	0.41%	No
Xinghang Qixin	2,730,010	2.24%	—	2,730,010	1.85%	No
Subtotal	14,874,304	12.22%	—	14,874,304	10.06%	
Shanghai Chentao						
Huzhou Yuecheng	1,185,827	0.97%	—	1,185,827	0.80%	No
Jiaxing Kelong	1,009,027	0.83%	—	1,009,027	0.68%	No
Jiaxing Chenzhi	612,274	0.50%	—	612,274	0.41%	No
Pingtian Jiayi	604,987	0.50%	—	604,987	0.41%	No
Jiaxing Chenyi	507,141	0.42%	—	507,141	0.34%	No
Chuangxiang Chuangye	422,425	0.35%	—	422,425	0.29%	No
Yitao Chuangye	636,172	0.52%	—	636,172	0.43%	No
Subtotal	4,977,853	4.09%	—	4,977,853	3.37%	
Zijin Mining						
Zidi Investment	3,183,823	2.62%	—	3,183,823	2.15%	No
Ziniu Investment	1,134,352	0.93%	—	1,134,352	0.77%	No
Zixing Investment	179,457	0.15%	—	179,457	0.12%	No
Qihang Investment	211,212	0.17%	—	211,212	0.14%	No
Subtotal	4,708,844	3.87%	—	4,708,844	3.18%	
Other Shareholders						
Ningbo Nanying ⁽¹⁾	9,078,777	7.46%	—	9,078,777	6.14%	Yes
Chentao Xinghang	1,885,803	1.55%	—	1,885,803	1.28%	No
Magic Academy Limited	3,917,214	3.22%	—	3,917,214	2.65%	Yes
Tianjin Eight Roads	1,872,750	1.54%	—	1,872,750	1.27%	Yes
Xingfu Digital Intelligence	1,224,547	1.01%	—	1,224,547	0.83%	Yes
Ma Zheng	537,665	0.44%	—	537,665	0.36%	Yes
Zhengzhou Hi-Tech Fund	489,819	0.40%	—	489,819	0.33%	Yes
Yunji Chuangyuan	1,377,752	1.13%	—	1,377,752	0.93%	Yes
Wuxi Xingqi	646,991	0.53%	—	646,991	0.44%	Yes
Xihe Investment	691,815	0.57%	—	691,815	0.47%	Yes
Ningbo Wending	682,633	0.56%	—	682,633	0.46%	Yes
Lyshui Changqing	76,600	0.06%	—	76,600	0.05%	Yes
Shidai Zeyuan	4,026,975	3.31%	—	4,026,975	2.72%	Yes
Zhao Dapeng	862,655	0.71%	—	862,655	0.58%	Yes
Ocean EW15 Limited	232,917	0.19%	—	232,917	0.16%	Yes
Tonly	646,991	0.53%	—	646,991	0.44%	Yes
Wang Xiaoshen	107,832	0.09%	—	107,832	0.07%	Yes
Li Chenglin	323,496	0.27%	—	323,496	0.22%	Yes
Shanghai Fangguang	988,364	0.81%	—	988,364	0.67%	Yes

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Shareholder	As of the Latest Practicable Date		Immediately upon Completion of the Global Offering (assuming the Over-allotment Option is not exercised)			Whether the H Shares will be counted towards the public float
	Number of Unlisted Shares held	Ownership percentage (approx.)	Number of Unlisted Shares held	Number of H Shares held	Ownership percentage of total issued Shares (approx.)	
Changzhou Fangguang	1,342,589	1.10%	—	1,342,589	0.91%	Yes
Shandong New Energy	1,078,319	0.89%	—	1,078,319	0.73%	Yes
Fuzhou Shengchuang	53,094	0.04%	—	53,094	0.04%	Yes
CSO FUND	1,375,786	1.13%	—	1,375,786	0.93%	Yes
Hainan Daoyi	211,212	0.17%	—	211,212	0.14%	Yes
Luoyang Fund	1,056,062	0.87%	—	1,056,062	0.71%	Yes
Fuyan Gaoxin	380,182	0.31%	—	380,182	0.26%	Yes
Huafu Investment	211,212	0.17%	—	211,212	0.14%	Yes
Longyan Ruitou	1,056,062	0.87%	—	1,056,062	0.71%	Yes
Shanghai Xingfu	211,212	0.17%	—	211,212	0.14%	Yes
Qingdao Huixin	1,056,062	0.87%	—	1,056,062	0.71%	Yes
TAM No. 1 Venture Capital . .	673,345	0.55%	—	673,345	0.46%	Yes
Ge Weidong	2,112,124	1.73%	—	2,112,124	1.43%	Yes
SV Capital	1,267,275	1.04%	—	1,267,275	0.86%	Yes
Anhui Hongxing	1,478,487	1.21%	—	1,478,487	1.00%	Yes
Hunan Bofu	211,212	0.17%	—	211,212	0.14%	Yes
Gaocheng Deyi	1,056,062	0.87%	—	1,056,062	0.71%	Yes
Fujian Provincial Fund	633,637	0.52%	—	633,637	0.43%	Yes
ZIJINNING ⁽²⁾	—	—	—	1,782,450	1.21%	No
Other public investors taking part in the Global Offering	—	—	—	24,349,550	16.47%	Yes
Total	121,737,769	100.00%	—	147,869,769	100.00%	—

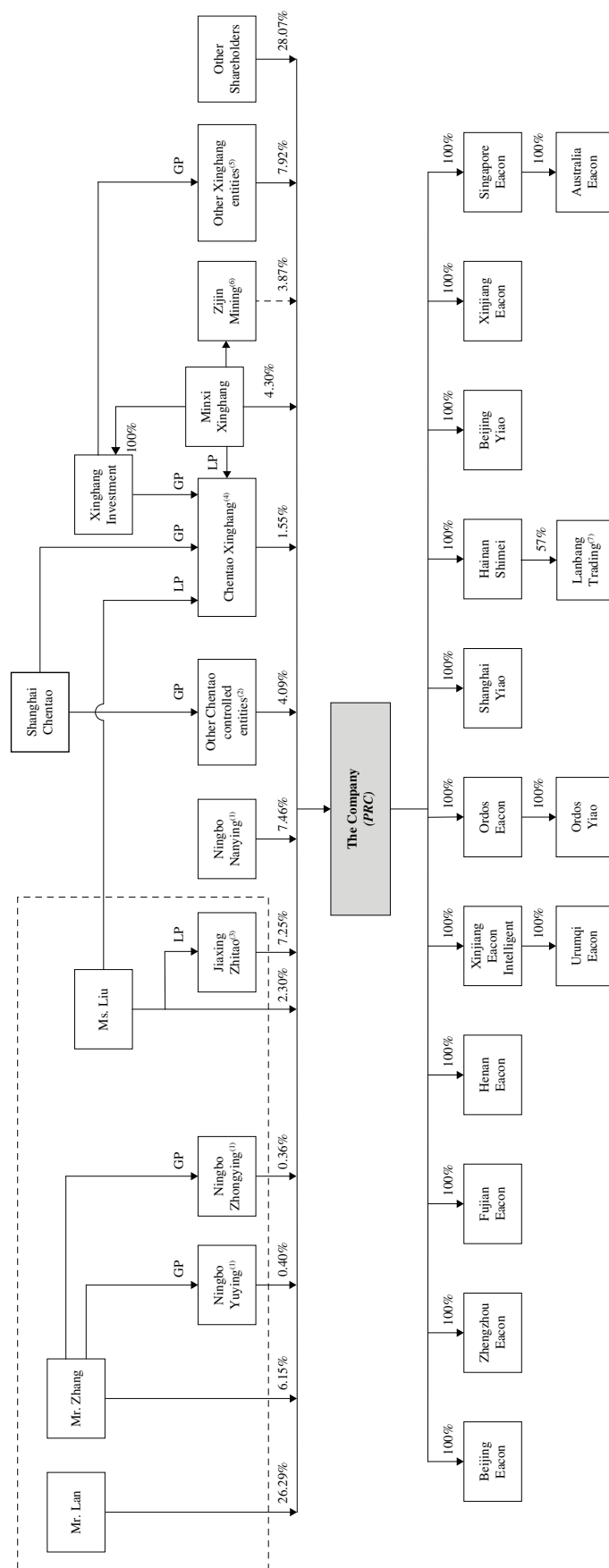
Notes:

- (1) Ningbo Nanying, Ningbo Zhongying and Ningbo Yuying are our Employee Incentive Platforms. See “— Employee Incentive Platforms” above.
- (2) ZIJINNING is a close associate of Zijin Mining and a Cornerstone Investor in the Global Offering.

OUR CORPORATE STRUCTURE

Corporate Structure Immediately Before the Completion of the Global Offering

The following chart sets forth our Group's corporate structure immediately prior to the completion of the Global Offering:

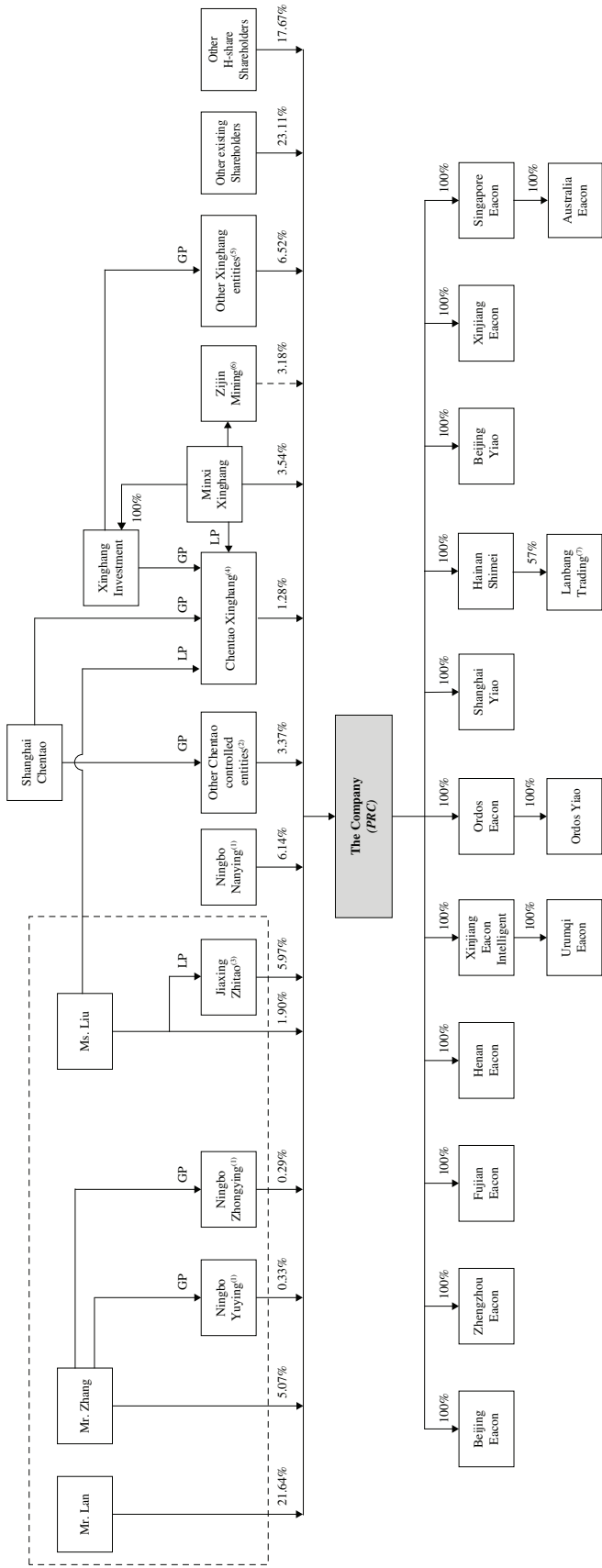


Notes:

- (1) Ningbo Nanying, Ningbo Zhongying and Ningbo Yuying are our Employee Incentive Platforms. See “— Employee Incentive Platforms” above.
- (2) Other Chentao controlled entities include: (a) Jiaxing Kelong, (b) Jiaxing Chenzhi, (c) Pingtan Jiayi, (d) Jiaxing Chenyi, (e) Huzhou Yuecheng, (f) Chuangxiang Chuangye and (g) Yitao Chuangye. For details, see “— Information about the Pre-IPO Investors”.
- (3) Shanghai Chentao is the general partner of Jiaxing Zhitao and held approximately 2.86% of partnership interests therein. Ms. Liu is the sole limited partner of Jiaxing Zhitao and held approximately 97.14% of partnership interests therein.
- (4) Each of Shanghai Chentao and Xinghang Investment is a general partner of Chentao Xinghang and held approximately 0.95% and 14.29% of partnership interests therein, respectively. Minxi Xinghang is a limited partner of Chentao Xinghang and holds approximately 33.33% of partnership interests therein. Ms. Liu is a limited partner of Chentao Xinghang and holds approximately 47.62% of partnership interests therein.
- (5) Other Xinghang entities include: (a) Xinghang Chaozhi, (b) Xinghang Chaoguang, (c) Xinghang Qiguang, (d) Xinghang Chaofeng and (e) Xinghang Qixin. For details, see “— Information about the Pre-IPO Investors”.
- (6) Zijin Mining is a subsidiary of Minxi Xinghang. Zijin Mining controls Zidi Investment, Zixing Investment and Qihang Investment, which were interested in 2.62%, 0.93%, 0.15% and 0.17% of the Company as at the Latest Practicable Date, respectively. For further details, please refer to “— Information about the Pre-IPO Investors”.
- (7) Hainan Shimei, a wholly-owned subsidiary of our Company, holds 57% of equity interests and controls 66% of the voting rights in general meetings of Lanbang Trading and leads its business activities according to Lanbang Trading’s articles of association. As at the Latest Practicable Date, Lanbang Trading was owned by Hainan Zhongxinkai Investment Co., Ltd.* (海南眾鑫凱投資有限公司) (“**Hainan Zhongxinkai**”) and Hainan Honglong Technology Co., Ltd.* (海南弘龍科技股份有限公司) (“**Hainan Honglong**”) as to 34% and 9%, respectively. Hainan Zhongxinkai is owned by Mr. Yu Haibo (于海波) and Lan Xiaoyun (蘭小雲) as to 80% and 20%, respectively. Hainan Honglong is owned as to Li Xiaopeng (李曉鵬) and Cui Yanbo (崔豔波) as to 90% and 10%, respectively. Hainan Zhongxinkai, a substantial shareholder of Lanbang Trading, our significant subsidiary, together with Mr. Yu Haibo and his associates, are connected persons of our Company under Rule 14A.07 of the Listing Rules.

Corporate Structure Immediately Following the Completion of the Global Offering

The following chart sets forth our Group's corporate structure immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised):



Notes:
For notes (1) to (7), please refer to notes in “ — Corporate Structure Immediately Before the Completion of the Global Offering ”.

OVERVIEW

We focus on the commercial deployment of mining autonomous driving solutions in the mining industry and were among the earlier entrants in autonomous mining transportation. Our solutions are designed to address the specific operational needs of mining sites, particularly in environments where mining environment is complex, labor resources are limited, and safety requirements are high.

According to Frost & Sullivan:

- We ranked **first** among all commercial vehicle intelligent driving companies by revenue in China in 2025;
- We are also the **largest** provider of mining autonomous driving solutions in China by the number of active autonomous mining trucks as of December 31, 2025; we also ranked first by autonomous mining fleet size in China, with a fleet of 2,580 active autonomous mining trucks as of December 31, 2025;
- We are the **first** and the **only** company in the world to have deployed a fleet of over 2,500 active autonomous mining trucks in 2025;
- As of December 31, 2025, we led the industry in terms of cumulative autonomous haulage volume, autonomous mileage, and completed haulage cycles, and our solutions have been deployed in the field for over six years with a consistent safety record; and
- In 2025, we held a market share of approximately 37.6% by revenue in China's mining autonomous driving solution market, ranking the first in the country; during the same period, China was the world's largest market for mining autonomous driving solutions, accounting for over 50.0% of the global market by revenue.

We were early to recognize the potential for scaled adoption of autonomous mining and moved quickly to establish presence across China's mining autonomous driving solution market. As of December 31, 2025, our solutions were deployed in 19 of all the 41 open-pit coal mines with approved annual capacity exceeding 10 million tonnes, and seven out of the 12 largest open-pit coal mines in terms of approved annual capacity in China.

As of December 31, 2025, we had achieved the following milestones, which we believe reflect our strong position in the market:

- 2,580 active autonomous mining trucks deployed with our solutions;
- Completed over 11 million trips of commercial autonomous operation; and
- Our solutions have been deployed in the field for over six years with a consistent safety record.

Our track record with leading mining companies has supported the development of a stable customer base, as evidenced by a 100% retention rate across all of our end customer groups for three consecutive years between 2023 and 2025. As of December 31, 2025, our solutions have been deployed in nine out of all the 11 of China's autonomous mining deployments operating fleets of over 100 autonomous mining trucks. In addition, as of December 31, 2025, the fleet we deployed at a single mining site has grown to over 500 autonomous mining trucks, representing the largest autonomous mining truck fleet deployed at a single mine site globally.

The below diagram highlights our operational and financial achievements:



Notes:

1. For the year ended December 31, 2025;
2. As of December 31, 2025;
3. Since September 2024, our prediction models ranked #1 in the Multi World Forecasting leaderboard of the *Argoverse 2* Motion Forecasting Challenge, a global benchmark for autonomous behavior prediction;
4. As of December 31, 2025, the fleet deployed at a single mining site where our solutions are in operation has grown to over 500 autonomous mining trucks, representing the largest autonomous mining truck fleet deployed at a single mine globally;
5. In terms of revenue for the year ended December 31, 2025.

We have built a fully self-developed commercial vehicle intelligent driving technology stack tailored for mining operations. Our proprietary technologies span areas such as intelligent perception, prediction, planning and control, and a flexible, software-defined driving architecture, enabling highly adaptive, scalable, and stable deployment in complex mining environments. According to Frost & Sullivan, in China's mining autonomous driving solution market:

- We are among the **first** companies in mining autonomy to adopt a multi-modal perception architecture.
- We are the **only** company enabling full commercial vehicle intelligent driving, real-time coordination of mixed-traffic, mixed-load, and mixed-dump operations, solving one of the hardest problems in autonomous logistics: dynamic, multi-agent interaction in open pit mining sites. Since September 2024, our prediction models ranked #1 in the Multi World Forecasting leaderboard of the *Argoverse2* Motion Forecasting Challenge, a global benchmark for autonomous behavior prediction.
- We developed mass-produced, drive-by-wire electronic controlling platform for 100-tonnage electric autonomous mining trucks, reducing integration complexity and cost while improving reliability, modularity, and scalability. Powered by our platform, our autonomous mining trucks are capable of increasing transmission efficiency and lowering energy consumption, helping our customers reduce total cost of ownership.
- With a standardized, modular architecture, we can complete the deployment of our solutions on a new mining site in as little as three days, enabling the autonomous mining truck to operate in fully driverless mode¹, compared to an industry norm of 6-12 weeks in China.

Market Challenges, Trends, and Our Solution

Mining is a high-stakes, high-cost industry defined by harsh conditions and remote geographies. Operations are often located at high altitudes or in rugged mining environment, where workers face extreme weather, shifting ground conditions, and long hours of repetitive labor on rough mining environment. These realities contribute to chronic labor shortages, high turnover, safety incidents, and escalating operational costs.

Governments, regulators, and mine operators are aligned on one goal: transitioning to unmanned operations as a path to improved safety, cost-efficiency, and long-term sustainability.

But building for mining autonomy demands a full-stack solution, from hardware to perception to control, and deep domain expertise. Most autonomous driving companies lack the technology robustness, adaptability, and platform-level integration to succeed in this environment. Meanwhile, most traditional mining equipment manufacturers are not software-native and struggle to deliver intelligent automation at scale. As a result, very few players globally can deliver autonomy for mining at scale. As the industry enters a rapid expansion phase, both in China and globally, we believe our field experience, and stable customer base allows us to capitalize on the growth opportunities emerging across global mining autonomy adoption.

A Market with Significant Growth Potential

Mining is one of the few commercial applications where autonomous driving has already reached meaningful scale. According to Frost & Sullivan, mining has outpaced other autonomous verticals in terms of commercial adoption.

¹ "Fully driverless mode" is defined as operating unmanned for over 95% of its daily operating hours, with the remaining less than 5% of manned time primarily attributable to non-transportation activities such as maintenance, refueling, or other operational support tasks.

- China: After early adoption of autonomous driving technologies by leading mining groups as our customers in 2023, the market is now entering a rapid scale-up phase. The sales penetration rate of autonomous mining trucks is expected to rise from around 12% in 2025 to over 50% by 2030, unlocking explosive growth. The market of mining autonomous driving solutions in China reached RMB3.8 billion in 2025, representing a CAGR of 171.4% from 2021 to 2025.
- Global: Major mining regions beyond China, including Australia, Canada, and Chile, face increasing pressure from both rising labor costs and resource constraints. We believe these markets represent the next wave of growth. Globally, the market size in terms of revenue for mining autonomous driving solutions is expected to grow from US\$1.0 billion in 2025 to US\$7.3 billion in 2030, representing a CAGR of 47.4%. In Australia alone, the market size in terms of revenue for mining autonomous driving solutions is projected to exceed US\$2.9 billion in 2030.

Beyond offering autonomous driving technologies, we address the structural challenges that have long constrained efficiency and safety in the mining industry.

Our Closed-Environment Autonomous Mining Trucks Products and Solutions, branded as *ORCASTRA*, are the first fully integrated autonomy stack purpose-built for mining haulage in China. *ORCASTRA* combines drive-by-wire trucks that equipped with electronic controlling systems, our proprietary commercial vehicle intelligent driving system and a fleet management and operations platform, all designed to scale across diverse mining sites and use cases. We have extended our capabilities with *Conductor Plus*, our Mining Digitalization Solutions for upgrading traditional mining equipment with intelligent functions across operations such as excavation, haulage, and dumping.

Together, *ORCASTRA* and *Conductor Plus* enable us to serve a broad spectrum of mining automation and digitalization needs. Our modular approach supports flexible configurations for different customer requirements, while our software and operations stack enables cross-sell opportunities and long-term integration into our customers' workflows.

Flexible Delivery Models Built for Scale

We offer a dual-product strategy with flexible delivery models to meet the operational realities and procurement preferences of mining customers around the world.

- **ORCASTRA: Closed-Environment Autonomous Mining Trucks Products and Solutions.** *ORCASTRA* is designed to automate mining transport, across coal, metal, and quarry sites, under both standard and extreme working conditions. It eliminates the need for human drivers, improves safety, and delivers consistent operational efficiency at scale. *ORCASTRA* is offered under two commercial models:
 - Customer-provided fleet model: Customers possess the mining trucks, equipped with drive-by-wire electronic controlling chassis fully compatible with our mining autonomous driving solutions. We provide customers with a full spectrum of mining autonomous driving services, including the necessary software and hardware and ongoing maintenance technical support. This model reduces our upfront capital expenditure and gives customers more flexibility, especially in vehicle selection, while ensuring our system performance and safety standards are met through design validation.
 - Company-provided fleet model: We possess and manage the autonomous fleet and provide full-lifecycle support, including deployment, daily maintenance, and technical update, that continuously drives mining efficiencies. This model is ideal for customers seeking a fully managed solution with minimal internal resources, often used in strategic projects and early benchmark deployments.
- **Conductor Plus: Mining Digitalization Solutions.** *Conductor Plus* is designed to upgrade traditional mining equipment and workflows. *Conductor Plus* enhances key operational functions, such as production management, safety management, and asset management, enabling real-time decision-making for both autonomy sites and non-autonomy sites. We launched *Conductor Plus* in 2023, and it has since seen strong early traction.

BUSINESS

The following graphic illustrates our business model and technology and solution stacks:



Our Core Capabilities

Leveraging the expertise and sustained engagement in the autonomous mining, we have built the following three core capabilities:

- *Full-stack system integration, from software to hardware.* Our autonomy platform is built entirely in-house, from commercial vehicle intelligent driving algorithms to drive-by-wire electronic controlling platform and custom vehicle electronics. Our architecture is designed to enable precision control, rapid response, and high reliability. The result is a modular, scalable platform that supports multiple vehicle types and diverse mining conditions, supporting over 70 vehicle types as of December 31, 2025. For details, see “— Technology and Research & Development — Flexible Software Platform — ‘Yushi’: A Unified Drive-by-wire Electronic Controlling Platform Purpose-built for Mining Autonomy”.
- *Deep operational insight and field-proven experience.* We are the only team in the industry with large-scale deployment experience across multiple types of high-value mining, dynamic mixed-fleet operations, and high-altitude environments and the ability to implement our expertise to non-coal mines. We not only simulate but also design, deliver, and operate autonomy systems in some of the toughest conditions on earth. We believe this gives us insight into customer pain points and engineering realities.
- *Self-reinforcing AI-model.* With several years of R&D and deployment history, we continuously refine our AI models and control systems. Our core system has undergone three major generations and over 100 iterative releases, compounding our technical capabilities with every deployment.

Commercialization Capabilities

Our business model is built for flexibility and scale. In early stages, we led deployment under a Company-provided fleet model, possessing the vehicles and offering turnkey operations to help customers de-risk early adoption. As our technology matured and customer confidence grew, we shifted toward a higher-margin customer-provided fleet model, allowing customers to procure and operate their own fleets powered by our technology.

From 2023 to 2025, our total revenue grew from RMB270.9 million to RMB1,435.3 million in 2025, representing a CAGR of 130.2%. In particular, we launched our customer-provided fleet model in 2023 that features the light-asset nature and typically requires less costs associated with owning our autonomous mining truck fleets.

We have established influence and track record among large, strategic customers, particularly China’s leading mining groups and their contractors. As of December 31, 2025, we had 13 end customer groups, and our technology has been deployed across 30 mining sites of leading mining groups including CHN Energy, SPIC, TBEA, Zijin Mining, Shougang Group, Guanghai Energy, and Baowu Group.

We prioritize long-term partnerships with high-quality customers. Our track record with leading mining companies has supported the development of a stable customer base, as evidenced by a 100% retention rate across all of our end customer groups for three consecutive years between 2023 and 2025. In addition, as of December 31, 2025, the fleet we deployed at a single mining site has grown to over 500 autonomous mining trucks, representing the largest autonomous mining truck fleet deployed at a single mine site globally.

Our Growth Strategy: From Pilot Projects to Scaled Deployment

We are scaling through a repeatable playbook: land a flagship, prove the economics, scale the fleet, then expand the footprint.

- Deepening penetration in core use cases. In 2023, we launched the world's largest single-site autonomous haulage fleet in a coal mine, establishing a flagship benchmark for the industry. Since then, we have deployed our solutions at nine large-scale mining sites, each with over 100 autonomous mining trucks. We plan to replicate this success across additional sites to further increase fleet size and customer retention.
- Expanding into higher-complexity mining environments. Improvements in perception, planning, and vehicle control have enabled us to extend into metal and quarry mines. In 2024, we launched the first autonomous deployment in Zijin Mining's Zijinshan copper-gold mine. In addition, we have further deployed our solutions in Zijin's lead-zinc mines, Shougang's iron mines, Baowu's iron operations, and the Julong copper mine at over 5,000 meters above sea level, China's highest-altitude autonomous mining deployment to date.
- Targeting high-value overseas markets. Although our business are mainly conducted in China, we are actively targeting high-value overseas markets. Australia is our first international priority, selected for its mature mining sector, high labor costs, stable customer base, and openness to autonomy. We established our Australia office and signed a memorandum of understanding with MACA (a member of the Thiess group), one of Australia's largest general mining contractors in 2023. In 2024, we signed a memorandum of understanding with Thiess, one of the world's largest mining service providers and partnered with Norton Gold Fields (a Zijin subsidiary) to begin localized product trial project in Kalgoorlie, Australia. This deployment is expected to serve as a strategic blueprint for overseas expansion.

Our Value Propositions — Exploring the Value of Autonomous Driving in Mining

We offer more than autonomous driving solutions. We also deliver safer workforces, greener operations, and more resilient industrial systems for the different stakeholders in the mining industry.

- Safety. Mining is one of the most hazardous industries on earth. Our autonomous systems remove human operators from dangerous environments, eliminating the risks of fatigue, distraction, and human error. Safety is engineered into every layer of our stack, from perception and planning to operational workflows and system redundancy.
- Operation with less carbon footprints. We are committed to the transition to cleaner, lower-emission mining. We were the first in China to commercially deploy both range-extended and fully electric autonomous mining trucks at scale in mining sites, according to Frost & Sullivan. For example, our extended-range EL100 autonomous mining truck delivers a 25-30% improvement in fuel efficiency compared to traditional diesel models⁽¹⁾, and each vehicle achieves an annual carbon dioxide reduction of 3,978.5 kilograms⁽²⁾.
- Productivity addressing labor shortage. Autonomy unlocks more than safety and sustainability — it unlocks profits. Our systems operate through night, weather, and shift changes, smoothing workflows and increasing operational continuity. In mines where labor is scarce and mining environment is unforgiving, autonomy expands what's possible. We enable customers to tap into harder-to-access reserves and extend productive zones.
- Innovations that have a lasting positive impact on the industry. We have delivered multiple first-of-its-kind deployments and have been recognized by national authorities including the MIIT and the National Mine Safety Administration. We collaborate with top academic institutions and research labs to move the frontier forward, turning research into operational fleets. We are also a founding partner of the Key Laboratory for Intelligent and Safe Non-coal Open-pit Mining of the National Mine Safety Administration (非煤露天礦山安全智能開採國家礦山安全監察局重點實驗室), a national-level research facility focused on advancing safety and automation in non-coal open-pit mining in China.

- *Participating in Industry Standards Development.* We create solutions for today while preparing for the future. We have co-authored 17 national, industrial and association standards for autonomous mining, contributing to the foundation of a safer, smarter, and more regulated industry. We have been designated as the lead unit for the “Open-Pit Mine Autonomous Driving Standardization Working Group” by the Technical Committee for Standardization of Mine Safety (礦山安全行業標準化技術委員會) (a specialized technical committee responsible for developing, coordinating, and managing industry standards related to mine safety in China), in recognition of our achievements in the application and standardization of autonomous driving technologies in open-pit mining.

Notes:

- (1) The calculation is based on the comparison between the average fuel cost per kilometer per kilogram/payload of our hybrid electric autonomous mining truck (EL100) and the average fuel cost per kilometer per kilogram/payload of an earlier-generation of mining truck (MT96L).
- (2) The reduction in carbon dioxide emissions is calculated by comparing the fuel consumption of the EL100 model and earlier-generation mining truck with that of comparable conventional diesel mining trucks, using a standard emission factor of 2.73 kilograms of carbon dioxide per liter of diesel fuel consumed.

Our Strengths

We have fundamental strengths as follows:

Proprietary Autonomous Driving Technologies and R&D Capabilities

We have developed a vertically integrated autonomy platform that combines precise perception, advanced vehicle control, and scalable systems architecture, purpose-built for mining at industrial scale. Our system is among the first in the industry to integrate vision-centric multi-modal perception, BEV (bird’s-eye view) LiDAR fusion, and occupancy grid-based reasoning. This combination delivers unmatched perception performance in extreme visibility conditions and enables generalizable obstacle understanding.

We also lead in interaction. Our model-based trajectory prediction, paired with search-based decision making and optimization-driven motion planning, gives us advantages in dynamic multi-agent environments. We are the first in the industry to achieve fully autonomous “mixed-fleet” operations — simultaneous coordination of different truck and device types across loading, hauling, and dumping. Since September 2024, our self-developed joint prediction framework has been ranking the first globally in the Multi World Forecasting leaderboard of the *Argoverse2* Motion Forecasting Challenge, validating our strength in behavior prediction.

The foundation of autonomy is control — and control starts with the chassis. We engineered the industry’s first drive-by-wire electronic controlling chassis platform for 100-tonne electric autonomous mining trucks, supported by a self-designed EE architecture and in-house brake and steering-by-wire systems, giving us precise, responsive, and safe control with reduced system complexity and cost. Our chassis platform enables rapid software iteration across vehicle types and supports diverse mining use cases. As of December 31, 2025, 2,580 active autonomous mining trucks across over 70 custom configurations have been mass-produced with our platform, the largest autonomous mining fleet in the world.

This technology is built by a cross-disciplinary team of more than 300 engineers and scientists across autonomy, software, vehicle systems, simulation, infrastructure, and safety. Our team includes experts in computer science, electrical and electronics systems, vehicle engineering, new energy powertrain design, united by the goal of solving some of the most complex technical challenges in mining autonomy. We collaborate closely with leading universities, national laboratories, and research institutions to bridge academic research with field deployment. We believe these partnerships form the foundation of an open and extensible innovation engine, enabling long-term breakthroughs in autonomy, safety, and intelligent mining.

As of December 31, 2025, we had 242 granted patents in the PRC as well as 43 PCT applications. Our R&D investments continue to scale with our ambition, with R&D expenses of RMB177.3 million, RMB208.4 million and RMB270.5 million in 2023, 2024 and 2025, respectively.

Full-Stack Solution for Safer, Smarter, and Scalable Mining Autonomy

We offer the comprehensive and production-ready full-stack autonomy solution for mining, built around two core components: *ORCASTRA* and *Conductor Plus*.

ORCASTRA is our Closed-Environment Autonomous Mining Trucks Products and Solutions. These solutions are powered by our autonomous driving technologies, a modular drive-by-wire electronic controlling chassis platform, proprietary E/E architecture, and a cloud-connected dispatch and coordination system. Together, these components enable end-to-end automation, from perception to execution to mine-level scheduling.

Our drive-by-wire electronic controlling platform supports critical autonomous control components — braking, steering, and acceleration, and is protocol-compatible with more than 30 different truck models, autonomy across diverse mixed fleets with minimal friction. With the extensive scenario library and case data from commercial deployments, we support rapid, site-specific customization for faster time-to-autonomy and greater operational resilience. *Conductor Plus* complements *ORCASTRA* by enhancing core mining workflows, including excavation, transport, dumping, with AI-based intelligence, coordination, and visualization tools.

Safety is paramount in mining operations. That is why our solutions are purpose-built for safety at every layer:

- *Built-in redundancy.* Our platform includes four-layer redundant sensing, six-level braking protection, and dual-path redundancy across perception, decision-making, control, and computing.
- *Standards-compliant by design.* We are among the first in the mining autonomy space to be certified to ISO 26262 (ASIL D) for functional safety and ISO 27001 for information security. Our development follows the ASPICE framework.
- *Advanced safety management systems.* With years of field deployment, we have developed a complete safety management framework by codifying over 30 equipment-level safety protocols, eight operational SOPs, and 11 specialized safety programs into standard site execution.

Our technology is designed not only to automate but to outperform traditional workflows. Autonomous mining trucks equipped with our solutions average over 21 hours of daily operation, representing approximately 10% improvement over human-driven benchmarks. With *Conductor Plus*'s intelligent scheduling, dynamic coordination, and continuous model optimization, we deliver 108% of human-level transport efficiency in commercial deployment.

ORCASTRA's modular OS and chassis development platform allow for rapid adaptation across truck sizes, energy systems, sensor suites, and deployment environments, allowing us to shorten the deployment period from delivery to safety-operator-free operation to just three days. *Conductor Plus*'s central control platform supports national-standard communication interfaces, enabling seamless onboarding of diverse trucks, across tonnage classes, energy types, and OEMs, all within a single unified system.

A Scalable Business Model Fueled by Flagship Deployments and Replications

Our expansion strategy is grounded in a business model built for replication and we focus on building flagship deployments that scale.

Our technology is field-proven, modular, and deployable across a wide range of mining environments. This enabled us to achieve rapid market coverage across China, driven by high transferability across fleets, sites, and use cases. For example, At the largest open-pit coal mine in China by approved annual capacity, we delivered the industry's first large-scale 24/7 autonomous fleet operating across multiple mining blocks. Its success has catalyzed further adoption across the industry: as of December 31, 2025, nine out of all the 11 mining sites in China operating over 100 autonomous mining trucks were powered by our solutions. Similarly, our solutions have been successfully deployed at the world's highest-altitude copper mine, operated by a China-based global mining conglomerate, where our autonomous fleet has continued to perform reliably despite the extreme environmental conditions. In another project, at a mine operated by a subsidiary of a leading listed mining company, we achieved fully autonomous operation without human intervention for the first time in China. We consider these projects our flagship deployments primarily as they best demonstrate the robustness, scalability, and commercial maturity of our autonomous driving solutions across highly challenging operational environments. However, we typically offer commercial terms and pricing comparable to those applied in other projects.

We believe these flagship deployments serve as our own engineering milestones, enabling systematic replication at scale.

Potential Overseas Expansion Unlocking New Growth

We were the first Chinese mining autonomy company to establish a local presence and deploy deployments in Australia — one of the world’s most advanced mining markets, according to Frost & Sullivan. Our international strategy began in 2022 with a clear vision: overseas expansion would be core to our long-term growth. In 2023, we opened our Australia office and launched our local team. In 2024, we entered into a three-party pilot program with Thiess (one of the world’s largest mining service providers) and Norton Gold Fields (Zijin Mining’s Australia subsidiary) to deploy a localized product trial project in Kalgoorlie, Australia. We view this as more than a market entry but also strategic blueprint for scaling autonomy across high-value overseas markets. It validates the adaptability and scalability of our technology, proving its ability to deliver results in the most demanding mining environments.

Partnering with Industry Leaders to Build an Autonomous Mining Ecosystem

We serve the largest and most prominent and forward-thinking mining corporations in China, including CHN Energy, SPIC, TBEA, Zijin Mining, Shougang Group, Guanghui Energy, and Baowu Group. As of December 31, 2025, we had 13 end customer groups operating 30 mining sites where our solutions were deployed. Our track record with leading mining companies has supported the development of a stable customer base, as evidenced by a 100% retention rate across all of our end customer groups for three consecutive years between 2023 and 2025.

Our strategic focus is on large-scale miners, contractors, and energy groups with sustained demand for autonomy. We view these relationships not only as revenue anchors but also as long-term development partners in shaping industry standards and deployment practices.

Beyond customers, we have also built deep, long-term partnerships across the mining autonomy value chain, including OEMs, component suppliers, and infrastructure providers:

- With **LGMG**, we co-developed China’s first 100-tonnage range-extended autonomous mining truck (EL100), the first model deployed at scale with over 100 units in a single mine.
- With **Tonly**, we jointly launched the ET100, ET90, ET70M, and other platform-specific autonomous mining trucks.
- With **Yutong**, we delivered the world’s first fully electric autonomous mining truck fleet (YTK90E), now in full-mine operation.
- We have established a strategic collaboration with **NHL** and are actively engaged in the joint development of autonomous mining trucks.
- Across coal transport use cases, we have launched multiple models of autonomous electric trucks tailored for longer lifespan and high-tonnage cycles.

By working closely with key ecosystem partners, we are not only integrating components, but also co-developing the future of autonomous mining. These deep, strategic collaborations extend our platform, strengthen our competitive moat, and unlock value across the entire industry value chain.

Visionary Leadership and Committed Institutional Backing

Our leadership team combines entrepreneurial courage, technical credibility, and execution capabilities. CEO and Co-Founder Lan Shuisheng is a repeat entrepreneur who identified mining autonomy as a high-potential, underappreciated market and has led the company through every strategic phase. Our chairman and Co-Founder Zhang Lei brings over a decade of experience in autonomous vehicle R&D, with deep expertise in mining automation and commercial fleet platforms. VP of R&D Chen Huiyong, Ph.D., is a veteran in electric vehicle systems and previously served as the Chief Engineer at Yutong. VP of Strategic Ecosystems Dr. Lin Qiao, a Zhejiang University alumni with advanced degrees and R&D experience from Alibaba Cainiao’s Autonomous Driving development unit and CASIC systems, bridges cutting-edge tech with industrial application. Having led financing and IPO processes for multiple industry leaders, CFO Qu Xiaoyan brings a strong capital markets track record.

Under their leadership, we have built a stable, execution-focused organization that spans the full operational stack, from product and engineering to finance, operations, and commercial strategy. As of December 31, 2025, our R&D team included more than 400 employees, with over one third holding master’s degrees or higher.

Our shareholders include a mix of industrial and financial backers, including CATL, Zijin Mining, Xinghang Investment, and Eight Roads, who contribute not just capital, but also industry access, long-term thinking, and strategic alignment.

OUR STRATEGIES

Autonomous mining is evolving, driven by technology trends and rapid adoption. To capitalize on the opportunities offered by this segment, we are implementing targeted strategies to enhance our core capabilities and accelerate overseas expansion. These strategies are closely aligned with our intended use of the net proceeds from the Global Offering, including our planned investments in software R&D, hardware R&D, information technology development, global business expansion, customer acquisition, talent development, strategic alliances and selective acquisitions, and working capital and other general corporate purposes. See “Future Plans and Use of Proceeds.”

Strengthening Technology Leadership Through Continuous Innovation

We are deepening our full-stack R&D efforts to maintain a innovation in both software and hardware. To support these initiatives, we intend to apply a significant portion of the net proceeds from the Global Offering to software R&D, hardware R&D and information technology development. See “Future Plans and Use of Proceeds — Use of Proceeds — Strengthening Technology Leadership Through Continuous Innovation — Software R&D,” “— Hardware R&D” and “— Information technology development.”

- *Software and data:* We are evolving toward next-generation autonomy architectures, including end-to-end perception and two-stage planning systems. These upgrades are designed to improve system performance in unusual or unexpected scenarios. We are also advancing the fusion of on-board data with V2X (vehicle-to-everything) inputs, and expanding our site-level AI management platform to support scalable, productized deployments. To support this evolution, we will continue to accumulate real-world insight to improve our models to improve our operational capabilities especially in data-scarce mining environments. These initiatives are expected to be supported by our planned use of proceeds for software R&D, including the upgrade of our mining autonomous driving algorithms and the broader applicability of our technologies across a wider range of environments. See “Future Plans and Use of Proceeds — Use of Proceeds — Strengthening Technology Leadership Through Continuous Innovation — Software R&D.”
- *Hardware and integration:* We are accelerating innovation in drive-by-wire electronic controlling platforms and critical components, working closely with OEMs to enable seamless system-level integration. Our roadmap includes next-gen electronic braking systems, faster electronic steering control, and domain controllers. Over the next three years, we will focus on extended-range hybrid and all-electric vehicles, while exploring hydrogen-powered configurations as a future track. We are also developing a purpose-built cabin-less autonomous mining truck, designed from the ground up for unmanned mining operations. These initiatives are expected to be supported by our planned use of proceeds for hardware R&D, including the development of drive-by-wire chassis platforms, core hardware components, next-generation autonomous mining truck models, and key vehicle and site-control components. See “Future Plans and Use of Proceeds — Use of Proceeds — Strengthening Technology Leadership Through Continuous Innovation — Hardware R&D.”

Expanding Use Cases, Unlocking New Markets

We are scaling across three fronts: deeper penetration in core segments, expanding into new and complex scenarios, and extending our autonomous driving solutions beyond the mine. Our planned use of proceeds for software R&D and global business expansion is expected to support these initiatives, particularly the broader applicability of our technologies across more complex operating environments, customer acquisition, and overseas expansion. See “Future Plans and Use of Proceeds — Use of Proceeds — Strengthening Technology Leadership Through Continuous Innovation — Software R&D” and “— Expanding Use Cases, Unlocking New Markets.”

We are focused on turning flagship deployments into standard practice — driving deeper penetration in open-pit coal mines and operations. By optimizing full-cycle performance across excavation, haulage, and dumping, we help mines transition from pilot to large-scale, normalized deployment. Our product roadmap includes increasingly specialized configurations to support cost efficiency and production flexibility, with the goal of building more site-level benchmarks and increasing customer reorders and share of wallet over time.

We are investing in broader scenario adaptability to unlock new categories of autonomous mining. Our platform is designed for modular, platform-based deployment, enabling faster time-to-operation across mine types and mining environments. With perception in extreme environments, we have expanded from low-altitude deployments to high-altitude, weather-exposed sites where traditional safety and productivity are harder to maintain. In the long term, we plan to accelerate commercial deployment in metal mines and expand across international mining markets. Our go-to-market strategy prioritizes sites with large volumes, stable production, viable economics, and high automation potential, starting with high-altitude mines, and eventually scaling to smaller or more distributed mining sites as our technology matures.

International Expansion to Capture Long-Term Growth Opportunities

We are pursuing a focused international expansion strategy to establish a meaningful presence in key overseas mining markets. Our initial efforts are centered on Australia, a market with strong demand for mining automation and favorable conditions for early adoption. We have built a local team and successfully launched our first autonomous mining deployment in the region. As we scale our presence, we plan to partner with local companies, form joint ventures, and build localized support infrastructure to deliver reliable, on-the-ground technical and service capabilities. Over time, we expect to expand from retrofit solutions to fully integrated autonomous vehicle systems, leveraging China's electric vehicle manufacturing base to support vehicle exports and scaled deployment overseas. These international expansion efforts are expected to be supported by our planned use of proceeds to establish localized operations in strategic overseas markets, including forming joint ventures or strategic partnerships, expanding our overseas patent portfolio, building local technical support and service teams, and supporting overseas promotion and local hiring. See "Future Plans and Use of Proceeds — Use of Proceeds — Expanding Use Cases, Unlocking New Markets."

Following our initial traction in Australia, we plan to expand into other high-value mining regions, including Canada, and Chile. We also see significant opportunity in emerging markets such as Mongolia, Suriname, Kazakhstan, the Middle East, and parts of Africa, where we intend to work with local partners to bring our technology to market. These efforts are expected to align with outbound investment by Chinese mining companies, and position us to serve a growing base of international customers with scalable, cost-effective mining autonomous driving solutions.

Expanding Our Customer Base and Deepening Strategic Relationships

We aim to build a scalable, diverse customer network through long-term strategic alignment and brand recognition.

We have established partnerships with leading mining companies, contractors, and energy groups. To strengthen customer stickiness, we plan to expand the use of strategic framework agreements, joint ventures, and integrated deployments. At the same time, we are actively broadening our reach, engaging new enterprise customers and ecosystem partners to embed our solutions deeper across the value chain.

We also intend to invest in brand visibility and thought leadership. This includes increasing our presence at overseas mining and autonomy forums, showcasing our solutions through exhibitions, live demonstrations, and case studies. In parallel, we will deepen collaboration with academic institutions and domain experts to strengthen our influence across both scientific and commercial spheres, solidifying our position as the trusted full-stack partner in autonomous mining. These initiatives are expected to be supported by our planned use of proceeds to expand our customer base and strengthen brand positioning in China and globally, including customer engagement, ecosystem-wide collaboration, participation in major industry exhibitions and technology forums, and collaboration with academic institutions and technical experts. See "Future Plans and Use of Proceeds — Use of Proceeds — Expanding Use Cases, Unlocking New Markets."

Investing in Talent to Drive Long-Term Growth

We view talent as a core engine of execution, innovation, and scale. To support our long-term ambitions, we are building a high-performing, cross-disciplinary team spanning leadership, commercial operations, and technical development. These initiatives are expected to be supported by our planned use of proceeds for talent development and organizational growth, including recruitment of experienced professionals, internal training, career development programs, leadership development initiatives and academic partnerships. See "Future Plans and Use of Proceeds — Use of Proceeds — Investing in Talent to Drive Long-Term Growth."

We are expanding our presence with seasoned professionals from the technology, mining, and industrial sectors to strengthen cross-functional execution. At the same time, we are recruiting top talent across R&D, supply chain, and customer operations to support our overseas growth in the future.

On the technical front, we are deepening our capabilities by hiring engineers and scientists with expertise in autonomy, AI, and vehicle systems. We will also further enhance our partnerships with leading universities and research institutions, including a dedicated postdoctoral program to translate academic innovation into applied impact.

To retain and grow our talent base, we also invest in structured development programs focused on hands-on training, mentorship, and clear advancement paths to ensure continuity in critical roles and strengthening our organizational depth over time.

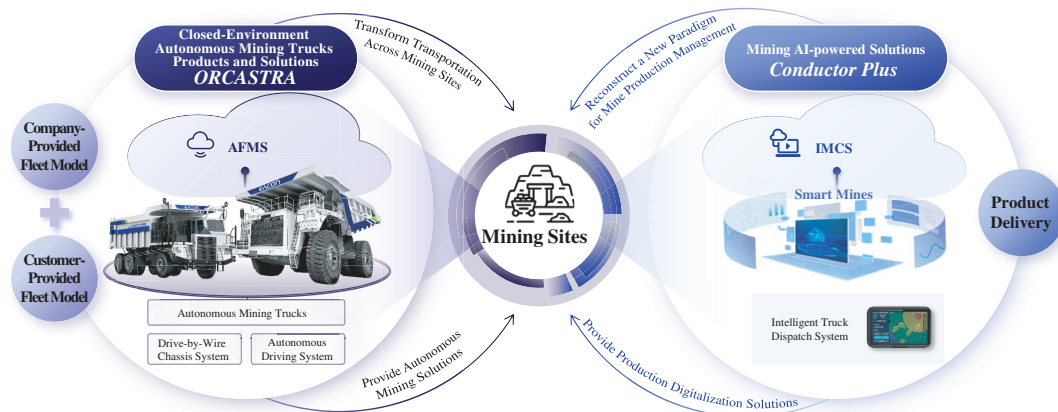
Strategic Alliances and Selective Acquisitions

We intend to pursue selective acquisitions and strategic investments to enhance our technology stack, broaden our solution portfolio, and accelerate our market expansion. Building on our core autonomous driving technologies, we are exploring opportunities to extend into adjacent verticals where we can create meaningful synergies, such as autonomous driving solutions in other industrial settings, mining robotics, next-generation energy technologies. To support these initiatives, we expect to establish dedicated cross-functional teams capable of identifying, evaluating and executing opportunities that complement our strategic objectives and strengthen our ecosystem. These initiatives are expected to be supported by our planned use of proceeds for strategic alliances and selective acquisitions, which are intended to fund strategic investments that align with our long-term growth objectives and commercialization strategy. See “Future Plans and Use of Proceeds — Use of Proceeds — Strategic Alliances and Selective Acquisitions.” As of December 31, 2025, we have not entered into any definitive agreement nor identified any specific acquisition targets.

WHAT WE OFFER

Our Solutions

We have built a comprehensive system that integrates full-stack solutions, a unified hardware-software technology foundation, and a cross-layer security architecture, as illustrated below.



Mining operations involve extreme conditions — remote sites, harsh weather, and dusty environments — that make human labor costly and inefficient, driving demand for autonomy. Unlike structured roads, mines require custom vehicles, variable environments, and site-specific workflows, demanding full-stack capabilities, from perception and planning to scalable deployment and deep vehicle integration. Most passenger-car autonomous companies lack the depth to compete, leaving a gap for purpose-built solutions.

We address this with two core solution suites designed to accelerate mining automation.

- **Closed-Environment Autonomous Mining Trucks Products and Solutions (*ORCASTR*)**: Our Closed-Environment Autonomous Mining Trucks Products and Solutions, collectively branded as *ORCASTR*, focus on optimizing the transportation side of mining operations through the deployment of autonomous mining trucks. Designed to adapt to a wide range of mining environments, including coal, metal, and quarry mines, our trucks operate effectively across both simple and highly complex site conditions. By reducing the need for human drivers, our solutions improve safety, lower labor costs, and enhance overall operational efficiency.
- **Mining Digitalization Solutions (*Conductor Plus*)**: Our Mining Digitalization Solutions leverage data analytics, IoT integration, and real-time monitoring to enhance every aspect of mining operations. From intelligent fleet management to predictive maintenance, these solutions streamline operations, maximize productivity, and reduce costs.

Our two solution suites are both supported by our unified technology infrastructure and Universal Safety Framework:

- *Technology infrastructure*: Our technology foundation is purpose-built to support the scalability, reliability, and long-term evolution of our Closed-Environment Autonomous Mining Trucks Products and Solutions. It brings together a full stack of core systems — including our purpose-built autonomous driving algorithms, a modular flexible software platform, AI development toolchains, intelligent mine operations, and our secure trusted cloud infrastructure. Each system is engineered for seamless integration and rapid iteration, enabling faster deployment cycles and stable performance across diverse mining environments. This architecture gives us the flexibility to adapt quickly to customer needs while maintaining the robustness required for industrial-grade operations.
- *Universal Safety Framework*: At the foundation of our solutions is our proprietary Universal Safety Framework (USF), a robust system designed to keep operations safe, stable, and reliable, even in the most challenging mining environments. USF spans every layer of our solution architecture, from hardware and software to connectivity and operational protocols, ensuring safety is deeply integrated into every component and process. This framework is built around a core principle of redundancy, meaning every critical function is backed by multiple layers of protection.

For more information about our technology infrastructure and the USF, see “— Technology and Research & Development”.

Our Business Model — how we deliver our solutions and generate revenue

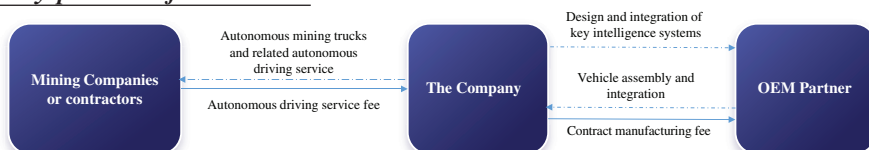
We offer multiple delivery models to meet the diverse needs of our customers, enabling them to adopt our solutions in ways that best fit their operational goals, financial plans, and management strategies. Specifically, for our Closed-Environment Autonomous Mining Trucks Products and Solutions, customers can choose between two models:

- ***Customer-provided fleet model***: Customers possess the mining trucks, equipped with drive-by-wire electronic controlling chassis fully compatible with our mining autonomous driving solutions. We provide customers with a full spectrum of mining autonomous driving services, including the necessary software and hardware and ongoing operational and technical support. This model reduces our upfront capital expenditure and gives customers more flexibility, especially in vehicle selection, while ensuring our system performance and safety standards are met through design validation.
- ***Company-provided fleet model***: We possess and manage the autonomous fleet and provide full-lifecycle support, including deployment, management, maintenance, and technical update, that continuously drives mining operational efficiencies. This model is ideal for customers seeking a fully managed solution with minimal internal resources, often used in strategic project and early benchmark deployments.

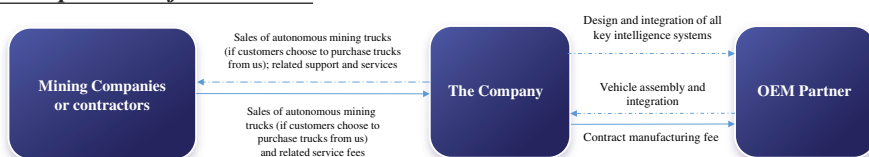
BUSINESS

The diagrams below illustrate how we deliver our solutions. As shown in the diagrams, we as the mining autonomous driving solution provider sit at the center of a broader value chain. Upstream, we are supported by contracted OEMs who manufacture and supply autonomous mining trucks. Downstream, mining companies or their contractors utilize these solutions to execute critical mining transportation operations. We serve as the systems integrator at the core of this chain, connecting equipment supply with real-world deployment to deliver mining automation in the field.

Company-provided fleet model:



Customer-provided fleet model:



Note: Under the customer-provided fleet model, the process of OEM partners providing us with vehicle assembly and integration services — along with us paying them a contract manufacturing fee — only occurs when customers choose to purchase trucks from us.

The key distinction between our customer-provided fleet and Company-provided fleet models lies in whether we — rather than our customers — possess the autonomous mining trucks. Under our customer-provided fleet model, we do not possess the autonomous mining trucks but only deploy Closed-Environment Autonomous Mining Trucks Products and Solutions on the trucks procured or leased by our customers. Under our Company-provided fleet model, we own or lease the autonomous mining trucks to provide Closed-Environment Autonomous Mining Trucks Products and Solutions to our customers. Our customers may directly purchase autonomous-ready trucks from us, or alternatively, only engage us for autonomous driving solutions and related technology services. In either case, we work with OEMs to source and integrate critical hardware and software components, such as controllers, drive-by-wire electronic controlling platforms, and power systems, through processing and assembly arrangements. Under this model, the contractors, as the mine operators, generally possess the autonomous fleets while we provide the contractors with autonomous driving solutions and services, to transport ores in mining sites. In these cases, the mining companies who own the mining sites are the ultimate end users.

We are exploring possibilities to reduce our capital intensity and improve asset efficiency. On the one hand, to support our transition toward a light-asset operational model, enhance operational efficiency, and reduce asset-holding risks, we proactively promote our asset-light customer-provided fleet model. In addition to mining companies and contractors who elect to acquire and own the autonomous mining trucks, we actively explore business relationships with third-party companies that engage in leasing business, who acquire autonomous mining trucks for leasing. On the other hand, under the the Company-provided fleet model, we enter into certain sale-and-leaseback transactions during the Track Record Period for financing purpose. For details, see “Relationship with Our Controlling Shareholders — Independence from Our Controlling Shareholders — Financial Independence” and Note 32 of the Appendix I to this Prospectus. In addition, in very limited cases during the Track Record Period, to supplement our self-owned fleet, we leased autonomous mining trucks directly from third parties, which mainly engaged in the truck and equipment leasing business.

Across both models, we lead the design and integration of all intelligent vehicle systems. This typically includes the powertrain (e.g. battery, motors, and electronic control systems), chassis (including our proprietary braking and steering subsystems), and the core domain controllers within the vehicle’s electronic architecture. These components are manufactured by third-party suppliers based on our specifications. We also develop and supply the full software stack, including autonomous driving software, chassis control, and thermal management systems. Our OEM partners provide non-powered chassis platforms and assemble the final vehicles under our integration requirements. We pay OEMs a contract manufacturing fee.

BUSINESS

We used Company-provided fleet as the first step for customers for them to embrace unmanned mining operations. This helps establish customer trust in our technology and build operational familiarity. This strategy strengthens customer stickiness and opens the door for wider deployment of our higher-margin technology and solutions, notably customer-provided fleet, across more use cases over time. See “— Our Customers” for more information about our customer engagement and relationship strategies.

The following table sets forth a summary of our customer-provided fleet and Company-provided fleet models, including their respective fee and revenue models:

	Closed-Environment Autonomous Mining Trucks Products and Solutions – Customer-Provided Fleet Model	Closed-Environment Autonomous Mining Trucks Products and Solutions – Company-Provided Fleet Model
Scope of services	• We offer hardware-software products and services focused on autonomous technology layer, such as remote driving assistance, autonomous dispatch, remote technical support, ongoing software updates to the autonomous systems deployed on customer-owned trucks, and maintenance of the autonomous fleet management platform. • We do not assume responsibility for daily truck maintenance and repair, as those obligations remain with the customer or their appointed contractors. • Upon completion or termination of a project, the handling of hardware and software, including any rights to retrieve hardware or uninstall software, shall be governed by the applicable agreements.	• We offer hardware-software products and autonomous truck-related full-lifecycle services, spanning both the autonomous technology layer and truck management. • In addition to all services provided under the customer-provided fleet model, we assume responsibility for daily maintenance and repair of the autonomous mining trucks we supply.
Target customers	• Mining companies or their contractors that already or prefer to own or lease mining trucks⁽¹⁾	• Primarily mining companies or their contractors that prefer not to purchase and manage their own fleet of mining trucks.

(1) Truck and equipment holding companies that mainly engage in leasing business may acquire autonomous mining trucks from us and then lease them to mining companies or their contractors. In this scenario, these truck and equipment holding companies are also considered our customers.

BUSINESS

	Closed-Environment Autonomous Mining Trucks Products and Solutions – Customer-Provided Fleet Model	Closed-Environment Autonomous Mining Trucks Products and Solutions – Company-Provided Fleet Model
Fee and revenue model	Under this model, for customers who purchase trucks from us, we charge usage-based service fees on top of the truck purchase price. These fees are generally linked to the volume of material transported, with pricing commonly calculated on a per-cubic-meter basis; the rate may vary across different mining deployments based on factors such as haul distance, slope conditions, and overall site complexity. During the Track Record Period, the range of rates for the customer-provided fleet model under this model is RMB0.44 to RMB2.65 per-cubic-meter. To help enhance pricing transparency, increase acceptance among a broader range of customers and expand our potential market, we piloted the one-time fee model in 2025. Under this model, fees are not linked to transportation volume. Instead, we deploy our system across a customer’s mining site, integrate our solutions into the customer’s mining trucks and charge a one-time service fee for the deployment and continued use of our technology. We determine the fee under this model after taking into account a number of factors, including the complexity of deployment at the relevant mining site, prevailing market prices for comparable solutions, fleet size, customer-specific customization requirements and our gross margin targets. In 2025, we deployed our solutions at seven mining sites and charged the relevant customers under the one-time fee model. Revenue derived under the one-time fee model accounted for less than 10% of our total revenue in 2025. Beginning in late 2024, we also tested the per-truck fee model in selected projects to assess its commercial viability and scalability. Revenue derived from this fee model was immaterial during the Track Record Period.	Customers typically pay us on a recurring basis for our mining autonomous driving services. Fees are generally linked to the volume of material transported, with pricing most commonly calculated on a per-cubic-meter or per-tonne basis. The applicable rate may vary across different mining deployments, depending on factors such as haul distance, slope conditions, costs associated with the maintaining a self-owned fleet, and overall site complexity. The “management-related services” discussed below are typically not priced separately but are bundled into the fees we charge for each project. These services function as built-in support features of our solutions, rather than as standalone services with independent charges. During each period of the the Track Record Period, our average revenue generated per cubic-meter under this model was RMB5.0, RMB4.4, and RMB3.5, respectively, which is generally in line with industry range.

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Closed-Environment Autonomous Mining Trucks Products and Solutions – Customer-Provided Fleet Model

Our customer-provided fleet model involves sales of autonomous mining trucks to customers. During the Track Record Period, the average selling price per truck of autonomous mining trucks under our customer-provided fleet model is RMB1.4 million to RMB2.4 million, which is generally in line with the prevailing industry range.

In 2023, 2024 and 2025, our revenue under the customer-provided fleet model consisted of service fees of nil, RMB30.4 million and RMB244.4 million, accounting for nil, 6.7% and 30.0% of total revenue from customer-provided fleet model in the same year, respectively, and revenue from sales of autonomous mining trucks of RMB112.9 million, RMB423.0 million and RMB570.7 million, accounting for 100.0%, 93.3% and 70.0% of total revenue from customer-provided fleet model, respectively. Revenue from sales of autonomous mining trucks is recognized at the point in time when the trucks are delivered to customers, while service fees are recognized over the service period using an output method as the services are provided. See Note 6B to the Accountants' Report set out in Appendix I to this Prospectus for more information about the revenue recognition policy for each revenue stream.

Under our customer-provided fleet model, customers may purchase autonomous mining trucks from us, or procure or lease trucks from third parties and engage us only for autonomous driving solutions and related technology services. If customers choose not to purchase trucks from us in the future, we may not be able to generate revenue from sales of autonomous mining trucks for those projects, and our revenue from the customer-provided fleet model may decline or fluctuate. In addition, the relative contribution of truck sales and service fees under this model may vary from period to period depending on customers' procurement preferences, project timing, and financing arrangements, among other factors. A decrease in customers' purchases of autonomous mining trucks from us may reduce our revenue, affect our revenue mix and make our period-to-period results less comparable.

Closed-Environment Autonomous Mining Trucks Products and Solutions – Company-Provided Fleet Model

BUSINESS

	Closed-Environment Autonomous Mining Trucks Products and Solutions – Customer-Provided Fleet Model	Closed-Environment Autonomous Mining Trucks Products and Solutions – Company-Provided Fleet Model
Supplies and maintenance of autonomous mining trucks	• We do not own any trucks working under the customer-provided fleet model. The trucks are either procured from us or third parties and owned by the customers, or leased by customers from third parties. • The owners of the trucks are generally responsible for the daily maintenance and repair of trucks working under the customer-provided fleet model. • If customers purchase trucks directly from us, we assume the contractual warranty obligations.	• We possess the trucks. During the Track Record Period, all trucks deployed under the Company-provided fleet model were supplied by us. • We are generally responsible for the daily maintenance and repair of trucks we manage under the Company-provided fleet model.
Capital and financing needs	• Customers or third parties own the trucks. They need to finance their purchases and bear the expenses (such as depreciation expenses) relating to holding the trucks.	• We generally bear the upfront cost to supply, and expenses (such as depreciation expenses) to hold, the trucks. • In exceptional cases during the Track Record Period where we leased trucks directly from third parties, we bore the rental expenses but not the holding expenses (such as depreciation expenses).

Our autonomous driving solutions are designed to minimize on-site human involvement while maintaining high levels of operational reliability, scalability, and cost efficiency. By leveraging our expertise in autonomous driving systems, standardized process management, and close coordination between technical and operational teams, we are able to manage multiple autonomous mining truck projects in a safe and efficient manner.

Under our operating model, only a handful and up to approximately 100 personnel are stationed on site, depending on the complexity, scale and duration of the projects involved. These primarily include autonomous driving coordinators, operational engineers, post-sales maintenance personnel, and a small number of managerial staff. Autonomous driving coordinators are responsible for coordinating our on-site technical and operational teams, streamlining our on-site service provision. Operational engineers are responsible for overseeing new project deployments, preparing technical documentation, and monitoring project progress and quality. Post-sales maintenance personnel handle the upkeep of on-site monitoring systems and other equipment, respond to customer requests, and ensure stable system performance after deployment.

Our R&D and technical teams generally operate off site, providing centralized, remote management of autonomous vehicles across projects. On-site full-time employees focus on core technical and managerial functions such as system scheduling, monitoring, performance optimization, and project delivery, ensuring the stability, safety, and efficiency of our autonomous operations. In contrast, outsourced personnel primarily assist with field execution tasks, including equipment inspection, maintenance, and contingency handling, under the supervision of our in-house team.

BUSINESS

During the Track Record Period, the number of staff assigned to each mining site, including both full-time employees and outsourced personnel, ranged from only a handful to approximately 100, depending on project scale, the number of ongoing operations, and specific site requirements.

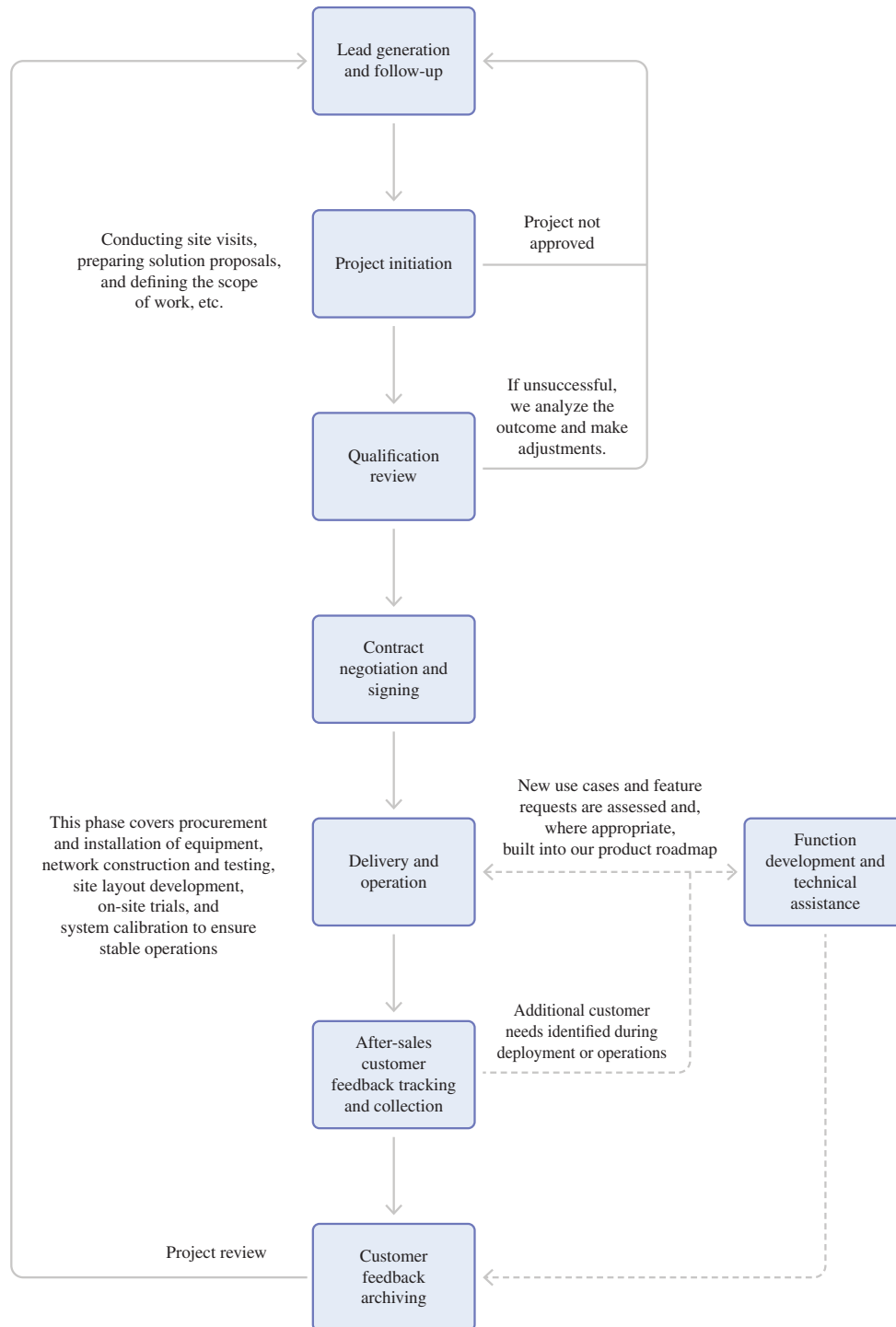
Pursuant to the relevant contracts, we are typically responsible only for losses, accidents and damages caused by our own fault.

Our autonomous operation-related services generally comprise remote driving assistance, autonomous dispatch and remote technical support. Remote driving assistance refers to teleoperation support through a remote cockpit that enables personnel to manually take over control of autonomous vehicles in special circumstances. Autonomous dispatch refers to the cloud-based assignment and coordination of transportation tasks and fleet operations, while remote technical support involves off-site monitoring and troubleshooting of autonomous vehicles and systems.

In the early phases of commercializing our Closed-Environment Autonomous Mining Trucks Products and Solutions before our technology had been fully validated and widely adopted, particularly in early 2023, we temporarily operated a fleet of conventional, human-operated mining trucks under the Company-provided fleet model at a mining site. This approach was intended to allow us to accumulate real-world operational experience while our Closed-Environment Autonomous Mining Trucks Products and Solutions were still in pilot or early deployment phases. As such solutions proved their reliability and delivered operational benefits, we subsequently terminated the foregoing interim arrangement and have since ceased to operate such conventional, human-operated mining trucks.

BUSINESS

The following flowchart illustrates our project cycle across our three business segments — customer-provided fleet and Company-provided fleet models and Mining Digitalization Solutions:



Our project cycle begins with identifying potential opportunities, gathering market intelligence, conducting site visits, preparing solution proposals and defining the scope of work with prospective customers. If a lead progresses, a formal project is established; if not, we review the reasons and refine our approach. When projects advance, we conduct qualification reviews, negotiate and sign contracts, and proceed to delivery and operations, including installing equipment, testing networks and calibrating systems to support stable performance. After deployment, we continue to track operational performance, collect customer feedback and incorporate insights into internal reviews and ongoing product development.

BUSINESS

The table below presents a breakdown of our revenue for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>						
Closed-Environment Autonomous Mining Trucks Products and Solutions:						
Customer-Provided Fleet Model . .	112,938	41.7	453,393	46.0	815,154	56.8
Company-Provided Fleet Model . .	153,043	56.5	520,129	52.7	612,916	42.7
Subtotal	265,981	98.2	973,522	98.7	1,428,070	99.5
Mining Digitalization Solutions . .	1,526	0.6	2,769	0.3	698	0.0
Others⁽¹⁾	3,408	1.2	9,943	1.0	6,531	0.5
Total	270,915	100.0	986,234	100.0	1,435,299	100.0

During the Track Record Period, we achieved strong revenue growth and significant margin expansion, driven by the rapid scale-up of our mining autonomous driving solutions and a strategic focus on high-margin, service-based offerings. In our early stages, we adopted an asset-heavy Company-provided fleet model, managing our own fleets, to reduce customer adoption barriers and ensure early deployment success. As our flagship deployments proved successful and our fleet footprint expanded, customer trust and solution standardization both increased. As a result, our asset-light customer-provided fleet model have begun to account for a growing share of revenue. We expect this trend to continue, positioning the business toward a more sustainable, high-margin model built on recurring revenue and long-term customer relationships.

Our pricing model is designed to match the operational complexity and scale of each mining deployment. Pricing is generally determined through negotiations with the contractors and is also influenced by factors such as haul distance, mining environment, site complexity, expected usage volume, and service intensity.

The following table sets forth certain of our key operating metrics during the Track Record Period.

	For the Year Ended December 31,		
	2023	2024	2025
Volume of Material Transported (million m³)⁽¹⁾			
Customer-Provided Fleet Model	–	15.4	132.5
Company-Provided Fleet Model	30.6	118.7	175.5
Total	30.6	134.1	308.0
Volume of Material Transported per Active Mining Truck (thousand m³)⁽²⁾			
Customer-Provided Fleet Model	–	172.5	165.6
Company-Provided Fleet Model	153.1	242.8	214.8
Monthly Average Active Autonomous Mining Trucks⁽³⁾			
Customer-Provided Fleet Model	20	89	800
Company-Provided Fleet Model	139	489	817
Total	159	578	1,617
Average Revenue Generated per Mine (million RMB)⁽⁴⁾	53.2	60.8	47.6
Deployment Rate (%)⁽⁵⁾	100	100	100
Fleet Idle Rate (%)⁽⁶⁾	0	0	4

BUSINESS

	As of December 31,		
	2023	2024	2025
Number of Active Autonomous Mining Trucks⁽⁷⁾			
Customer-Provided Fleet Model	60	291	1,709
Company-Provided Fleet Model	248	712	871
Total	308	1,003	2,580
Number of Mines Deployed with Autonomous Mining trucks			
Customer-Provided Fleet Model	1	11	26
Company-Provided Fleet Model	6	16	16
Total	7	27	42
Average Number of Active Autonomous Mining Trucks Used per Mine⁽⁸⁾			
Customer-Provided Fleet Model	60	29	66
Company-Provided Fleet Model	41	45	54
Average Useful Life of Active Autonomous Mining Trucks (Year)⁽⁹⁾	7.1	7.3	7.1
Average Remaining Useful Life of Active Autonomous Mining Trucks (Year)⁽⁹⁾	6.6	6.6	6.1

Notes:

- (1) “Volume of material transported” for a given period refers to the volume of material transported by mining trucks equipped with our solutions during that period under both customer-provided fleet and Company-provided fleet models. The figures for 2023 also include material transported by conventional, manned mining trucks that we managed during those years. In the early phases of commercializing our Closed-Environment Autonomous Mining Trucks Products and Solutions before our technology had been fully validated and widely adopted, particularly in early 2023, we temporarily managed a fleet of conventional, manned mining trucks, mainly at one mining site. This approach was intended to allow us to accumulate real-world operational experience while our Closed-Environment Autonomous Mining Trucks Products and Solutions were still in pilot or early deployment phases. As our Closed-Environment Autonomous Mining Trucks Products and Solutions proved their reliability and delivered operational benefits, we subsequently terminated the foregoing interim arrangement and have since ceased to manage such non-autonomous mining trucks. For more information, see “Glossary of Technical Terms and Conventions.”
- (2) “Volume of material transported per active autonomous mining truck” for a given period is calculated by dividing the total volume of material transported by the number of monthly active autonomous mining trucks during that period. For 2023, the number of active autonomous mining trucks used in this calculation also includes certain conventional, manned mining trucks that we temporarily managed during those years.
- (3) The “monthly average number of active autonomous mining trucks” for a given period is calculated by dividing (i) the sum of the number of active autonomous mining trucks as of the end of each month within that period by (ii) the number of months within the same period. For the avoidance of doubt, the figures of “monthly average number of active autonomous mining trucks” presented in this table do not include the conventional, manned mining trucks that we temporarily managed in 2023 under the Company-provided fleet model.
- (4) “Average revenue generated per mine” for a given period is calculated by dividing the revenue generated from our Closed-Environment Autonomous Mining Trucks Products and Solutions by the number of revenue-generating mines during that period.
- (5) “Deployment rate” for a given period refers to the proportion of all autonomous mining trucks managed under the Company-provided fleet model that are deployed at mine sites during that period. We do not proactively track the deployment rate of autonomous mining trucks under the customer-provided fleet model, as those trucks are possessed by our customers, rather than by us.
- (6) “Fleet idle rate” for a given period refers to the proportion of trucks that are deployed on-site but not actively engaged in mining operations at mine sites due to suspension of projects for reasons attributable to mine owners, where such trucks cannot be redeployed to other projects during the suspension period. For the avoidance of doubt, temporary suspensions due to seasonal breaks (such as the Chinese New Year) or infrastructure upgrades at mine sites are not classified as idle under this definition. In the first half of 2025, certain trucks were classified as idle primarily because mine owners requested that they remain on-site due to uncertain project restart schedules. For risks relating to idle periods affecting our deployed autonomous mining trucks, see “Risk Factors — Risks Relating to Our Business and Industry — The autonomous mining trucks equipped with our solutions may experience periods of idle time due to factors outside of our control, which could adversely affect our business and results of operations.”
- (7) “Number of active autonomous mining trucks” as of a given date refer to autonomous mining trucks in operation (meaning they are working normally at a mining site), including those subject to interruptions due to customary repair or maintenance.
- (8) “Average number of active autonomous mining trucks used per mine” as of a given date is calculated by dividing the number of autonomous driving trucks, by the number of mines deployed with autonomous mining trucks, as of that date.

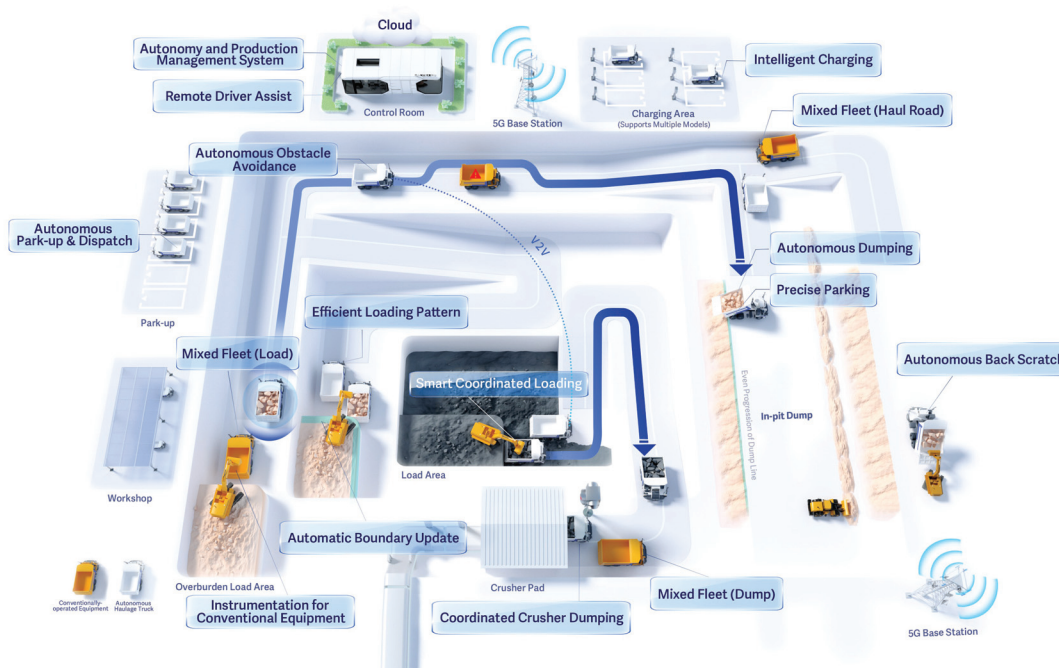
- (9) “Average useful life of active autonomous mining trucks” and “average remaining useful life of active autonomous mining trucks” as of a given date refer only to the mining trucks supplied by us under our Company-provided fleet model as of that date. Corresponding data for the customer-provided fleet model are not available to us, as the relevant trucks are possessed by our customers rather than by us.

Closed-Environment Autonomous Mining Trucks Products and Solutions — ORCASTR

Our Closed-Environment Autonomous Mining Trucks Products and Solutions, collectively branded as *ORCASTRA*, are built to transform how materials are transported across mining sites. The solutions integrate two core components: the autonomous mining trucks, and our proprietary Autonomous Fleet Management System.

Our Autonomous Fleet Management System serves as the digital command center for mine-site autonomy. It connects autonomous mining trucks, support equipment, control centers, and cloud platforms, enabling real-time monitoring, dynamic dispatching, and data-driven decision-making across operations. Seamlessly integrated with our on-vehicle Autonomous Driving System (ADS), our Autonomous Fleet Management System allows mining operators to reduce manual intervention and optimize both fleet-level performance and broader site-wide logistics.

A typical deployment of our Closed-Environment Autonomous Mining Trucks Products and Solutions in an open-pit mine is illustrated below:



The **cloud and control layer** forms the centralized operational backbone of the system. Through the control room and autonomy management platform, it enables real-time fleet monitoring, scheduling and production management, supported by 5G connectivity and remote driver assistance for rare edge cases.

The **roadside and infrastructure layer** supports on-site autonomous operations. It enables automated truck parking and dispatch, real-time obstacle avoidance, and optimized loading-zone coordination through algorithm-driven vehicle alignment and queue management.

Additional infrastructure capabilities enhance system adaptability and coordination. These include real-time updates as site conditions change and retrofit instrumentation that allows conventional equipment to operate alongside autonomous fleets.

Autonomous Mining Trucks

The table below shows major models from the autonomous mining trucks used for our solutions as of December 31, 2025, all purpose-built to meet the demands of different load types, mining conditions, and operational applications across the mining sector. See “— Development, Manufacturing and Assembly of Autonomous Mining Trucks” for additional information.

Model	Application	Powertrain Type	Approximate Payload (tonnes)
EL100	Overburden removal	Extended-range	100
ET100	Overburden removal	Extended-range	100
ET90E	Overburden removal	Battery electric	90
ET90	Overburden removal	Extended-range	90
TLE138C	Overburden removal	Battery swap	90
RTH136	Overburden removal	Extended-range	90
TLE120C	Overburden removal	Battery swap	80
YTK90E	Overburden removal	Battery electric	60
YTK136REM	Coal mining	Battery electric	90
TLH138M	Coal mining	Extended-range	90
TLE138CM	Coal mining	Extended-range	90
ET80M	Coal mining	Extended-range	80
ET70EM	Coal mining	Battery electric	70
EY70M	Coal mining	Extended-range	70
ET70M	Coal mining	Extended-range	70

The following graphics show how our autonomous mining trucks are engineered for real-world performance, integrating precision sensors, robust control systems, and purpose-built design optimized for safety, durability, and intelligent operations.



Our autonomous mining trucks are powered by three tightly integrated core systems:

- **Autonomous Driving System (ADS)**: The “brain” of the vehicle, ADS is an AI-driven, on-vehicle software stack that enables real-time environmental perception, path planning, and dynamic decision-making. It orchestrates all aspects of autonomous driving, from obstacle avoidance to route optimization.
- **Drive-by-Wire Electronic Controlling Chassis Platform**: Acting as the truck’s “muscle,” this system executes steering, braking, and power commands with high precision and responsiveness, which is crucial for maintaining safety and control in rugged, high-intensity mining environments.
- **Electrical and Electronic Architecture (EEA)**: Serving as the truck’s “nervous system,” the EEA integrates sensors, controllers, signal networks, and data pathways into a unified architecture that supports seamless communication between hardware and software components.

Together, these systems form the backbone of a robust, field-proven autonomous driving solution purpose-built for mining. Each vehicle is built on a non-powered chassis co-developed with leading mining truck OEMs, combining our expertise in electronics and system integration with their structural and heavy-duty design capabilities, ensuring the trucks meet the demanding operational requirements of complex mining environments.

Autonomous Driving System (ADS)

Our ADS is engineered for the realities of mining. Supporting mixed operations with human-operated trucks, the system leverages proprietary prediction and intent-recognition models to coordinate multi-vehicle interactions, operate in tight spaces, and park with high precision. With intelligent loading, adaptive dispatch, and collaborative dumping, the ADS scales across mine types and geologies, enabling faster deployments and broader adoption across the mining sector.

Our ADS is powered by three foundational technology pillars:

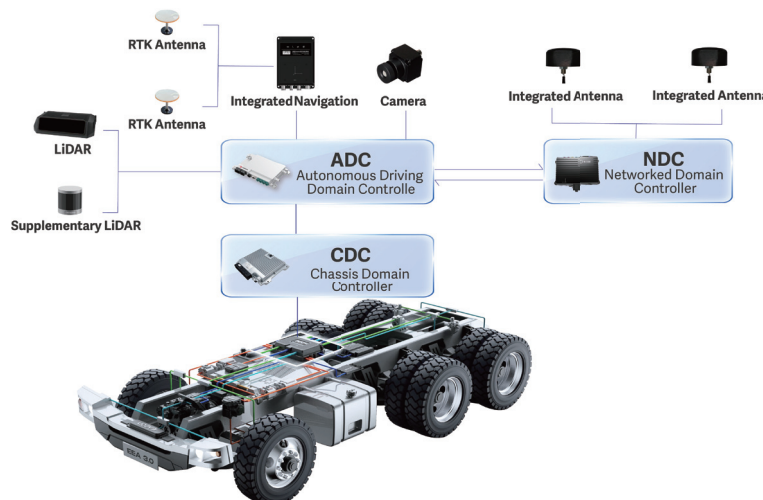
- *Advanced Algorithms.* At the heart of our autonomy stack are proprietary algorithms for perception, prediction, decision-making, planning and control. These enable vehicles to “see,” “anticipate,” and “act” in real time, even under the most demanding mine conditions. For more detail, see “— Technology and Research & Development — Algorithms — Purpose-Built for Mining Environments”.
- *Sensors and Domain Control Unit.* Our sensor suite includes radar, LiDAR, cameras, and other navigation technologies, all fused through an onboard domain controller purpose-built for autonomy. This controller is the vehicle’s decision engine: it continuously interprets sensor data, understands surroundings, plans motion, and sends control commands.
- *Built-In Safety with Multi-Layer Redundancy.* Our system is designed with safety as a first principle, equipping each truck with multiple layers of redundant sensors and computing. Full 360° coverage is achieved via cameras, LiDAR, and millimeter-wave radar, with independent perception algorithms running in parallel. In low-visibility conditions, obstacle detection exceeds 95% accuracy within 80 meters. A built-in diagnostic system simulates over 4,000 failure scenarios to proactively detect and manage issues, with all safety logic executed at the vehicle level, requiring no cloud connectivity for fault detection or safe shutdown.

Drive-by-Wire Electronic Controlling Chassis

Drive-by-wire Electronic Controlling Chassis System

Our Drive-by-Wire Electronic Controlling System, the core execution layer of our autonomous mining trucks, replaces mechanical and hydraulic controls with fully electronic actuation, enabling precise, real-time control over steering, braking, and acceleration. Purpose-built for mining, it is resilient under harsh conditions, integrates seamlessly with our vehicles, and delivers high accuracy, rapid response, energy efficiency, and system-level fault tolerance. The system ensures smooth, reliable operation across steep grades, uneven surfaces, and tight loading areas, unlocking the full potential of autonomous mining.

The diagram below outlines how our Drive-by-Wire Electronic Controlling System connects and supports key parts of autonomous mining trucks.



DCS is powered by the following key elements:

- Proprietary Braking System. Our Intelligent Braking Control System is built with dual-redundant architecture and integrates both service and parking brake functions. Designed specifically for mining autonomy, it supports advanced braking and stability control functions to maintain vehicle stability under low-traction, curved, or heavy downhill conditions.
- Proprietary Steering System. We use a hybrid electric-hydraulic setup optimized for responsiveness and directional accuracy at speed. The system hits a sub-400ms response time, well ahead of the 600-800ms industry norm, according to Frost & Sullivan, enabling confident, real-time path corrections in large vehicle platforms.
- Proprietary Software Platform. Built with a modular architecture, our software platform enables cross-vehicle adaptability and rapid deployment. It supports plug-and-play functionality across different truck models, making it easier to scale and customize for diverse mining environments.
- Proprietary Diagnostic Platform. The system includes a full-stack diagnostics engine that monitors vehicle health across cloud, on-board, and component layers. With over 4,000 failure modes mapped and monitored in real time, it provides early warnings, supports autonomous fault recovery, and improves long-term reliability through continuous feedback.
- Wire-control Safety Architecture. All motion control, including steering, braking, and acceleration, is handled electronically. Redundant circuits, real-time health checks, and intelligent failover protocols ensure that critical functions remain operational in the event of a fault. This layered approach to safety underpins our commitment to automotive-grade control integrity.

Electric Drive System (EDS)

In the world of 100-tonnage mining trucks, performance is not just about power, it is about efficiency, control, and durability under the most sophisticated conditions. We have engineered a next-gen electric drive system (EDS) from the ground up to meet those exact demands. Unlike traditional diesel-powered platforms, our system is built for autonomy, modularity, and lifecycle efficiency.

Key innovations of the EDS include:

- High-Power Auxiliary Power Unit (APU): Our 400kW APU eliminates unnecessary mechanical components like traditional generators and cooling fans to reduce energy loss and maintenance. The control system enables dynamic on-off cycling and real-time power optimization, ensuring the engine operates within its most efficient range under varying loads.
- Integrated Thermal Management System: Our system combines cooling for the battery, motors, and controller into a single streamlined setup, cutting component count by roughly 30% than traditional thermal systems and boosting overall reliability. Built to perform in extreme conditions from -40°C to 55°C, it handles demanding tasks like long uphill hauls and reuses waste heat to improve energy efficiency.
- Optimized Powertrain Architecture: We use a dual-motor layout paired with a simplified 3-speed transmission, replacing older, more complex gear systems. This makes shifting smoother, reduces mechanical wear, and improves fuel efficiency, all of which lowers operating costs over the vehicle's lifetime.
- Intelligent Energy Management: Our in-house energy strategy uses real-time vehicle data to fine-tune power usage, optimizing torque, braking, heat control, and generator output. In the field, this system has delivered over 20% fuel savings as compared to traditional energy management system, helping reduce costs and keep vehicles running longer between service intervals.

Electrical and Electronic Architecture (EEA)

Our next-generation electronic and electrical architecture (EEA) is purpose-built for autonomous mining, unifying driving intelligence, vehicle control, and connectivity into a single platform. By consolidating systems, it reduces control units by ~30% versus traditional architectures while enhancing reliability. Its modular software foundation enables faster deployment, flexible updates, and responsive feature development across vehicle models, supporting the demands of high-tonnage autonomous operations.

Our EEA is built around a three-domain architecture, chassis, connectivity, and intelligent driving, each powered by custom-designed controllers engineered to handle the demands of autonomous, high-tonnage mining operations. Key components include:

- Autonomous Driving Controller (ADC). The ADC is the central compute platform for perception, planning, and decision-making. Equipped with a 200-TOPS processor, it supports sensor fusion across LiDAR, radar, and camera systems, and handles complex functions such as high-speed NOA (Navigation on Autopilot). Rated to ASIL D and protected against vibration, water ingress, and condensation, the ADC is built to operate reliably in tough mining conditions.
- Chassis Domain Controller (CDC). Purpose-built for our Drive-by-Wire Electronic Controlling Chassis Platform, our CDC precisely manages braking, steering, and accelerating, bridging the gap between decision-making and execution. The unit is built with dual-redundant chips and meets rigorous safety and environmental standards, enabling stable operation even in open-pit environments with extreme dust, moisture, and temperature variation.
- Rear Domain Controller (RDC). Our RDC consolidates multiple vehicle functions, braking control, tire pressure monitoring, load sensing, and remote operation, into a single, high-integrity module. By reducing ECU count and wiring complexity, RDC simplifies system architecture while improving reliability and cost structure.
- Network Domain Controller (NDC). As the vehicle's communications hub, our NDC supports 5G and V2X (vehicle-to-everything) protocols to enable real-time interaction between vehicles, command centers, and on-site personnel.

Development, Manufacturing and Assembly of Autonomous Mining Trucks

Apart from a select number of critical control units that we assemble in-house to ensure seamless compatibility with our proprietary algorithms and hardware systems, we primarily collaborate with established OEM partners to assemble the autonomous mining trucks we manage or deliver to customers. The in-house assembled units primarily include the chassis domain controller, rear domain controller, and intelligent networked terminal, which are used for vehicle control and wireless communication. During the Track Record Period, our annual production capacity for these units was approximately 8,000, 6,000 and 4,000 units, respectively.

In most cases, we specify the design and technical standards, while OEMs provide the non-powered chassis and perform final assembly. We take the lead in designing and integrating all key intelligent systems, including the electric powertrain (battery, motor, control units, and thermal management), chassis systems (braking and steering), and core domain controllers. These components are sourced from vetted third-party suppliers under our technical standards, and OEMs are paid a processing fee for assembly and integration.

To serve customers with specialized operational needs, we also co-develop customized vehicle models with OEMs. Such models are factory-integrated and delivered preconfigured for autonomous deployment. For customers preferring standardized platforms, we adapt our drive-by-wire chassis systems to pre-existing vehicle models and work with OEMs to integrate them during production. To ensure consistent quality, all autonomous mining trucks undergo rigorous pre-delivery inspections against our internal acceptance standards before being cleared for customer delivery.

Our cooperation models with OEMs can be grouped into five categories, depending on the division of responsibilities:

- **Category A:** We initiate and lead overall vehicle planning, including the selection of the autonomous driving system, the electric system, and the drive-by-wire system. The OEM provides the chassis and undertakes vehicle manufacturing.
- **Category B:** The OEM leads overall vehicle planning and design, while we contribute by developing autonomous driving and drive-by-wire hardware and software.
- **Category C:** The OEM leads vehicle planning, design, and chassis control programming. We provide autonomous driving adaptation, with drive-by-wire hardware development shared between us and the OEM.
- **Category D:** The OEM is fully responsible for vehicle planning, design, and drive-by-wire development. Our role is limited to installing our autonomous driving kit and performing the adaptation work.
- **Category E:** We retrofit vehicles already delivered to mines by equipping them with autonomous driving functionality.

BUSINESS

The diagram below illustrates these five categories:

	Schematic design		Procurement of materials		Manufacturing		Product delivery	
	Eacon	OEM	Eacon	OEM	Eacon	OEM	Eacon	OEM
Category A	Vehicle design Vehicle program development Drive-by-wire system design Drive-by-wire program development Intelligent driving system design	Assembly design	Procurement of vehicles Procurement of drive-by-wire parts Procurement of intelligent driving kit	Procurement of auxiliary materials	Installation guidance	Manufacturing and assembly	Drive-by-wire validation Intelligent driving commissioning Quality inspection and acceptance	Delivery to mine
Category B	Vehicle program development Drive-by-wire program development Intelligent driving system design	Vehicle design Assembly design	Procurement of intelligent driving kit	Procurement of vehicles Procurement of auxiliary materials	Installation guidance	Manufacturing and assembly	Intelligent driving commissioning Quality inspection and acceptance	Delivery to mine
	Drive-by-wire system design		Procurement of drive-by-wire parts				Drive-by-wire function and performance commissioning	
Category C	Intelligent driving system design Drive-by-wire program development	Vehicle design Assembly design Vehicle program development	Procurement of intelligent driving kit	Procurement of vehicles Procurement of auxiliary materials	Installation guidance	Manufacturing and assembly	Intelligent driving commissioning Quality inspection and acceptance	Delivery to mine
	Drive-by-wire system design		Procurement of drive-by-wire parts				Drive-by-wire function and performance commissioning	
Category D	Intelligent driving system design Drive-by-wire program development	Vehicle design Assembly design Drive-by-wire system design Vehicle program development	Procurement of intelligent driving kit	Procurement of vehicles Procurement of auxiliary materials Procurement of drive-by-wire parts	Installation guidance	Manufacturing and assembly	Drive-by-wire validation Intelligent driving commissioning Quality inspection and acceptance	Delivery to mine
Category E	Intelligent driving system design Drive-by-wire system design* Drive-by-wire program development		Procurement of drive-by-wire parts* Procurement of intelligent driving kit		Retrofitting of original vehicle		Drive-by-wire validation Intelligent driving commissioning Quality inspection and acceptance	

**Note:* For after-factory remanufactured vehicles, whether the drive-by-wire portion of original vehicle is to be remanufactured depends on the degree of drive-by-wire of original chassis

We believe that working with OEMs under these flexible cooperation models — rather than manufacturing complete vehicles in-house — enables us to focus on innovation, product development, and system integration, while benefiting from OEMs’ scale, efficiency, and manufacturing expertise. At the same time, we continue to invest in the in-house development of critical components, particularly chassis platforms and domain controllers, to strengthen our technical edge, accelerate product iteration, and retain greater control over core technologies.

For the development and manufacturing of key components used in our solutions, we follow a disciplined process that progresses from planning to design and ultimately to production. During planning, we establish technology roadmaps for autonomous driving kits and drive-by-wire mining trucks by benchmarking industry peers, assessing customer needs, and aligning with our long-term strategy. We then move into design and development, where we define product requirements, complete detailed hardware and software design, secure intellectual property, and conduct prototyping and testing until the design is finalized. The final stage is mass production, which covers manufacturing process design, production line construction, material procurement, workforce training, trial runs, and quality certification.

Autonomous Fleet Management System (“AFMS”)

Our AFMS supports large-scale unmanned fleet deployment in complex mining environments through three integrated components. The Intelligent Dispatch System centrally manages excavation, haulage, and dumping workflows, dynamically scheduling thousands of vehicles, optimizing routes, and integrating energy logistics for autonomous and manned vehicles. The Collaborative Field System coordinates autonomous trucks with on-site equipment via V2X communication and edge processing, optimizing task sequencing, reducing idle time, and enhancing operational safety. The Remote Takeover System allows real-time human intervention under high-risk conditions, with ultra-low-latency connectivity, cross-model compatibility, and multi-vehicle supervision, enabling a single operator to manage up to 60 vehicles simultaneously.

Mining Digitalization Solutions (*Conductor Plus*)

Building on our experience with autonomous fleets, we developed *Conductor Plus*, an AI-powered mining digitalization solution that can be sold and deployed independently, regardless of whether a customer adopts our Company-provided fleet or customer-provided fleet model solutions. Designed around mining production workflows, *Conductor Plus* supports key operational processes, including extraction, transportation, dumping and coordination of manned equipment.

The platform supports staged deployment: early-stage deployments coordinate manned vehicles, while integration with our *ORCASTRA* autonomous driving solutions enables unified control across mixed fleets. As of December 31, 2025, *Conductor Plus* is at an early commercialization stage, with contracts secured for full Mining Digitalization Solution deployments, combining hardware and operational efficiency services.

IMCS (*Integrated Mining Management and Control System*)

IMCS builds on our AFMS to provide a unified platform managing the full mining workflow. It integrates multiple systems and equipment, both autonomous and manned, allowing centralized control of haulage, loading, and auxiliary tasks. Serving as the digital backbone of our Mining Digitalization Solutions, IMCS enables full-site automation and coordinated operations. Its intelligent maintenance system tracks the lifecycle of autonomous trucks and key components, enabling early detection of issues and preventive maintenance to reduce downtime. Operational visibility is enhanced through an interactive dashboard that provides real-time insights into production and equipment performance, along with historical analytics for better decision-making.

Intelligent Truck Dispatch Terminals

Our Intelligent Truck Dispatch Terminals are highly integrated sensing and control units installed on manned equipment such as loaders, bulldozers, and command vehicles. Our Intelligent Truck Dispatch Terminals support seamless coordination between manned and unmanned equipment, including autonomous mining trucks via V2V communication, dispatch of manned trucks and are connected to the IMCS.

Compared to traditional systems, our Intelligent Truck Dispatch Terminals offer multi-level access control, which significantly improves automation coverage, safety, and system-level integration.

CASE STUDIES

Northwest China – Large-Scale Open-Pit Coal Mine Deployment

Located in Northwest China, this open-pit coal mine is among the largest in the country by approved annual capacity. Here, we run the largest single-site autonomous fleet in the world, deployed with over 230 active autonomous mining trucks as of December 31, 2024.

Our system enables full-process coal extraction that allows for truly mixed-fleet autonomous operations in a highly dynamic environment. The site has achieved 24/7 continuous unmanned haulage and has become a benchmark for intelligent open-pit mine operations in China. The deployment has not only reduced on-site headcount by more than 200 people per shift, removing workers from hazardous conditions, but also improved overall productivity by over 95% compared with manual operations. At the same time, it has cut carbon emissions by an estimated 150 tons per vehicle per year. Following the success of this project, the customer has expanded our solutions to other mines within its portfolio.

CNBM — Fushan Quarry

Launched in 2023, the Fushan Quarry, operated by China National Building Material Group (CNBM), features 20 fully electric autonomous wide-body mining trucks and has achieved stable, 24/7 operations for over two years. It is the first full-site deployment of new-energy autonomous transportation in China's quarry sector and ranks among the largest nationwide in operational scale.

Our deployment at the Fushan Quarry integrates electric drive systems, autonomy, and high-speed connectivity to form a modern mining operation built around safety, intelligence, and low emissions. By reducing labor dependence, the quarry has saved roughly 80% of labor costs, equal to roughly RMB4.4 million annually. At the same time, the use of fully electric trucks has cut coal-equivalent consumption by an estimated 140 tons per vehicle per year, significantly lowering carbon emissions. The site successfully addresses real-world challenges such as mixed-fleet coordination, adaptive production scheduling, and narrow-area operations, demonstrating the robustness and flexibility of our solutions in complex, space-constrained environments.

Zijin Mining — Julong Copper Mine

The Julong Copper Mine, located at elevations between 4,000 and 5,400 meters, is China's largest porphyry copper deposit, with over 25.88 million tonnes of registered copper resources as of 2024. It also ranks among the world's top three copper mines by altitude and haulage belt length and includes valuable associated deposits of silver and molybdenum.

As part of its transformation into a green, intelligent mining operation, Zijin Mining has begun scaling autonomous haulage at Julong. We have deployed more than 30 autonomous trucks at Julong, supported by cloud-based control, positioning stations, roadside infrastructure, and remote takeover systems. This project, representing the largest autonomous haulage deployment among China's open-pit metal mines, has established a new benchmark for large-scale deployment with significant impact. Autonomous operations have reduced the need for manually operated trucks, cutting annual labor costs by approximately RMB5.5 million. By removing drivers from high-altitude environments, the system has enhanced safety while improving overall efficiency.

OUR EXTENSIVE, STRATEGIC USE CASE COVERAGE

As of December 31, 2025, our solutions had been deployed at 30 mining sites across four major regions in China, including Northwest (14 sites), North China (11 sites), East China (two sites) and Southwest China (three sites), covering coal mines (23 sites), metal mines (three sites) and quarries (four sites).

As of December 31, 2025, we had deployed 2,580 active autonomous mining trucks across all sites. Our solutions were deployed at 19 of the 41 largest open-pit coal mines in China, including seven of the 12 largest in terms of annual capacity. At two of the largest open-pit coal mines in China by approved annual capacity, we run the world's largest single-site autonomous fleet in the world, each deployed with over 500 active autonomous mining trucks as of December 31, 2025, achieving enhanced performance in unmanned mileage, material transported, and dispatches, according to Frost & Sullivan.

Our technology has matured to reliably operate in extreme weather and visibility conditions, coordinating mixed fleets of autonomous and human-operated equipment. This capability has enabled expansion beyond coal into quarries and metal mines. For example, at the Fushan Quarry in Shandong, 23 fully electric autonomous trucks have been operated end-to-end with only two on-site personnel per shift, with the initial fleet of 20 trucks having accumulated over 23 months of continuous deployment, demonstrating efficiency and reliability in non-coal deployments.

Since 2024, we have collaborated with Zijin Mining, deploying our solutions across copper, gold, zinc, and iron mines, including the high-altitude Julong Copper Mine at over 5,000 meters. Deployments with other major operators such as Shougang and Baowu further validate the robustness and adaptability of our platform across diverse and challenging mining environments.

OUR MAJOR PROJECTS

The table below sets forth details of our largest projects in terms of revenue contribution in each year of the Track Record Period. We define a "project" as a mining site where our solutions are deployed. As of the Latest Practicable Date, project duration (measured from the commencement of deployment until termination, or until end of May 2026 for ongoing projects) ranged from approximately five months to 73 months. We operate all of our projects independently and have the capability to fulfill customer requirements without the involvement of, or collaboration with, any third-party autonomous driving solution providers.

In 2023, 2024 and 2025, we had five, 16, and 30 revenue-generating mines, respectively. "Number of revenue-generating mines" for a given period represents the number of mines that recorded revenue contributions from our Closed-Environment Autonomous Mining Trucks Products and Solutions during that period, under either the customer-provided fleet or Company-provided fleet model. During the same periods, we entered into three, 14 and 11 new mines, respectively. "Number of new mines" for a given period refers to the number of mines where autonomous mining trucks equipped with our solutions were initially deployed during that period.

BUSINESS

Following table set forth of our top ten projects during the Track Record Period by aggregate revenue, as separately presented in the amount of revenue contribution for that year. These top projects, in aggregate, constituted the majority of our project-based revenue generated for the same year.

Project	Location	Project Scale (approved annual production, thousand tons/year)	Customer Background	Beginning/End Dates of Project	Solution Type	Revenue Contribution for the Year (RMB in thousand)
For the Year Ended December 31, 2023						
Project A	Northwest China	4,000	Private Enterprise	2021 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	188,981
Project C	Northwest China	3,500	Private Enterprise	2020 - ongoing	Company-Provided Fleet Model	6,641
Project F	Northwest China	1,800	Private Enterprise	2023 - ongoing	Company-Provided Fleet Model	1,089
For the Year Ended December 31, 2024						
Project A	Northwest China	4,000	Private Enterprise	2021 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	336,290
Project C	Northwest China	3,500	Private Enterprise	2020 - ongoing	Company-Provided Fleet Model	103,195
Project D	Northwest China	3,500	Subsidiary of Listed Company, Private Enterprise, State-Owned Enterprise	2024 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	122,971
Project F	Northwest China	1,800	Private Enterprise, State-Owned Enterprise	2023 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	123,318
Project G	Northwest China	3,000	Private Enterprise	2024 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	70,750
Project H	Northwest China	3,000	Private Enterprise	2024 - ongoing	Company-Provided Fleet Models	39,799
Project I	Northwest China	2,000	Private Enterprise	2024 - ongoing	Company-Provided Fleet Model	70,680
For the Year Ended December 31, 2025						
Project B	Northwest China	1,500	Private Enterprise, Listed Company, State-Owned Enterprise	2025 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	291,105
Project E	Northwest China	3,500	Private Enterprise	2025 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	219,916
Project C	Northwest China	3,500	Private Enterprise	2020 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	169,701
Project A	Northwest China	4,000	Private Enterprise	2021 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	139,383
Project D	Northwest China	3,500	Subsidiary of Listed Company, Private Enterprise, State-Owned Enterprise	2024 - ongoing	Customer-Provided Fleet Models	110,635
Project J	Northwest China	2,000	Private Enterprise	2025 - ongoing	Company-Provided Fleet Models	65,108
Project G	Northwest China	3,000	Private Enterprise	2024 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	44,289
Project H	Northwest China	3,000	Private Enterprise	2024 - ongoing	Customer-Provided Fleet and Company-Provided Fleet Models	40,174

OUR CONTINUOUS OVERSEAS ENDEAVOUR

We are expanding internationally with a focused strategy to bring our autonomous mining technology to high-potential overseas markets. Our goal is to improve operational efficiency and safety for mining operators worldwide through scalable, proven mining autonomous driving solutions.

We selected Australia as our first international market due to its unique combination of operational maturity, economic rationale, and strategic visibility. Australia's mining industry is highly advanced, with rigorous safety standards, reliable operators, and a track record of embracing automation. Australia also plays a central role in the global mining industry and is widely recognized for setting high standards in mining operations and innovation. Success in Australia not only offers revenue but also helps to establish global credibility. According to Frost & Sullivan, the mining autonomous driving solution market in Australia, with a market size of over US\$2.9 billion in 2030, represents a substantial near-term opportunity, with significant growth potential across a global market size of mining autonomous driving solutions industry of over US\$7.3 billion in 2030.

We began building our international team in 2022 and opened our Australia office in 2023, becoming the first and only Chinese autonomous mining technology provider with a formal local presence, according to Frost & Sullivan. We established a wholly-owned subsidiary in Australia and formed a localized team that covers project delivery, localized product definition, business development and brand building, consisting of experts with more than ten years of experience in autonomous haulage. We signed a memorandum of understanding with MACA (a member of the Thiess group), one of Australia's largest end-to-end general mining contractors in 2023. In 2024, we signed a memorandum of understanding with Thiess, one of the world's largest mining service providers, and partnered with Norton Gold Fields (a Zijin Group's subsidiary) to begin a localized product trial project in Kalgoorlie, Australia. In this project, we supply retrofit mining autonomous driving solutions to the first batch of rigid mining trucks of a mainstream Australian brand, which has started trial production in a live production environment recently. Through this project, we aim to standardize our delivery process and after-sale support model for the Australian market. We see this deployment not just as a commercial milestone, but as a strategic beachhead for broader expansion into other high-value overseas markets. As of the Latest Practicable Date, we have not generated any revenue relating to Closed-Environment Autonomous Mining Trucks Products and Solutions in Australia.

To support sustainable international growth, we have built a structured cross-border operational framework, including compliance systems tailored to local legal and regulatory requirements, particularly in mining safety, contract performance, and data governance, supported by local legal advisors. We also maintain on-the-ground service and operations teams to ensure timely support and after-sales responsiveness.

Our international expansion strategies further include offering more advanced solutions to accommodate increasingly complex working conditions, providing more competitive pricing to help our customers in cost reduction and efficiency improvement, enabling faster and more streamlined deployment to lower the usage threshold for customers, jointly promoting new energy autonomous driving solutions with domestic OEMs, and collaborating with ecosystem partners such as Thiess to deliver more reliable local support. We believe we have the following strength in the competition with local existing suppliers: (i) our mining autonomous driving solutions adopt a distributed architecture and the communication between trucks and cloud is minimal, resulting in low network dependency and further lowering the infrastructure investment cost for mining automation; (ii) our distributed architecture enables real-time transit decisions of trucks, allowing for more flexible routing and more efficient dispatching and improving overall traffic efficiency and capacity; (iii) our trucks are equipped with autonomous algorithms that allow for rapid deployment in new mines and increased intelligence over time; (iv) our system has been validated across mines of various scales, terrains, climate and temperature, able to fully leverage existing mining environments to achieve autonomous haulage with wide applicability across various mining operations; and (v) our solutions offer a significant advantage leveraging China's robust new energy industry chain in the green transformation in the global mining industry.

Over the next three to five years, we intend to pursue overseas expansion opportunities by aligning with national initiatives and partnering with leading Chinese mining enterprises in their international mining deployments, including in Indonesia, Chile, Peru and other major mining markets. Our long-term objective is to establish ourselves as a main provider of mining autonomous driving solutions in the future, with overseas markets expected to become a meaningful contributor to our overall business.

TECHNOLOGY AND RESEARCH & DEVELOPMENT

We have defensible capabilities across scalable development frameworks, advanced AI algorithms, intelligent mining software, secure cloud infrastructure, and a system-wide safety architecture.

Flexible Software Platform

We have developed a proprietary, modular software platform that streamlines deployment of our autonomous mining system across sites and vehicle models. By unifying control logic, workflows, and dispatch behavior into configurable modules, the platform adapts to varying mining environments, vehicle specifications, and environmental conditions without custom rebuilding. This approach has significantly reduced integration time, with some deployments achieving fully autonomous, operator-free operation within three days of vehicle arrival.

The following diagram outlines the evolution and capability stack of our flexible development platform:



Our Flexible Software Platform includes two main capabilities: (i) “Yushi,” our proprietary unified drive-by-wire electronic controlling platform; and (ii) Intelligent Driving OS.

“Yushi”: A Unified Drive-by-wire Electronic Controlling Platform Purpose-built for Mining Autonomy

The mining truck market is fragmented by design, different OEMs build on different electrical/electronic architectures, use proprietary control protocols, and rarely conform to integration standards. That makes autonomy hard to scale. As trucks grow larger and more intelligent, this complexity only increases. Historically, autonomous systems had to be custom-fit to each vehicle model, creating increased integration costs and long deployment cycles.

We built *Yushi* to break that cycle. Launched in 2023, *Yushi* is the industry’s first and only scalable drive-by-wire electronic controlling platform purpose-built for autonomous mining fleets. *Yushi* decouples hardware and software by providing a unified, open-standard architecture that sits on top of OEM-supplied chassis, whether powered or non-powered. The system abstracts away hardware-specific protocols, enabling autonomous driving software developers to focus purely on autonomy, not mechanical integration. Built on a modular framework, *Yushi* supports fast functional iteration and allows seamless switching between autonomous and manual modes to meet the evolving needs of mine operators.

As of December 31, 2025, *Yushi* has been deployed across over 70 vehicle models. The platform has been adopted by approximately 13 OEM partners, including industry leaders such as Tonly, LGMG, Yutong, and NHL, demonstrating its high compatibility, adaptability, and scalability.

At the largest open-pit coal mine in China by approved annual capacity, for example, our 100-tonnage autonomous electric truck model, powered by the *Yushi* platform, has achieved fleet-level deployment with a fault rate below 5%, significantly lower than that of conventional, manned autonomous mining trucks. The platform has delivered fuel savings of more than 20%, with minimal compromise in safety or productivity. Several vehicles have surpassed 100,000 kilometers of fully autonomous operation, further validating the durability and reliability of *Yushi* in high-demand, continuous-use environments.

Intelligent Driving OS: A Scalable and Flexible Software Development Platform

Our third-generation Intelligent Driving OS is a modular software platform designed for rapid deployment of autonomous systems across diverse vehicles, hardware, and mining environments. It features in-house middleware for modular architecture, hardware-agnostic integration with LiDAR, radar, cameras, and 4G/5G/C-V2X, centralized configuration management, algorithm adaptability for task-specific optimization, and support for FOTA and SOTA over-the-air updates, enabling scalable, flexible, and efficient cross-deployment operations.

Algorithms — Purpose-Built for Mining Environments

Mining environments are more challenging than highways or city streets, characterized by low visibility, rough and unstructured mining environments, and constant interaction with manned equipment. Sensors must operate through dust, fog and rain, while vehicles navigate around dozers, water trucks and other obstacles, placing higher demands on perception, planning and real-time control. Our autonomy stack is designed to address these challenges through integrated perception, localization, prediction, planning and control systems built for high-interaction mining environments, supporting safe and efficient fleet-scale deployment. Our purpose-built algorithms include (i) a vehicle-cloud collaborative architecture, (ii) a multimodal perception system; and (iii) predictive planning with multimodal trajectory forecasting.

Vehicle-Cloud Collaborative Architecture

Traditional autonomous mining systems have historically relied heavily on centralized, cloud-based dispatching. We have taken a fundamentally different approach, by designing a next-generation vehicle-cloud collaborative architecture that prioritizes edge autonomy while integrating cloud-based intelligence for strategic coordination.

At the core of this design is a layered decision-making framework: real-time perception, localization, prediction, and control are all executed on the vehicle itself, enabling continuous operation even in low-connectivity environments. The cloud layer focuses on high-level task scheduling, fleet coordination, and long-horizon planning. Compared to cloud-dependent legacy architectures, our system delivers higher operational resilience, better fault tolerance, and significantly improved adaptability, particularly in remote mining areas where network infrastructure is limited or intermittent. This architecture is purpose-built to support autonomy at scale.

Multimodal Perception System

Our proprietary multimodal perception system fuses LiDAR, cameras, and other sensors to generate a unified, real-time view of the mining environment. Using a deep-learning framework, it robustly detects obstacles, personnel, and equipment. Optimized for mining, our algorithms differentiate uneven ground from safe paths and distinguish similarly shaped machinery, improving path planning and safety. The system maintains high detection accuracy in heavy dust, rain, snow, poor lighting, or vibration, enabling reliable operation under extreme conditions.

Predictive Planning with Multimodal Trajectory Forecasting

Our deep-learning-based prediction engine anticipates the motion and intent of over 20 dynamic agents, including manned vehicles and mobile equipment, across high-interaction scenarios like intersections, merging zones, and unstructured roads. It combines trajectory forecasting with conflict resolution, blind-spot avoidance, and energy-aware path planning to support safe, stable decision-making in fast-changing mine environments. This capability enables trucks to operate beyond closed-loop settings, powering mixed-fleet collaboration across the full load-haul-dump cycle. Our algorithm has been ranking first in the Multi World Forecasting leaderboard of the *Argoverse 2* Motion Forecasting Challenge since September 2024, making us the only provider in the industry with a proven system for coordinated mixed operations: mixed traffic, mixed loading, and mixed dumping.

Vehicle Stability Technologies

To ensure traction and balance on slippery, uneven, and sloped surfaces, we developed a real-time vehicle stability system that integrates anti-slip control with adaptive drive force distribution. It monitors grip, gradient, and load conditions to adjust speed and body posture on the fly, keeping trucks stable even in ice, snow, or loose mining environments. This system reduces skidding and rollback risk while maintaining throughput in challenging environments.

High-Reliability Localization Technologies with Less Reliance on Prior Information

Traditional autonomous systems rely on prior information and RTK signals, which are often unreliable in high-altitude or low-connectivity zones. Our system uses a hybrid localization approach, fusing LiDAR, vision, and inertial information with learned trajectories and improves adaptability to the diverse mining environments.

AI Development Toolchains

AI Agent-Based Simulation

We have built a simulation framework where virtual vehicles act like real ones, making independent decisions, reacting to obstacles, and coordinating in dense traffic. Unlike rule-based simulations, our agent-driven system creates realistic, high-risk scenarios that help uncover edge cases and stress-test autonomy before real-world deployment.

Test Case Generation Using AIGC Technologies

To accelerate training, we use automated data processing techniques to expand our training datasets and test cases with diverse operating conditions. This approach enables us to efficiently produce large volumes of high-quality training data and test cases, improve model robustness without requiring extensive real-world data.

Self-Reinforced AI Models

Our self-reinforced AI models leverages over six million autonomous trips across complex mining environments, supporting three software generations and 100+ iterative updates. It captures high-volume driving data from LiDAR, radar, cameras, vehicle controls, and dispatch systems to continuously improve perception, prediction, and decision-making. Pre-labeled objects accelerate annotation, with human review ensuring accuracy, while edge cases are flagged to build a scenario library for retraining. Real-world cases are simulated to test algorithms under extreme conditions.

Continuous Integration & Deployment Pipeline

Our toolchain automates the full software lifecycle, from code to deployment. It supports both scheduled and on-demand builds (CI), runs automated simulation and hardware-in-the-loop tests (CT), and pushes validated versions directly to deployment environments for staging or release (CD). This closed-loop system improves speed, consistency, and quality across all deployments.

Intelligent Mine Operations

We use real-time analytics and simulation technology to optimize fleet coordination, dispatch, maintenance, and energy planning. Our system integrates live environment and operational data to support intelligent decision-making. A central dashboard visualizes site activity, enables route planning, flags anomalies, and allows historical playback for safety review, enabling multi-vehicle tracking and remote video access. Predictive maintenance leverages AI to monitor key components, forecast failures, and trigger automated tasks, such as optimized tire replacement, reducing downtime and improving reliability.

Trusted Cloud Infrastructure

We have implemented a secure cloud infrastructure to support large-scale autonomous mining operations. In 2024, we adopted China's commercial cryptographic standards and enhanced key management to ensure safe data transmission under complex network conditions. Our modular business platform connects workflows across extraction, transport, safety, and maintenance, enabling rapid deployment and real-time cross-module responses, such as auto-dispatch adjustments triggered by safety alerts, to improve operational efficiency and resilience.

Universal Safety Framework (USF)

Safety and reliability are paramount for autonomous mining. The Company's full-stack Universal Safety Framework (USF) integrates hardware, software, connectivity, and operational protocols, embedding redundancy at every layer. Critical functions are backed by overlapping sensors and independent algorithms, while redundant drive-by-wire architecture and ISO 26262-compliant safety software ensure functional safety. Operational procedures, site boundaries, and emergency protocols support scalable, reliable deployment. The USF underpins our solutions, including our Flexible Software Platform, AI algorithms, Intelligent Mine Operations, and Trusted Cloud Infrastructure, ensuring safe and resilient operations across all mining sites.

R&D Team and Capabilities

We have established a proprietary R&D platform supported by leading universities and research institutions, focused on autonomous driving and vehicle development, including operational efficiency, drive-by-wire systems, core hardware reliability and software-hardware integration through systems. As of December 31, 2025, our R&D team comprised more than 400 employees, over one-third holding master's degrees or higher, and held 242 granted patents in the PRC and 43 PCT applications covering autonomous driving systems, drive-by-wire platforms, cloud control and dispatch algorithms. Our capabilities have also been recognized internationally, including ranking first in motion forecasting at the ArgoVerse 2 Challenge. We follow a full-cycle R&D framework spanning early-stage research, deployment evaluation, product design and algorithm development, with core algorithms developed in-house and strategic OEM co-development of vehicle platforms, supported by enterprise-level IP protection and data security measures.

MARKETING AND BRANDING

We primarily drive customer acquisition through a direct sales model, building long-term partnerships with mining companies and contractors. In our early stages, we deployed our own autonomous fleets to demonstrate safety and accelerate adoption, transitioning over time to customer-led expansion.

We view brand strength as a key growth driver. Our strategy combines technology innovations, multi-channel exposure, and strategic communications, including collaboration with leading universities, participation in industry exhibitions, and engagement with mining and new energy leaders, to reinforce credibility, trust, and market influence.

OUR CUSTOMERS

We primarily serve mining companies and their contractors, who are the end users of our autonomous driving solutions. These customers are typically large state-owned or major private mining firms, with rigorous technical standards and strong commitments to automation and digital transformation. We focus on customers with high technological acceptance and solid financial profiles, enabling us to scale pilot deployments into multi-site rollouts. Benchmark deployments at sites with strong local presence help drive broader adoption. During the Track Record Period, new customers were primarily acquired through referrals, which accounted for over 91.3% of total revenue, and we served 13, 24, and 52 customers in 2023, 2024, and 2025, respectively.

In limited cases, mining trucks are purchased by mine owners rather than contractors. This is because some mine owners operate their mining projects directly, either on their own or through group companies. For these mine owners, truck ownership forms part of their self-operated production arrangements. These mine owners are therefore willing to bear the related depreciation and asset ownership costs because they retain control over the mining assets, schedule and operating process. This customer type has historically represented a relatively small portion of our revenue, as our principal customers remain contractors.

Mining transport systems require high safety, uptime, and customization, making supplier switching costly. Our solutions are tightly integrated with vehicle hardware, resulting in high retention and repeat purchase rates. As of December 31, 2025, nearly all deployments were multi-phase, with fleet expansion under the same customer.

The following sets forth salient terms of standard agreements with our customers under the customer-provided fleet model:

- ***Mining Trucks and Solution Specifications.*** Under our customer-provided fleet model, customers may either procure trucks directly from us, or procure trucks from an OEM selected by the customer, provided such trucks are jointly defined and validated by us and the OEM to ensure system compatibility. In both cases, the trucks are equipped with our mining autonomous driving solutions and systems. The contracts typically specify the models, quantities, configurations, and functional features of the mining trucks and the solutions to be deployed.

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- **Pricing.** In most cases during the Track Record Period, the charge of our solutions under customer-provided fleet model are tied to the volume of material transported. The transported volume is jointly measured, verified, and confirmed by both the customer and us through monthly statements, which serve as the basis for billing. We are also exploring a new model in which our solutions are charged at a fixed price per truck. For details, see “— What We Offer — Our Business Model — how we deliver our solutions and generate revenue”
- **Payment.** Our services are billed periodically as outlined in the contract, with payments due within an agreed-upon timeframe following each settlement. Payment for our trucks should be made according to the schedule set forth in the contract, typically involving an initial prepayment followed by the remaining balance upon our confirmation that the order is ready for delivery.
- **Duration.** The duration of our service period typically aligns with the timeline and requirements of the relevant mining deployment.
- **Delivery.** For solution sales, we handle on-site deployment and system configuration at the designated mining locations specified in the contract. For truck sales, we oversee delivery to the contracted mining sites.
- **Warranty.** If the customers purchase the autonomous mining trucks from us, we will provide maintenance, inspection, and repair or replacement services for our mining trucks or related components free of charge for quality issues other than damages caused by improper use by the customers.
- **Confidentiality.** All confidential information disclosed by either party must not be shared with any third party without prior written consent.
- **Intellectual Property.** We retain ownership of all intellectual property held by us or developed under the contract. Customers are granted a right to use such intellectual property as needed to access the contracted services.
- **Termination.** The contracts can be terminated only by mutual agreement of the party.

The following sets forth salient terms of standard agreements with our customers under the Company-provided fleet model:

- **Mining Trucks and Solution Specifications.** Our customers typically set forth in the contract specific vehicle and solution specification requirements for the trucks and solution they ordered, such as model, quantity, configuration and features.
- **Pricing.** Customers typically pay us on a recurring basis for the mining autonomous driving services. Fees are generally tied to the volume of material transported, with pricing commonly calculated on a per-cubic-meter or per-tonne basis. This rate may vary from deployment to deployment based on factors such as haul distance, slope conditions, and overall site complexity. The transported volume is jointly measured, verified, and confirmed by both the customer and us through monthly statements, which serve as the basis for billing.
- **Payment.** Our services are typically charged by installments during our service period and customers are required to make payment shortly after each monthly settlement.
- **Duration.** The duration of our service period typically depends on specific mining deployments. Our contracts are typically concluded and extended on a yearly basis.
- **Termination.** Each party has the right to terminate the contract in the event of a material breach by the other party, or upon mutual agreement.

Top Five Customers

During the Track Record Period, we derived a substantial majority of our revenues from our Closed-Environment Autonomous Mining Trucks Products and Solutions. During each year of the Track Record Period, the combined revenues generated from our five largest customers were RMB255.8 million, RMB825.2 million, and RMB949.9 million, respectively, representing 94.4%, 83.7% and 66.3% of our revenue, respectively. Revenues generated from our single largest customer in the same periods were RMB112.9 million, RMB537.1 million, and RMB511.9 million, respectively, representing 41.7%, 54.5%, and 35.7% of our revenue, respectively.

During the Track Record Period, a significant portion of our revenue was derived from a limited number of customers. In particular, we have established a strong commercial relationship with Customer H which, according to Frost & Sullivan, is one of the largest open-pit general contractors in Northwest China and currently contributes a substantial portion of our revenue. Based on publicly available corporate filings and the information provided by Customer H, Customer H is a PRC private company engaged in mining engineering/operations contracting and related services. According to Frost & Sullivan, our level of revenue concentration is in line with the industry norm, as a limited number of customers typically contribute a significant portion of total revenue in the commercial vehicle intelligent driving solutions market.

According to the information publicly available, the ultimate beneficial owner of Customer H is Mr. Cui Changbin (崔長斌), who is an Independent Third Party and holds approximately 90% equity interest in Customer H. The remaining 10% equity interest in Customer H is owned by Mr. Huang Haike (黃海科), who is an Independent Third Party. To the best of our knowledge, there are no other individuals or entities that exercise control over Customer H. Additionally, as already disclosed elsewhere in the Prospectus (see “History, Development and Corporate Structure — Pre-IPO Investments — 5. Information about the Pre-IPO Investors”), as of the date of this Prospectus, Mr. Cui, through Hainan Lingnuo Zhonghe Trading Co., Ltd.* (海南凌諾眾合商貿有限公司) (“**Hainan Lingnuo**”), which is owned by him as to 90.0%, holds an interest in two of the Company’s shareholders, namely (i) Jiaxing Chenyi Venture Capital Partnership Enterprise (Limited Partnership) (嘉興辰易創業投資合夥企業(有限合夥)) (“**Jiaxing Chenyi**”), where Hainan Lingnuo as a limited partner holding approximately 40.4297% partnership interests therein, and (ii) Shanghang County Xinghang Chaozhi Venture Capital Partnership Enterprise (Limited Partnership) (上杭縣興杭朝智創業投資合夥企業(有限合夥)) (“**Xinghang Chaozhi**”), where Jiaxing Chenyi as a limited partner holding approximately 48.7805% partnership interests therein and Jiaxing Chenyi is in turn held as to 40.4297% by Hainan Lingnuo as mentioned above.

We believe our relationship with Customer H is mutually beneficial and performance-driven. As the principal general contractor for multiple large-scale mining sites in Northwest China, Customer H plays a critical role in the regional deployment of mining autonomous driving solutions. According to publicly available information, Customer H has become one of the largest technology-driven mining contractors in the country, especially Northwest China. For us to participate in major deployments in the region, we consider it commercially and operationally necessary to engage with Customer H. Likewise, while maintaining strategic partnerships with several major enterprises that are listed companies for the procurement of mining equipment and autonomous driving solutions, Customer H has continued to select our solutions due to their demonstrated reliability, scalability, and cost-effectiveness.

The significant increase in revenue from Customer H between 2023 and 2024 can be attributed to several key factors. The engagement evolved from a pilot program to a full-scale deployment. After initially adopting our solutions on a smaller scale in 2023, Customer H expanded its partnership in 2024, deploying a significantly larger fleet of autonomous mining trucks across multiple sites where they acted as a contractor. This growth also reflects Customer H’s recognition of our technical capabilities and track record, as our solutions have consistently delivered reliability, scalability, and cost-effectiveness in complex mining environments. Furthermore, Customer H’s position as the leading contractor for large-scale open-pit mining projects in Northwest China provided the opportunity to expand our solutions across its mining sites, driving both deployments and revenues. This revenue increase aligns with our commercialization strategy, which prioritizes deep technical integration with high-quality customers rather than pursuing fragmented customer acquisition.

During the Track Record Period, both of our solutions, i.e. (i) Closed-Environment Autonomous Mining Trucks Products and Solutions (including customer-provided fleet and Company-provided fleet models) and (ii) Mining Digitalization Solutions, were deployed in multiple open-pit coal mines where Customer H acted as a contractor. The number of active autonomous mining trucks at these sites vary, depending on each site’s operational capacity and deployment phase. Specifically, 143, 347 and 788 active autonomous mining trucks, respectively, were deployed in these mining sites as of December 31, 2023, 2024 and 2025. In addition, the cumulative annual volume of materials transported at these mining sites was approximately 3.4 million cubic-meters, 81.4 million cubic-meters and 146.1 million cubic-meters for the years ended December 31, 2023, 2024 and 2025, respectively. These figures appear to indicate that the growth in transported volumes did not increase in proportion to the growth in the number of active autonomous trucks. Nonetheless, we believe that this disproportion is primarily attributable to the varying ramp-up stages, utilization levels and operating conditions across Customer H’s mining sites during the relevant years, and that Customer H’s adoption of our solutions was generally commensurate with its growing scale of operation during the same period. The growing safety requirements in the mining sector have driven the increased demand for mining autonomous driving solutions in 2023. Consistent with industry practice for first-time deployments of mining autonomous driving solutions, our initial cooperation with Customer H was conducted on a limited scale to allow for technical validation and operational integration, and as Customer H gained confidence in the reliability and performance of our solutions, supported by our track record in early-stage deployments, it progressively expanded the scope and scale of its adoption across additional mining sites. In addition, the utilization level of the autonomous mining trucks at Customer H’s mining sites has generally increased during the Track Record Period and has reached a level where all such trucks are fully allocated to active production operations.

The following table sets forth a breakdown of annual volume of materials transported by the autonomous mining trucks deployed at Customer H’s mining sites by revenue model.

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	For the Year Ended December 31,		
	2023	2024	2025
	<i>(cubic-meters in thousands)</i>		
Customer-Provided Fleet Model	—	14,734	66,696
Company-Provided Fleet Model	3,375	66,664	79,440
Total	<u>3,375</u>	<u>81,399</u>	<u>146,136</u>

The significant increase in material transport volumes in 2023, 2024 and 2025, relative to the growth in the number of active autonomous mining trucks as of December 31, 2023 and 2024 and 2025, was primarily attributable to three factors: (i) the demand for mining autonomous driving solutions increased in line with the growing safety requirements in 2023, thereby triggering our collaboration with Customer H; (ii) as 2023 represented the initial deployment year, during which our solutions at Customer H's mining sites only commenced in the second half of the year and were still undergoing commissioning and ramp-up, resulting in lower utilization levels and correspondingly lower transported volumes; and (iii) as we continue to improve our technologies to reach a higher utilization level of truck efficiency and operations transitioned into more stable phases in 2024 and 2025, the deployed autonomous mining trucks achieved high and consistent operational performance.

We believe revenue concentration during the early stages of commercialization is primarily the result of our deliberate go-to-market strategy and reflects both the nature of our industry and the scale dynamics of autonomous mining deployment, rather than any structural over-dependence on a single customer. Given the high safety and reliability requirements associated with autonomous operations, our commercialization strategy has focused on achieving deep technical integration and successful delivery with a select group of high-quality customers. We have prioritized building repeatable, scalable success cases over rapid customer expansion. Our customer engagement model follows a spiral growth path, beginning with small-scale implementation, and expanding upon demonstrated operational and cost efficiency. We believe this organic growth trajectory inherently results in early-stage revenue concentration, which is expected to normalize as our customer base expands.

We do not believe this customer concentration reflects structural reliance or introduces material risk. Furthermore, we have signed strategic cooperation agreements with several new customers across Northwest China, and are actively expanding our presence in key overseas markets. As these deployments scale, we expect our revenue base to become increasingly diversified and customer concentration to decline accordingly.

To the best of our knowledge, Shanghai Chentao is the general partner, and Mr. Lin Xinzheng (林新正) is the sole limited partner of a limited partnership which was interested in approximately 28% of Customer F below as of the Latest Practicable Date. In addition, Customer J was our investee in which we owned 5.00% of equity interest, whose ultimate beneficial owner was an Independent Third Party, as of the Latest Practicable Date. Customer L was a joint venture formed by us and two other entities in which we owned 33.33% of equity interest as of the Latest Practicable Date, and neither us nor the other two entities had control over Customer L. In addition, the chairman and controlling shareholder of Customer K is Mr. Yu Haibo (于海波), who is a connected person at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules. Customer Q, which is an associate of Mr. Yu, is also a connected person of our Company. Save as disclosed above, during the Track Record Period, (i) our other five largest customers were Independent Third Parties, and none of our Directors, their close associates or any of our other Shareholders (who or which to the knowledge of the Directors owned more than 5% of our issued share capital) had any interest in any of our other five largest customers; and (ii) each of our top five customers is independent from each other.

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Rank	Customer	Type of Sales	Customer Background	Year of Commencing Business Relationship	Revenue (RMB'000)	% of Total Revenue %
For the year ended December 31, 2023						
1 . . .	Customer F	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model)	A company that mainly engages in sales of integrated intelligent mining services, incorporated in 2023 in East China with a registered capital of RMB25.8 million.	2023	112,938	41.7
2 . . .	Customer G	Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company that mainly engages in mining construction engineering, incorporated in 2014 in South China with a registered capital of RMB500.0 million.	2023	56,542	20.9
3 . . .	Customer B	Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company that mainly engages in mining and sales of mining machinery, incorporated in 2015 in Northwest China with a registered capital of RMB105.0 million.	2021	53,443	19.7
4 . . .	Customer H	Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company that mainly engages in mining construction engineering, incorporated in 2010 in Northwest China with a registered capital of RMB120.0 million.	2023	22,600	8.3
5 . . .	Customer I ⁽¹⁾	Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company incorporated in 2020 in Central China that mainly engages in the development, production, and sales of mining equipment, a subsidiary of a group listed on the Shanghai Stock Exchange.	2022	10,281	3.8
For the year ended December 31, 2024						
1 . . .	Customer H	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet and Company-provided fleet models) and Mining Digitalization Solutions	A company that mainly engages in mining construction engineering, incorporated in 2010 in Northwest China with a registered capital of RMB120.0 million.	2023	537,143	54.5
2 . . .	Customer J ⁽²⁾	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model)	A company that mainly engages in engineering technical service and sales of machinery, incorporated in 2024 in North China with a registered capital of RMB10.0 million.	2024	91,593	9.3
3 . . .	Customer K ⁽³⁾	Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company that mainly engages in construction engineering and related services, incorporated in 2023 in Northwest China with a registered capital of RMB20.0 million.	2024	78,971	8.0

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Rank	Customer	Type of Sales	Customer Background	Year of Commencing Business Relationship	Revenue (RMB'000)	% of Total Revenue
4 . . .	Customer L ⁽⁴⁾	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model)	A company that mainly engages in engineering management services and sales of equipment, incorporated in 2024 in Northwest China with a registered capital of RMB20.0 million.	2024	65,230	6.6
5 . . .	Customer M	Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company that mainly engages in mining construction engineering, incorporated in 1993 in Central China with a registered capital of RMB310.0 million.	2023	52,251	5.3
For the Year Ended December 31, 2025						
1 . . .	Customer H	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model) and Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company that mainly engages in mining construction engineering, incorporated in 2010 in Northwest China with a registered capital of RMB120.0 million.	2023	511,877	35.7
2 . . .	Customer Q	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model)	A company that mainly engages in leasing of machinery and equipment, construction engineering, incorporated in 2023 in Tongliao, Inner Mongolia with a registered capital of RMB20.0 million.	2025	153,491	10.7
3 . . .	Customer N	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model)	A company that mainly engages in rental of computer and communication equipment, machinery vehicle equipment, incorporated in 2012 in Beijing with a registered capital of RMB1,615.1 million.	2025	146,011	10.2
4 . . .	Customer P	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model) and Closed-Environment Autonomous Mining Trucks Products and Solutions (company-provided fleet model)	A company that mainly engages in civil engineering and construction industry, incorporated in 2016 with a registered capital of RMB280.0 million.	2025	71,164	5.0
5 . . .	Customer R	Closed-Environment Autonomous Mining Trucks Products and Solutions (customer-provided fleet model)	A company that mainly engages in civil engineering and leasing of construction machinery and equipment, incorporated in January 2021 in Xinjiang with a registered capital of RMB30.0 million.	2025	67,345	4.7

- (1) Customer I and Supplier D are the same entity. For details, see “— Overlapping Between Customers and Suppliers”.
- (2) We hold a 5% equity interest in Customer J, which we jointly established with the controlling shareholder of Customer J (the “Customer J Controlling Shareholder,” an individual independent of the Group) an individual independent of the Group as a dedicated platform to strengthen our partnership with the Customer J Controlling Shareholder, based on our shared belief that autonomous driving will become the dominant mode of mining transportation. Our rationale for participating was to benefit from the Customer J Controlling Shareholder’s extensive operating experience and deep access to local mining projects, while for the Customer J Controlling Shareholder, the

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joint venture provided a platform to apply and expand his capabilities in the mining industry in collaboration with what he viewed as the most advanced and commercially proven autonomous driving solutions provider. The establishment of Customer J reflects a mutually reinforcing relationship: for us, a strategic channel to deepen cooperation with a key industry partner; and for the Customer J Controlling Shareholder an opportunity to showcase and scale his operational expertise through partnership with us.

- (3) The significant increase in revenue contributed by Customer K was primarily attributable to structural changes in the contracting arrangement of a major mining site located in Northwest China that contributed significantly to our revenues, where the mine contractor was changed from a third party to Customer K, resulting in Customer K directly assuming the role of procuring mining transportation solutions from us in 2024. Customer K is an engineering company established to provide mining services at the foregoing mine and led by its chairman and controlling shareholder Mr. Yu Haibo (于海波), a connected person at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules), who has extensive experience in mine operations, including mine transportation. The chairman and controlling shareholder also maintains long-standing business relationships with multiple mining companies and their general contractors, which has enabled Customer K to expand its involvement in large-scale mining projects beyond the aforementioned site.
- (4) Customer L was incorporated as a joint venture vehicle with the defined purpose of supporting the deployment of autonomous mining trucks and related solutions for projects secured by its shareholders. We hold a 33% equity interest in Customer L and do not have control over the joint venture, whose other shareholders are: (i) Customer H and (ii) Ms. Pan Yaru (潘亚茹), the spouse of the chairman and controlling shareholder Mr. Yu Haibo (于海波) of Customer K. Ms. Pan Yaru (潘亚茹) is a registered shareholder of Customer L, designated by her spouse pursuant to the joint venture agreement under which Customer L was formed. Pursuant to the same agreement, the joint venture will engage us on an exclusive basis to provide autonomous driving technology services, with the relevant agreement entered into between the joint venture (or another entity jointly designated by the parties) and us, and the joint venture (or such designated entity) paying us the corresponding service fees.

As stipulated in the joint venture agreement under which Customer L was formed, Customer L is owned as to 34% by Customer H and 33% by Ms. Pan Yaru (潘亚茹), a connected person at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules. In addition to Customer L, we have also established corporations with Ms. Pan Yaru (directly or through entities controlled by her) for the purpose of undertaking specific engineering and construction projects. These include: (i) Xinjiang Hanxiang Engineering Co., Ltd.* (新疆瀚祥工程有限公司); and (ii) Xinjiang Lanbang Construction Machinery and Equipment Trading Co., Ltd.* (新疆蓝邦工程机械設備貿易有限公司), a non-wholly-owned subsidiary of our Company. Additionally, Xinjiang Hanxiang Earthwork Engineering Co., Ltd. (新疆瀚祥土方工程有限公司) (formerly known as Inner Mongolia Hanxiang Earthworks Engineering Co., Ltd.* (內蒙古瀚祥土石方工程有限公司)), in which Ms. Pan Yaru holds a 50% equity interest, is a limited partner of Jiaying Chenyi, which in turn has invested in us, including indirect investment through Xinghang Chaozhi. We have also entered into transactions with certain associates of Ms. Pan Yaru and her spouse, being connected persons at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules), in our ordinary course of business which will continue after the Listing, constituting our continuing connected transactions under the Listing Rules. For further details of such transactions, see “Continuing Connected Transactions”. Save as disclosed above, to our best knowledge, we have no other past or present relationship (whether of a business, employment, trust, financing or similar nature) with Ms. Pan Yaru and Mr. Yu Haibo. For additional information about our relationship with Ms. Pan Yaru, Mr. Yu Haibo and their associates, see “History, Development and Corporate Structure — Our Corporate Structure” and “Continuing Connected Transactions.”

The salient terms of our transactions with five largest customers are comparable to those of our transactions with its other independent customers. These transactions were conducted on an arm’s length basis and on normal commercial terms. The contractual terms with these customers were subject to our standard internal review and approval procedures and are consistent with our ordinary course practices. In particular, there are no additional material preferential terms were granted to these customers that are not generally available to other independent customers, and none of the contracts with these customers contain any arrangements for guaranteed gross profit margin or similar terms.

OUR SUPPLIERS

We collaborate with a broad network of suppliers, providing essential components such as chassis, mining trucks, maintenance accessories, controllers, batteries, and other critical equipment required to deliver our solutions. We have built a multi-layer supplier system by working with top mining equipment manufacturers and specialist parts suppliers, enabling us to deliver stable and reliable solutions to our customers.

The following sets forth salient terms of standard agreements with our suppliers:

- **Product and Service Specification.** The contracts set forth specific name, model, price, quantity and other detailed characteristics of the products ordered, as well as the price and scope of manufacturing, equipment and other ancillary services provided.
- **Payment.** Our payment terms generally include an initial prepayment following contract effectiveness, with the remaining balance payable after delivery and acceptance in accordance with the agreed timeline.

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- **Delivery and Acceptance.** Suppliers are required to deliver the products which are completed with manufacturing, equipment or other services, and we are required to inspect the products, in accordance with the place and schedule set forth in the contracts.
- **Warranty.** Suppliers are generally responsible for providing free repair services during the warranty period, as well as ongoing technical support and consultation, in accordance with the terms agreed in the contract. Major suppliers typically offer warranties based on a defined warranty schedule, while original equipment manufacturers provide component-level warranties subject to time-based, generally up to mileage-based limits, generally up to 200,000 miles, and other major suppliers generally offer warranties for around 36 months.
- **Quality Control.** Suppliers shall ensure that the products provided are new and comply with applicable national, industry and mutually agreed standards. We reserve the right to reject, return, or request replacement or repair of any products that fail to meet such standards, at the supplier's expense.
- **Confidentiality.** Confidential information exchanged between the parties must not be disclosed to any third party without prior written consent.
- **Termination.** Each party has the right to terminate the contracts in the event of a material breach by the other party, or by mutual agreement.

In some cases, we lease trucks from third-party lessors for use in delivering our mining autonomous driving solutions to customers. The relevant leasing contracts typically specify the truck models, lease term, rental payment arrangements, and permitted usage. We remain responsible for any incidents arising from the use of leased trucks during the lease term.

Supply Chain and Inventory Management

During the Track Record Period and up to the Latest Practicable Date, we did not experience material supply shortages or delays, and our materials were free of tariffs, sanctions, or export restrictions. To mitigate risk and enhance flexibility, we actively manage supplier concentration and lead the design of key system components, standardizing interfaces and protocols from 2021 to 2024 to reduce customization needs. Supplier selection and performance management assess delivery, financial strength, and risk resilience, while service-based procurement typically involves competitive tendering among at least three vendors. Our inventory, primarily raw materials and contract costs in progress, amounted to RMB8.5 million, RMB50.6 million and RMB128.0 million as of December 31, 2023, 2024 and 2025, and is managed on an order-based plan closely aligned with production and sales.

Top Five Suppliers

During each year of the Track Record Period, the aggregate purchase amounts from our five largest suppliers were RMB383.5 million, RMB834.5 million, and RMB1,085.7 million, representing 62.7%, 54.3%, and 60.0% of our total purchase amount, respectively. The purchase amounts from our single largest supplier in the same periods were RMB260.5 million, RMB443.8 million, and RMB604.0 million, representing 42.6%, 28.9%, and 33.4% of our total purchase amount, respectively.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any significant fluctuation in prices set by our suppliers or material breach of contract on the part of our suppliers. To the best of our knowledge, (i) none of our Directors, their close associates or any of our Shareholders (who or which to the knowledge of the Directors owned more than 5% of our issued share capital) had any interest in any of our five largest suppliers; and (ii) each of our top five suppliers are independent from each other.

Rank	Supplier	Type of Purchase	Supplier Background	Credit Terms	Year of Commencing Business Relationship	Purchase Amount (RMB'000)	% of Total Purchase Amount %

For the year ended December 31, 2023

1 . . .	Supplier F	Chassis and maintenance accessories	A company that mainly engages in mining equipment and aerial work machinery manufacturing, incorporated in 2012 in East China with a registered capital of RMB554.0 million.	10 days; bank transfer	2022	260,459	42.6

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Rank	Supplier	Type of Purchase	Supplier Background	Credit Terms	Year of Commencing Business Relationship	Purchase Amount (RMB'000)	% of Total Purchase Amount %
2 . . .	Supplier G	Batteries	A company that mainly engages in new energy equipment and battery production, incorporated in 2016 in North China with a registered capital of RMB252.5 million.	1 year; bank transfer; and/or commercial bills	2023	44,653	7.3
3 . . .	Supplier E	Petroleum	A company incorporated in 1985 in North China that mainly engages in the retail of petroleum products, a subsidiary of a group listed on the New York Stock Exchange, Shanghai Stock Exchange and the Stock Exchange.	Prepayment; bank transfer and/or commercial bills	2021	44,310	7.2
4 . . .	Supplier H	Motors	A company that mainly engages in the production of motors for new energy vehicles and construction machinery, incorporated in 2006 in East China with a registered capital of RMB112.8 million.	60 days; bank transfer and/or commercial bills	2023	18,006	2.9
5 . . .	Supplier I	Controllers	A company incorporated in 2008 in East China that mainly engages in the production and sales of industrial automation control software and hardware, a subsidiary of a group listed on the Shenzhen Stock Exchange.	60 days; bank transfer and/or commercial bills	2023	16,093	2.6
For the year ended December 31, 2024							
1 . . .	Supplier C	Chasses and maintenance accessories	A company incorporated in 2009 in Northwest China that mainly engages in the manufacturing of engineering equipment, listed on the Beijing Stock Exchange.	60 days; bank transfer and/or commercial bills	2019	443,815	28.9
2 . . .	Supplier F	Chasses and maintenance accessories	A company that mainly engages in mining equipment and aerial work machinery manufacturing, incorporated in 2012 in East China with a registered capital of RMB554.0 million.	10 days; bank transfer; and/or commercial bills	2022	149,889	9.7
3 . . .	Supplier D	Chasses and maintenance accessories	A company incorporated in 2020 in Central China that mainly engages in the development, production, and sales of mining equipment, a subsidiary of a group listed on the Shanghai Stock Exchange.	Prepayment; bank transfer and/or commercial bills	2019	90,003	5.9

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Rank	Supplier	Type of Purchase	Supplier Background	Credit Terms	Year of Commencing Business Relationship	Purchase Amount (RMB'000)	% of Total Purchase Amount %
4 . . .	Supplier G	Batteries	A company that mainly engages in new energy equipment and battery production, incorporated in 2016 in North China with a registered capital of RMB252.5 million.	60 days; bank transfer and/or commercial bills	2023	82,099	5.3
5 . . .	Supplier J	Petroleum	A company incorporated in 1999 in North China that mainly engages in the exploration, production, and sales of petroleum and natural gas, listed on the New York Stock Exchange, Shanghai Stock Exchange and the Stock Exchange.	Prepayment; bank transfer and/or commercial bills	2024	68,725	4.5

For the Year Ended December 31, 2025

1 . . .	Supplier C	Chassis and maintenance accessories	A company incorporated in 2009 in Northwest China that mainly engages in the manufacturing of engineering equipment, a subsidiary of a listed company on the Beijing Stock Exchange.	60 days; bank transfer and/or commercial bills	2019	604,019	33.4
2 . . .	Supplier K	Trucks or chassis	A company that mainly engages in rental of construction machinery and equipment, sales of mining equipments, incorporated in 2021 in Northwest China with a registered capital of RMB10 million.	15 business days upon receipt and invoicing; bank transfer and/or commercial bills	2025	336,283	18.6
3 . . .	Supplier M	Truck accessories	A company that mainly engages in manufacture and sales of smart vehicle equipment, cloud computing equipment technical services, incorporated in 2022 in Southwest China with a registered capital of RMB200 million.	Prepayment; bank transfer and/or commercial bills	2024	49,132	2.7
4 . . .	Supplier N	Truck accessories	A company incorporated in 2014 in South China that mainly engages in research, development, design, sales and leasing of electronic products and applications in robotics, industrial safety and autonomous driving, listed on the Stock Exchange of Hong Kong, with a registered capital of RMB620 million.	30 days; bank transfer and/or commercial bills	2023	49,040	2.7

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Rank	Supplier	Type of Purchase	Supplier Background	Credit Terms	Year of Commencing Business Relationship	Purchase Amount (RMB'000)	% of Total Purchase Amount %
5 . . .	Supplier O	Truck accessories	A company incorporated in 1996 in Southwest China that mainly engages in the research, development, manufacturing and sales of tires for commercial vehicles and engineering machinery, listed on the Shenzhen Stock Exchange, with a registered capital of RMB1,554 million.	30 days; bank transfer and/or commercial bills	2022	47,235	2.6

OVERLAPPING BETWEEN CUSTOMERS AND SUPPLIERS

To the best knowledge of our Directors, during the Track Record Period, certain of our top customers are also our suppliers, and certain of our top suppliers are also our customers. The following table sets forth details of these overlapping parties and the nature of their respective transactions with us.

Customer/Supplier	Year	Revenue (RMB in thousand)	Purchase Amount (RMB in thousand)	Reasons for Overlapping
Customer B	2023 2024 2025	53,443 2,068 –	3,801 223 –	We provided Closed-Environment Autonomous Mining Trucks Products and Solutions to Customer B at mining sites operated by it, while we leased their supporting equipment such as ancillary machinery and procured related services from Customer B necessary to support the deployment and operation of our solutions.
Customer F	2023 2024 2025	112,938 – –	– 31,521 –	Customer F was an investee of a company listed on the Shenzhen Stock Exchange and was established as the listed company's vehicle-holding platform to support its potential development of a mining autonomous driving business. In July and October 2023, Customer F purchased autonomous mining trucks which, to our knowledge, have since been primarily used by Customer F for leasing purposes. We leased certain vehicles from Customer F for relatively short durations in 2024, to supplement our then existing fleet at certain operating mining sites.

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Customer/Supplier	Year	Revenue (RMB in thousand)	Purchase Amount (RMB in thousand)	Reasons for Overlapping
Customer H	2023	22,600	–	We provided Closed-Environment Autonomous Mining Trucks Products and Solutions to Customer H at mining sites operated by it, while we leased their supporting equipment such as dozers and other ancillary machinery as well as procured electricity and related services from Customer H necessary to support the deployment and operation of our solutions.
	2024	537,143	17,889	
	2025	511,877	22,771	
Customer I/ Supplier D . . .	2023	10,281	15,342	We provided Closed-Environment Autonomous Mining Trucks Products and Solutions to Customer I/Supplier D at mining sites operated by it. At the same time, we procured non-powered chassis, various components, and assembly services from Customer I/Supplier D for the manufacturing of autonomous mining trucks.
	2024	8,755	90,003	
	2025	16,536	8,318	
Customer J	2023	–	–	We provided Closed-Environment Autonomous Mining Trucks Products and Solutions to Customer J, a seasoned fleet operator, and engaged it to provide fleet operation support at the mining sites where our solutions are deployed to complement our offerings.
	2024	91,593	19,513	
	2025	154	31,460	
Customer G	2023	56,542	–	We provided Closed-Environment Autonomous Mining Trucks Products and Solutions to Customer G; in 2025, we sponsored a conference hosted by Customer G, which was recorded as purchase from the said customer.
	2024	27,594	–	
	2025	2,443	47	
Supplier C	2023	–	–	We provided drive-by-wire and electrical/electronic systems to Supplier C and procured non-powered chassis and other components as well as assembly services for the manufacturing of autonomous mining trucks from Supplier C.
	2024	17,159	443,815	
	2025	13,016	604,019	
Supplier F	2023	2,366	260,459	We procured non-powered chassis and other components from Supplier F used in the manufacturing of autonomous mining trucks, while we provided Supplier F with drive-by-wire and electronic system, and maintenance and repair services.
	2024	8,689	149,889	
	2025	1,682	14,206	

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Customer/Supplier	Year	Revenue (RMB in thousand)	Purchase Amount (RMB in thousand)	Reasons for Overlapping
Customer P/ Supplier K . . .	2023	–	–	We procured drive-by-wire equipments from Supplier K (a distributor of one of our suppliers that is an Independent Third Party), while we provided Closed-Environment Autonomous Mining Trucks Products and Solutions to Customer P at mining sites operated by such customer.
	2024	–	–	
	2025	71,164	336,283	

Negotiations of the terms of our sales to, and purchases from, the customers and suppliers named in the table above were conducted on a transaction-by-transaction basis using independent business terms. Our transactions with these entities were conducted on an arm's-length basis in the ordinary course of our business.

Except as disclosed in the table above, to the best knowledge of our Directors, none of our five largest customers in each period of the Track Record Period was also a supplier, and none of our five largest suppliers in each period of the Track Record Period was also a customer.

ENVIRONMENTAL, SOCIAL, AND GOVERNANCE

ESG Governance Framework

We fully recognize the critical role of environmental and social responsibility in shaping business success. To drive ESG execution, we established a dedicated ESG Task Force, coordinated by the Internal Control Department and involving cross-functional teams.

Post-IPO, we plan to form an ESG Committee, reporting to the Board of Directors. This committee will oversee the effective implementation of ESG policies, track ESG performance metrics, refine strategic direction as needed, and ensure ESG disclosures align with applicable laws and regulations.

Board Diversity

Our Board of Directors consists of nine members, structured to balance deep expertise with diverse perspectives for effective governance. Looking ahead, we aim to further enhance diversity and inclusion to strengthen corporate governance and long-term sustainability. Our board of directors comprises members with diverse backgrounds in terms of age, gender, education, and professional experience. Collectively, they bring expertise across key areas such as investment, technology and corporate management, and have accumulated extensive industry experience.

Product Responsibility & Customer Value

As a pioneer in autonomous mining, we prioritize customer value creation, driving operational transformation through intelligent automation.

- Enhanced Safety: Harsh mining environments present unpredictable terrain and operational hazards. By deeply integrating autonomous driving with smart safety systems, we eliminate human risk factors. We have achieved a six-year zero-casualty safety record, according to Frost & Sullivan, which validates our commitment to “safety through autonomy”.
- Greater Efficiency: Our 24/7 unmanned operations integrate smart dispatch algorithms for dynamic route optimization, reducing transport distances versus manual driving. Each autonomous truck operates up to 110% of human-driven efficiency, and excels in adverse weather conditions, including rain, fog, snow, and dust storms, ensuring continuous and efficient operations. By deploying mining autonomous driving solutions, we reduce labor costs by approximately 80% in 2024, as compared to non-autonomous mining operations, significantly improving overall mining productivity.
- Green Transition: Our new-energy propulsion systems, paired with AI-driven route optimization and intelligent energy management, enable sustainable mining transport. For example, our extended-range EL100 autonomous mining truck delivers a 25-30%

improvement in fuel efficiency compared to traditional diesel models, and our battery-electric models further saves energy costs by over 60% relative to our own extended-range autonomous mining trucks.

- **Sustainable Workforce Transformation:** Mining sites are often in remote regions, requiring continuous operations. Labor shortages remain a persistent issue, exacerbated by an aging workforce. Through automation, we systematically address labor constraints, reducing onsite driver demand while transitioning personnel to higher-value roles such as remote dispatch operations and equipment maintenance.

Climate Action Strategies

Governance & Oversight

We integrate green development into corporate strategy and operations, driving cross-departmental emissions reduction initiatives across HR, Engineering, and R&D. We will further refine climate governance, defining Board and executive oversight roles in environmental risk management.

Risk & Opportunity

Analysis Climate risks — both physical and transitional — directly impact our operational footprint and influence infrastructure resilience and financial planning. As global decarbonization accelerates, we must expand R&D investments in low-carbon technologies and upgrade assets to mitigate transition risks.

Metrics & Targets

Amid growing global focus on climate change and the energy transition, we are advancing energy-efficient technologies and accelerating the development of new-energy autonomous driving solutions. These efforts are aligned with China's "30-60" carbon reduction goals and contribute meaningfully to industry-wide decarbonization and emissions reduction.

The following table sets forth our total greenhouse gas (GHG) emissions, GHG emission intensity, and a breakdown of Scope 1 and Scope 2 emissions for the years indicated.

Category	2023	2024	2025
Total GHG Emissions (tCO ₂ e)	62,619.76	148,872.15	264,023.48
GHG Emission Intensity (tCO ₂ e/RMB million).	229.62	155.16	183.95
Scope 1: Direct Emissions¹			
(tCO ₂ e)	62,514.19	148,750.77	243,031.08
Scope 2: Indirect Emissions² (tCO₂e) . .	105.58	121.37	20,992.4

Note 1: Scope 1 emissions include direct emissions from diesel, gasoline, and Liquefied Natural Gas (LNG) consumption in company-owned commuting and operational vehicles.

Note 2: Scope 2 emissions reflect indirect emissions from purchased electricity consumption.

In 2026, we plan to extend our greenhouse gas monitoring framework to include Scope 3 emissions, covering indirect emissions across the value chain, while continuously strengthening our carbon disclosure system. This will enable more effective emissions management and further advance our corporate climate governance.

We view decarbonization as a core strategic imperative and have integrated climate considerations into our long-term operational planning. As part of our group-wide sustainability roadmap, we have set two key climate-related goals for 2030.

First, we aim to substantially increase the share of new-energy mining trucks across our operating fleet, accelerating the shift toward clean-energy haulage solutions. Second, we target a 30% reduction in greenhouse gas (GHG) emission intensity by 2030, using 2024 as our baseline year. These targets reflect our commitment to aligning business growth with environmental responsibility and supporting the broader low-carbon transition of the mining industry.

We have set long-term carbon reduction goals centered on lowering energy consumption and emission intensity across our operations. A key element of this plan is the large-scale adoption of new-energy mining trucks and the establishment of measurable emission reduction milestones for

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2030. We are also committed to improving resource efficiency and operational performance. In practice, this means reducing energy use per unit of output, investing in technologies that optimize electricity consumption, and promoting conservation awareness among employees. For example, we use visible signage to encourage responsible behavior and promptly repair water pipelines to prevent waste. Looking ahead, we plan to implement additional environmental initiatives aimed at improving both energy and water efficiency.

Environmental Compliance & Resource Efficiency

We maintain full compliance with applicable environmental regulations and actively support national and regional energy efficiency initiatives. In April 2025, we obtained ISO 14001 Environmental Management System certification, underscoring our commitment to responsible and sustainable operations.

While short-term energy consumption has increased due to rapid business growths, we are adopting a data-driven approach to environmental management. Our initiatives focus on optimizing resource use, improving operational efficiency, and systematically reducing energy intensity across our operations.

The following table sets forth our energy and water consumption, as well as corresponding intensity metrics, for the years indicated:

Category	2023	2024	2025
<i>Diesel (10,000 liters)</i>	2,274.27	5,338.82	8,843.6
<i>Gasoline (10,000 liters)</i>	12.73	22.77	37.24
<i>Liquefied Natural Gas (m³)</i>	N/A	1,625	200
<i>Purchased Electricity (10,000 kWh)</i>	19.68	22.62	3,956.35
<i>Total Energy Consumption (tCE)</i>	28,993.23	69,239.58	117,534.34
<i>Energy Intensity (tCE/RMB million)</i>	106.32	72.16	81.89
<i>Water Consumption (tonnes)</i>	617.65	2,595.73	5,204.89
<i>Water Intensity (tonnes/RMB million)</i>	2.26	2.71	3.63

Note: Total energy consumption is calculated based on China's General rules for calculation of the comprehensive energy consumption (GB/T2589-2020).

Air Pollutant Emissions & Clean Transport

Vehicle emissions directly impact air quality in mining operations. We are transforming our fleet's energy structure, reducing reliance on fossil fuel vehicles, and expanding the deployment of new-energy trucks to minimize air pollution. The table below summarizes the emissions of key air pollutants generated by our operational fleet in 2024, along with the corresponding emission intensity.

Pollutant	Emissions (tonnes)
<i>Nitrogen Oxides (NOx)</i>	116.67
<i>Sulfur Oxides (SOx)</i>	0.54
<i>Particulate Matter (PM)</i>	8.39
<i>Total Emissions</i>	125.61
<i>Emission Intensity (tonnes/RMB million)</i>	0.13

We have adopted a wide range of ESG policies covering environmental compliance, resource efficiency, clean transportation, and waste management:

- *Resource efficiency:* We refurbish and reuse faulty autonomous vehicle components, operate a centralized warehouse to better allocate materials, and make use of reusable packaging. Idle spare parts are redistributed to reduce waste.
- *Clean transportation and air quality:* We are rolling out EV charging stations in parking areas at work sites. Tank trucks have been equipped with automated oil extraction systems to prevent leakage and residual pollution. We also mitigate dust and exhaust emissions by installing suppression systems, sprinkling water in work zones, and enforcing strict controls on vehicle exhaust.

- Waste management and recycling: Hazardous and general solid waste from production are disposed of in full compliance with applicable regulations. Discarded parts are evaluated for refurbishment, and materials such as lubricants, tires, and metals are processed by licensed partners. We also repair electrical parts for reuse and recycle valuable components whenever possible to reduce overall waste.

Talent Development & Training

We are committed to building a robust talent development system, offering competitive compensation and benefits while establishing a postdoctoral research program to cultivate high-level industry expertise. Our clear career progression framework ensures employees have well-defined growth opportunities, and we conduct company-wide satisfaction surveys to proactively address employee concerns. We also prioritize physical and mental well-being, organizing regular sports activities and providing housing subsidies, medical check-ups, and holiday support packages.

Occupational Health and Safety

Mining transportation has always been a high-risk area for accidents. We have implemented a comprehensive safety accountability system built around risk tiering and clearly defined responsibilities. Our safety framework covers risk identification across four operational scenarios, including mixed traffic involving manned and unmanned vehicles, electric truck operations, and autonomous haulage. Our self-developed autonomous driving system is designed to completely remove the need for drivers in high-risk areas like deep pits and slopes, ensuring the safety of personnel from the start. By using an intelligent system that connects the vehicle, energy, road, and cloud, we eliminate traditional safety risks faced by drivers and significantly reduce accident rates. In April 2025, we obtained ISO 45001 Occupational Health and Safety Management System certification. In addition, to ensure the well-being of our employees, we offer competitive and steadily increasing salaries, along with various benefits such as five social insurances, one housing fund, commercial insurance, holiday benefits, and project subsidies. We strive to create a simple, focused, and dynamic working environment. To support both the company's and employees' growth, and to help employees adapt their knowledge and skills to changing technologies and the external environment, we provide on-the-job training, college courses, industry visits, and free further education and exams as part of our training and education benefits.

Responsible Supply Chain Management

Our supplier management program covers the entire lifecycle, from sourcing and qualification to performance review and offboarding, governed by detailed internal policies and standard operating procedures. ESG considerations are integrated into our procurement process, with particular focus on product quality, energy efficiency, ethical labor practices, and anti-corruption. New suppliers are screened for compliance with standards such as CCC, RoHS, ISO certifications, and are required to provide declarations on human rights and business ethics.

Anti-Corruption and Ethics

We have established a robust compliance infrastructure with clear anti-bribery and anti-money laundering policies. Key controls include segregation of duties, regular risk assessments, and audit mechanisms across procurement and sales workflows.

All employees are required to sign ethics pledges, and we mandate anti-corruption clauses in contracts with business partners. Regular compliance training and testing are conducted across the organization, and periodic anti-bribery audits are performed, with findings publicly reported within the company.

We also maintain a robust compliance framework designed to prevent bribery, fraud, and money laundering. This framework includes our Anti-Bribery and Anti-Fraud Management System and Anti-Money Laundering Management System. We provide multiple reporting channels, such as email, letters, our corporate website, and our official WeChat account, to enable employees and business partners to report potential misconduct. Reports are investigated by a dedicated internal team, which has authority to take appropriate action.

QUALITY CONTROL

We regard product and solution quality as a core competitive advantage and have implemented a comprehensive quality management system spanning R&D, system integration, delivery, and after-sales service. Standardized processes and continuous improvement, reinforced by management reviews, ensure alignment with evolving business and technology needs.

We maintain rigorous quality controls at critical stages, including vehicle assembly, site deployment, and operational safety assessments. All systems undergo multi-layered testing covering functional performance, system stability, module interoperability, and emergency fallback mechanisms, simulating harsh mining conditions such as dust, steep gradients, and mixed traffic.

Our practices enable consistent, reliable solutions that meet stringent safety standards. We are among the first in China's mining autonomous driving sector certified under ISO 26262 ASIL D, integrating over 4,000 intelligent diagnostic checks and providing five-fold safety redundancy to ensure stable performance in high-risk environments.

Product Return and Warranty Policies

For our mining autonomous driving solutions deployed on the trucks possessed by our customers, we provide routine maintenance and inspection services to support the continued performance of our mining autonomous driving solutions in accordance with the scope and the conditions set forth in the contract.

If the customers purchase the autonomous mining trucks from us, we provide solid after-sales services based on the warranty clauses set forth in our sales contracts. Upon notice from our customers, we confirm relevant information with them and arrange inspection, repair or replacement accordingly. If our autonomous mining trucks or related hardware is confirmed to be non-conforming for quality issues, we provide maintenance, repair or replacement services free of charge. Our agreements with OEMs generally include warranty provisions that require the OEMs to provide maintenance and repair services to our customers under terms comparable to what we offer to our customers. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material product returns or warranty issues due to the quality of our offerings. During the Track Record Period and up to the Last Practicable Date, there were no safety incidents, complaints lodged formally with us or authorities, product recalls, or reports of injury or fatality associated with our solutions or autonomous mining trucks.

INFORMATION SECURITY AND DATA MANAGEMENT

As we serve large mining enterprises rather than individual consumers, we do not collect personal information from third parties except for necessary contact details. Any data processed during R&D, particularly for autonomous driving and system optimization, is handled in compliance with applicable laws. We collaborate with qualified partners to anonymize datasets, ensuring all data is secured and privacy-compliant.

We maintain a comprehensive information security framework covering policy development, access controls, technical safeguards, and risk assessments to protect the confidentiality, integrity, and availability of operational data. Employees are bound by confidentiality obligations, and sensitive roles require non-compete agreements. We also prohibit the use of unauthorized software.

Based on consultation with the CCRC and advice from our PRC Legal Advisor, we have not been classified as a CHIO, are not required to file a cybersecurity review, and have not received any notices, investigations, or sanctions from PRC authorities. We consider the likelihood of a cybersecurity review in connection with our Hong Kong listing to be low, and our practices are consistent with the Cybersecurity Review Measures.

As confirmed by our Directors, our data is stored on servers located within Chinese mainland, with relevant systems operating under strict access controls. As of the Latest Practicable Date, we are not aware of any outbound transfer of data collected or generated through operations within the PRC that would trigger the application of the *Measures on Security Assessment of Outbound Data Transfer*. Based on the foregoing, our PRC Legal Advisor is of the view that, as of the Latest Practicable Date, we were not required to undergo a security assessment for outbound data transfer.

On the technical side, we have deployed a company-wide data loss prevention (DLP) encryption system that automatically encrypts all files generated on our terminals, including source code and technical documents. These encrypted files cannot be externally transferred without authorization and are protected by role-based access controls and centralized key management. The DLP system also enables centralized oversight of software usage and file access, further enhancing system-level data protection.

We maintain full control over core system development and operation, ensuring long-term security and stability. To enhance cybersecurity, we regularly engage third-party security firms for penetration tests, audits, and red-teaming exercises, using findings to drive targeted system upgrades. These measures strengthen IT adaptability and resilience, supporting business expansion, operational efficiency, and our digital transformation strategy.

Our PRC Legal Advisor is of the view that, during the Track Record Period and up to the Latest Practicable Date, all of our personal and operational data collection and processes involved in our business operations comply in material respects with the requirements of the applicable PRC laws and regulations relating to data privacy, cybersecurity and personal data protection.

BUSINESS SUSTAINABILITY AND PATH TO PROFITABILITY

We have recorded net loss during the Track Record Period and expect to continue to incur net losses in the near term. We first deployed our solutions to our customers in mining sites in July 2020, starting from capital-intensive mining transportation operations. We had accumulated loss as of January 1, 2022, primarily because the heavy upfront investment associated with the Company-provided fleet model at the early stages, our sustained research and development efforts to establish the technological foundation of our mining autonomous driving solutions, and the relatively high customer acquisition costs associated with entering a nascent industry. Our projects are primarily located in sparsely populated mining areas and are operated through centralized remote management, which significantly reduced exposure to pandemic-related disruptions such as travel restrictions, quarantine requirements, and labor shortages. In addition, we adopted a proactive market expansion strategy during the early phase of commercialization, prioritizing rapid deployment and broad coverage to secure high-quality customers, which further increased our initial cost of revenue. The trend continued to the beginning of the Track Record Period and led to our gross loss margin incurred in 2023. In 2023, 2024 and 2025, we incurred losses of RMB333.7 million, RMB390.1 million, and RMB515.6 million respectively. Our adjusted net loss (non-HKFRS measure) for these years was RMB283.9 million, RMB303.3 million, and RMB484.5 million, respectively. These losses reflect deliberate and strategic investments we made to lay the technological and commercial foundation for long-term development in the mining autonomous driving solution sector. Specifically, our gross losses in 2023 primarily reflected a combination of relatively low service fee rates during the early stage of commercialization, high depreciation expenses associated with our autonomous mining trucks, and the timing mismatch between the recognition of costs and revenues, as certain upfront costs were incurred early in the project cycle, whereas the revenue generated from services fees was recognized over time as our services were delivered. These factors also collectively contributed to our relatively thin gross margin for 2024 and 2025. Despite of that, the increase in net loss from 2024 to 2025 was also affected by an impairment loss recognized on assets classified as held for sale of RMB118.4 million, instead of any fundamental weakening of our underlying business performance. We expect to break even in terms of both net profit and operating cash inflow over the next three to five years.

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As a company at the intersection of autonomous driving, AI, and heavy industrial logistics, we have focused on building robust technology capabilities, ensuring operational reliability, cultivating a trusted customer base, and developing a scalable industry ecosystem. With increasing revenue, improving gross margins, rising contribution from recurring software services, and a transition toward more capital-efficient business models, we believe we are well positioned to achieve sustainable profitability over the medium term.

We believe our historical loss-making position is attributable to a combination of the following factors:

- Significant upfront investments to develop full-stack autonomous mining capabilities. Autonomous mining is not a simple feature upgrade; it requires a ground-up transformation of how mining sites operate. Our solutions must function in highly variable, unstructured, and harsh environments, such as high-altitude open-pit mines. To deliver commercial vehicle intelligent driving performance under these conditions, we made significant upfront investments to build an integrated technology stack, including our *Yushi*, our proprietary drive-by-wire electronic controlling platform designed specifically for mining applications; a modular Intelligent Driving OS; redundant vehicle control systems; and a universal safety framework. These capabilities could not be sourced through commercially available solutions and required years of in-house development and iterative refinement. As of December 31, 2025, our R&D team included more than 400 employees, with over one third holding master's degrees or higher. As of the same date, we had 242 granted patents in the PRC as well as 43 PCT applications, and completed more than 100 software releases across major architectural generations.
- Early commercialization through capital-intensive Company-provided fleet model. To accelerate early adoption and reduce customer concerns around unmanned operations, we initially adopted a Company-provided fleet model under which we supplied and operated our own autonomous truck fleets. This allowed customers to adopt our solution with minimal upfront commitment, while enabling us to validate performance under real-world conditions. However, the Company-provided fleet model is capital- and labor-intensive, requiring significant upfront investment in vehicle procurement, as well as ongoing costs related to fuel consumption, vehicle depreciation, on-site engineering teams, and technical support. As a result, margins under this model were relatively low. In 2024, revenue under the Company-provided fleet model accounted for 52.7% of our total revenue.

Looking forward, we expect to achieve sustainable profitability through a combination of business model transformation, revenue scale, and cost optimization:

- Expanding our customer base through benchmark deployments and strategic partnerships. Our core business strategy focuses on securing high-visibility benchmark deployments that demonstrate the technical viability of our solutions and serve as proof points to drive broader customer adoption. For example, our successful deployment at one of China's largest coal mines has led to expansion across within the mining site portfolio of its end customer group, while Zijin Mining began scaling our solution from the Zijinshan site to the high-altitude Julong copper mine. These benchmark cases illustrate our ability to deliver results under varied and demanding conditions. See "— Case Studies".

In the early stages of our business, we proactively undertook transportation deployments using our own autonomous fleets to reduce customer concerns about unmanned driving technologies and accelerate early deployment adoption. As our benchmark deployments scaled and achieved operational success, our business shifted from proactive outreach to customer-led expansion. Today, our strong technical capabilities, proven deployment delivery, and consistent service quality have positioned us as a trusted technology partner across the industry. We believe this strategy supports long-term profitability because customer trust enables longer-term contracts that generate recurring revenue and but also helps us introduce higher-value software-based services.

We are actively promoting the use of strategic framework agreements, joint ventures, and site-wide solution deployments with the goal to support customer expansion and deepen engagement with regional mining partners. In the first half of 2025, we entered into multiple strategic framework agreements with regional mining contractors and project operators. These agreements typically set out long-term cooperation intentions for specific mining zones and create a basis for project discussions and solution rollout. In parallel, we are exploring equity joint ventures with certain local partners to jointly participate in project execution, which allows for deeper involvement in site operations and closer alignment with customer needs. During the Track Record Period, we

established four joint ventures (“Four JVs”) with strategic industry partners, including Customer J, Customer L, Xinjiang Hanxiang and Xinjiang Yongwei Intelligent Technology Co., Ltd. Revenue derived from the Four JVs amounted to nil, RMB171.7 million and RMB57.1 million in 2023, 2024 and 2025, representing nil, 17.4% and 4.0% of the total revenue, respectively. The revenue contribution from the Four JVs varied between 2024 and 2025, primarily due to the different nature and timing of the relevant revenue streams. In 2024, the revenue contribution was higher mainly because we recorded a larger amount of revenue derived from sales of autonomous mining trucks to Customer J and Customer L under customer-provided fleet model. In 2025, after the relevant vehicles had been delivered and deployed, the revenue contribution from the Four JVs was mainly derived from the provision of ongoing mining autonomous driving solutions. In addition, many of these collaborations involve the deployment of full-scope mining autonomous driving solutions, covering not just vehicles but also dispatching systems and digital infrastructure. These efforts are expected to improve project conversion efficiency, enhance service continuity, operational localization, and expand our customer base across different mining regions as our customers under aforementioned strategic cooperation arrangements expand our solutions to other mines owned by them. We have already built partnerships with leading mining groups, general contractors, and energy conglomerates, and we are focused on scaling these relationships through long-term strategic alignment, operational trust, and seamless integration into customer operations. We believe this strategy supports long-term profitability by driving recurring revenue opportunities and enabling the introduction of higher-value, software-based services over time. In particular, strategic framework agreements can accelerate conversion of pipeline opportunities into signed contracts and multi-year rollouts, increasing revenue visibility and enabling bundled sales of hardware, software subscriptions, and services. In JVs, we can recognize a share of project-level revenues from execution and operations, while also capturing incremental revenue from integrated lifecycle services such as maintenance, upgrades, and data/analytics. See “— Our Strategies — Expanding Our Customer Base and Deepening Strategic Relationships”.

- Accelerating revenue contribution from customer-provided fleet model. We are actively transitioning from the capital-heavy Company-provided fleet model to the more capital-light, higher-margin customer-provided fleet model. Under the customer-provided fleet model, customers purchase or lease the vehicles while we provide the mining autonomous driving technologies, software support and ancillary services. In 2025, revenue under the customer-provided fleet model accounted for 56.8% of our total revenue, as compared to 46.0% in 2024 and 41.7% in 2023. Gross margins under the customer-provided fleet model are structurally higher than the Company-provided fleet model, as we incur no costs associated with owning and using our own autonomous mining trucks, while retaining software, integration, and service revenue streams. Going forward, we intend to continue to offer the Company-provided fleet model to strategically important customers, who prefer not to purchase and manage their own vehicles. For most other new projects, we expect to favor the customer-provided fleet model because of its capital-light nature as compared to the Company-provided fleet model.
- Increasing economies of scale and cost optimization. We are realizing significant economies of scale as our deployments increase in volume and standardization. From 2023 to 2025, our total annual transport distance increased from 4.6 million to 61.8 million kilometers, and total annual material volume transported grew from 30.6 million to 308.0 million cubic meters. We plan to leverage our increasing business scale to optimize our costs and operating expenses. We are also refining our sales and marketing structure to increase productivity and conversion efficiency by expanding dedicated service personnel for major customers, strengthening region-based management and broadening commercial development and collaboration channels with potential OEMs. Such localized structure allows our sales representatives to develop deeper customer relationships, shorten response times, and tailor proposals to local mining conditions, leading to lower customer acquisition costs. Each regional team receives targeted training to better address industry practices and customer needs specific to its territory. To control administrative expenses, we aim to streamline internal processes by reducing redundant functions across different projects and strengthening centralized support. Specifically, we aim to reduce the number of on-site and remote operators as projects mature and as we achieve centralized project management. We will also attempt to maximize the operational efficiency of our on-site managerial personnel in charge of equipment and materials as we delegate these duties to our regional management centers for better centralization. We will also optimize our post-sales services to reflect scaled improvement in efficiency. We will also implement stricter budgeting and spending

policies to reduce unnecessary costs. In terms of research and development, we plan to build a shared technology platform that can support multiple use cases and reduce duplicated development efforts across projects. We will track key efficiency metrics, such as revenue per truck, cost per cubic meter transported, energy use per truck, and expenses as a percentage of total revenue, to improve cost control and resource allocation. Additionally, as our procurement volumes expanded, we gained greater bargaining power with key suppliers, enabling us to secure more favorable commercial terms and lower the unit cost of key system components. We expect to gain greater bargaining power with key suppliers through growing procurement volumes and closer technical collaboration. As we continue to scale our autonomous fleet and undertake additional projects, the volume of system deployments increases accordingly, enabling bulk purchases and improved pricing terms with suppliers of core components such as sensors, controllers, and computing units. For example, the unit price of the three-electric systems, drive-by-wire systems, and autonomous driving systems for EL100, one of our main autonomous mining truck models, in 2024 was approximately 21.7% lower than in 2023. These reduction was mainly attributable to increased procurement volumes, enhanced supplier coordination, and internal R&D-driven hardware optimization. Looking ahead, as we continue to expand our operations, particularly under the customer-provided fleet model, we expect further increases in procurement volumes across key components, enabling deeper supplier relationships and improved cost efficiency. These developments are expected to support gross margin improvement and enhance overall operating leverage.

- *Rationalizing R&D while sustaining innovation.* Having completed foundational development across our core platforms, we are currently focused on modular productization, reusing validated components across different sites, and developing new revenue-generating features based on customer needs. While we continue to invest in areas such as AI algorithms research and applications, intelligent production management, and hardware development, we expect our R&D expenses as a percentage of revenue to decline in the long term as our deployments scale and customization requirements decrease. At the same time, we expect the absolute amount of our R&D expenses to continue to increase as we broaden our technology roadmap and deepen our product capabilities.

We believe these efforts position us to move beyond the current phase of heavy investment into a more efficient and sustainable growth. As our technology becomes more standardized, customer adoption increases, and a greater portion of our revenue comes from recurring and higher-margin services, we expect our operating efficiency to improve and losses to narrow over time.

AWARDS AND RECOGNITIONS

Over the years, we have received multiple major awards and honors for our technological capabilities and industry impact:

Award/Recognition	Awarding Entity	Award Year
National “Little Giant” Enterprise Specializing in Innovative Sectors	MIIT	2023
Co-construction Unit of the Key Laboratory (Preparatory) for Intelligent and Safe Non-coal Open-pit Mining of the National Mine Safety Administration	National Mine Safety Administration	2024
Postdoctoral Research Workstation	Ministry of Human Resources and Social Security	2022
2024 China Coal Industry Science and Technology Award	China National Coal Association & China Coal Society	2024
2023 5G+ Energy and Nonferrous Metals Track, 6th Bloom Cup 5G Application Competition	MIIT	2023

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Award/Recognition	Awarding Entity	Award Year
2024 Smart Manufacturing System Solutions Champion Project	MIIT	2024
2024 Representative AI-Enabled New Industrialization Application Case	MIIT	2024
2024 Representative IoT-Enabled Industrial Development Application Case	MIIT	2024

PERMITS, LICENSES AND OTHER APPROVALS

The following table sets forth the details of the material standards, certifications and requirements required for the principal business operations we conduct in China as of December 31, 2025.

Standards, Certifications and Requirements	Entity Holding the License/Permit	Grant Date	Expiration Date
Information Systems Construction and Service Capability CS2 Certification	Eacon	November 11, 2024	November 10, 2028
ISO 26262:2018 (ASIL D) Functional Safety Development Process	Eacon	November 06, 2024	NA
ISO/IEC 20000-1:2018 Information Technology — Service Management	Eacon	September 29, 2024	September 28, 2027
ISO/IEC 27017:2015 Information Security Management Cloud Services Related to the Development of Autonomous System Platforms for Open-pit Mines	Eacon	August 27, 2024	August 26, 2027
ISO/IEC 27001:2022 Information Security Management Related to Software Development of Autonomous System	Eacon	August 26, 2024	August 25, 2027
Information System Security Level Certificate — Level 3 Autonomous System for Open-pit Mines	Eacon	August 16, 2024	NA
GB/T29490-2013 Management of Intellectual Property Related to the Design and Development of Autonomous Mining Systems	Eacon	April 02, 2024	April 01, 2028
Construction Enterprise Qualification Certificate (Mining Engineering Construction General Contracting Level II) .	Xinjiang Eacon Intelligent	July 25, 2023	July 25, 2028
Safe Production License	Xinjiang Eacon Intelligent	May 11, 2026	May 11, 2029
ISO14001:2015 Environmental Management Systems	Eacon	May 24, 2022	April 26, 2028
ISO 9001:2015 Quality Management System Certification Certificate	Eacon	April 27, 2025	April 26, 2028

We believe that we have obtained all necessary licenses and permits that are material to conduct our business operations in the jurisdictions where we operate during the Track Record Period and up to the Latest Practicable Date. During the Track Record Period and up to the Latest Practicable Date, as advised by our PRC Legal Advisor, all of our licenses and permits that are material to our operations in the PRC remained in full force and effect, and we were in compliance in all material respects with the terms of such licenses and permits.

COMPETITION

The commercial vehicle intelligent driving solution industry in China is rapidly evolving, driven by technology, customer demand, and automation adoption. We compete with industrial equipment manufacturers, specialized autonomous driving providers, and companies entering mining automation through partnerships or investments. While some competitors may have greater resources or specialized expertise, our fully integrated software and hardware solutions, full-stack R&D capabilities, strong ecosystem of OEMs, suppliers, and customers, and proven

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commercialization track record position us strategically in this market. We focus on delivering high-performance, reliable solutions that meet the full operational needs of our customers, supporting new customer acquisition, deeper relationships, and market share expansion. According to Frost & Sullivan, we were the largest global provider of commercial vehicle intelligent driving solutions by revenue in 2025. See “Industry Overview”.

PROPERTIES

As of December 31, 2025, we did not own any properties in Chinese mainland. As of the Latest Practicable Date, we leased 7 properties in the PRC, with an aggregate gross floor area of approximately 9,882.98 square meters, primarily used for our office, research and development activities.

As of December 31, 2025, due to the need for cooperation from the lessors who are often reluctant to undertake the administrative burden, we had not completed the registration of eleven lease agreements. According to applicable PRC laws and regulations, lease agreements for real properties are required to be registered with the relevant real estate administration bureaus. As advised by our PRC Legal Advisor, the lack of registration does not affect the validity and enforceability of the lease agreements between the parties. However, failure to register may subject us to fines ranging from RMB1,000 to RMB10,000 for each unregistered lease agreement. Our PRC Legal Advisor further advises that, provided we complete the registration of such lease agreements within a reasonable period following an order by the relevant governmental authorities, the risk of any material penalties being imposed on us is remote. During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any administrative penalties related to the registration of our lease agreements. Our Directors are of the view that there is sufficient supply of properties in the PRC and we do not rely on the existing leases for our business operations.

INTELLECTUAL PROPERTY

We regard intellectual property as critical to our business and future development. As of December 31, 2025, we held 242 granted patents, including 126 invention patents in the PRC, 51 software copyrights, 86 trademarks, and three material domain names in the PRC for our website. We have not experienced any material IP disputes during the Track Record Period or up to the Latest Practicable Date. See “Appendix IV — Statutory and General Information — 2. Further Information About Our Business — Our Intellectual Property Rights” for details of our material intellectual property rights.

For co-developed technologies with external parties, our agreements clearly define ownership and confidentiality, generally granting us rights to IP generated for the project, while each party retains IP independently developed. Breaching parties are liable for damages from unauthorized disclosure. We implement internal policies and measures to safeguard proprietary technologies, including classification and access controls, pre-publication patent and trademark filings, and centralized IP lifecycle management by a dedicated team. All employees are subject to confidentiality and IP assignment obligations, and third-party cooperation agreements include explicit IP ownership and confidentiality clauses, reviewed by our legal department. We intend to continue developing autonomous driving technologies to reinforce our competitive strength, enrich our solution portfolio, and maintain robust IP protection.

During the Track Record Period and up to the Latest Practicable Date, we did not have any material disputes or any other pending legal proceedings regarding intellectual property rights with third parties.

EMPLOYEES

As of December 31, 2023, 2024 and 2025, we had 278, 522, and 729 full-time employees, respectively. The following table sets forth a breakdown of the number of our employees as of December 31, 2025 by business function.

Function	Number
General and Administrative	119
Technology and Service	405
Production and Supply	176
Sales and Marketing	29
Total	729

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

Function	As of December 31,		
	2023	2024	2025
General and Administrative	41	67	119
Technology and Service	203	363	405
Production and Supply	18	70	176
Sales and Marketing	16	21	29
Total	<u>278</u>	<u>521</u>	<u>729</u>

The majority of our employees are based in the PRC, and our success depends on attracting, retaining, and motivating qualified personnel. We recruit through campus programs, internal referrals, and executive search, emphasizing education, relevant experience, and professional qualifications. Employees receive competitive compensation, regular performance evaluations, promotions, and specialized training, while skills development is further supported through technology exposure and peer learning.

We comply with PRC social security requirements, contributing to pension, health, maternity, unemployment, work-injury, and housing schemes. Leadership exposure and industry recognition help retain talent, complemented by standard confidentiality, noncompetition, and IP agreements for executive officers and full-time staff. We maintain positive employee relations and have not experienced significant labor disputes or recruitment difficulties during the Track Record Period and up to the Latest Practicable Date.

INSURANCE

We maintain insurance policies pursuant to PRC regulations and based on our assessment of our operational needs and industry practice. We provide social insurance including pension insurance, unemployment insurance, work-related injury insurance, maternity insurance and medical insurance for our employees based in China.

In line with general market practice, we do not maintain any business interruption insurance or product liability insurance, which are not mandatory under PRC laws. We do not maintain key man life insurance, insurance policies covering damages to our mining autonomous driving solutions or vehicles or any insurance policies for our properties. See the section headed “Risk Factors — Our insurance coverage may not be sufficient to cover all losses or potential claims by our customers which would affect our business, results of operations and financial condition”. We believe that our existing insurance coverage is sufficient for our present operations. During the Track Record Period and up to the Latest Practicable Date, we did not make any material insurance claim in relation to our business.

RISK MANAGEMENT AND INTERNAL CONTROL

We have established and currently maintain risk management and internal control systems consisting of policies and procedures that we consider to be appropriate for our business operations. We are dedicated to continuously improving these systems. We have adopted and implemented risk management policies in various aspects of our business operations. Our Board is responsible for the establishment and updating of our internal control systems, while our senior management monitors the daily implementation of the internal control procedures and measures with respect to each subsidiary and functional department.

Financial Reporting Risk Management

We have adopted comprehensive accounting policies in connection with our financial reporting risk management, such as financial management, budget management and financial statement preparation. We also have procedures in place to carry out such accounting policies, and our finance department reviews our management accounts in accordance with such procedures. In addition, we provide ongoing training to our finance staff to ensure that these policies are well-observed and effectively implemented.

Information System Risk Management

Sufficient maintenance, storage and protection of our data and other related information are critical to our success. We have implemented relevant internal procedures and controls to ensure that our data is protected, and that leakage and loss of such data are avoided.

We have implemented comprehensive internal policies on protecting data privacy and security. We also engage external legal counsel to review and update our internal policies and ensure continuous compliance with all applicable laws and regulations.

During the Track Record Period and up to the Latest Practicable Date, we have not become aware of any material information leakage or loss of our data. Our IT systems had not experienced any material third-party intrusions, viruses, hacker attacks, ransomware attacks and other cyberattacks, information or data theft or other similar threats during the Track Record Period and up to the Latest Practicable Date. See “— Information Security and Data Management” for more information about our information security procedures and policies.

Compliance and Intellectual Property Risk Management

We have designed and adopted strict internal procedures to ensure the compliance of our business operations with the relevant rules and regulations, as well as the protection of our intellectual property rights. Our legal department examines the contract terms and reviews all relevant documents for our business operations, including licenses and permits obtained by the counterparties or us to perform contractual obligations and all the necessary underlying due diligence materials, before we enter into any contract or business arrangements. There was no material and systemic noncompliance during the Track Record Period and up to the Latest Practicable Date.

We have in place detailed internal procedures to ensure that our in-house legal department reviews our solutions and services, including upgrades to existing solutions, for regulatory compliance before they are made available to the public. Our legal department is also responsible for obtaining any requisite governmental pre-approvals or consent, including preparing and submitting all necessary documents for filing with relevant government authorities within the prescribed regulatory timelines and ensuring all necessary application, renewals or filings for trademark, copyright and patent registration have been timely made to the competent authorities.

Internal Control Risk Management and Measure

We have designed and adopted strict internal procedures to ensure the compliance of our business operations with the relevant rules and regulations. We maintain internal procedures to ensure that we have obtained all material requisite licenses, permits and approvals for our business operation, and conduct regular reviews to monitor the status and effectiveness of those licenses and approvals. We obtain requisite governmental approvals or consents, including preparing and submitting all necessary documents for filing with relevant government authorities within the prescribed regulatory timelines.

Human Resources Risk Management

We have established internal control and risk management policies covering various aspects of human resource management such as recruitment, training, work ethics and legal compliance. We maintain high standards in recruitment with strict procedures to ensure the quality of new hires and provide specialized training tailored to the needs of our employees in different departments. We also conduct periodic performance reviews for our employees, and their remuneration is performance-based. We monitor the implementation of internal risk management policies on a regular basis to identify, manage and mitigate internal risks in relation to the potential noncompliance with our code of conduct, work ethics, and violations of our internal policies or illegal acts at all levels of our Group.

Investment Risk Management

Our investment department is responsible for investment project sourcing, screening, execution and portfolio management. The department sources investment projects in accordance with our investment strategy, and conducts thorough pre-investment due diligence to assess the risks, business synergies and potential return of the investment projects.

Audit Committee Experience and Qualification and Board Oversight

We will establish an audit committee to monitor the implementation of our risk management policies across our Company on an ongoing basis to ensure that our internal control system is effective in identifying, managing, and mitigating risks involved in our business operations. For the professional qualifications and experiences of the members of our audit committee, see “Directors, Supervisors and Senior Management — Board Committees”.

We also maintain an internal audit department that is responsible for reviewing the effectiveness of internal controls and reporting to the audit committee on any issues identified. Our internal audit department holds regular meetings with the management to discuss any internal control issues we face and the corresponding measures to implement toward resolving such issues.

SEASONALITY

Our business is subject to seasonal patterns due to the nature of mining operations in the regions where our solutions are deployed. Many of the mining sites where our solutions are deployed are located in remote regions, often at high latitudes, where harsh winter conditions can limit site access and slow mining activities. As a result, we typically see a slowdown in solution deployment and revenue recognition during the first quarter. This seasonality reflects on-the-ground operating constraints rather than weakened demand and is consistent with industry dynamics in the mining sector.

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any actual or pending legal, arbitration or administrative proceedings (including any bankruptcy or receivership proceedings) that we believe would have a material adverse effect on our business, results of operations, financial condition or reputation and compliance.

According to our PRC Legal Advisor, the business operations we engaged in had been carried out in compliance with applicable PRC laws and regulations in all material respects during the Track Record Period and up to the Latest Practicable Date.

Housing provident fund contributions

In accordance with the Regulations on the Administration of Housing Provident Fund (《住房公积金管理条例》) and other relevant PRC laws and regulations, employers in China are required to make housing provident fund contributions for their employees. During the Track Record Period and up to the Latest Practicable Date, we had not made housing provident fund contributions for certain employees within their probationary periods as required under applicable PRC laws and regulations. During the Track Record Period, the aggregate shortfall of such housing provident fund contributions amounted to approximately RMB0.7 million. If instructed by the relevant housing provident fund management center to make full contributions, the maximum amount we would be required to pay is approximately RMB0.7 million.

As advised by our PRC Legal Advisor, where an employer is overdue in making, or underpays, housing provident fund contributions, the relevant housing provident fund management center may order the employer to make the outstanding contributions within a prescribed period. If the employer fails to do so within the prescribed period, the housing provident fund management center may apply to a PRC court for compulsory enforcement.

During the Track Record Period and up to the Latest Practicable Date, we had not received any notice from local authorities, nor any claims or requests from affected employees, requiring rectification, imposing administrative penalties or demanding payment in respect of such historical under-contributions to housing provident funds. However, we cannot assure you that the relevant authorities will not subsequently require us to make retroactive payments or impose late payment charges or administrative fines. If we are required to make additional payments or are subject to penalties, our business, financial condition and results of operations may be adversely affected.

We have taken, and will continue to take, internal control measures to improve our housing provident fund contribution practices and minimize the recurrence of similar non-compliance. In particular, we are strengthening the coordination between our human resources and finance departments to identify employees who are required to participate in the housing provident fund scheme upon commencement of employment, including employees within their probationary periods. We have also enhanced our onboarding procedures by providing employees with explanations of the applicable housing provident fund requirements and the contribution process. In addition, we have established internal review procedures to monitor the status of housing provident fund contributions on a regular basis, maintain contribution records, and escalate any exceptions or delays to the responsible personnel for follow-up. We will continue to monitor applicable PRC regulatory requirements, consult our PRC Legal Advisor where necessary, and communicate with the relevant local housing provident fund authorities to confirm local practice and implementation requirements. If the relevant authorities require us to make outstanding housing provident fund contributions, including any late payment charges where applicable, we will comply with such requirements in accordance with applicable laws and regulations. See “Risk Factors — Risks Related to Our Business and Industry — Failure to make housing provident fund contributions for certain employees within their probationary periods, as required by PRC laws and regulations may subject us to late payments and fines imposed by relevant governmental authorities.”

U.S. OUTBOUND INVESTMENT PROGRAM

The U.S. government has established a China-focused outbound investment regulatory framework that imposes prohibitions and notification requirements on certain transactions by U.S. persons involving entities associated with countries of concern, including China, Hong Kong and Macau, in specified technology sectors. On August 9, 2023, the U.S. government issued Executive Order 14105, titled “Addressing United States Investments in Certain National Security Technologies and Products in Countries of Concern” (“E.O. 14105”). On October 28, 2024, the U.S. Department of the Treasury (“Treasury”) issued a final rule implementing E.O. 14105 (the “Final Rule”); and such program as in effect on the date hereof pursuant to the Final Rule, the “OISP”), which took effect on January 2, 2025. The OISP applies to certain transactions by U.S. persons, and certain transactions involving their non-U.S. subsidiaries, in three technology sectors: semiconductors and microelectronics, quantum information technologies and artificial intelligence systems.

The OISP applies to certain U.S. person transactions involving “Covered Foreign Persons,” which generally include companies that are engaged in specified activities in the relevant technology sectors and have certain jurisdictional or ownership connections with a country of concern, as well as companies with significant financial ties to such companies. Depending on the relevant technology, activity and transaction structure, a transaction may be prohibited or subject to a notification requirement. U.S. persons’ purchases of certain publicly traded securities are generally neither prohibited nor subject to notification under the Final Rule, provided that the relevant conditions under the publicly traded securities exception are satisfied. On December 23, 2025, Treasury published additional FAQs regarding the scope of this exception, including guidance that may be relevant to IPO offerings.

The OISP imposes investment (1) prohibitions and (2) notification requirements on certain actions by U.S. persons, including the extent to which such U.S. persons (including, among others, U.S.-incorporated entities, U.S. citizens and permanent residents wherever located, branches of U.S. entities outside the United States, and any person in the United States) or their non-U.S. person subsidiaries participate in, or seek to participate in, a range of transactions relating to three technology sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) artificial intelligence systems. As advised by our legal advisor as to U.S. outbound investment laws, our Directors are of the view that: (i) we are a Covered Foreign Person since we are organized under the laws of the PRC and, based on our current business operations, we are engaged in the development of AI-enabled autonomous driving systems for mining applications, which may constitute “covered activities” under the AI systems category under the OIP; (ii) we are not engaged in activities described in the definition of “Prohibited Transaction” under the OIP, because we do not design, develop, or produce AI systems intended exclusively for military, intelligence, or other end uses expressly contemplated as prohibited under the OIP, and we are not engaged in covered semiconductor or quantum computing activities that would fall within the prohibited categories; and (iii) nevertheless, our business activities are likely to fall within the definition of a “Notifiable Transaction” because our solutions comprise perception and decision-making modules that fuse real-time sensor inputs and generate executable commands that physically control mining trucks’ operation (e.g., overtaking, and logistics optimization) within mining environments. As advised by our legal advisor as to U.S. outbound investment laws, because the OIP includes AI systems intended for the “control of robotic systems,” and “robotic systems” is not further defined in the regulation, it cannot be excluded that the Treasury could interpret unmanned mining trucks as falling within that notifiable end-use category, depending on the facts and any future guidance. Based on the due diligence work conducted by the Sole Sponsor, the Sole Sponsor concurs with the aforementioned views of the Directors. Accordingly, if no exception is available, U.S. persons that purchase our Shares in the Global Offering, or U.S. persons that are the parent of a non-U.S. person that purchases our Shares in the Global Offering who bear the responsibility to report a Notifiable Transaction under the Final Rule, rather than us, may be required to submit a notification to Treasury no later than 30 days after the relevant purchase.

As advised by our legal advisor as to U.S. outbound investment laws, our Directors are of the view that upon the completion of the Global Offering, U.S. persons are allowed to purchase our publicly traded shares regardless of the fact that we will be considered as a Covered Foreign Person, given that U.S. persons’ purchases of certain publicly traded securities are neither prohibited nor require notification to Treasury under an exception in the Final Rule that applies to U.S. persons’ purchase of “any publicly traded security, with ‘security’ as defined in the U.S. Exchange Act, denominated in any currency, and that trades on a securities exchange in any jurisdiction”, provided such U.S. persons or their non-U.S. person subsidiaries are not afforded rights beyond standard minority shareholder protections with respect to the relevant Covered Foreign Person (the “Publicly Traded Securities Exception”). Based on the due diligence work conducted by the Sole Sponsor, the Sole Sponsor concurs with the aforementioned views of the Directors.

BUSINESS

Based on the above, our Directors are of the view that the Final Rule does not have material impact on our operation, financial and investment conditions. Nothing material has come to the Sole Sponsor's attention that would reasonably cause the Sole Sponsor to disagree in any material respect with the aforementioned view of the Directors.

The outbound investment framework may continue to evolve. For example, President Trump issued the America First Investment Policy Memorandum on February 21, 2025, which proposes to further expand the set of technologies and investment types of concern. In addition, the Fiscal Year 2026 National Defense Authorization Act, enacted on December 18, 2025, includes legislation commonly referenced as the Comprehensive Outbound Investment National Security Act of 2025, or the COINS Act, that codifies and expands the outbound investment framework. If similar or more expansive restrictions are adopted by the United States or other jurisdictions in the future, our ability to raise capital from U.S. and other investors, as well as our business, financial condition, results of operations and prospects, may be adversely affected.

Investors, including U.S. persons and subsidiaries of U.S. persons, should consult their own legal counsel regarding whether any exceptions under the OISP apply to their participation in the Global Offering, whether any notification requirements may be triggered, and the procedures for submitting any such notifications.

See also "Risk Factors — Risks Relating to the Global Offering — We may be subject to risks associated with international trade policies, geopolitics and trade protection measures, including imposition of trade restrictions and sanctions, and our reputation, business, results of operations and financial condition could be adversely affected."

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Upon Listing, our Board of Directors will consist of nine Directors, comprising five executive Directors, one non-executive Director and three independent non-executive Directors. Our Directors serve a term of three years and may be re-elected for successive reappointments. Our Board is responsible and has general powers for the management and operation of the Company's business.

The table below sets forth certain information in respect of the members of the Board upon Listing:

Name	Age	Position for the current tenure	Time of joining our Group	Date of appointment as a Director	Roles and responsibilities
<i>Executive Directors</i>					
Mr. Lan Shuisheng (藍水生)	45	Co-chairman of the Board, executive Director, general manager and chief executive officer of the Company	May 2018	May 11, 2018	Responsible for the overall strategic planning and organizational structure management of the Group
Mr. Zhang Lei (張磊)	39	Chairman of the Board and executive Director	May 2018	September 4, 2020	Responsible for the Group's business development, product and market strategy, including commercial operations and long-term strategic planning
Dr. Lin Qiao (林巧)	41	Executive Director and vice president of the Company	April 2020	September 4, 2020	Responsible for the supply chain, brand promotion and product development of the Group
Dr. Chen Huiyong (陳慧勇)	45	Executive Director and vice president of the Company	September 2022	June 22, 2025	Responsible for vehicle and driverless technology research and development
Ms. Qu Xiaoyan (曲曉燕)	48	Executive Director, vice president and chief financial officer of the Company	October 2023	June 22, 2025	Responsible for corporate finance, legal affairs, and government relations of the Group
<i>Non-executive Director</i>					
Mr. Lai Shengmin (賴盛民)	39	Non-executive Director	October 2023	October 31, 2023	Responsible for corporate strategic decision-making, oversee the management of the Group and provide advice on strategic development

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position for the current tenure	Time of joining our Group	Date of appointment as a Director	Roles and responsibilities
<i>Independent non-executive Directors</i>					
Dr. Gong Yan (龔焱)	52	Independent non-executive Director	June 2025	Listing Date	Responsible for providing independent opinion and judgment to the Board
Dr. Han Jian (韓踐)	53	Independent non-executive Director	June 2025	Listing Date	Responsible for providing independent opinion and judgment to the Board
Mr. Wong Yu Shan Eugene (王宇山)	56	Independent non-executive Director	June 2025	Listing Date	Responsible for providing independent opinion and judgment to the Board

DIRECTORS

Executive Directors

Mr. Lan Shuisheng (藍水生), aged 45, is our founder, co-chairman of the Board, general manager, executive Director and chief executive officer. He also serves as director, general manager and legal representative in Shanghai Yiao. Mr. Lan is responsible for the overall strategic planning and organizational structure management of the Group. He was appointed as our Director on May 11, 2018, and was re-designated as our executive Director on June 24, 2025.

Prior to founding the Company, Mr. Lan founded Guangzhou Efun Network Technology Co., Ltd.* (廣州易幻網絡科技有限公司) (“**Guangzhou Efun**”) in November 2012 and served consecutively as its executive director and chairman, and also founded Guangzhou Yishenyou Business Consulting Co., Ltd.* (廣州易申游商務諮詢有限公司) (“**Guangzhou Yishenyou**”) in August 2010. Mr. Lan was engaged in entrepreneurial endeavors from his university graduation until 2010. Guangzhou Efun was engaged in the overseas publishing of mobile games. It was acquired by Wuxi Boton Technology Co., Ltd. (無錫寶通科技股份有限公司) in 2017, and Mr. Lan stepped down as chairman in 2020 and has since ceased involvement in its management. Guangzhou Yishenyou was engaged in web-based game publishing and was deregistered in 2015. The businesses of the above two entities did not constitute any direct or indirect competition with our Group.

Mr. Lan obtained his bachelor’s degree in management from Jiangxi University of Finance and Economics (江西財經大學) in the PRC in July 2003.

Mr. Zhang Lei (張磊), aged 39, is our executive Director and chairman of the Board. He also serves as director, general manager and legal representative in Ordos Eacon. Mr. Zhang is responsible for the Group’s business development, product and market strategy, including commercial operations and long-term strategic planning. He was appointed as our Director on September 4, 2020, and was re-designated as our executive Director on June 24, 2025.

Prior to joining the Company, Mr. Zhang served as an intelligent technology research engineer at Zhengzhou Yutong Bus Co., Ltd.* (鄭州宇通客車股份有限公司) from May 2011 to August 2017.

Mr. Zhang obtained his bachelor’s degree in engineering from Zhengzhou Institute of Light Industry (鄭州輕工業學院) (currently known as Zhengzhou University of Light Industry (鄭州輕工業大學)) in the PRC in July 2008.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Dr. Lin Qiao (林巧), aged 41, is an executive Director, and vice president of the Company. He also serves as director, general manager, and legal representative in Zhengzhou Eacon and Henan Eacon. Dr. Lin is primarily responsible for the Company's supply chain, brand promotion, and product research and development. He was appointed as our Director on September 4, 2020, and was selected as the employee representative Director and re-designated as our executive Director on June 24, 2025.

Prior to joining the Company, Dr. Lin worked as a product specialist in autonomous vehicle engineering and application technology at Zhejiang Cainiao Supply Chain Management Co., Ltd.* (浙江菜鳥供應鏈管理有限公司) from October 2017 to April 2020. Prior to that, he worked at Hangzhou Luobo Technology Co., Ltd.* (杭州羅卜科技有限公司) from 2015 to June 2017.

Dr. Lin obtained his bachelor's degree in information engineering from Zhejiang University (浙江大學) in the PRC in June 2006 and his Ph.D. degree in optical engineering from Zhejiang University in June 2011.

Dr. Chen Huiyong (陳慧勇), aged 45, is an executive Director and vice president of the Company. Dr. Chen was appointed as our executive Director on June 22, 2025. He is primarily responsible for vehicle and autonomous driving technology research and development.

Prior to joining the Company, Dr. Chen held multiple positions at Yutong Bus Co., Ltd.* (宇通客車股份有限公司) from April 2010 to September 2022, with the last position occupied being chief engineer of new energy vehicle controls.

Dr. Chen obtained his bachelor's degree in engineering from Changsha University of Science and Technology (長沙理工大學) in the PRC in June 2003, his master's degree in engineering from Changsha University of Science and Technology in June 2006, and his Ph.D. degree in vehicle engineering from Tongji University (同濟大學) in the PRC in May 2010.

Ms. Qu Xiaoyan (曲曉燕), aged 48, is our executive Director, and the chief financial officer and a vice president of the Company. Ms. Qu was appointed as our executive Director on June 22, 2025. She is primarily responsible for corporate finance, legal affairs, and government relations of the Group.

Prior to joining the Company, Ms. Qu worked as a venture partner at Beijing Innovation Works Private Equity Fund Management Co., Ltd.* (北京創新工廠私募基金管理有限公司) from May 2021 to July 2023, as a vice president and chief financial officer at Jiangsu Chuangzhiboke Education Technology Co., Ltd.* (江蘇傳智播客教育科技有限公司) from December 2015 to June 2016, and as deputy general manager, chief financial officer and board secretary at Jiangsu Chuangzhiboke Education Co., Ltd.* (江蘇傳智播客教育股份有限公司) from June 2016 to May 2021. She served as chief financial officer at Beijing Chuntent Network Technology Co., Ltd.* (北京春騰網絡科技股份有限公司) from July 2007 to November 2015, as audit manager at Beijing Kingsoft Software Co., Ltd.* (北京金山軟件有限公司) from September 2004 to July 2007, and as financial director at Shandong Zhonglu Ocean (Yantai) Foods Co., Ltd.* (山東省中魯遠洋(煙台)食品有限公司) from July 2001 to August 2004.

Ms. Qu obtained her bachelor's degree in management from Yantai University (煙台大學) in the PRC in July 2001 and her master's degree in accountancy from The Chinese University of Hong Kong (香港中文大學) in Hong Kong in November 2020.

Non-executive Director

Mr. Lai Shengmin (賴盛民), aged 39, is our non-executive Director. Mr. Lai was appointed as our Director on October 31, 2023, and was re-designated as our non-executive Director on June 24, 2025. He is primarily responsible for participating in the Company's strategic decision-making, supervising the Group's management, and providing advice on strategic development.

Mr. Lai has served as the general manager of Xinghang Investment, a company controlled by Minxi Xinghang, one of our substantial shareholders since December 2020. Prior to that, he worked at Nest Investment Management Co., Ltd.* (納斯特投資管理有限公司) between July 2017 and December 2020, and at Guangzhou Zhongzhu Information Consulting Services Co., Ltd.* (廣東中著信息諮詢服務有限公司) from August 2017 to February 2020. Mr. Lai also worked at Minxi Xinghang from August 2013 to July 2017, and at Industrial Securities Co., Ltd.* (興業證券股份有限公司) from July 2011 to July 2013.

Mr. Lai obtained his bachelor's degree in economics from Xiamen University Tan Kah Kee College (廈門大學嘉庚學院) in the PRC in July 2010.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Independent non-executive Directors

Dr. Gong Yan (龔焱), aged 52, was appointed as an independent non-executive Director of the Company on June 24, 2025 with effect from the Listing Date. Dr. Gong is primarily responsible for providing independent opinions and judgments to the Board and is a member of Audit Committee and Nomination Committee.

Dr. Gong has been working for the China Europe International Business School since July 2013, where he currently serves as a professor of management practice. He has served as an independent director of Gamehaus Holdings Inc. (Nasdaq: GMHS) since January 2025. From May 2016 to May 2023, he served as an independent director of Giant Interactive Group Inc.* (巨人網絡集團股份有限公司) (SZSE: 002558). Prior to that, he was an assistant professor at the University of California, Irvine starting from July 2007, specializing in corporate strategic transformation, lean entrepreneurship and business model innovation.

Dr. Gong obtained his bachelor's degree in engineering from Hunan University (湖南大學) in the PRC in July 1994, MBA from Zhejiang University (浙江大學) in the PRC in March 2001, and his Ph.D. degree from the University of Wisconsin-Madison in the U.S. in August 2007.

Dr. Han Jian (韓踐), aged 53, was appointed as an independent non-executive Director of the Company on June 24, 2025, with effect from the Listing Date. She is primarily responsible for providing independent opinions and judgments to the Board and is a member of the Remuneration Committee and Nomination Committee.

Dr. Han has been working at the China Europe International Business School (中歐國際工商學院) since March 2008. She currently is a professor of management at the China Europe International Business School. She has served as an independent director of Dada Nexus Limited (Nasdaq: DADA) since August 2022, an independent director of Changzhou Xingyu Automotive Lighting Systems Co., Ltd.* (常州星宇車燈股份有限公司) (SSE: 601799) since April 2022, and an independent non-executive director of Jinmao Property Services Limited (金茂物業服務發展股份有限公司) (HKEX: 0816) since March 2022. Previously, she served as an independent director of Midea Group (美的集團) (HKEX: 0300; SZSE: 000333) from August 2019 to July 2024, an independent director of Shenzhen Jiang & Associates Creative Design Co., Ltd.* (深圳市傑恩創意設計股份有限公司) (SZSE: 300668) from June 2015 to June 2018.

Dr. Han obtained her bachelor's degree in English language and culture from Renmin University of China (中國人民大學) in the PRC in July 1995, her master's degree from Ithaca College in the U.S. in May 1997, and her Ph.D. degree from Cornell University in the U.S. in January 2005.

Mr. Wong Yu Shan Eugene (王宇山), aged 56, was appointed as an independent non-executive Director of the Company on June 24, 2025, with effect from the Listing Date. He is primarily responsible for providing independent opinions and judgments to the Board and is a member of Audit Committee and Remuneration Committee.

Mr. Wong has extensive experience in the accounting and finance industries. He has been running his own investment advisory and management consultancy business in Chinese mainland since March 2010. He is also the founding partner and general manager of Unity & Strength (Hong Kong) Certified Public Accountants Limited* (中永眾合(香港)會計師事務所有限公司), which provides public accounting and advisory services from 2009 to 2024. He has served as an independent non-executive director of Sirnaomics Ltd.* (聖諾醫藥) (HKEX: 2257) since February 2025, and as an independent non-executive director of CMON Limited (HKEX: 1792) since May 2020. Additionally, he served as an independent director of Swancor Advanced Materials Co., Ltd.* (上緯新材料科技股份有限公司) (SSE: 688585) from April 2022 to July 2023. Prior to that, Mr. Wong held various positions in different office locations of Ernst & Young from 1993 to 2008, and retired as a partner of Ernst & Young (China) in December 2008.

Mr. Wong obtained his bachelor's degree in accountancy from The Hong Kong Polytechnic University (香港理工大學) in Hong Kong in November 1993. He is a fellow of the Institute of Chartered Accountants in England and Wales.

SUPERVISORY COMMITTEE

Our Supervisory Committee consists of three Supervisors, among whom Mr. Li Jizhi (李機智) serves as the chairman. The functions and duties of the Supervisory Committee include, among other things, reviewing periodic reports prepared by the Board, overseeing the financial conditions of our Group, and supervising the performance of our Directors and senior management members.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

As of the Latest Practicable Date, Mr. Huang Xizhe (黃希哲), Mr. Li Jizhi (李機智) and Mr. Yang Xiaoguang (楊曉光) are supervisors of the Company. In light of the fact that the Audit Committee of the Board will be established upon Listing, which, under the PRC Company Law, may exercise, among others, the power of the supervisory committee, the Company will be no longer required to have supervisors or supervisory committee upon Listing. Therefore, our Supervisors will resign from the Company upon Listing.

The following table sets out information in respect of the Supervisors.

Name	Age	Position/Title	Time of joining our Group	Date of appointment as a Supervisor	Roles and responsibilities
Mr. Huang Xizhe (黃希哲)	48	Supervisor	May 2021	May 2021	Responsible for the day-to-day management of the Supervisory Committee and overseeing the day-to-day operations of the Group
Mr. Li Jizhi (李機智)	38	Chairman of the Supervisory Committee	October 2018	September 2020	Responsible for the day-to-day management of the Supervisory Committee and overseeing the day-to-day operations of the Group
Mr. Yang Xiaoguang (楊曉光)	44	Supervisor	April 2019	March 2025	Responsible for the day-to-day management of the Supervisory Committee and overseeing the day-to-day operations of the Group

SUPERVISORS

Mr. Huang Xizhe (黃希哲), aged 48, has served as our Supervisor since May 2021. He is primarily responsible for the daily management of the Supervisory Committee and supervision of the Group's daily operations.

Since August 2017, Mr. Huang has served as general manager of Zijin Mining Equity Investment Management (Xiamen) Co., Ltd.* (紫金礦業股權投資管理(廈門)有限公司). Mr. Huang worked at Xiamen Tianjiu Investment Co., Ltd.* (廈門天玖投資有限公司) from June 2015 to March 2016, at Xiamen Torch Group Financing Guarantee Co., Ltd.* (廈門火炬集團融資擔保有限公司) from December 2008 to May 2015, at Xiamen Torch Group Venture Capital Co., Ltd.* (廈門火炬集團創業投資有限公司) from December 2007 to November 2008, and at Xiamen Torch Group Co., Ltd.* (廈門火炬集團有限公司) from August 2007 to November 2007.

Mr. Huang obtained his bachelor's degree in economics from Jimei University (集美大學) in the PRC in July 2001 and his master's degree in economics from Xiamen University (廈門大學) in the PRC in June 2007.

Mr. Li Jizhi (李機智), aged 38, joined our Company as a perception algorithm engineer in October 2018, was appointed as our Supervisor in September 2020, and currently serves as chairman of the Supervisory Committee. He is primarily responsible for the daily management of the Supervisory Committee and supervision of the Group's daily operations.

Prior to joining our Company, Mr. Li worked at Zhiche Youxing Technology (Beijing) Co., Ltd.* (智車優行科技(北京)有限公司) from August 2016 to June 2017. From August 2013 to July 2016, Mr. Li worked at Yutong Bus Co., Ltd.* (宇通客車股份有限公司).

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Li obtained his bachelor's degree in engineering from Jilin University (吉林大學) in the PRC in June 2010 and his master's degree in engineering from Jilin University in June 2013.

Mr. Yang Xiaoguang (楊曉光), aged 44, joined our Company as the head of cloud control technology department in April 2019 and was appointed as our Supervisor in March 2025. He is primarily responsible for the daily management of the Supervisory Committee and supervision of the Group's daily operations.

Prior to joining our Company, Mr. Yang worked at Universal Mobile Linking Technology Co., Ltd.* (博創聯動科技股份有限公司) from November 2016 to March 2019, at Beijing Sinoiov Information Technology Co., Ltd.* (北京中交興路信息科技股份有限公司) from December 2010 to October 2012, at Beijing Palmcity Science and Technology Co., Ltd.* (北京千方城市信息科技有限公司) from June 2010 to November 2010, at Beijing Qianfang Information Technology Group Co., Ltd.* (北京千方信息科技集團有限公司) from March 2009 to May 2010, and at Beijing MapABC Co., Ltd.* (北京圖盟科技有限公司) from December 2006 to February 2009.

Mr. Yang completed a computer science and technology program and graduated from the China Central Radio and TV University* (中央廣播電視大學) (currently known as the Open University of China (國家開放大學)) in the PRC in July 2012.

SENIOR MANAGEMENT

Our senior management is responsible for our day-to-day management and business operation. The following table sets forth the key information of our senior management:

Name	Age	Position(s) for the current tenure	Time of joining our Group	Date of appointment as senior management	Roles and responsibilities
Mr. Lan Shuisheng (藍水生)	45	Co-chairman of the Board, executive Director, and chief executive officer of the Company	May 2018	May 2018	Responsible for the overall strategic planning and organizational structure management of the Group
Mr. Zhang Lei (張磊)	39	Chairman of the Board, and executive Director	May 2018	May 2018	Responsible for the Group's business development, product and market strategy, including commercial operations and long-term strategic planning
Dr. Lin Qiao (林巧)	41	Executive Director and vice president of the Company (employee representative Director)	April 2020	April 2020	Responsible for the supply chain, brand promotion and product development of the Group
Dr. Chen Huiyong (陳慧勇)	45	Executive Director and vice president of the Company	September 2022	September 2022	Responsible for vehicle and driverless technology research and development
Ms. Qu Xiaoyan (曲曉燕)	48	Executive Director, vice president and chief financial officer of the Company	October 2023	October 2023	Responsible for corporate finance, legal affairs, and government relations of the Group

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position(s) for the current tenure	Time of joining our Group	Date of appointment as senior management	Roles and responsibilities
Dr. Liu Yudong (劉煜冬)	32	Board secretary	April 2025	April 2025	Responsible for investor relations and capital market affairs of the Company

Mr. Lan Shuisheng (藍水生), aged 45, is our founder, co-chairman of the Board, general manager, executive Director and chief executive officer of the Company. For details of his biography, please refer to the paragraph headed “— Board of Directors — Executive Directors” in this section.

Mr. Zhang Lei (張磊), aged 39, is our executive Director and chairman of the Board. For details of his biography, please refer to the paragraph headed “— Board of Directors — Executive Directors” in this section.

Dr. Lin Qiao (林巧), aged 41, is our executive Director, employee representative Director and vice president of the Company. For details of his biography, please refer to the paragraph headed “— Board of Directors — Executive Directors” in this section.

Dr. Chen Huiyong (陳慧勇), aged 45, is our executive Director and vice president of the Company. For details of his biography, please refer to the paragraph headed “— Board of Directors — Executive Directors” in this section.

Ms. Qu Xiaoyan (曲曉燕), aged 48, is our executive Director, chief financial officer and vice president of the Company. For details of her biography, please refer to the paragraph headed “— Board of Directors — Executive Directors” in this section.

Dr. Liu Yudong (劉煜冬), aged 32, has served as the board secretary of the Company since April 2025. He is primarily responsible for investor relations and capital market-related work.

Prior to joining our Company, Dr. Liu worked as the executive general manager at Ningbo Chentao Zhijia Equity Investment Fund Partnership (Limited Partnership)* (寧波辰韜智駕股權投資基金合夥企業(有限合夥)) from March 2023 to March 2025. He served as senior product engineer for intelligent driving at Qixin (Shanghai) Information Technology Co., Ltd.* (奇心(上海)資訊技術有限公司) from November 2021 to February 2023, and served as intelligent driving project management manager at Geely Automobile Research Institute (Ningbo) Co., Ltd.* (吉利汽車研究院(寧波)有限公司) from June 2019 to November 2021.

Dr. Liu obtained his bachelor’s degree in science from Shanghai Jiao Tong University (上海交通大學) in the PRC in June 2014 and his Ph.D. degree in materials science from the University of Oxford in the United Kingdom in March 2019.

JOINT COMPANY SECRETARIES

Mr. Liao Jin (廖瑾), is the head of investment and financing department of the Company and our joint company secretary of our Company with effect from the Listing Date.

Prior to joining our Company, Mr. Liao worked at Shanghai Yulin Investment Management Co., Ltd.* (上海昱林投資管理有限公司) from July 2019 to March 2021, at the Shanghai branch of Industrial Securities Co., Ltd.* (興業證券股份有限公司上海分公司) from December 2015 to July 2019, at China Jingu International Trust Co., Ltd.* (中國金谷國際信託有限責任公司) from August 2012 to November 2015, and at Accenture (China) Ltd.* (埃森哲(中國)有限公司) from July 2011 to July 2012.

Mr. Liao obtained his bachelor’s degree in engineering from Shanghai Maritime University (上海海事大學) in the PRC in July 2008 and his master’s degree in engineering from Shanghai Jiao Tong University (上海交通大學) in the PRC in March 2011.

Ms. Chan Wing Yan (陳詠欣) has been appointed as our joint company secretary in June 2026. Ms. Chan is a member of Entity Solutions of Computershare Hong Kong Investor Services Limited. She is a seasoned professional with over eight years of extensive experience in company secretarial practice and corporate governance.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Chan obtained her bachelor's degree in business and commerce from Monash University. Ms. Chan is an associate member of The Hong Kong Chartered Governance Institute ("HKCGI", formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute in the United Kingdom.

INTERESTS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Saved as disclosed above, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, as of the Latest Practicable Date, none of our Directors, Supervisors and senior management had been a director of any public company the securities of which were listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Prospectus. There are no other matters with respect to the appointment of our Directors and Supervisors that need to be brought to the attention of the Shareholders, nor is there any information relating to our Directors and Supervisors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

As of the Latest Practicable Date, none of our Directors, Supervisors or senior management were related to other Directors, Supervisors or senior management of our Company.

Saved as disclosed in the sections headed "Relationship with our Controlling Shareholders," "Substantial Shareholders" and "Appendix IV — Statutory and General Information — 4. Disclosure of Interests — Disclosure of Interests of Directors and Supervisors," as of the Latest Practicable Date, none of our Directors and Supervisors held any interest in the securities within the meaning of Part XV of the SFO.

BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, Appendix C1 to the Listing Rules, our Company has formed three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee.

Audit Committee

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.4 and paragraph D.3 of Part 2 of the Corporate Governance Code, Appendix C1 to the Listing Rules. The Audit Committee consists of three Directors, namely Mr. Wong Yu Shan Eugene (王宇山), Mr. Lai Shengmin (賴盛民) and Dr. Gong Yan (龔焱). Mr. Wong Yu Shan Eugene who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules, serves as the Chairperson of the Audit Committee. The primary duties of the Audit Committee include, but are not limited to, the following:

- proposing the appointment or change of external auditors to our Board, monitoring the independence of external auditors and evaluating their performance;
- guiding internal audit work;
- examining the financial information of our Company, reviewing financial reports and statements of our Company and giving comments on relevant matters;
- assessing the effectiveness of internal control;
- coordinating the communication among management, internal audit department, related departments and external audit agency; and
- dealing with other matters that are authorized by the Board or involved in relevant laws and regulations.

Remuneration Committee

We have established a Remuneration Committee with written terms of reference in compliance with reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of Part 2 of the Corporate Governance Code. The Remuneration Committee consists of three Directors, namely Dr. Han Jian (韓踐), Mr. Zhang Lei (張磊) and Mr. Wong Yu Shan Eugene (王宇山). Dr. Han Jian (韓踐) serves as the Chairperson of the Remuneration Committee. The primary duties of the Remuneration Committee include, but are not limited to, the following:

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- formulating individual remuneration plans for Directors, Supervisors and members of the senior management in accordance with the terms of reference of the job responsibilities, the importance of their positions as well as the remuneration benchmarks for the relevant positions in other comparable companies;
- examining the criteria of performance evaluation of Directors and the senior management of our Company, and conducting annual performance evaluation;
- supervising the implementation of the remuneration plan of the Company;
- reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules; and
- dealing with other matters that are authorized by the Board.

Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of Part 2 of the Corporate Governance Code. The Nomination Committee consists of three Directors, namely Dr. Gong Yan (龔焱), Mr. Lan Shuisheng (藍水生) and Dr. Han Jian (韓踐). Dr. Gong Yan (龔焱) serves as the Chairperson of the Nomination Committee. The primary duties of the Nomination Committee include, but are not limited to, the following:

- making recommendations to our Board with regard to the size and composition of our Board based on our Company's business operation, asset scale and equity structure;
- researching and developing standards and procedures for the election of our Board members, general managers and members of the senior management, and making recommendations to our Board;
- conducting extensive search and providing to our Board suitable candidates for Directors, general managers and other members of the senior management;
- examining our Board candidates, general manager and members of the senior management and making recommendations to our Board;
- assessing and reviewing the independence of independent non-executive Directors; and
- dealing with other matters that are authorized by our Board.

COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Our Directors, Supervisors and senior management receive their remuneration in the form of fees, salary, allowances and benefits in kind, performance related bonus, share-based payment expenses and pension scheme contributions.

For the years ended December 31, 2023, 2024 and 2025, the total of remuneration accrued to our then Directors amounted to approximately RMB5.81 million, RMB6.45 million and RMB13.76 million, respectively.

For the years ended December 31, 2023, 2024 and 2025, the total of remuneration accrued to our then Supervisors amounted to approximately RMB1.97 million, RMB1.74 million and RMB3.27 million, respectively.

For the years ended December 31, 2023, 2024 and 2025, the total emoluments paid to the five highest paid individuals (including Directors and Supervisors) by our Group amounted to approximately RMB21.08 million, RMB26.56 million and RMB16.57 million, respectively.

Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by any member of our Group in respect of the year ending December 31, 2026 is approximately RMB12.04 million.

During the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of any subsidiary of our Company.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

For additional information on Directors' remuneration during the Track Record Period as well as information on the highest paid individuals, please see Notes 13 and 14 of the Accountants' Report set out in Appendix I to this Prospectus. For the details of the incentive awards that were granted to our Directors and senior management, see "Statutory and General Information — 5. the Pre-IPO Equity Incentive Plan" in Appendix IV of this Prospectus for further details.

Save as disclosed above, none of the Directors or Supervisors waived their remuneration during the relevant period. The remuneration of Directors, Supervisors and senior management is determined with reference to a number of factors, including operating results of our Company, market comparable and the achievement of major operating indicators of our Company.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or 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.

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in June 2025, and (ii) understands his or her obligations as a director of a listed issuer on the Stock Exchange under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors confirms (i) his/her independence with regard to each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

THE PRE-IPO EQUITY INCENTIVE PLAN

We adopted Pre-IPO Equity Incentive Plan in January 2019 and amended in October 2024 and June 2025, the principal terms of which are set out in the section headed "Statutory and General Information — 5. the Pre-IPO Equity Incentive Plan" in Appendix IV to this Prospectus.

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, our Company intends to comply with Corporate Governance Code set out in Appendix C1 to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules after the Listing.

BOARD DIVERSITY POLICY

We are committed to promoting the culture of diversity in the Company. We have strived to promote diversity to the extent practicable by taking into consideration a number of factors in our corporate governance structure.

We have adopted the board diversity policy (the "**Board Diversity Policy**") which sets out the objective and approach to achieve and maintain diversity of our Board in order to enhance the effectiveness of our Board. Pursuant to the Board Diversity Policy, we seek to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, race, cultural background, educational background, industry experience and professional experience. Our Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of automotive, finance, corporate management and governance. They obtained degrees in various areas, including automotive, engineering, management and business administration. Our Board Diversity Policy is well implemented as evidenced by the fact that it comprises two female Directors and seven male Directors, and there are Directors ranging from 39 years old to 56 years old. Pursuant to the Board Diversity Policy, we will maintain at least one female representation in the Board and the current composition of the Board satisfies this target. We will continue to take steps to promote diversity at all levels of the Company, including but without

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

limitation to our Board and senior management levels, to enhance the effectiveness of corporate governance of the Company as a whole. Going forward, we will continue to work to enhance gender diversity of our Board when selecting and recommending suitable candidates for Board appointments.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the Listing, our Nomination Committee will review the board diversity policy from time to time, develop and review measurable objectives for implementing the policy, and monitor the progress on achieving these measurable objectives to ensure its continued effectiveness. We will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

COMPLIANCE ADVISOR

We have appointed Guotai Junan Capital Limited as our Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will advise our Company in certain circumstances including:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- (c) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this Prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this Prospectus; and
- (d) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Advisor will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. The Compliance Advisor will also inform our Company of any new or amended law, regulation or code in Hong Kong applicable to us, and advise us on the continuing requirements under the Listing Rules and applicable laws and regulations.

The term of the appointment will commence on the Listing Date and is expected to end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

Immediately prior to the Global Offering, our Company is owned as to (i) approximately 26.29% by Mr. Lan; (ii) approximately 6.91% by Mr. Zhang and the Mr. Zhang Controlled Entities (of which Mr. Zhang is the sole general partner); and (iii) approximately 9.55% by Ms. Liu and Jiaying Zhitao, of which Ms. Liu, the spouse of Mr. Lan, is the sole limited partner holding approximately 97.1429% partnership interests therein. Ms. Liu does not hold any position in the Group.

On April 23, 2025, Mr. Lan and Mr. Zhang entered into the AIC Agreement. For details of the AIC Agreement, refer to “History, Development and Corporate Structure — AIC Agreement” in this Prospectus.

Accordingly, Mr. Lan, Mr. Zhang, Mr. Zhang Controlled Entities, Ms. Liu and Jiaying Zhitao together were interested in 42.75% in the share capital of the Company as at the date of this Prospectus and constitute a group of Controlling Shareholders for the purpose of the Listing Rules.

Immediately following the completion the Global Offering, the group of Controlling Shareholders will be, in aggregate entitled to control the exercise of approximately 35.19% of the voting rights (assuming the Over-Allotment Option is not exercised) and thus remain as a group of Controlling Shareholders.

Voluntary Lock-up Undertakings by Mr. Lan and Mr. Zhang

On June 24, 2025, each of Mr. Lan and Mr. Zhang provided an undertaking that, in addition to any restrictions under applicable laws and regulations, the Shares directly held by them as of that date would be subject to a three-year lock-up period upon Listing, with one-third of such Shares to be released at the end of each anniversary following the Listing Date.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently of our Controlling Shareholders and their close associates after Listing.

Management Independence

We are able to carry on our business independently from the Controlling Shareholders from a management perspective. Our Board will consist of nine Directors, including five executive Directors, one non-executive Director and three independent non-executive Directors upon Listing.

Our executive Directors and senior management team are responsible for the day-to-day management of our operations. Notwithstanding the roles of Mr. Lan and Mr. Zhang in our Board and our senior management team, our Directors are of the view that our Company is able to function independently from the Controlling Shareholders for the following reasons:

- (a) all of the independent non-executive Directors are independent of the Controlling Shareholders. Our independent non-executive Directors have extensive experience in different areas. We believe that they will be able to exercise their independent judgment and will be able to provide impartial opinions in the decision-making process of our Board to protect the interests of our Shareholders;
- (b) each Director is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;
- (c) our daily management and operations are carried out by our senior management team, all of whom have substantial experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interests of our Group;
- (d) where a Board meeting or Shareholders’ meeting is held to consider a proposed transaction in which our Directors or Controlling Shareholders or any of their respective close associates have a material interest, the relevant Directors or our Controlling Shareholders and their respective close associates shall abstain from voting on the relevant resolutions and shall not be counted towards the quorum for the voting; and

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- (e) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and the Controlling Shareholders which would support our independent management, in accordance with our Articles, relevant corporate governance policies and the Listing Rules as well as other applicable rules, laws and regulations.

Based on the above, our Directors believe that our Board as a whole and together with our senior management are able to perform the managerial role in our Group independently from the Controlling Shareholders and their close associates after the Listing.

Operational Independence

Our Company has full rights to make all decisions on and to carry out for our own business development, staffing, logistics, administration, finance, internal audit, information technology, sales and marketing, or company secretarial functions. We have independent access to suppliers and customers and an independent management team to handle our day-to-day operations. We are also in possession of all relevant licenses necessary to carry on and operate our principal businesses, and we have sufficient operational capacity in terms of capital and employees to operate independently. We have our own departments specializing in these respective areas which have been in operation and are expected to continue to operate separately and independently from the Controlling Shareholders and their close associates. In addition, we have our own headcount of employees for our operations and management for human resources.

Based on the above, our Directors believe that we are able to operate independently from the Controlling Shareholders and their close associates.

Financial Independence

Our Group has a finance department independent from our Controlling Shareholders and their respective close associates. We have also established an independent financial system to make the decisions based on our own business needs. Moreover, our Group opens and manages bank accounts independently, and has never shared any bank account with Controlling Shareholders. Our Group has independent taxation registration according to the relevant laws, and makes tax payments independently according to the applicable PRC taxation laws and regulations.

As of the Latest Practicable Date, there is no outstanding loan extended by our Controlling Shareholders and/or their close associates to us. Any guarantee previously provided by the Controlling Shareholders and/or their close associate(s) for our benefit has been released.

In view of our internal resources, our undrawn banking facilities, our net cash generated from operating activities and the estimated net proceeds from the Global Offering, our Directors confirm that we will not rely on our Controlling Shareholders for financing support after the Global Offering. Our Directors also believe that, upon Listing, the sustainability of our business — as demonstrated by our results of operations and financial position during the Track Record Period — will enhance our ability to obtain or renew loans and borrowings from banks on an independent basis without the support of the Controlling Shareholders.

Based on the above, our Directors are of the view that we are able to maintain financial independence from our Controlling Shareholders and their close associates.

DISCLOSURE UNDER RULE 8.10 OF THE LISTING RULES

As of the Latest Practicable Date, none of our Controlling Shareholders had any interest in any business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules.

CORPORATE GOVERNANCE

Our Company will comply with the provisions of the Corporate Governance Code in Appendix C1 to the Listing Rules, which sets out principles of good corporate governance.

Our Directors recognize the importance of good corporate governance in protection of our Shareholders' interests. We would adopt the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and the Controlling Shareholders:

- (a) where a Shareholders' meeting is to be held for considering proposed transactions in which the Controlling Shareholders or any of their respective associates has a material interest, the Controlling Shareholders will not vote on the resolutions and shall not be counted in the quorum in the voting;

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- (b) our Company has established internal control mechanisms to identify connected transactions. Upon the Listing, if our Company enters into connected transactions with a Controlling Shareholder or any of his/its associates, our Company will comply with the applicable Listing Rules, including, where appropriate, the reporting, annual review by the independent non-executive Directors, announcement and independent shareholders' approval;
- (c) our Board consists of a balanced composition of executive, non-executive and independent non-executive Directors, with independent non-executive Directors representing not less than one-third of our Board to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. Our independent non-executive Directors individually and collectively possess the requisite knowledge and experience to perform their duties. They will review whether there is any conflict of interests between our Group and our Controlling Shareholders and provide impartial and professional advice to protect the interests of our minority Shareholders;
- (d) where our Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at our Company's expenses; and
- (e) we have appointed Guotai Junan Capital Limited as our Compliance Advisor to provide advice and guidance to us in respect of compliance with the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest between our Group and the Controlling Shareholders, and to protect minority Shareholders' interests after the Listing.

CONTINUING CONNECTED TRANSACTIONS

We have entered into transactions with certain of our connected persons in our ordinary course of business and we expect such transactions to continue after the Listing, constituting our continuing connected transactions under the Listing Rules. Details of the expected continuing connected transactions of the Group following the Listing are set out below.

SUMMARY OF OUR CONNECTED PERSONS

Following the Listing, the following parties will be connected persons of our Company with whom we expect to have continuing transactions:

Identity of Connected Person	Connected Relationship
Zijin Mining and its associates	Minxi Xinghang will be our substantial shareholder (as defined under the Listing Rules) upon Listing. As Zijin Mining is a subsidiary of Minxi Xinghang, Zijin Mining is a connected person of our Company upon Listing.
Mr. Yu Haibo (于海波) (“Mr. Yu”) and his associates	Hainan Zhongxinkai, which is owned by Mr. Yu Haibo (于海波) as to 80%, is a substantial shareholder of Lanbang Trading, our significant subsidiary. Accordingly, Mr. Yu and his associates, including Xinjiang Lanbang Construction Engineering Co., Ltd.* (新疆藍邦工程建築有限公司) (“ Xinjiang Lanbang ”), Xinjiang Hanxiang Engineering Co., Ltd.* (新疆瀚祥工程有限公司) (“ Xinjiang Hanxiang ”), Xinjiang Wangxin Earthwork Engineering Co., Ltd.* (新疆旺鑫土石方工程有限責任公司) (“ Xinjiang Wangxin ”), Xinjiang Xiangjun Earthwork Engineering Co., Ltd.* (新疆翔竣土石方工程有限公司) (“ Xinjiang Xiangjun ”), Xinjiang Hanxiang Earthwork Engineering Co., Ltd.* (新疆瀚祥土方工程有限公司) (“ Hanxiang Earthwork ”) and Shaanxi Guangfu Jiatai Engineering Co., Ltd.* (陝西廣福佳泰工程有限公司) (“ Guangfu Jiatai ”), together with Xinjiang Lanbang, Xinjiang Hanxiang, Xinjiang Wangxin, Xinjiang Xiangjun and Hangxiang Earthwork and other associates of Mr. Yu (if any) (the “ Lanbang Connected Entities ”), are connected persons at the subsidiary level of our Company under Rule 14A.06(9) of the Listing Rules.

SUMMARY OF CONTINUING CONNECTED TRANSACTIONS

Transactions	Applicable Listing Rules	Waivers sought	Proposed annual cap for the year ending December 31,		
			2026	2027	2028
(RMB in millions)					
Non-exempt continuing connected transactions					
Provision of products and services to Zijin Mining and its associates					
Products and Services Sales Framework Agreement	14A.35, 14A.36, 14A.52, 14A.53 and 14A.105	Waiver from announcement, circular, and independent shareholders’ approval	94.8	53.1	63.8
Partially-exempt continuing connected transactions					
Provision of products and services to Lanbang Connected Entities					
Products and Services Sales Framework Agreement	14A.35, 14A.52, 14A.53, 14A.101 and 14A.105	Waiver from announcement	324.2	101.2	101.2

CONTINUING CONNECTED TRANSACTIONS

Non-exempt Continuing Connected Transactions

Zijin Products and Services Sales Framework Agreement

On June 18, 2026, in order to regulate the ongoing transactions between the Group and Zijin Mining and its associates, the Company entered into a products and services sales framework agreement with Zijin Mining (the “**Zijin Products and Services Sales Agreement**”), pursuant to which, we will provide autonomous mining trucks and related products and services, (together, the “**Relevant Products and Services**”) to Zijin Mining and its associates.

The term of the Zijin Products and Services Sales Framework Agreement will commence from the Listing Date and expire on December 31, 2028. The Zijin Products and Services Sales Framework Agreement will be subject to negotiation at renewal with mutual consent and in compliance with the requirements of the Listing Rules.

Subject to the terms of the Zijin Products and Services Sales Framework Agreement, the Group will enter into specific agreements with Zijin Mining and its associates to set out specific terms and conditions when necessary according to the principles and scope provided for under the Zijin Products and Services Sales Framework Agreement.

Reasons for and benefits of the transactions

Zijin Mining is a large-scale and comprehensive mining group primarily engaged in the production of gold and non-ferrous metals. We have been in business cooperation with Zijin Mining and its associates since 2024, when we began to deploy mining autonomous driving solutions across certain of their mines. Zijin Mining and its associates have been purchasing the Relevant Products and Services from us in view of the applicability, quality and reliability of such products and services provided by us. The provision of Relevant Products and Services to Zijin Mining and its associates will provide sources of recurring revenues to the Group as the business of Zijin Mining and its associates expands.

The Company considers that it is beneficial to enter into the Zijin Products and Services Sales Framework Agreement to regulate the continuing connected transactions contemplated thereunder as such transactions will continue to facilitate the operation and growth of the Group’s business as a whole.

Pricing basis

The purchase prices and service fees of the Relevant Products and Services under the Zijin Products and Services Sales Framework Agreement shall be determined on an arm’s-length basis between our Group and Zijin Mining and its associates on normal commercial terms which shall be comparable to those agreed between the Company and other Independent Third Parties. To ensure fees to be charged by our Group are on normal commercial terms, the Group will compare and analyze fee quotes offered to Independent Third Parties for the Relevant Products and Services of the same or similar type before entering into any specific agreements for any new projects with its customers, including Zijin Mining and its associates.

Historical amount, annual cap and basis for annual cap

The table below sets out the historical amounts for the three years ended December 31, 2025:

	Historical transaction amount for the year ended December 31,		
	2023	2024	2025
	(RMB in million)		
Provision of Relevant Products and Services	0	1.7	17.8

The Company proposes to set up the annual caps for the three years ending December 31, 2028 as follows:

	Proposed annual cap for the year ending December 31,		
	2026	2027	2028
	(RMB in million)		
Provision of Relevant Products and Services	94.8	53.1	63.8

CONTINUING CONNECTED TRANSACTIONS

The annual caps for the fees payable by Zijin Mining and its associates in respect of the provision of Relevant Products and Services to Zijin Mining and its associates by our Group for the three years ending December 31, 2028 have been determined with reference to, among others:

- (i) the historical transaction amounts for provision of such Relevant Products and Services during the Track Record Period, in particular the significant growth from 2024 to 2025, representing an approximately 950% year-on-year increase and evidencing a proven track record, as well as strong potential for continued business opportunities and cooperation with Zijin Mining and its associates;
- (ii) the projected demand for, and actual delivery and deployment of, the Relevant Products and Services from Zijin Mining and its associates to meet their needs in the ordinary course of business, taking into account the scale of operations and expected production growth at relevant mines abroad and at home.

As mutually agreed with Zijin Mining, we expect that the number of our autonomous mining trucks newly provided to Zijin Mining and its associates for the years of 2026 to 2028 would be 171, 100 and 120, respectively, which will cover various flagship mines with large mining and processing scale and other potential pipeline projects of Zijin Mining and its associates, including the Zhibula Copper and Polymetallic Mine (知不拉銅多金屬礦), the Wulagen Zinc (Lead) Mine (烏拉根鋅(鉛)礦), the Zhunuo Copper Mine (朱諾銅礦), Julong Copper Mine (中國巨龍銅礦), Rosebel Gold Mine in Surinam (蘇里南羅斯貝爾金礦) and Zijinshan Copper-Gold Mine (紫金山銅金礦). All these mines with abundant retained resources and stable production ability present great business potential for our supply of the Relevant Products and Services to Zijin Mining and its associates, and Zijin Mining has also agreed that the Group's products and services shall be accorded priority support under equivalent commercial terms and conditions.

As disclosed in Zijin Mining's annual report for the year ended December 31, 2025, (i) the Zhibula Copper and Polymetallic Mine, together with the Julong Copper Mine (the "Julong Copper"), has retained resources of 25.68 million tonnes of copper, 15 thousand tonnes of silver and 1.68 million tonnes of molybdenum. Julong Copper has a planned production of mine-produced copper of 300 thousand tonnes in 2026, which was expected to further reach 300 thousand to 350 thousand tonnes, making it the largest copper mine in China in terms of mining and processing scale; (ii) the Zhunuo Copper Mine has resources of 2.94 million tonnes of copper and is expected to have an average annual mine-produced copper production volume of approximately 76 thousand tonnes after completion of construction and reaching the designated production capacity by the end of 2026; (iii) the Wulagen Zinc (Lead) Mine is a standalone in-production lead-zinc mine with the largest product output in China and it has a planned production of mine-produced zinc of 134 thousand tonnes and 18 thousand tonnes of mine-produced lead in 2026; (iv) Rosebel Gold Mine in Suriname has 360 tonnes of gold resources and it is planned to produce 8.7 tonnes of mine-produced gold in 2026 with the annual gold production volume further increasing to 12 tonnes; and (v) Zijinshan Copper-Gold Mine is one of the major copper operations of Zijin Mining.

The increase in the proposed annual caps for the three years ending December 31, 2028, particularly for 2026, as compared to the historical transaction amount with Zijin Mining and its associates in 2025, was determined with reference to: (a) the expansion in the number of mining sites deploying the Company's autonomous mining trucks, from one site in 2025 to five sites in 2026 and 2027, and further to six sites in 2028; (b) the increase in actual and expected delivery volume of our autonomous mining trucks in 2026 – compared to 15 autonomous mining trucks delivered in 2025, the Company has, as of the Latest Practicable Date, completed delivery of 45 units at the Zhibula Copper and Polymetallic Mine, with onsite deployment of an additional 76 units pending acceptance, as well as the expected deployment of further 50 units in 2026 as agreed by Zijin Mining, (c) the expected replacement and upgrades of autonomous mining trucks in line with the mining industry's ongoing transformation, as well as Zijin Mining's digitalisation strategies and benchmark projects for staff minimisation and unmanned high-altitude and plateau mines, under which Zijin Mining has agreed to deploy additional 100 autonomous mining trucks in 2027 and 75 autonomous mining trucks in 2028, respectively; and (d) future cooperation on technological upgrades for Zijin Mining's overseas projects, including the agreed deployment of 45 autonomous mining trucks overseas in 2028.

- (iii) the projected strategic development of the Group, including the plans for global expansion and partnership with Zijin Mining and/or its associate, as set out in the section headed "Business — Overview — Our Growth Strategy: From Pilot Projects to Scaled Deployment." Specifically, in 2024, we signed a memorandum of understanding with Thiess, one of the world's largest mining service providers and partnered with Norton Gold Fields (a Zijin subsidiary) to begin localized product trial project in Kalgoorlie, Australia. We expect to further enhance our deployment domestic and overseas through further collaboration and strategic partnership with Zijin Mining and its associates; and

CONTINUING CONNECTED TRANSACTIONS

- (iv) other factors including but not limited to the possible fluctuation in the unit prices of our products and services, and changes in the number or models of autonomous mining trucks deployed by us.

Listing Rules Implications

The transactions contemplated under the Zijin Products and Services Sales Framework Agreement are conducted in the ordinary and usual course of business on normal commercial terms, and our Directors currently expect that the highest applicable percentage ratio under the Listing Rules in respect of such transactions will exceed 5%. As such, these transactions will be subject to annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Application for Waiver

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted a waiver to us under Rule 14A.105 of the Listing Rules from strict compliance with the announcement, circular and independent shareholders' approval requirements in respect of the transactions contemplated under the Zijin Products and Services Sales Framework Agreement, provided that the total value of transactions under the Zijin Products and Services Sales Framework Agreement for each of the years ending December 31, 2026, 2027, and 2028 will not exceed the relevant proposed annual caps set forth above. The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules, apart from announcement, circular and independent shareholders' approval requirements for which the waiver is sought under Rule 14A.105 of the Listing Rules.

Partially-exempt continuing connected transactions

Lanbang Products and Services Sales Framework Agreement

On June 18, 2026, in order to regulate the ongoing transactions between the Group and the Lanbang Connected Entities, the Company entered into a products and services sales framework agreement with the Lanbang Connected Entities (the “**Lanbang Products and Services Sales Agreement**”), pursuant to which, we will provide autonomous mining trucks and related products and services, (together, the “**Relevant Products and Services**”) to the Lanbang Connected Entities.

The term of the Lanbang Products and Services Sales Framework Agreement will commence from the Listing Date and expire on December 31, 2028. The Lanbang Products and Services Sales Framework Agreement will be subject to negotiation at renewal with mutual consent and in compliance with the requirements of the Listing Rules.

Subject to the terms of the Lanbang Products and Services Sales Framework Agreement, the Group will enter into specific agreements with the Lanbang Connected Entities to set out specific terms and conditions when necessary according to the principles and scope provided for under the Lanbang Products and Services Sales Framework Agreement.

Reasons for and benefits of the transactions

The Lanbang Connected Entities have been purchasing the Relevant Products and Services from us in view of the applicability, quality and reliability of such products and services provided by us. The provision of Relevant Products and Services to the Lanbang Connected Entities, will provide sources of recurring revenues to the Group as the business of the Lanbang Connected Entities expands.

The Company considers that it is beneficial to enter into the Lanbang Products and Services Sales Framework Agreement to regulate the continuing connected transactions contemplated thereunder as such transactions will continue to facilitate the operation and growth of the Group's business as a whole.

Pricing basis

The purchase prices and service fees of the Relevant Products and Services under the Lanbang Products and Services Sales Framework Agreement shall be determined on an arm's-length basis between our Group and the Lanbang Connected Entities on normal commercial terms which shall be comparable to those agreed between the Company and other Independent Third Parties. To ensure fees to be charged by our Group are on normal commercial terms, the Group will compare and analyze fee quotes offered to Independent Third Parties for the Relevant Products and Services of the same or similar type before entering into any specific agreements for any new projects with its customers, including the Lanbang Connected Entities.

CONTINUING CONNECTED TRANSACTIONS

Historical amount, annual cap and basis for annual cap

The table below sets out the historical amounts for the three years ended December 31, 2025:

	Historical transaction amount for the year ended December 31,		
	2023	2024	2025
	<i>(RMB in million)</i>		
Provision of Relevant Products and Services	0	159.1	337.2

The Company proposes to set up the annual caps for the three years ending December 31, 2028 as follows:

	Proposed annual cap for the year ending December 31,		
	2026	2027	2028
	<i>(RMB in million)</i>		
Provision of Relevant Products and Services	324.2	101.2	101.2

The annual caps for the fees payable by the Lanbang Connected Entities in respect of the provision of Relevant Products and Services to the Lanbang Connected Entities by our Group for the three years ending December 31, 2028 have been determined with reference to, among others:

- (i) the historical transaction amounts for provision of such Relevant Products and Services during the Track Record Period;
- (ii) the projected demand for the Relevant Products and Services from the Lanbang Connected Entities to meet their needs in the ordinary course of business, taking into account the scale of operations and expected production growth at relevant mines abroad and at home. Specifically, we estimate that the number of autonomous mining trucks newly provided to the Lanbang Connected Entities will increase following the additional mining projects acquired and operated by the Lanbang Connected Entities for the year ended December 31, 2025 and delivery and deployment of those trucks in the mining sites in 2026; and
- (iii) other factors including but not limited to the possible fluctuation in the unit prices of our products and services, and changes in the number or models of autonomous mining trucks deployed by us.

Overall, the annual cap for transactions contemplated under the Lanbang Products and Services Sales Framework Agreement is expected to decline from 2026 to 2028. The annual cap for 2027 and 2028 are expected to remain broadly consistent. This stability reflects the shift in focus toward providing related products and services to support the operation of autonomous mining trucks, rather than generating revenue from the sale of autonomous mining trucks. The decrease in annual cap is more pronounced from 2026 to 2027, and across the 2026–2028 period overall, primarily reflecting the expected decrease of one-off sales of autonomous mining truck in 2027 in light of uncertainty for the pipeline of mining projects acquired and operated by relevant parties in a relatively longer period. However, the Group will continue to provide related products and services for operation of autonomous mining trucks in 2026, 2027 and 2028 at a stable level, which is not expected to experience material fluctuations compared to the one-off sales of autonomous mining trucks.

Listing Rules Implications

On the basis that each of the Lanbang Connected Entities is a connected person of the Company at the subsidiary level, the Board (including the independent non-executive Directors) has approved the Lanbang Products and Services Sales Agreement and the transactions contemplated thereunder and all the independent non-executive Directors have confirmed that the terms of the Lanbang Products and Services Sales Agreement are fair and reasonable, on normal commercial terms or better and in the interests of our Company and our Shareholders as a whole, pursuant to Rule 14A.101 of the Listing Rules, the Lanbang Products and Services Sales Agreement and the transactions contemplated thereunder shall be exempted from circular, independent financial advice and the independent Shareholders' approval requirement.

CONTINUING CONNECTED TRANSACTIONS

Application for Waiver

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted a waiver to us under Rule 14A.105 of the Listing Rules from strict compliance with the announcement requirement in respect of the transactions contemplated under the Lanbang Products and Services Sales Framework Agreement, provided that the total value of transactions under the Lanbang Products and Services Sales Framework Agreement for each of the years ending December 31, 2026, 2027, and 2028 will not exceed the relevant proposed annual caps set forth above. The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules, apart from announcement requirement for which the waiver is sought under Rule 14A.105 of the Listing Rules.

DIRECTORS' CONFIRMATION

Our Directors (including the independent non-executive Directors) are of the view that the non-exempt continuing connected transactions and partially-exempt continuing connected transactions as set out above have been and will be entered into in the ordinary and usual course of business, on normal commercial terms or better, and that the respective terms and the proposed annual caps thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

SPONSOR'S CONFIRMATION

Based on the review of the documents and information provided by the Company, the Sole Sponsor is of the view that (i) the non-exempt continuing connected transactions and partially-exempt continuing connected transactions as set out above have been entered into in the ordinary and usual course of business on normal commercial terms or better, are fair and reasonable, and in the interests of the Company and its Shareholders as a whole; and (ii) the proposed annual caps for such non-exempt continuing connected transactions and partially-exempt continuing connected transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL PROCEDURES ADOPTED BY THE COMPANY IN RESPECT OF THE CONTINUING CONNECTED TRANSACTION AGREEMENTS

In order to further safeguard the interests of the Shareholders as a whole (including the minority Shareholders), our Group has implemented the following internal control measures in relation to the continuing connected transactions:

- Our Group has approved internal guidelines which provide that if the value of any proposed connected transaction is expected to exceed certain thresholds, the relevant staff must report the proposed transactions to the relevant responsible personnel in order for our Company to commence the necessary additional assessment and approval procedures and ensure that we will comply with the applicable requirements under Chapter 14A of the Listing Rules.
- Our Company will provide information and supporting documents to the independent non-executive Directors and the auditors in order for them to conduct an annual review of the continuing connected transactions entered into by our Company. In accordance with the requirements under the Listing Rules, the independent non-executive Directors will provide an annual confirmation to the Board as to whether the continuing connected transactions have been entered into in the ordinary and usual course of business of our Group, are on normal commercial terms and are in accordance with the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole, and the auditors will provide an annual confirmation to the Board as to whether anything has come to their attention that causes them to believe that the continuing connected transactions have not been approved by the Board, are not in accordance with the pricing policies of our Group in all material respects, are not entered into in accordance with the relevant agreements governing the transactions in all material respects or have exceeded the cap as stated above.
- When considering any renewal or revisions to the agreements after Listing, the interested Directors and Shareholders shall abstain from voting on the resolutions to approve such transactions at board meetings or shareholders' general meetings (as the case may be). If the independent Directors' or independent Shareholders' approvals cannot be obtained, we will not continue the transactions under the framework agreement(s) to the extent that they constitute non-exempt continuing connected transactions under Rule 14A.35 of the Listing Rules.

SUBSTANTIAL SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the Global Offering and assuming the Over-Allotment Option is not exercised, the following persons will have interests and/or short positions in the Shares or underlying shares of our Company which would fall to be disclosed pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company:

Name of Shareholder	Nature of Interest	As of the Latest Practicable Date		Immediately following the Global Offering (assuming the Over-Allotment Option is not exercised)				
		Number of Shares	Approximate percentage of shareholding in our total share capital ⁽¹⁾	Number of H Shares	Approximate percentage of shareholding in H Shares ⁽²⁾	Number of Unlisted Shares	Approximate percentage of shareholding in Unlisted Shares ⁽²⁾	Appropriate percentage of shareholding in our total share capital ⁽²⁾
			(%)		(%)		(%)	(%)
Mr. Lan ⁽³⁾⁽⁴⁾	Beneficial owner	32,000,000	26.29	32,000,000	21.64	–	–	21.64
	Interest of spouse	13,512,960	11.10	13,512,960	9.14	–	–	9.14
Ms. Liu ⁽³⁾	Interests of spouse	32,000,000	26.29	32,000,000	21.64	–	–	21.64
	Beneficial owner	2,803,628	2.30	2,803,628	1.90	–	–	1.90
	Interests in controlled Corporation	10,709,332	8.80	10,709,332	7.24	–	–	7.24
Jiaxing Zhitao ⁽³⁾	Beneficial owner	8,823,529	7.25	8,823,529	5.97	–	–	5.97
Mr. Zhang ⁽⁴⁾⁽⁵⁾	Beneficial owner	7,492,858	6.15	7,492,858	5.07	–	–	5.07
	Interests in controlled Corporation	921,223	0.76	921,223	0.62	–	–	0.62
Ms. Bai Fangfang ⁽⁶⁾	Interests in controlled corporation	9,078,777	7.46	9,078,777	6.14	–	–	6.14
Ningbo Nanying ⁽⁶⁾	Beneficial owner	9,078,777	7.46	9,078,777	6.14	–	–	6.14
Xu Haiping (徐海英) ⁽⁷⁾	Interests in controlled corporation	19,965,260	16.40	19,965,260	13.50	–	–	13.50
Lin Xinzheng (林新正) ⁽⁷⁾	Interests in controlled corporation	19,965,260	16.40	19,965,260	13.50	–	–	13.50
Shanghai Chentao ⁽⁷⁾	Interests in controlled corporation	19,965,260	16.40	19,965,260	13.50	–	–	13.50
Minxi Xinghang ⁽⁸⁾	Beneficial owner	5,232,980	4.30	5,232,980	3.54	–	–	3.54
	Interests in controlled corporation	16,235,971	13.34	18,018,421	12.19	–	–	12.19

Notes:

- All interests stated are long positions.
- The 121,737,769 Unlisted Shares held by all existing Shareholders will be converted to H Shares upon Listing.
- Ms. Liu is the sole limited partner of Jiaxing Zhitao, holding approximately 97.14% of partnership interests therein, and a limited partner of Chentao Xinghang, holding approximately 47.62% of the partnership interests therein. Therefore, by virtue of the SFO, Ms. Liu is deemed to be interested in the 8,823,529 and 1,885,803 Shares held by Jiaxing Zhitao and Chentao Xinghang, respectively. As Ms. Liu is the spouse of Mr. Lan, Mr. Lan is deemed to be interested in the Shares that Ms. Liu is interested in under the SFO, and Ms. Liu is deemed to be interested in the Shares that Mr. Lan is interested in under the SFO.

SUBSTANTIAL SHAREHOLDERS

4. Pursuant to the AIC Agreement, Mr. Lan and Mr. Zhang agreed that they shall act in concert with respect to, inter alia, the right to convene Board meetings and Shareholders meetings, right to propose resolutions, nomination right, voting rights, nomination of senior management, and other matters which are subject to approval in Shareholders meetings or Board meetings, for the period since the date of the AIC Agreement and up until 72 months after the listing of the Company's Shares on a stock exchange. For details, see "History, Development and Corporate Structure — AIC Agreement" in this Prospectus. As such, each of the Mr. Lan and Mr. Zhang are deemed to be interested in the Shares each other is interested in.
5. Mr. Zhang is the general partner of Ningbo Yuying and Ningbo Zhongying. Therefore, by virtue of the SFO, Mr. Zhang is deemed to be interested in the 487,990 and 433,233 Shares held by Ningbo Yuying and Ningbo Zhongying, respectively.
6. The general partner of Ningbo Nanying is Ms. Bai Fangfang and none of the limited partners of Ningbo Nanying holds more than one-third partnership interests therein. Therefore, by virtue of the SFO, Ms. Bai Fangfang is deemed to be interested in the Shares held by Ningbo Nanying.
7. Shanghai Chentao is a/the general partner of Chentao Xinghang, Jiaying Zhitao, Huzhou Yuecheng, Jiaying Kelong, Jiaying Chenzhi, Pingtan Jiayi, Chuangxiang Chuangye, Yitao Chuangye and Jiaying Chenyi. In addition, Jiaying Chenyi is a limited partner of Xinghang Chaozhi, holding approximately 48.7805% partnership interests in Xinghang Chaozhi. Shanghai Chentao is owned by Xu Haiying (徐海英) and Lin Xinzheng (林新正) as to 51.20% and 48.80%, respectively. Therefore, by virtue of the SFO, Xu Haiying, Lin Xinzheng and Shanghai Chentao are deemed to be interested in the 1,885,803, 8,823,529, 1,185,827, 1,009,027, 612,274, 604,987, 422,425, 636,172, 507,141 and 4,278,075 Shares held by Chentao Xinghang, Jiaying Zhitao, Huzhou Yuecheng, Jiaying Kelong, Jiaying Chenzhi, Pingtan Jiayi, Chuangxiang Chuangye, Yitao Chuangye, Jiaying Chenyi and Xinghang Chaozhi, respectively.
8. Minxi Xinghang holds 100% of the interests in Xinghang Investment, which in turn serves as a/the general partner of Chentao Xinghang, Xinghang Chaozhi, Xinghang Chaoguang, Xinghang Qiguang, Xinghang Qixin and Xinghang Chaofeng. Zijin Mining, which controlled approximately 3.87% equity interests in the Company through Zidi Investment, Ziniu Investment, Zixing Investment and Qihang Investment, is a subsidiary of Minxi Xinghang. Therefore, by virtue of the SFO, the Shanghai Finance Bureau is deemed to be interested in the 1,885,803, 5,232,980, 4,278,075, 1,024,123, 1,004,129, 2,730,010, 604,987, 3,183,823, 1,134,352, 179,457 and 211,212 Shares held by Chentao Xinghang, Minxi Xinghang, Xinghang Chaozhi, Xinghang Chaoguang, Xinghang Qiguang, Xinghang Qixin, Xinghang Chaofeng, Zidi Investment, Ziniu Investment, Zixing Investment and Qihang Investment, respectively. By virtue of the SFO, Minxi Xinghang is deemed to be interested in the 1,885,803, 4,278,075, 1,024,123, 1,004,129, 2,730,010, 604,987, 3,183,823, 1,134,352, 179,457 and 211,212 Shares held by Chentao Xinghang, Xinghang Chaozhi, Xinghang Chaoguang, Xinghang Qiguang, Xinghang Qixin, Xinghang Chaofeng, Zidi Investment, Ziniu Investment, Zixing Investment and Qihang Investment, respectively. In addition, ZIJINNING will subscribe for H Shares (based on the Offer Price of HK\$87.92, being the high-end of the Offer Price range) in the Cornerstone Placing. ZIJINNING is ultimately wholly owned by Zijin Mining, a subsidiary of Minxi Xinghang. By virtue of the SFO, Minxi Xinghang is deemed to be interested in the 1,782,450 Shares held by ZIJINNING upon completion of the Global Offering. Minxi Xinghang is wholly owned by the Shanghai Finance Bureau.

For details of the substantial shareholders who will be, directly or indirectly, interested in 10% or more of the value of any class of Shares carrying rights to vote in all circumstances at general meetings of any member of our Group, see "Statutory and General Information — Disclosure of Interests — Disclosure of Interests of Substantial Shareholders" in Appendix IV to this Prospectus.

Save as disclosed herein, our Directors are not aware of any persons who will, immediately following completion of the Global Offering (assuming the Over-Allotment Option is not exercised), have interests and/or short positions in Shares or underlying shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

SHARE CAPITAL

This section presents certain information regarding our share capital before and upon completion of the Global Offering.

BEFORE THE GLOBAL OFFERING

As of the Latest Practicable Date, the registered capital of our Company was RMB121,737,769, comprising 121,737,769 Unlisted Shares in issue of nominal value RMB1.00 each.

UPON COMPLETION OF THE GLOBAL OFFERING

Immediately following completion of the Global Offering, assuming the Over-Allotment Option is not exercised, the share capital of our Company immediately following completion of the Global Offering will be as follows:

Description of Shares	Number of Shares	Approximate percentage to total share capital (%)
Unlisted Shares in issue	—	—
H Shares to be converted from Unlisted Shares	121,737,769	82.33
H Shares to be issued under the Global Offering . . .	26,132,000	17.67
Total	147,869,769	100.00

Immediately following completion of the Global Offering, assuming the Over-Allotment Option is fully exercised, the share capital of our Company immediately following completion of the Global Offering, will be as follows:

Description of Shares	Number of Shares	Approximate percentage to total share capital (%)
Unlisted Shares in issue	—	—
H Shares to be converted from Unlisted Shares	121,737,769	80.20
H Shares to be issued under the Global Offering . . .	30,051,800	19.80
Total	151,789,569	100.00

RANKING

Upon completion of the Global Offering, we would have only one class of Shares. H Shares and Unlisted Shares are all ordinary Shares in the share capital of our Company. However, apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai — Hong Kong Stock Connect or the Shenzhen — Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be subscribed for by or traded between legal or natural persons of the PRC.

Unlisted Shares and H Shares will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this Prospectus. All dividends in respect of the H Shares are to be paid by us in Hong Kong dollars or in the form of H Shares.

CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

The Company has filed with the CSRC an application for conversion of 121,737,769 Unlisted Shares into H Shares in accordance with the requirements of the CSRC.

The relevant filings, registration and approval process of the conversion of 121,737,769 Unlisted Shares held by the existing Shareholders into H Shares on a one-for-one basis have been completed and an application has been made to the Listing Committee for such H Shares to be listed on the Stock Exchange.

SHARE CAPITAL

Upon completion of the Global Offering, if any of our Shares are not listed or traded on any stock exchange, the holders of our Unlisted Shares may convert their Shares into H Shares provided such conversion shall have gone through any requisite internal approval process and complied with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the overseas stock exchange(s) and have completed the required filing with the securities regulatory authorities of the State Council, including the CSRC. The listing of such converted Shares on the Hong Kong Stock Exchange will also require the approval of the Hong Kong Stock Exchange.

Based on the procedures for the conversion of our Unlisted Shares into H Shares as disclosed in this section, we can apply for the listing of all or any portion of our Unlisted Shares on the Hong Kong Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of H Shares for entry on the H Share register. As any listing of additional H Shares after our initial listing on the Hong Kong Stock Exchange is ordinarily considered by the Hong Kong Stock Exchange to be a purely administrative matter, it will not require such prior application for listing at the time of our initial listing in Hong Kong.

No class Shareholder voting is required for the listing and trading of the converted Shares on the Hong Kong Stock Exchange. Any application for listing of the converted Shares on the Hong Kong Stock Exchange after our initial listing is subject to prior notification by way of announcement to inform Shareholders and the public of such proposed conversion.

After all the requisite approvals have been obtained, the following procedures will need to be completed: the relevant Unlisted Shares will be withdrawn from the Share register, and we will re-register such Shares on our H Share register maintained in Hong Kong and instruct the H Share Registrar to issue H Share certificates. Registration on our H Share register will be on the condition that (a) our H Share Registrar lodges with the Hong Kong Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register of members and the due dispatch of H Share certificates, and (b) the admission of the H Shares to trade on the Hong Kong Stock Exchange will comply with the Listing Rules and the General Rules of HKSCC and the HKSCC Operational Procedures in force from time to time. Until the converted Shares are re-registered on our H Share register, such Shares would not be listed as H Shares.

For further details, see “Risk Factors — Risks Relating to the Global Offering — Substantial future sales or the expectation of substantial sale of our H Shares in the public market could cause the price of our H Shares to decline.”

RESTRICTIONS ON TRANSFER OF SHARES ISSUED PRIOR TO THE GLOBAL OFFERING

Pursuant to the PRC Company Law, our Shares issued prior to the Listing shall not be transferred within one year from the Listing Date.

For details of the lock-up undertaking given by the Controlling Shareholders pursuant to Rule 10.07 of the Listing Rules, see the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Undertakings to the Stock Exchange pursuant to the Listing Rules — (B) Undertakings by the Controlling Shareholders”.

REGISTRATION OF SHARES NOT LISTED ON AN OVERSEAS STOCK EXCHANGE

Overseas Listing Trial Measures, the Detailed Rules on Registration and Custody of Non-overseas Listed Shares of Overseas Listed Companies (《境外上市公司非境外上市股份登記存管業務實施細則》) issued by the CSDC and the Guidance of CSDC Shenzhen Branch on the Registration and Custody of Non-overseas Listed Shares of Overseas Listed Companies (《中國證券登記結算有限責任公司深圳分公司境外上市公司非境外上市股份登記存管業務指南》), an overseas listed company is required to register its shares that are not listed on the overseas stock exchange with CSDC Shenzhen Branch according to relevant rules required by the CSRC upon its listing.

SHAREHOLDERS’ GENERAL MEETING

For details of circumstances under which our Shareholders’ general meeting are required, see “Summary of Articles of Association of the Company” in Appendix III to this Prospectus.

SHARE CAPITAL

GENERAL MANDATE TO ISSUE SHARES, SELL AND/OR TRANSFER TREASURY SHARES AND REPURCHASE MANDATE

Subject to the Global Offering becoming unconditional, our Directors have been granted general unconditional mandates to issue our Shares and sell and/or transfer our Shares that are held as treasury shares and repurchase our Shares. See the section headed “Appendix IV — Statutory and General Information — 1. Further Information about our Company — Resolutions of our Shareholders” for further details.

FINANCIAL INFORMATION

This discussion and analysis should be read with the Accountants' Report in Appendix I. Our financial information is prepared under HKFRS, which may differ from GAAP in other jurisdictions.

This section contains forward-looking statements involving risks and uncertainties. Actual outcomes may differ materially due to factors beyond our control. You should carefully review this Prospectus in its entirety, particularly the "Risk Factors" and "Business" sections.

References to 2023, 2024, and 2025 refer to the fiscal years ended December 31, and all financial information is presented on a consolidated basis unless otherwise stated.

BASIS OF PRESENTATION AND PREPARATION

The consolidated financial statements of our Group for the Track Record Period, on which the Historical Financial Information is based, have been prepared in accordance with the accounting policies which conform with HKFRS ("HKFRS") issued by the HKICPA and were audited by Deloitte Touche Tohmatsu in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "Underlying Financial Statements"). For details of the basis of preparation, see Note 2 to the Accountants' Report included in Appendix I to this Prospectus.

The preparation of the Historical Financial Information in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information are disclosed in Note 5 to the Accountants' Report included in Appendix I to this Prospectus.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business, financial condition and results of operations are subject to a variety of factors, many of which are beyond our control. These factors have had, and are expected to continue to have, a meaningful impact on our performance.

General Factors

Our performance depends in part on the overall development of the mining and mining autonomous driving sectors, including: (i) macroeconomic conditions in China and globally, and overall investment and production trends in the mining sector; (ii) government policies, industry initiatives and incentives that encourage autonomous driving and automated transformation of mining operations; (iii) the market acceptance and adoption of mining autonomous driving and technologies; (iv) advances in autonomous driving technologies, mining automation and new energy transportation systems; and (v) the competitive landscape and market dynamics within the commercial vehicle intelligent driving industry.

Company-specific Factors

Our Ability to Grow Our Customer Base and Deepen Existing Relationships

Our growth depends on our ability to expand our customer base and strengthen our relationships with major mining companies and contractors.

We serve the largest and most prominent and forward-thinking mining corporations in China, including CHN Energy, SPIC, TBEA, Zijin Mining, Shougang Group, Guanghui Energy, and Baowu Group. As of December 31, 2025, we had 13 end customer groups across 30 mining sites. The number of our end customer groups grew from five as of December 31, 2023 to ten as of December 31, 2024, with strong customer stickiness reflected in the 100% retention rate for all of our end customer groups for three consecutive years from 2023 to 2025. In addition, as of December 31, 2025, the fleet deployed at a single mining site where our solutions are in operation has grown to over 500 autonomous mining trucks, representing the largest autonomous mining truck fleet deployed at a single mine globally. This expansion reflects our customers' continued confidence in our solutions and their ongoing expansion of deployments with us as their operations scale.

FINANCIAL INFORMATION

During the Track Record Period, we achieved strong revenue growth and significant margin expansion, driven by the rapid scale-up of our mining autonomous driving solutions and a strategic focus on high-margin, service-based offerings. In our early stages, we adopted an asset-heavy Company-provided fleet model — operating our own fleets — to reduce customer adoption barriers and ensure early deployment success. As our benchmark deployments proved successful and our fleet footprint expanded, customer trust and solution standardization both increased. As a result, our asset-light customer-provided fleet model has begun to account for a growing share of revenue. We expect this trend to continue, positioning the business toward a more sustainable, high-margin model built on recurring revenue and long-term customer relationships.

We are focused on increasing solution penetration among our existing strategic customers and accelerating expansion into new mining sites, with an emphasis on high-value deployments. By broadening our solution offerings across system delivery, operational support, and intelligent mining operations, we aim to deepen customer reliance on our solutions and strengthen recurring revenue streams. We expect this strategy to enhance our revenue visibility, improve unit economics, and support our long-term profitability through a scalable, service-driven business model.

Our Ability to Innovate and Upgrade Our Technologies and Solutions

Technology innovation and continuous solution enhancement are central to our business, expanding our market share, and driving long-term profitability. Our ability to consistently innovate and upgrade directly impacts our financial performance in several ways:

- *Strengthening solution competitiveness and supporting revenue growth*: Superior technology allows us to deliver higher-performance solutions that meet the requirements of large and complex mining deployments. This strengthens our competitive positioning with leading mining customers and drives revenue growth.
- *Enhancing customer loyalty and repeat purchases*: By improving operational performance, reducing system downtime, and enhancing safety outcomes, we strengthen customer satisfaction, leading to higher renewal rates and deeper customer penetration.
- *Reducing technology displacement and competitive risks*: Sustained innovation extends the lifecycle of our technology platforms, reinforces customer reliance on our solutions, and strengthens barriers to entry against existing and emerging competitors.
- *Expanding addressable markets through broader application scenarios*: Ongoing technological advancement enables us to extend our solutions to more complex mining environments, such as high-altitude, extreme weather, and rugged terrain sites, unlocking additional customer demand and expanding our total addressable market.
- *Improving delivery efficiency and profitability*: Increased standardization, modularization, and system stability reduce the need for customization, shorten deployment cycles, and enhance operational efficiency, thereby improving deployment-level margins and overall operating leverage.

In 2023, 2024 and 2025, our research and development expenses were RMB177.3 million, RMB208.4 million, and RMB270.5 million, respectively, representing 65.4%, 21.1% and 18.8% respectively, of our total revenue for the same periods. Having completed foundational development across our core autonomous driving capabilities, we are currently focused on modular productization, reusing validated components across different sites, and developing new revenue-generating features based on customer needs. While we continue to invest in areas such as AI algorithms research and applications, intelligent production management, and hardware development, we expect our research and development expenses as a percentage of total revenue to decline over time in the long term as our deployments scale and customization requirements decrease. See also “Business — Business Sustainability and Path to Profitability”. As the mining industry’s transition toward intelligent operations accelerates, our ability to drive algorithm advancements, enhance system stability, and launch next-generation software-hardware platforms will be critical to strengthening our competitive position, deepening customer engagement, supporting revenue growth, and sustaining profitability over the long term.

Our Ability to Manage Hardware Production and Supply Chain Costs

Hardware systems, including autonomous mining trucks, drive-by-wire electronic controlling chassis platforms, core sensor modules, and autonomous driving domain controllers, are integral to our solutions. Hardware performance, reliability, and cost efficiency directly affect our ability to deliver deployments on time, maintain operational stability, and protect margins. We maintain

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control over key hardware technologies while partnering with selected OEMs for manufacturing. Our in-house development focuses on core systems such as battery-electric drivetrains, electronic steering and braking platforms, domain controllers, and other mission-critical components. Non-powered chassis and final vehicle assembly are completed by OEM partners to our specifications.

Our supply chain spans electric drivetrains, thermal management systems, high-precision positioning, perception hardware, and communications modules, supporting large-scale, continuous unmanned operations. Volatility in raw material costs and broader supply chain disruptions could adversely impact our gross margins, delivery timelines, and deployment economics. Increases in procurement costs or delays in sourcing critical components could elevate deployment costs and defer revenue recognition. To mitigate these risks, we have established long-term supplier relationships, diversified our sourcing base, and increased internal control over hardware development and system integration. As our deployment base grows, we expect scale efficiencies and deeper supply chain integration to reduce unit production costs, enhance pricing flexibility, and strengthen our profitability profile. Additionally, we are realizing significant economies of scale as our deployments increase in volume and standardization. As our procurement volumes expanded, we gained greater bargaining power with key suppliers, enabling us to secure more favorable commercial terms and lower the unit cost of key system components. These improvements have enhanced our gross margin profile and improved working capital efficiency.

Our Ability to Effectively Manage Costs and Operational Expenses

Our financial performance depends significantly on our ability to effectively manage our costs and operational expenses as our business scales. Growth in deployment volume, geographic coverage, and international expansion increases operational complexity and places greater demands on delivery, cost control, supply chain coordination, and organizational management. From a cost perspective, as our technology continues to mature, our solutions gradually advance to be more cost-efficient with less capital investment. Specifically, our customer-provided fleet model launched in the second half of 2023 features the asset-light nature and typically requires less costs associated with owning and using our own mining truck fleets. Going forward, we expect to continue to increase the proportion of customer-provided fleet model in our portfolio to further improve our cost-efficiency and gross profit position. We have also deployed an intelligent operation platform that uses real-time data monitoring to track vehicle health, operational efficiency, and system performance. This enables predictive maintenance, reduces unplanned downtime, lowers maintenance costs, and strengthens the stability of mining operations. In addition, as deployment volumes expand, we are improving delivery efficiency and asset utilization by standardizing deployment processes, modularizing product design, and building localized support infrastructure. These efforts shorten deployment delivery cycles, reduce unit delivery and operating costs, and enhance deployment-level profitability.

From an operating expense perspective, while the absolute amounts of our selling, and administrative support expenses are expected to increase with business expansion, we anticipate both of our distribution and selling expenses and administrative expenses as a percentage of revenue to gradually decline in the long term through operating leverage and process optimization. In addition, having completed core autonomous driving development, we are now focused on modular productization and feature expansion driven by customer needs. While we continue to invest in areas such as AI training and intelligent dispatch, we expect R&D expenses as a percentage of revenue to decline over time as deployment scales and customization needs lessen. We believe that as we continue to scale and enhance operational efficiency, we will be able to reduce both our unit costs and operating expense ratios over the medium to long term, strengthening our profitability, improving cash flow generation, and supporting sustainable business growth.

CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

The preparation of the historical financial information requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying our accounting policies. Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on us and that are believed to be reasonable under the circumstances. For details on such estimates and judgments, see Note 5 to the Accountants' Report included in Appendix I to this Prospectus.

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SUMMARY OF OUR CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The table below sets forth our consolidated statements of profit or loss and other comprehensive income for the years indicated derived from the Accountants' Report included in Appendix I to this Prospectus:

	Years Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Revenue	270,915	986,234	1,435,299
Cost of sales	(321,375)	(911,521)	(1,289,946)
Gross (loss)/profit	(50,460)	74,713	145,353
Distribution and selling expenses	(16,571)	(31,182)	(45,862)
Research and development expenses	(177,290)	(208,448)	(270,542)
Administrative expenses	(37,159)	(85,663)	(128,165)
Other income	682	1,442	8,489
Other gains and losses, net	(7,400)	(33,280)	(128,884)
Finance costs	(11,600)	(29,398)	(68,749)
Fair value changes on financial liabilities at fair value through profit or loss ("FVTPL")	(33,487)	(66,068)	—
Impairment losses under expected credit loss model, net of reversal	(382)	(12,168)	(16,193)
Listing expenses	—	—	(17,249)
Share of result of a joint venture	—	(3)	6,399
Loss before tax	(333,667)	(390,055)	(515,403)
Income tax expense	—	—	(154)
Loss for the year	(333,667)	(390,055)	(515,557)

NON-HKFRS FINANCIAL MEASURES

To supplement our consolidated statements of profit or loss which are presented in accordance with HKFRS Accounting Standards, we use adjusted net loss (non-HKFRS measure) for the year, EBITDA (non-HKFRS measure), and adjusted EBITDA (non-HKFRS measure) as additional financial measures, which are not required by, or presented in accordance with, HKFRS Accounting Standards.

We believe that these non-HKFRS measures facilitate comparisons of operating performance from year to year and company to company. We believe that these measures provide useful information to investors in understanding and evaluating our consolidated results of operations in the same manner as they help management. However, presentation of adjusted net loss (non-HKFRS measure) for the year, EBITDA (non-HKFRS measure), and adjusted EBITDA (non-HKFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of these non-HKFRS measures has limitations as an analytical tool, and investors should not consider them in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under HKFRS Accounting Standards.

We define adjusted net loss (non-HKFRS measure) as loss for the year, adjusted for share-based payment, listing expenses and fair value changes on financial liabilities at FVTPL. Share-based compensation relates to the share-based awards that we grant to participants of our share incentive schemes and is a non-cash expense. Listing expenses refer to expenses incurred related to the Global Offering. Fair value changes on financial liabilities at FVTPL arise from the shares with preferred rights that we issued to certain pre-IPO investors in the past and such financial liabilities been re-designated from liabilities to equity as a result of the automatic conversion into ordinary shares which was completed in the first half of 2025. These changes are non-cash in nature. For details of such shares with special rights, see "History, Development and Corporate Structure — Pre-IPO Investments".

The following tables reconcile our non-HKFRS measures for the years presented with the nearest measures prepared in accordance with HKFRS Accounting Standards.

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	For the Year Ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Loss for the year	(333,667)	(390,055)	(515,557)
Add back:			
Share-based payments	16,277	20,693	13,854
Fair value changes on financial liabilities at FVTPL	33,487	66,068	—
Listing expenses	—	—	17,249
Adjusted net loss (Non-HKFRS measure)	(283,903)	(303,294)	(484,454)

	For the Year Ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Loss for the year	(333,667)	(390,055)	(515,557)
Add back:			
Income tax expenses	—	—	154
Net finance costs	11,147	28,111	62,565
Depreciation and amortization	45,109	99,010	228,794
EBITDA (Non-HKFRS measure)	(277,411)	(262,934)	(224,044)
Add back:			
Share-based payments	16,277	20,693	13,854
Listing expenses	—	—	17,249
Fair value changes on financial liabilities at FVTPL	33,487	66,068	—
Adjusted EBITDA (Non-HKFRS measure)	(227,647)	(176,173)	(192,941)

DESCRIPTION OF KEY COMPONENTS OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

Revenue

During the Track Record Period, we primarily derived our revenue from our (i) Closed-Environment Autonomous Mining Trucks Products and Solutions and (ii) Mining Digitalization Solutions. Our revenue increased significantly from RMB270.9 million in 2023 to RMB986.2 million in 2024, and further to RMB1,435.3 million in 2025, representing a CAGR of 130.2% during the period.

Revenue by Solutions

The following table sets forth a breakdown of our revenue by solution, in absolute amounts and as percentages of our total revenue, for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>						
Closed-Environment Autonomous Mining Trucks Products and Solutions:						
Company-Provided Fleet Model.	153,043	56.5	520,129	52.7	612,916	42.7
Customer-Provided Fleet Model.	112,938	41.7	453,393	46.0	815,154	56.8
Subtotal	265,981	98.2	973,522	98.7	1,428,070	99.5
Mining Digitalization Solutions	1,526	0.6	2,769	0.3	698	0.0
Others⁽¹⁾	3,408	1.2	9,943	1.0	6,531	0.5
Total	270,915	100.0	986,234	100.0	1,435,299	100.0

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Note:

- (1) Our other revenue in 2023 and 2024 was primarily generated from fees we earned from the provision of ancillary maintenance and repair services at the mining sites where our solutions are deployed. Our other revenue in 2025 was primarily generated from disposal of certain materials.

Closed-Environment Autonomous Mining Trucks Products and Solutions

Throughout the Track Record Period, the revenue generated from our Closed-Environment Autonomous Mining Trucks Products and Solutions has been the primary contributor to our total revenue. In 2023, 2024 and 2025, we generated revenue of RMB266.0 million, RMB973.5 million, and RMB1,428.1 million, respectively, from Closed-Environment Autonomous Mining Trucks Products and Solutions, accounting for 98.2%, 98.7%, and 99.5%, respectively, of our total revenue during the same period. The strong and sustained growth in this revenue stream was driven by the expansion of both of our solution delivery models, supported by increased market adoption, larger-scale deployments, and our continued investments in solution performance, customer relationships and service capabilities. More specifically:

- *Company-Provided Fleet Model:* We launched our business with the Company-provided fleet model. Under this model, we provide a turnkey autonomous transportation solution, which includes the autonomous mining trucks that we possess and operate. In addition to supplying the vehicles, we take responsibility for all aspects of autonomous operations, including system management, on-site support, and technical services. Customers typically pay us on a recurring basis for the use of our vehicles and autonomous driving services. Fees are generally tied to the volume of material transported, with pricing primarily calculated on a per-cubic-meter. This rate may vary from deployment to deployment based on factors such as haul distance, slope conditions, and overall site complexity. From a business development perspective, we often use Company-provided fleet model as the first step for customers to embrace unmanned mining operations. This creates an early point of engagement that helps establish trust in our technology and build operational familiarity. This strategy strengthens customer stickiness and opens the door for wider deployment of our higher-margin solutions, including customer-provided fleet model, across more use cases over time.

Our revenue from the Company-provided fleet model is closely linked to the monthly average number of active mining trucks, which grew significantly from 200 trucks in 2023 to 489 trucks in 2024, and to 817 trucks in 2025. This robust growth in the monthly average number of active mining trucks reflects our successful transition from the technical validation phase to full-scale commercial operations. The growth trajectory of our fleet directly correlates with the scaling of our technology and services across mining sites. Correspondingly, the revenue generated from our Company-provided fleet model grew significantly, from RMB153.0 million in 2023 to RMB520.1 million in 2024, and further rising to RMB612.9 million in 2025. This substantial increase in revenue is primarily attributable to the rapid expansion in customer adoption and the accelerated deployment of truck fleets, as our autonomous mining technology matured and gained wider industry acceptance.

Prior to 2023, our business was still in its early stages of commercial validation, with a limited number of trucks in operation and a focus on proving the effectiveness of our solutions. However, by 2023, our solutions had demonstrated clear operational efficiencies and gained the trust of key customers. As a result, we significantly broadened our customer base and expanded our operational footprint across multiple mining sites. As of December 31, 2023, 2024 and 2025, there were 248, 712, and 871 active mining trucks under the Company-provided fleet model, respectively. The increase in revenue under the Company-provided fleet model during the Track Record Period was primarily volume-driven. The total transported volume grew from 30.6 million m³ in 2023, to 118.7 million m³ in 2024, and to 175.5 million m³ in 2025, representing a more than fivefold increase, generally in line with the expansion of business scale and number of active autonomous mining trucks, while the average fee rate per cubic meter remained stable in the range from approximately RMB3.5 to RMB5.0 during the period.

- *Customer-Provided Fleet Model:* Under the customer-provided fleet model, we generate revenue from two sources: (i) fees charged for the deployment and operation of autonomous driving systems and the provision of related technical services, and (ii) the one-off revenue from the sale of autonomous mining trucks equipped with our solutions. Throughout the Track Record Period, the latter has accounted for a substantial majority of our revenue under customer-provided fleet model. In 2023, 2024 and 2025, our revenue under the customer-provided fleet model consisted of service fees of nil, RMB30.4 million and RMB244.4 million, accounting for nil, 6.7% and 30.0% of total

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revenue from customer-provided fleet model in the same year, respectively, and revenue from sales of autonomous mining trucks of RMB112.9 million, RMB423.0 million and RMB570.7 million, accounting for 100.0%, 93.3% and 70.0% of total revenue from customer-provided fleet model, respectively. Revenue from sales of autonomous mining trucks is recognized at the point in time when the trucks are delivered to customers, while service fees are recognized over the service period using an output method as the services are provided. See Note 6B to the Accountants' Report set out in Appendix I to this Prospectus for more information about the revenue recognition policy for each revenue stream.

Building on the operational expertise and customer relationships developed under our Company-provided fleet model, we launched our customer-provided fleet model in the second half of 2023 to provide customers with a more flexible, scalable way to adopt autonomous mining technologies using their own fleets. Revenue from customer-provided fleet model increased from RMB112.9 million in 2023 to RMB453.4 million in 2024. The increase was mainly driven by broader market acceptance of our technologies and increased compatibility of customer fleets with our systems. In 2024, the monthly average number of active autonomous mining trucks under the customer-provided fleet model increased to 89, up from 20 in 2023. Our revenue derived from customer-provided fleet model increased from RMB453.4 million in 2024 to RMB815.2 million in 2025 as the number of our monthly average active autonomous mining trucks under customer-provided fleet model also increased significantly from 89 in 2024 to 800 in 2025. As of December 31, 2023, 2024 and 2025, there were 60, 291, and 1,709 active autonomous mining trucks under the customer-provided fleet model, respectively. The average number of autonomous mining trucks deployed per mine under the customer-provided fleet model was 60, 29, and 66 as of December 31, 2023, 2024 and 2025. While the figures fluctuated year over year, the overall trajectory was upward, driven by our continued rollout of the customer-provided fleet model. The variations in the average number of autonomous mining trucks deployed per mine were primarily attributable to a combination of two factors: (i) the increasing use of third-party autonomous mining trucks and the retrofitting of used trucks to operate under the customer-provided fleet model; and (ii) the launch of several projects at newly developed mines, where such third-party autonomous mining trucks and retrofitted trucks were deployed. The deployment of many of these third-party and retrofitted autonomous mining trucks involves a relatively long setup and testing period before consistent per-truck output was achieved.

Revenue under the customer-provided fleet model increased from RMB112.9 million in 2023 to RMB453.4 million in 2024 and RMB815.2 million in 2025. The growth was driven by the rapid expansion of new customer-provided fleet model deployments and the accompanying increase in the sales of autonomous mining trucks equipped with our solutions, as well as the resulting increase in transported volume, from 15.4 million m³ in 2024 to 132.5 million m³ in 2025, as the model gained broader market adoption. During the Track Record Period, fee rates under the customer-provided fleet model varied across projects, ranging from approximately RMB0.44 to RMB2.65 per cubic meter.

Mining Digitalization Solutions (Conductor Plus)

Building on our deep experience operating autonomous fleets in active mine environments, we launched our Mining Digitalization Solutions, branded *Conductor Plus*, in the second half of 2023 to accelerate the digital transformation of modern mining, and enhance operational efficiency, safety and data transparency within mining sites. As *Conductor Plus* was introduced recently and remains in the early stages of commercialization, its revenue contribution was modest in absolute terms and accounted for a limited portion of our total revenue during the Track Record Period. The revenue generated from *Conductor Plus* was RMB1.5 million, RMB2.8 million and RMB0.7 million in 2023, 2024 and 2025, respectively, accounting for 0.6%, 0.3%, and 0.0% of our total revenue during the same periods, respectively.

Others

Our other revenue in 2023 and 2024 was primarily generated from fees we earned from the provision of ancillary maintenance and repair services at the mining sites where our solutions are deployed. This revenue is generally recognized over the period during which the services are performed. Our other revenue amounted to RMB3.4 million, RMB9.9 million and RMB6.5 million in 2023, 2024 and 2025, respectively, accounting for 1.2%, 1.0%, and 0.5% of our total revenue, respectively. The substantial increase in our other revenue from 2023 to 2024 was because we provided more maintenance and repair services. Our other revenue for the year ended December 31, 2025 was primarily derived from the disposal of certain materials.

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Cost of Sales

Our cost of sales was RMB321.4 million, RMB911.5 million, and RMB1,289.9 million in 2023, 2024 and 2025, respectively. During the Track Record Period, our cost of sales primarily consists of material and procurement costs, truck usage costs, repair and maintenance costs and staff costs. We also incurred other costs, primarily including logistics and transportation costs, costs of low-value consumables, infrastructure-related spending and other day-to-day operating expenditures associated with the delivery and implementation of our Closed-Environment Autonomous Mining Trucks Products and Solutions.

Cost by Nature

The following table sets forth a breakdown of our cost of sales by nature in absolute amount and as percentages of our total revenue for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>						
Material and procurement costs . . .	155,622	57.4	610,561	61.9	777,683	54.2
Truck usage costs	50,740	18.7	164,641	16.7	208,909	14.6
Repair and maintenance costs	28,400	10.5	52,176	5.3	140,827	9.8
Staff costs	59,658	22.0	42,599	4.3	103,670	7.2
Others	26,955	10.0	41,544	4.2	58,857	4.1
Total	321,375	118.6	911,521	92.4	1,289,946	89.9

During the Track Record Period, our material and procurement costs primarily comprised costs related to the procurement of key components, such as the drive-by-wire electronic controlling chassis used for the manufacturing and assembly of our autonomous mining trucks, as well as energy consumption by the autonomous mining trucks operated under our Company-provided fleet model. For further details, see “Business — What We Offer — Closed-Environment Autonomous Mining Trucks Products and Solutions — ORCASTRA — Development, Manufacturing and Assembly of Autonomous Mining Trucks”. Material and procurement costs amounted to RMB155.6 million, RMB610.6 million, and RMB777.7 million in 2023, 2024 and 2025, respectively, and accounted for 57.4%, 61.9%, and 54.2%, respectively, of our total revenue in the respective years. The increase in material and procurement costs in both absolute amount and as a percentage of total revenue between 2023 and 2024 was primarily driven by the expansion of our deployment scale, reflected in the growing number of autonomous mining trucks deployed and the corresponding increase in revenue from both our Company-provided fleet and customer-provided fleet models. The increase in absolute amount of material and procurement costs was primarily attributable to greater costs associated with increased operation scale while the slight decrease as a percentage of our revenue in 2025 was primarily because the revenue growth surpassed the growth of material and procurement costs. For more information about our number of autonomous mining trucks throughout the Track Record Period, see “Business — What We Offer — Our Solutions.”

During the Track Record Period, we recorded truck usage costs of RMB50.7 million, RMB164.6 million, and RMB208.9 million in 2023, 2024 and 2025, respectively, mainly due to the increased number of the autonomous mining trucks and equipment used to support our solutions. Truck usage costs mainly comprise depreciation expenses, and, to a lesser extent, fees for renting mining equipment. Truck usage costs accounted for 18.7%, 16.7%, and 14.6% of our total revenue in 2023, 2024 and 2025, respectively. At certain project sites, we rent mining equipment directly from or near our customers’ locations to support operations beyond transportation, as our autonomous mining trucks are primarily designed for transportation. For example, we may rent dozers and watering trucks to assist with loading, unloading, and other necessary site functions. This approach allows us to make use of existing on-site resources and avoid unnecessary equipment transfers. Rental fees are typically structured in line with industry practice, whether on a time-based or usage-based arrangement, subject to the nature of the equipment and the specific terms agreed.

During the Track Record Period, we recorded repair and maintenance costs of RMB28.4 million, RMB52.2 million, and RMB140.8 million in 2023, 2024, and 2025 respectively, which mainly represent the cost of maintaining autonomous mining trucks. These costs accounted for 10.5%, 5.3%, and 9.8% of our total revenue in 2023, 2024 and 2025, respectively.

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During the Track Record Period, we recorded staff costs of RMB59.7 million, RMB42.6 million, and RMB103.7 million in 2023, 2024 and 2025, respectively, accounting for 22.0%, 4.3%, and 7.2% of our total revenue, respectively. The decline in staff costs both in absolute amount and as a percentage of our total revenue from 2023 to 2024 was the result of changes in the mix of our offerings towards customer-provided fleet model, a more asset-light model as compared to the Company-provided fleet model, requiring relatively fewer fulfilment and implementation personnel, as well as our improved labor efficiency. This improved labor efficiency was, in turn, driven by the maturation of our technology, greater standardization, and accumulated operational experience. The increase in staff costs in absolute amount from 2024 to 2025 was driven by our operation expansion. Despite this increase in absolute amount, our strong revenue growth and improved labor efficiency during the same period resulted in only a slight increase in staff costs as a percentage of total revenue.

As a part of our overall cost management strategies and our effort to address the gross loss position, we have implemented a series of technological and operational measures to enhance efficiency. On the technology side, we introduced an automated vehicle coordination system to reduce unnecessary waiting time and energy consumption of vehicles, deploying AI algorithms to optimize the route planning process, and optimizing the maintenance schedule to minimize the downtime and maintenance cycle of trucks. From a management standpoint, we have refined our internal management systems, optimized maintenance planning, and enhanced personnel allocation to further reduce costs and improve operational efficiency.

Our other costs were RMB27.0 million, RMB41.5 million, and RMB58.9 million in 2023, 2024 and 2025, respectively, accounting for 10.0%, 4.2%, and 4.1% of our total revenue. These mainly consisted of logistics and transportation costs and costs of low-value consumables and the increase in other costs on year-over-year basis was driven by our business expansion.

Cost by Solutions

The following table sets forth a breakdown of our cost of sales by solutions in absolute amount and as a percentage of our total revenue for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>						
Closed-Environment Autonomous Mining Trucks Products and Solutions:						
Company-Provided Fleet Model . .	213,170	78.7	513,079	52.0	603,925	42.1
Customer-Provided Fleet Model . .	106,080	39.2	390,129	39.6	684,326	47.7
Subtotal	319,250	117.9	903,208	91.6	1,288,251	89.8
Mining Digitalization Solutions . .	845	0.3	577	0.1	300	0.0
Others⁽¹⁾	1,280	0.4	7,736	0.7	1,395	0.1
Total	321,375	118.6	911,521	92.4	1,289,946	89.9

Note:

- (1) The costs associated with our other services primarily consist of staff-related expenses and materials used in the ancillary maintenance and repair services we provided in 2023 and 2024. The costs associated with our other services for the year ended December 31, 2025 mainly consisted of costs of disposed materials.

Closed-Environment Autonomous Mining Trucks Products and Solutions

During the Track Record Period, the cost of sales of associated with our Closed-Environment Autonomous Mining Trucks Products and Solutions remained as the largest component of our total cost of sales, amounting to RMB319.3 million, RMB903.2 million, and RMB1,288.3 million, in 2023, 2024 and 2025, respectively, accounting for 117.9%, 91.6%, and 89.8% of our total revenue in the respective years. The increase was primarily driven by the growth in revenue under both our Company-provided fleet and customer-provided fleet models. The cost of sales under the Company-provided fleet model primarily consists of expenses related to our self-operated autonomous truck fleet, primarily including energy consumption, depreciation, maintenance and repairing, and day-to-day operational and service costs, which increased from RMB213.2 million in 2023 to RMB513.1 million in 2024, and further to RMB603.9 million in 2025 primarily

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attributable to the increasing number of trucks we managed, incurring more operational costs. The cost of sales under the customer-provided fleet model primarily includes (i) costs related to the procurement of key components, such as the drive-by-wire electronic controlling chassis, used in the manufacturing and assembly of autonomous mining trucks; and (ii) associated repair and maintenance costs incurred during the deployment of our solutions. The cost of sales under the customer-provided fleet model increased from RMB106.1 million in 2023 to RMB390.1 million in 2024, and further to RMB684.3 million in 2025 primarily attributable to the successful commercialization of such model. For details, see “— Discussion of Results of Operations”.

Mining Digitalization Solutions

The costs associated with the sales of our Mining Digitalization Solutions primarily consist of procurement costs of key hardware components used in the production of devices necessary for the operation of such solutions. During the Track Record Period, cost of sales attributable to Mining Digitalization Solutions amounted to RMB0.8 million, RMB0.6 million, and RMB0.3 million, respectively, in 2023, 2024 and 2025, representing 0.3%, 0.1% and 0.0%, respectively, of our total revenue during the same periods.

Others

The costs associated with our other services primarily consist of staff-related expenses and materials used in the ancillary maintenance and repair services we provided in 2023 and 2024. Since 2025, such costs mainly included expenses incurred in disposal of materials. During the Track Record Period, cost of sales attributable to these services amounted to RMB1.3 million, RMB7.7 million, and RMB1.4 million in 2023, 2024 and 2025, respectively, representing 0.4%, 0.7%, and 0.1%, respectively, of our total revenue in the respective periods.

Gross Profit/(Loss) and Gross Profit/(Loss) Margin

The following table sets forth a breakdown of our gross profit/(loss) and gross profit/(loss) margin by products and solutions for the years indicated:

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>						
Closed-Environment Autonomous Mining Trucks Products and Solutions:						
Company-Provided Fleet Model . .	(60,127)	(39.3)	7,049	1.4	8,991	1.5
Customer-Provided Fleet Model . .	6,858	6.1	63,264	14.0	130,828	16.0
Subtotal	(53,269)	(20.0)	70,313	7.2	139,819	9.7
Mining Digitalization Solutions . .	681	44.6	2,192	79.2	398	57.0
Others	2,128	62.4	2,208	22.2	5,136	78.6
Total	(50,460)	(18.6)	74,713	7.6	145,353	10.1

Our gross margin improved from a loss in 2023 to a gross profit in 2024, continuing through 2025. This change was primarily driven by the optimization of our business mix and a more efficient cost structure, with costs growing at a slower pace than our revenue.

Closed-Environment Autonomous Mining Trucks Products and Solutions

We recorded gross losses from our Closed-Environment Autonomous Mining Trucks Products and Solutions of RMB53.3 million in 2023, as compared to a gross profit of RMB70.3 million and RMB139.8 million in 2024 and 2025. Our gross losses in 2023 were due to a combination of relatively low service fee rates during the early stage of commercialization, high depreciation expenses associated with our autonomous mining trucks, and the timing mismatch between the recognition of costs and revenues, as certain upfront costs were incurred early in the project cycle, whereas the revenue generated from services fees was recognized over time as our services were delivered. These factors also collectively contributed to our relatively thin gross margin for 2024 and 2025. The gross loss margin for our Closed-Environment Autonomous Mining Trucks Products and Solutions was 20.0% in 2023, before reversing to a gross profit margin of 7.2% and 9.7% in 2024 and 2025. This turnaround was primarily attributable to increased scale, improved operational

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efficiency, enhanced technical maturity of our solutions, and a more favorable business mix in the second half of 2024 due to the increased contribution of our inherently asset-light customer-provided fleet model which carries a structurally higher profit margin profile as compared to the Company-provided fleet model.

Specifically, the gross loss of our Company-provided fleet model of RMB60.1 million in 2023 turned to gross profit of RMB7.0 million in 2024, with a gross profit margin of 1.4%. This improvement was primarily driven by our increased economies of scale resulting from mass deployment, as well as enhanced delivery efficiency as our solutions continued to mature. In 2024, the combined volume transported under the Company-provided fleet model reached 118.7 million cubic meters, compared with 30.6 million cubic meters in 2023, reflecting significant growth in operations, while the number of monthly average active mining trucks increased more moderately, from 200 trucks in 2023 to 489 trucks in 2024. This indicated that we achieved greater operational efficiency, as we were able to manage a much higher volume with a more modest increase in fleet size. The gross profits of our Company-provided fleet model further increased to RMB9.0 million in 2025, with a gross profit margin of 1.5%, primarily driven by improved operating efficiency at mature mining sites, while operating efficiency at newly deployed, larger-scale sites remained lower during the ramp-up period due to more complex operating scenarios. The gross profit of our customer-provided fleet model increased from RMB6.9 million in 2023 to RMB63.3 million in 2024, and further to RMB130.8 million in 2025. Our gross profit margin under the customer-provided fleet model was 16.0% in 2025, as compared to 14.0% in 2024. The slight increase in gross profit margin under the customer-provided fleet model in 2025 was mainly driven by the increased efficiency achieved as the customer-provided fleet model gradually matured. As we have refined and expanded the model, we have been able to optimize our operations, which has led to better cost control and higher profitability.

Mining Digitalization Solutions

During the Track Record Period, the gross profit of our Mining Digitalization Solutions amounted to RMB0.7 million, RMB2.2 million, and RMB0.4 million, in 2023, 2024 and 2025, respectively, with corresponding gross profit margins of 44.6%, 79.2%, and 57.0%, respectively. The increase in gross profit in 2024 was due to the expanding deployments of our Mining Digitalization Solutions, and the increase in the gross profit margin was primarily driven by changing mix within our Mining Digitalization Solutions towards components with higher price points. The decrease in gross profit margin from 2024 to 2025 was primarily due to increased sales of hardware with lower gross profit.

Others

The gross profit of our other services increased from RMB2.1 million in 2023 to RMB2.2 million in 2024, as we provided more maintenance and repair services. The gross profit of our other services was RMB5.1 million, with gross profit margin of 78.6% in 2025 from our disposal of certain materials.

Distribution and Selling Expenses

In 2023, 2024 and 2025, our distribution and selling expenses were RMB16.6 million, RMB31.2 million, and RMB45.9 million, respectively, representing 6.1%, 3.2%, and 3.2% of our total revenue, respectively. The increase in our distribution and selling expenses during the Track Record Period was mainly attributable to higher staff costs and advertising expenses, as we scaled our operations and broadened our sales and marketing footprint to support business expansion.

The following table sets forth a breakdown of our distribution and selling expenses by nature, in absolute amounts and as percentages of our total revenue, for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>					
Staff costs	8,429	3.1	13,850	1.4	21,595	1.5
Advertising expenses	4,380	1.6	8,448	0.9	14,091	1.0
Travel expenses	1,111	0.4	2,722	0.3	2,893	0.2
Other miscellaneous expenses	2,651	1.0	6,162	0.6	7,283	0.5
Total	16,571	6.1	31,182	3.2	45,862	3.2

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Research and Development Expenses

In 2023, 2024, and 2025, our research and development expenses were RMB177.3 million, RMB208.4 million, and RMB270.5 million, respectively, representing 65.4%, 21.1%, and 18.8% of our revenue, respectively. The increase in absolute R&D expenses was primarily driven by (i) higher staff costs, reflecting our continued investment in strengthening our technological capabilities; and (ii) increase in third-party service fees for technical support.

The following table sets forth a breakdown of research and development expenses by nature, in absolute amounts and as percentages of our total revenue, for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>						
Staff costs	147,144	54.3	175,637	17.8	209,079	14.6
Third-party service fees	8,426	3.1	17,942	1.8	32,432	2.3
Travel expenses	6,492	2.4	5,542	0.6	6,644	0.5
Depreciation and amortization	6,844	2.5	2,926	0.3	5,876	0.4
Other miscellaneous expenses	8,384	3.1	6,401	0.6	16,511	1.0
Total	177,290	65.4	208,448	21.1	270,542	18.8

Administrative Expenses

In 2023, 2024 and 2025, our administrative expenses were RMB37.2 million, RMB85.7 million, and RMB128.2 million, respectively, representing 13.7%, 8.7%, and 8.9% of our revenue, respectively. The increase in our administrative expenses during the Track Record Period was mainly attributable to the increases in (i) our staff costs, reflecting an increase in the number of our administrative employees to support our business growth, (ii) office and depreciation expenses arising from normal operational needs, and (iii) third-party service fees associated with financing activities and consulting services in 2025.

The following table sets forth a breakdown of administrative expenses by nature, in absolute amounts and as percentages of our total revenue, for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>						
Staff costs	21,863	8.1	62,197	6.3	64,453	4.5
Third-party service fees	7,252	2.7	9,149	0.9	18,823	1.3
Office and depreciation expenses . .	4,519	1.7	7,482	0.8	27,089	1.9
Travel expenses	1,739	0.6	3,868	0.4	4,124	0.3
Other miscellaneous expenses ⁽¹⁾ . . .	1,786	0.6	2,967	0.3	13,676	0.9
Total	37,159	13.7	85,663	8.7	128,165	8.9

(1) “Other miscellaneous administrative expenses” include transportation costs, costs associated with business events, meetings, conferences, and other general administrative activities.

Other Income

During the Track Record Period, our other income primarily consists of (i) interest income from bank and other deposits, and (ii) government grants. Our other income in 2025 also included interest income arising from certain trade receivables. Our other income was RMB0.7 million, RMB1.4 million, and RMB8.5 million in 2023, 2024 and 2025, respectively.

Other Gains and Losses, Net

The following table sets forth a breakdown of our other gains and losses, net, by nature, in absolute amounts for the years indicated.

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	Years Ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Loss on disposal of property, plant and equipment, net	(7,355)	(13,906)	(10,901)
Impairment loss recognized on property, plant and equipment	–	(18,450)	–
Impairment loss recognized on assets classified as held for sale ⁽¹⁾	–	–	(118,357)
Fair value changes of financial assets at FVTPL	–	–	937
Others	(45)	(924)	(563)
Total	<u>(7,400)</u>	<u>(33,280)</u>	<u>(128,884)</u>

Note:

- (1) In late September of 2025, we entered into a letter of intent for the proposed sale of 190 earlier-generation mining vehicles that were originally deployed for pilot testing, demonstration purposes and early-stage operational validation. We classified these vehicles as non-current assets held for sale and, in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations, measured them at the lower of their carrying amount and fair value less costs to sell, and recognized an impairment loss of RMB118.4 million which was included in other gains or losses. See “Summary – Recent Developments and No Material Adverse Change,” “Financial Information — Discussion of Selected Items from the Consolidated Balance Sheets — Assets — Assets Classified as Held for Sale,” and Note 8 to the Accountants’ Report as Appendix I to this Prospectus for more details.

Finance Costs

The following table sets forth a breakdown of our finance costs by nature, in absolute amounts and as percentages of total revenue for the years indicated.

	Years Ended December 31,					
	2023		2024		2025	
	RMB	%	RMB	%	RMB	%
(in thousands, except for percentages)						
Interest on borrowings	11,429	4.2	28,843	2.9	67,445	4.7
Interest on lease liabilities	7	0.0	125	0.0	382	0.0
Interest on bills discounted with recourse	164	0.1	430	0.1	922	0.1
Total	<u>11,600</u>	<u>4.3</u>	<u>29,398</u>	<u>3.0</u>	<u>68,749</u>	<u>4.8</u>

Fair Value Changes on Financial Liabilities at FVTPL

During the Track Record Period, our fair value changes on financial liabilities at FVTPL amounted to RMB33.5 million, RMB66.1 million, and nil in 2023, 2024, 2025, respectively. These fair value changes primarily reflected changes in the fair value of our shares with preferred rights classified as financial liabilities and were due to the conversion of our shares with preferred rights into ordinary shares in March 2025, following the conversion date of December 31, 2024.

Impairment Losses Under Expected Credit Loss Model, Net of Reversal

During the Track Record Period, we recorded net impairment losses under expected credit loss model of RMB0.4 million, RMB12.2 million, and RMB16.2 million in 2023, 2024, and 2025, respectively, primarily due to our impairment losses recognized on trade and note receivables and contract assets.

Listing expense

During the Track Record Period, we recorded listing expenses of RMB17.2 million in 2025.

Share of Result of a Joint Venture

During the Track Record Period, we recorded share of result of a joint venture of nil, negative RMB3.0 thousand, and RMB6.4 million in 2023, 2024 and 2025, respectively.

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Income Tax Expense

We had income tax expense of nil, nil and RMB0.2 million for 2023, 2024 and 2025, respectively. The income tax expense of RMB0.2 million we incurred in 2025 was due to the taxable income of one of our subsidiaries which was generated in the same year.

Loss for the Year

We recorded loss for the year of RMB333.7 million, RMB390.1 million, and RMB515.6 million in 2023, 2024 and 2025, respectively.

TAXATION

PRC

Our PRC subsidiaries are generally subject to enterprise income tax at a rate of 25%, subject to preferential treatments available to qualified enterprises. We were entitled to a preferential income tax rate of 15% for the year ended December 31, 2023 as a High-New Technology Enterprise (“HNTE”), with the qualification valid from July 31, 2020 to July 30, 2023. Shanghai Yiao was also entitled to a 15% preferential income tax rate for the years ended December 31, 2023 and 2024, with its HNTE qualification valid from December 12, 2023 to December 11, 2026. Under PRC tax regulations, enterprises conducting research and development may claim super deductions of R&D expenses when determining assessable profits, which were increased from 150% to 175% from January 1, 2018 and further to 200% for the period from October 1, 2022 to December 31, 2024. Unutilized tax losses of qualified HNTEs may be carried forward for up to ten years. In addition, under the PRC Enterprise Income Tax Law, enterprises established outside the PRC may be treated as PRC tax resident enterprises if their “de facto management body” is located in China, which may subject them to enterprise income tax on global income at a rate of 25%, based on criteria set out in Circular 82 regarding the location of operational management, decision-making, key assets and records, and the residence of senior management.

We believe none of our entities outside of China is a PRC resident enterprise for PRC tax purposes. However, if the PRC tax authorities determine that we or any of our subsidiaries outside of China is a PRC resident enterprise for PRC enterprise income tax purposes, then we or such subsidiary could be subject to PRC tax at a rate of 25% on our or the subsidiary’s worldwide income. In addition, we will also be subject to PRC enterprise income tax reporting obligations.

DISCUSSION OF RESULTS OF OPERATIONS

Year Ended December 31, 2025 Compared with Year Ended December 31, 2024

Revenue

Our revenue increased by RMB449.1 million from RMB986.2 million in 2024 to RMB1,435.3 million in 2025, primarily due to the increase in our revenue generated from Closed-Environment Autonomous Mining Trucks Products and Solutions.

Closed-Environment Autonomous Mining Trucks Products and Solutions

Our revenue generated from Closed-Environment Autonomous Mining Trucks Products and Solutions significantly increased by RMB454.6 million from RMB973.5 million in 2024 to RMB1,428.1 million in 2025 driven by the growth in revenues under both of our Company-provided fleet and customer-provided fleet models.

- **Company-Provided Fleet Model.** Our revenue generated under the Company-provided fleet model increased by RMB92.8 million from RMB520.1 million in 2024 to RMB612.9 million in 2025, driven by accelerated customer adoption and expanded fleet deployment, as our technology continued to mature and gain market acceptance. For 2025, following the successful demonstration of reliability and operational value of our solutions, we expanded both our customer base and deployment scale. The monthly average number of active mining trucks operating under the Company-provided fleet model grew from 489 in 2024 to 817 in 2025, reflecting the expansion of this model.
- **Customer-Provided Fleet Model.** Our revenue generated from Closed-Environment Autonomous Mining Trucks Products and Solutions under the customer-provided fleet model significantly increased from RMB453.4 million in 2024 to RMB815.2 million in 2025, primarily driven by broader customer adoption, as more customers chose to adopt our customer-provided fleet model in the second half of 2024. The monthly average number of active autonomous mining trucks under the customer-provided fleet model grew from 89 in 2024 to 800 in 2025.

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Mining Digitalization Solutions

Our revenue generated from Mining Digitalization Solutions decreased by RMB2.1 million from RMB2.8 million in 2024 to RMB0.7 million in 2025. As these solutions were introduced only recently and remain in the early stage of commercialization, their revenue contribution was modest.

Others

Our other revenue was RMB9.9 million in 2024 arising from the provision of maintenance services. Our other revenue was RMB6.5 million in 2025, primarily derived from the disposal of certain materials.

Cost of Sales

Our cost of sales significantly increased by RMB378.4 million from RMB911.5 million in 2024 to RMB1,289.9 million in 2025, largely in line with our overall business growth during the period.

Closed-Environment Autonomous Mining Trucks Products and Solutions

Our cost of sales of Closed-Environment Autonomous Mining Trucks Products and Solutions significantly increased by RMB385.1 million from RMB903.2 million in 2024 to RMB1,288.3 million in 2025, due to the increased costs under both our Company-provided fleet and customer-provided fleet models, as we scaled operations in response to rising customer demand and broader market adoption. The cost of sales under the Company-provided fleet model increased by RMB90.8 million from RMB513.1 million in 2024 to RMB603.9 million in 2025, primarily due to the expansion of our self-operated fleet to support growing customer demand. The monthly average active mining trucks under the Company-provided fleet model increased from 489 in 2024 to 817 in 2025. As a result, we experienced increased depreciation of vehicle assets as we continued to invest in autonomous mining trucks and related hardware; and greater maintenance and on-site operational support expenses that reflected our enhanced service coverage across more mining sites and larger fleets. The cost of sales under the customer-provided fleet model significantly increased by RMB294.2 million from RMB390.1 million in 2024 to RMB684.3 million in 2025, primarily due to higher material and procurement costs associated with the rising sales of equipment and hardware, reflecting the continued commercialization and scale-up of our customer-provided fleet model as well as growing customer confidence and adoption of our solutions.

Mining Digitalization Solutions

Our cost of sales of our Mining Digitalization Solutions was RMB577.0 thousand and RMB300.0 thousand in 2024 and 2025, respectively.

Others

Our cost of sales of others was RMB7.7 million in 2024 arising from the provision of maintenance services. Our other revenue was RMB1.4 million in 2025, primarily derived from the disposal of certain materials.

Gross Profit/(Loss) and Gross Profit/(Loss) Margin

As a result of the foregoing, we recorded gross profit of RMB145.4 million in 2025 as compared to gross profit of RMB74.7 million in 2024. Our gross profit margin was 7.6% in 2024 and our gross profit margin was 10.1% in 2025. The change in our gross profit position was primarily due to the increased contribution from customer-provided fleet model which has a structurally higher margin profile than the Company-provided fleet model and was, to a lesser extent, impacted by timing mismatches where costs were incurred in previous years but revenue could only be recognized later.

Closed-Environment Autonomous Mining Trucks Products and Solutions

Our gross profit under Closed-Environment Autonomous Mining Trucks Products and Solutions significantly increased from RMB70.3 million in 2024 to RMB139.8 million in 2025. Correspondingly, our gross profit margin of 7.2% in 2024 increased to 9.7% in 2025. This improvement was primarily attributable to stronger gross profitability under both our Company-provided fleet and customer-provided fleet models, driven by higher sales volumes, improved operational efficiency, and greater economies of scale. In addition, the growing contribution of our customer-provided fleet model further supported the overall margin improvement. Our gross profit under Company-provided fleet model increased from RMB7.0 million in 2024 to RMB9.0 million in 2025, and our gross profit margin under this model remained relatively stable at 1.4% and 1.5%

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in 2024 and 2025, respectively. This increase in gross profit was primarily driven by improved operating efficiency at our more mature mining sites as operations became more stable, partially offset by relatively lower operating efficiency during the ramp-up period of newly deployed sites in 2025, which were larger in scale, involving more complex operating scenarios. Our gross profit under the customer-provided fleet model significantly increased from RMB63.3 million in 2024 to RMB130.8 million in 2025, and our gross profit margin under this model increased from 14.0% in 2024 to 16.0% in 2025. The increase in gross profit margin under the customer-provided fleet model was mainly driven by the increased efficiency achieved as the customer-provided fleet model has matured. As we have refined and expanded the model, we have been able to optimize our operations, which has led to better cost control and higher profitability.

Mining Digitalization Solutions

Our gross profit from sales of our Mining Digitalization Solutions was RMB2.2 million and RMB0.4 million, with gross profit margin of 79.2% and 57.0%, in 2024 and 2025, respectively, mainly due to increased sales of hardware with lower gross profit.

Others

Our gross profit from other sales was RMB2.2 million and RMB5.1 million in 2024 and 2025, respectively.

Distribution and Selling Expenses

Our distribution and selling expenses increased by RMB14.7 million, or 47.1% from RMB31.2 million in 2024 to RMB45.9 million in 2025. This increase was mainly driven by higher staff costs and advertising expenses, as we intensified promotional activities to support the commercial rollout of our solutions in line with our business growth.

Research and Development Expenses

Our research and development expenses increased by RMB62.1 million, or 29.8% from RMB208.4 million in 2024 to RMB270.5 million in 2025. The increase was primarily driven by (i) higher staff costs, reflecting our continued investment in strengthening our technological capabilities; and (ii) increase in third-party service fees for technical support.

Administrative Expenses

Our administrative expenses significantly increased by RMB42.5 million from RMB85.7 million in 2024 to RMB128.2 million in 2025, driven by the increase in (i) our staff costs, reflecting the increase in administrative employees to support our business growth, (ii) office and depreciation expenses arising from our operational needs, and (iii) third-party service fees associated with financing activities and consulting services in 2025.

Other Income

Our other income significantly increased by RMB7.1 million from RMB1.4 million in 2024 to RMB8.5 million in 2025, primarily due to higher interest income recognized on trade receivables arising from installment payments made by customer.

Other Gains and Losses, Net

Our other losses, net significantly increased by RMB95.6 million from RMB33.3 million in 2024 to RMB128.9 million in 2025, primarily attributable to the increase in impairment loss recognized on assets classified as held for sale of RMB118.4 million, resulting from the reclassification of mining trucks to non-current assets held for sale resulting from a proposed sale of such vehicles in September 2025. For additional information about such proposed sale, see “Summary — Recent Developments and No Material Adverse Change,” “— Discussion of Selected Items from the Consolidated Balance Sheets — Assets — Assets Classified as Held for Sale,” and Note 8 to the Accountants’ Report as Appendix I to this Prospectus.

Finance Costs

Our finance costs significantly increased by RMB39.3 million from RMB29.4 million in 2024 to RMB68.7 million in 2025, primarily due to higher interest expenses on borrowings, as business expansion required increased working capital and capital expenditures.

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Fair Value Changes on Financial Liabilities at FVTPL

Our fair value changes on financial liabilities at FVTPL decreased from RMB66.1 million in 2024 to nil in 2025, due to the conversion of our shares with preferred rights into ordinary shares before the end of June 2025, following the conversion date of December 31, 2024.

Income Tax Expense

We recorded income tax expenses of nil and RMB0.2 million in 2024 and 2025, respectively.

Loss for the Year

As a result of the foregoing, our recorded loss for the period increased by RMB125.5 million, or 32.2% from RMB390.1 million in 2024 to RMB515.6 million in 2025.

Year Ended December 31, 2024 Compared with Year Ended December 31, 2023

Revenue

Our revenue significantly increased by RMB715.3 million from RMB270.9 million in 2023 to RMB986.2 million in 2024, primarily due to the increase in our revenue generated from Closed-Environment Autonomous Mining Trucks Products and Solutions.

Closed-Environment Autonomous Mining Trucks Products and Solutions

Our revenue generated from Closed-Environment Autonomous Mining Trucks Products and Solutions significantly increased by RMB707.5 million from RMB266.0 million in 2023 to RMB973.5 million in 2024, driven by the growth in revenues under both of our Company-provided fleet and customer-provided fleet models.

- *Company-Provided Fleet Model.* Our revenue generated under the Company-provided fleet model significantly increased by RMB367.1 million from RMB153.0 million in 2023 to RMB520.1 million in 2024, driven by accelerated customer adoption and expanded fleet deployment, as our technology continued to mature and gain market acceptance. In 2024, following the successful demonstration of reliability and operational value of our solutions, we expanded both our customer base and deployment scale. The monthly average number of active mining trucks operating under the Company-provided fleet model grew from 200 in 2023 to 489 in 2024, reflecting the expansion of this model. The monthly average number of active mining trucks presented above includes non-autonomous mining trucks that were deployed mainly at one mining site during the early stages of our commercialization, particularly in early 2023. We believe it is appropriate to include these non-autonomous trucks in the calculation, as they also contributed to our revenue under the Company-provided fleet model. For more information about such interim arrangements, see “Glossary of Technical Terms and Conventions” and “Business — What We Offer.”
- *Customer-Provided Fleet Model.* Our revenue generated from Closed-Environment Autonomous Mining Trucks Products and Solutions under the customer-provided fleet model significantly increased by RMB340.5 million from RMB112.9 million in 2023 to RMB453.4 million in 2024, primarily driven by broader customer adoption, as more customers chose to adopt our customer-provided fleet model. The monthly average number of active autonomous mining trucks under the customer-provided fleet model grew from 20 in 2023 to 89 in 2024 due to our gradual shift to the customer-provided fleet model since the second half of 2024.

Mining Digitalization Solutions

Our revenue generated from Mining Digitalization Solutions increased by RMB1.3 million or 81.5% from RMB1.5 million in 2023 to RMB2.8 million in 2024. As we continually seek to upgrade our solutions and enhance our technical capabilities, we equip our Mining Digitalization Solutions with more components with higher-performance, which led to higher price points in 2024.

Others

Our other revenue significantly increased by RMB6.5 million from RMB3.4 million in 2023 to RMB9.9 million in 2024, primarily because we provided more ancillary maintenance and repair services.

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Cost of Sales

Our cost of sales significantly increased by RMB590.1 million from RMB321.4 million in 2023 to RMB911.5 million in 2024, largely in line with our overall business growth during the period.

Closed-Environment Autonomous Mining Trucks Products and Solutions

Our cost of sales of Closed-Environment Autonomous Mining Trucks Products and Solutions significantly increased by RMB583.9 million from RMB319.3 million in 2023 to RMB903.2 million in 2024, primarily due to the increased costs under both our Company-provided fleet and customer-provided fleet models, as we scaled operations in response to rising customer demand and broader market adoption. The cost of sales under the Company-provided fleet model significantly increased by RMB299.9 million from RMB213.2 million in 2023 to RMB513.1 million in 2024, primarily due to the expansion of our self-operated fleet to support growing customer demand. As a result, we incurred higher energy consumption costs due to increased truck deployment and higher utilization level of truck efficiency; increased depreciation of vehicle assets as we continued to invest in autonomous mining trucks and related hardware; and greater maintenance and on-site operational support expenses reflecting our enhanced service coverage across more mining sites and larger fleets. The cost of sales under the customer-provided fleet model significantly increased by RMB284.0 million from RMB106.1 million in 2023 to RMB390.1 million in 2024, primarily attributable to higher material procurement costs resulting from the increased sales of related equipment and hardware. This increase reflected the ongoing commercialization and scaling of our customer-provided fleet model and increased customer trust and willingness to adopt our mining autonomous driving solutions.

Mining Digitalization Solutions

Our cost of sales of our Mining Digitalization Solutions decreased by RMB0.2 million, or 25.0%, from RMB0.8 million in 2023 to RMB0.6 million in 2024. This change primarily reflected our upgrade to a more advanced inspection terminal in 2024, which provides greater functionality and value to customers and resulted in improved overall margins.

Others

Our other cost significantly increased by RMB6.4 million from RMB1.3 million in 2023 to RMB7.7 million in 2024, primarily because we provided more ancillary maintenance and repair services.

Gross Profit/(Loss) and Gross Profit/(Loss) Margin

As a result of the foregoing, we recorded gross profit of RMB74.7 million in 2024 as compared to gross loss of RMB50.5 million in 2023. Our gross loss margin was 18.6% in 2023 and our gross profit margin was 7.6% in 2024. The change in our gross profit position was primarily due to the increased contribution from customer-provided fleet model which has a structurally higher margin profile than the Company-provided fleet model, as well as a significant improvement in the gross margin of our Company-provided fleet model, which turned positive in 2024 after recording a loss in 2023.

Closed-Environment Autonomous Mining Trucks Products and Solutions

Our gross loss of RMB53.3 million of Closed-Environment Autonomous Mining Trucks Products and Solutions in 2023 turned into gross profit of RMB70.3 million in 2024. Correspondingly, our gross loss margin of 20.0% in 2023 improved to a gross profit margin of 7.2% in 2024. This turnaround was primarily driven by improved gross profitability under both our Company-provided fleet and customer-provided fleet models, as a result of increased sales volume, enhanced operational efficiency, and greater economies of scale. The increase in proportion and amount of our customer-provided fleet model also contributed to an overall higher gross profit margin due to its light-asset nature. Our gross loss under the Company-provided fleet model of RMB60.1 million in 2023 turned into a gross profit of RMB7.1 million in 2024. Correspondingly, the gross loss margin of 39.3% turned into gross profit margin of 1.4% in 2024. This turnaround was primarily driven by the consistent gross profit contribution from existing fleet deployments, as well as improved cost efficiency in new deployments, enabled by ongoing advancements in our mining autonomous driving technologies and the increasing maturity of our solutions. Our gross profit under the customer-provided fleet model significantly increased by RMB56.4 million from RMB6.9 million in 2023 to RMB63.3 million in 2024, and our gross profit margin under this model increased from 6.1% in 2023 to 14.0% in 2024. The improvement was primarily driven by higher sales of our solutions, coupled with declining key component costs as our technologies matured, enhanced operating efficiency from scaled deployments, and greater economies of scale, all of which contributed to improved cost structure and overall profitability.

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Mining Digitalization Solutions

Our gross profit from sales of our Mining Digitalization Solutions significantly increased by RMB1.5 million, from RMB0.7 million in 2023 to RMB2.2 million in 2024, and our gross profit margin from sales of Mining Digitalization Solutions increased from 44.6% in 2023 to 79.2% in 2024. This improvement was primarily attributable to our continual effort to enhance our technical capabilities, leading to an increase in the proportion of high profit margin solutions within our portfolio and a consequent optimization of our profit structure.

Others

Our gross profit from other sales increased by RMB0.1 million, or 3.8%, from RMB2.1 million in 2023 to RMB2.2 million in 2024, and our gross profit margin from other sales decreased from 62.4% in 2023 to 22.2% in 2024, primarily due to the use of some repair materials of relatively low profit margin and the increase of repair staff costs.

Distribution and Selling Expenses

Our distribution and selling expenses increased by RMB14.6 million, or 88.2% from RMB16.6 million in 2023 to RMB31.2 million in 2024. This increase was mainly driven by higher staff costs and advertising expenses, as we expanded our sales team and intensified promotional activities to support the commercial rollout of our solutions to further our business growth.

Research and Development Expenses

Our research and development expenses increased by RMB31.1 million, or 17.6% from RMB177.3 million in 2023 to RMB208.4 million in 2024. This increase was primarily due to our growing R&D workforce, reflecting our ongoing commitment to strengthening technical capabilities and accelerating the innovation of our offerings.

Administrative Expenses

Our administrative expenses significantly increased by RMB48.5 million from RMB37.2 million in 2023 to RMB85.7 million in 2024, primarily due to the increased staff costs, driven by an expansion in administrative personnel and the addition of new subsidiaries, and increased office-related depreciation expenses and travel expenses.

Other Income

Our other income significantly increased by RMB0.7 million from RMB0.7 million in 2023 to RMB1.4 million in 2024, primarily due to higher interest income earned on increased balances of bank and other deposits.

Other Gains and Losses, Net

Our net other losses significantly increased by RMB25.9 million from RMB7.4 million in 2023 to RMB33.3 million in 2024, primarily attributable to the increase in impairment loss recognized on property, plant and equipment as a result of our assessment of the lower value of our earlier-generation autonomous mining trucks and related equipment due to the ongoing advancement of our technologies.

Finance Costs

Our finance costs significantly increased by RMB17.8 million from RMB11.6 million in 2023 to RMB29.4 million in 2024, primarily attributable to the higher interest expenses on borrowings, as our business expansion required higher working capital and capital expenditures.

Fair Value Changes on Financial Liabilities at FVTPL

Our fair value changes on financial liabilities at FVTPL increased by RMB32.6 million, or 97.3% from RMB33.5 million in 2023 to RMB66.1 million in 2024, primarily attributable to the fair value changes in our shares with preferred rights classified as financial liabilities, driven by adjustments in valuation assumptions related to our improving business outlook, higher projected performances, and increased probability of a liquidity event such as an initial public offering.

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Income Tax Expense

We record income tax expense of nil and nil in 2023 and 2024, respectively.

Loss for the Year

As a result of the foregoing, our recorded loss for the year increased by RMB56.4 million, or 16.9% from RMB333.7 million in 2023 to RMB390.1 million in 2024.

DISCUSSION OF SELECTED ITEMS FROM THE CONSOLIDATED BALANCE SHEETS

The table below sets forth selected information from our consolidated balance sheets as of the dates indicated, which has been extracted from the Accountants' Report included in Appendix I to this Prospectus:

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Non-current assets	441,101	920,833	1,113,498
Current assets	269,199	954,222	1,878,877
Total assets	710,300	1,875,055	2,992,375
Non-current liabilities	1,162,858	475,114	625,512
Current liabilities	359,894	1,139,979	1,338,977
Total liabilities	1,522,752	1,615,093	1,964,489
Total assets less current liabilities	350,406	735,076	1,653,398
Net current assets/(liabilities)	(90,695)	(185,757)	539,900
Net (liabilities)/assets	(812,452)	259,962	1,027,886
Paid-in capital/share capital	10,000	94,956	121,737
Reserves	(822,452)	165,006	895,388
Non-controlling interests	—	—	10,761
Total (deficit)/equity	(812,452)	259,962	1,027,886

As of December 31, 2024, we recorded net assets of RMB260.0 million, as compared to net liabilities of RMB812.5 million as of December 31, 2023, due to the issuance of shares with preferred rights in connection with our Series C++ round of financing, and the conversion of substantially all of the historical rounds of shares with preferred rights into ordinary shares, in 2024.

Our net assets increased from RMB260.0 million as of December 31, 2024 to RMB1,027.9 million as of December 31, 2025, primarily due to conversion of shares with preferred rights to ordinary shares of RMB26.3 million, capital contribution from shareholders of RMB1,225.6 million and recognition of equity-settled share-based payments expense of RMB13.9 million; partially offset by loss and total comprehensive expense for the period of RMB515.0 million.

For more details, see “History, Development and Corporate Structure — Pre-IPO Investments”.

Current Assets and Current Liabilities

The following table sets forth our current assets and current liabilities as of the dates indicated:

	As of December 31,			As of April 30,
	2023	2024	2025	2026
	(RMB in thousands)			(unaudited)
Inventories	8,500	50,559	127,975	143,719
Trade and note receivables	115,409	619,684	1,042,062	1,159,143
Contract assets	8,155	7,807	12,136	13,564
Prepayments, deposits and other receivables . .	69,169	166,220	250,217	262,920

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	As of December 31,			As of April 30,
	2023	2024	2025	2026
	(RMB in thousands)			(unaudited)
Amounts due from related parties	–	63,925	9,900	10,370
Financial assets at FVTPL	–	–	69,072	50,138
Restricted bank deposits	–	–	4,369	1,036
Cash and cash equivalents	67,966	46,027	245,447	116,357
Assets classified as held for sale	–	–	117,699	57,080
Total current assets	269,199	954,222	1,878,877	1,814,327
Trade and other payables	188,886	451,428	581,377	458,743
Amounts due to related parties	3,026	3,026	12,610	12,698
Contract liabilities	–	6,239	12,079	15,257
Lease liabilities	1,483	2,751	42,690	46,208
Income tax payable	–	–	–	–
Borrowings	166,499	676,535	688,638	1,003,676
Deferred income	–	–	1,583	1,583
Total current liabilities	359,894	1,139,979	1,338,977	1,538,165

We recorded net current liabilities as of December 31, 2023 and December 31, 2024, primarily due to the use of working capital to fund the purchase of long-term assets to support our business growth and the expansion of our business scale. We recorded net current liabilities of RMB185.8 million as of December 31, 2024 which turned to net current assets of RMB539.9 million as of December 31, 2025 due to the increase in our total current assets. To maintain our net current assets position, we plan to accelerate the trade receivable turnovers by (i) strengthening our bargaining power through technological capabilities and increased delivery efficiency, and (ii) increasing the portion of light-asset short-cycle services. We also plan to enhance our trade payables management along with our improving cost efficiency, and realize longer payable terms by large and targeted procurement. In addition, we plan to further refine our order-based inventory management measures to minimize excessive inventory storage while fulfilling the orders. We will also seek lower interest rates of financing products to optimize our debt structure and reduce our finance costs.

Our net current liabilities of RMB185.8 million as of December 31, 2024 turned to net current assets of RMB539.9 million as of December 31, 2025 due to the increase in our total current assets. Our total current liabilities increased from RMB1,140.0 million as of December 31, 2024 to RMB1,339.0 million as of December 31, 2025, primarily due to (i) the increase in trade and other payables of RMB129.9 million as our procurement increased to support new deployments at a number of large scale mining sites in 2025, (ii) the increase in lease liabilities of RMB39.9 million, and (iii) the increase in current portion of borrowings of RMB12.1 million. Our total current assets significantly increased from RMB954.2 million in 2024 to RMB1,878.9 million in 2025, primarily due to (i) an increase in cash and cash equivalents of RMB199.4 million, (ii) an increase in assets classified as held for sale from nil in 2024 to RMB117.7 million in 2025, as a result of the reclassification of our autonomous mining trucks, (iii) an increase in prepayments, deposits and other receivables of RMB84.0 million and (iv) an increase in trade and bill receivables of RMB422.4 million as a result of our rapid expansion of our business, generally in line with the growth of revenue.

As of December 31, 2023, 2024 and 2025, our note receivables were transferred to suppliers by endorsing on a full recourse basis. As we have not transferred the significant risks and rewards relating to note receivables, we continue to recognize the full carrying amount of note receivables and the related trade payables which amounted to RMB45.9 million, RMB78.3 million and RMB104.2 million as of December 31, 2023, 2024 and 2025.

We incurred a significant increase in current, short-term borrowings in 2024 to fund our ever-expanding business scale. It is our strategic financing plan in a rate cut cycle to manage our interest rate risk to select short-term financing products over long-term borrowings. Consequently, our net current liabilities increased from RMB90.7 million as of December 31, 2023 to RMB185.8 million as of December 31, 2024 due to the increase in our total current liabilities which outweighed the increase in our total current assets. Our total current liabilities increased from RMB359.9 million as of December 31, 2023 to RMB1,140.0 million as of December 31, 2024, primarily due to (i) the increase in our borrowings of RMB510.0 million from RMB166.5 million as of December 31, 2023 to RMB676.5 million as of December 31, 2024 to support our operational needs, (ii) our trade and other payables increased by RMB262.5 million, mainly due to higher procurement and

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cost-related payables driven by revenue growth and increased accruals for employee bonuses, and (iii) the increase of our contract liabilities of RMB6.2 million from nil as of December 31, 2023 to RMB6.2 million as of December 31, 2024. This was partially offset by the increase in our total current assets from RMB269.2 million as of December 31, 2023 to RMB954.2 million as of December 31, 2024, primarily due to (i) the increase of our trade and note receivables of RMB504.3 million from RMB115.4 million as of December 31, 2023 to RMB619.7 million as of December 31, 2024, reflecting significant revenue growth of our business during the year, with our notes receivable increasing to RMB211.7 million in 2024, representing a 232.9% year-over-year increase, driven by the expansion of our operations and the establishment of new entities, (ii) the increase of our prepayments, deposits and other receivables of RMB97.0 million from RMB69.2 million as of December 31, 2023 to RMB166.2 million as of December 31, 2024, mainly due to higher advances to suppliers and prepaid expenses as our operations expanded in 2024, (iii) the increase of amounts due from related parties of RMB63.9 million from nil as of December 31, 2023 to RMB63.9 million as of December 31, 2024 was mainly attributable to receivables arising from sales of hardware and other equipment to Xinjiang Lanbang Engineering Construction Co., Ltd. (新疆藍邦工程建築有限公司), a related party newly established in late 2024, and (iv) the increase of inventories of RMB42.1 million from RMB8.5 million as of December 31, 2023 to RMB50.6 million as of December 31, 2024; partially offset by the decrease of RMB22.0 million in our cash and cash equivalents from RMB68.0 million as of December 31, 2023 to RMB46.0 million as of December 31, 2024.

Assets

Property, Plant and Equipment

Our property, plant and equipment primarily consist of (i) production vehicles, (ii) autonomous intelligent devices, i.e. standard hardware for autonomous mining trucks, (iii) machinery, equipment and other vehicles, and (iv) office equipment, computers and others. The following table sets forth the breakdown of our property, plant and equipment as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Property, plant and equipment			
Production vehicles	401,763	826,448	820,461
Autonomous intelligent devices	11,198	33,561	117,662
Machinery, equipment and other vehicles .	17,088	23,995	22,671
Office equipment, computers and others . .	3,136	13,775	35,056
Total	433,185	897,779	995,850

Our property, plant and equipment increased from RMB433.2 million as of December 31, 2023 to RMB897.8 million as of December 31, 2024 and further to RMB995.9 million as of December 31, 2025. To support our growth and meet rising customer demand, we invested in our self-operated autonomous mining truck fleets, related production vehicles and other intelligent equipment. While our long-term goal is to shift toward a more asset-light model, we expect to carry a relatively high level of property, plant and equipment for the foreseeable future, as the industry remains in its early stage and the Company-provided fleet model plays a critical role in expanding our market reach. Our management concluded there was an indication of impairment when the financial performance of the CGUs was not in accordance with expectation or the utilization of the production vehicles was not in accordance with expectation. As a result, our management prepared a cash flow projection based on management best estimation and determined such property, plant and equipment was not impaired, and also estimated the fair value less costs of disposal of the assets about the utilization of the production vehicles was not in accordance with expectation and determined that the relevant assets were impaired to their recoverable amount of approximately RMB42.4 million with impairment of approximately RMB18.5 million being recognized in profit or loss during the year ended December 31, 2024.

Right-of-use Assets

Our right-of-use assets mainly represent our lease of offices for our operations. Our right-of-use assets increased from RMB1.7 million as of December 31, 2023 to RMB5.8 million as of December 31, 2024, primarily attributable to new leased office as we expanded our scale of

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business. Our right-of-use assets further increased to RMB37.7 million as of December 31, 2025, primarily due to the new leased office in Beijing and the increased right-of-use assets associated with our additional autonomous mining trucks newly leased to support our business expansion.

Intangible Assets

Our intangible assets mainly represent our computer software. Our intangible assets remained relatively stable at RMB1.4 million as of December 31, 2023 and RMB1.3 million as of December 31, 2024, and further to RMB2.8 million as of December 31, 2025 primarily due to newly acquired software.

Investment in a Joint Venture

We recorded nil, RMB6.6 million, and RMB13.0 million as of December 31, 2023, 2024 and 2025, respectively, of investment in a joint venture Xinjiang Lanbang Construction Engineering Co., Ltd.* (新疆藍邦工程建築有限公司) (“Xinjiang Lanbang”). For more details about our interests in the foregoing entity, see Note 21 of the Appendix I to this Prospectus. For more information about our relationship with Xinjiang Lanbang, see “Business — Our Customers — Our Top Five Customers.”

Equity Instruments at FVTOCI

We recorded nil, RMB2.0 million, and RMB4.6 million as of December 31, 2023, 2024 and 2025, respectively, of equity instruments at FVTOCI, primarily due to our equity investments of ordinary shares in unlisted companies. For details, see Note 27 of the Appendix I to this Prospectus.

Prepayments, Deposits and Other Receivables — Non-Current

Our non-current prepayments and other receivables primarily represent deposits for lease agreements. The balance amounted to RMB4.8 million, RMB7.4 million, and RMB11.1 million, as of December 31, 2023, 2024 and 2025, respectively.

Inventories

Our inventories consist of raw materials including key components used for the manufacturing and assembly of autonomous mining trucks, such as electric drive systems, drive-by-wire electronic controlling systems, and other autonomous mining hardware as well as contract cost in progress.

The following table sets forth the carrying amount of our inventories as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Raw materials	8,500	50,090	129,913
Contract cost in progress	—	879	564
Less: provision	—	(410)	(2,502)
Total	8,500	50,559	127,975

Our inventories increased from RMB8.5 million as of December 31, 2023, and further to RMB50.6 million as of December 31, 2024 primarily driven by increased production of autonomous mining trucks to fulfill a growing volume of customer orders and deployments. For further details, see “Business — What We Offer — Closed-Environment Autonomous Mining Trucks Products and Solutions — ORCASTRA — Development, Manufacturing and Assembly of Autonomous Mining Trucks”. As of December 31, 2024 and 2025, we recognized RMB0.4 million and RMB2.5 million inventory provision for raw materials deemed obsolete. Our inventories increased to RMB128.0 million as of December 31, 2025, primarily due to the stocking of smart hardware in line with customer orders, as well as our increased reserves of operating materials for several new large-scale projects launched during the year.

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The following table sets forth the aging analysis of our gross inventory as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Inventories			
Within 1 year	8,500	50,559	125,322
1-2 years	—	410	5,155
Less: provision	—	(410)	(2,502)
Total	8,500	50,559	127,975

We believe we have a comprehensive and adequate system in place for identifying and accounting for inventory risks and impairment provisions. We regularly review our inventories to identify items with low sales or usage value and make impairment provisions accordingly. We further assess inventories based on the lower of cost or net realizable value to make any additional impairment provisions.

We provided provision against stale inventories over one year by estimating the net realizable value based on relevant input such as backlog orders, technology obsolescence, quality ratings, recent and expected sales/usage rate, among others. Among raw materials, spare parts are mainly used for the maintenance and upgrading of production equipment and are deemed durable consumables and also exhibit a longer conversion period and conversion potential. We calculate our inventory turnover days by using the average of the gross value of the opening balance and closing balance of the inventories for such period divided by cost of sales for the relevant period and multiplied by the number of days during such period (365 days for a fiscal year). Our inventory turnover days were primarily influenced by a variety of factors, including our deployment schedules, customer delivery timelines, and other operational considerations aimed at maintaining stable supply throughout the execution cycles of the mining sites. Our inventory turnover days increased from 6.7 days in 2023 to 11.9 days in 2024, and further increased to 25.7 days in 2025 primarily due to our decision to store additional raw materials to support the stable performance of contracts amid significant business expansion. We maintained relatively short inventory turnover days during the Track Record Period mainly because our effective procurement strategy which closely tracked our sales and production demands. We have made appropriate write-downs for inventories whose net realizable value was lower than their carrying amount, and consider that the remaining balance of inventories was recoverable because the relevant inventories primarily comprise key components used for the manufacturing and assembly of autonomous mining trucks, such as autonomous intelligence hardware, drive-by-wire electronic controlling systems that are either (i) scheduled for delivery under existing customer contracts, or (ii) expected to be utilized in upcoming projects with confirmed deployment plans.

As of April 30, 2026, RMB102.2 million of inventories, accounting for 78.3% of inventories as of December 31, 2025, had been subsequently utilized.

Trade and Notes Receivables

Trade and notes receivables represent amounts due from customers for the sale of goods and provision of services in the ordinary course of business. Our trade and notes receivables increased from RMB115.4 million as of December 31, 2023, to RMB619.7 million as of December 31, 2024 and further to RMB1,090.7 million as of December 31, 2025, primarily driven by the significant increase in our revenue and business scale. The following table sets forth a breakdown of our trade and notes receivables as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Trade receivables	52,372	417,306	907,782
Notes receivables	63,573	211,672	209,198
Less: Allowance for credit losses	(536)	(9,294)	(26,322)
Total	115,409	619,684	1,090,658

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We granted credit terms to certain customers during the Track Record Period. Such credit terms are up to 90 days. We maintain strict internal controls over outstanding receivables. Our business department and finance department monitor credit exposure and regularly review overdue balances. We recorded significant impairment losses under expected credit loss model of RMB9.3 million as of December 31, 2024 and RMB26.3 million as of December 31, 2025, compared to RMB0.5 million as of December 31, 2023. This was primarily associated with the significant growth in the balance of our trade and notes receivables in 2024 and 2025 along with our business expansion. Under the relatively stable parameter of the expected credit loss model, we consequently recorded a proportional large amount of impairment loss in 2024 and 2025. As of the Latest Practicable Date, we had no significant concentration of credit risk.

The following table sets forth an aging analysis of our trade receivables as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Within 6 months	52,348	411,848	695,627
6 months-12 months	11	4,490	158,865
1-2 years	—	968	52,322
Over 2 years	13	—	968
Total	52,372	417,306	907,782

We calculate trade receivables turnover days for a period as the average of the gross value of the opening and closing trade receivables balance divided by revenue for the relevant period and multiplied by the number of days during such period (365 days for a fiscal year). In 2023, 2024 and 2025, our trade receivables turnover days were 48.8 days, 86.9 days, and 168.5 days, respectively. The significant fluctuation of our trade receivables turnover days during the Track Record Period was a combined effect of our trade receivable management efforts and our significant revenue growth. The significant increase in trade receivable turnover days in 2024 was mainly due to the launch and rapid expansion of our customer-provided fleet model including the sales of hardware with relatively longer credit terms. The receivable turnover days further increased in 2025, primarily due to the addition of new projects with large scale in 2025 while payment terms and cycles for these new projects vary, resulting in delayed cash inflows. We have assessed the recoverability of our trade receivable and confirm that there were no material impairment or recoverability issues. Receivables aged over one year represented an insignificant portion of our total trade receivables. For receivables aged over one year, management has reviewed customer profiles, assessed the likelihood of collection, and examined subsequent settlement records. We generally offer extended payment terms to select high-profile customers to support project execution and maintain strategic relationships. We maintain dedicated collection teams that closely monitor receivable aging, regularly reviews outstanding balances, and follow up with customers to facilitate timely settlements. Going forward, we plan to further strengthen our collection practices by adopting more data-driven credit assessments and focusing on customers with stable payment records. Based on these measures and our overall credit management practices, we do not consider that the carrying amount of trade receivables has recoverability issues.

We have recorded cash conversion cycles of 34.1, 62.2 and 130.0 days for 2023, 2024 and 2025, respectively. The cash conversion cycle is calculated by adding inventory turnover days and trade and bills receivables turnover days, then subtracting accounts payable turnover days. To shorten the turnover days for trade and note receivables, we plan to strengthen our technical capabilities to improve project execution efficiency, which in turn will enhance our bargaining position with customers and allow for more favorable collection terms. We have also refined our product mix to include a higher proportion of asset-light projects, such as those under the customer-provided fleet model, which typically generate higher gross margins and have shorter payment cycles. In addition, we intend to enhance collection management to ensure the timely recovery of receivables. For trade payables, we plan to negotiate longer payment terms with core suppliers by leveraging larger procurement volumes and adopting more flexible payment arrangements. We also aim to improve expenditure planning and enhance labor productivity to align with our current stage of development. Lastly, we seek to reduce inventory levels through more precise and data-driven inventory management, maintaining materials at optimal minimum levels to improve capital efficiency and reduce working capital pressure.

As of April 30, 2026, RMB231.3 million, or 25.5% of our trade receivables as of December 31, 2025 had been subsequently settled.

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Contract Assets

Our contract assets primarily represent the remaining payments under sales contracts that are expected to be collected at the end of the quality assurance period within one year. We recorded contract assets of RMB8.2 million, RMB7.8 million and RMB12.1 million as of December 31, 2023, 2024 and 2025, respectively.

Prepayments, Deposits and Other Receivables — Current

The following table sets forth a breakdown of our current portion of prepayments, deposits and other receivables as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Prepayments ⁽¹⁾	49,677	127,888	190,379
Deposits ⁽²⁾	8,741	33,816	49,136
Other receivables ⁽³⁾	10,751	4,516	10,702
Total	69,169	166,220	250,217

- (1) Prepayments mainly comprise deductible input value-added tax (“VAT”), advance payments for purchases of raw materials, services, as well as other current assets.
- (2) Deposits mainly comprise security deposits and other deposits paid to suppliers and service providers in the ordinary course of business.
- (3) Other receivables mainly comprise receivables from other third party, funds reserved for employees and amounts paid on behalf of employees for social insurance and housing fund contributions.

Our current prepayments and other receivables increased from RMB69.2 million as of December 31, 2023, to RMB166.2 million as of December 31, 2024 and further to RMB250.2 million as of December 31, 2025 primarily attributable to higher deductible input VAT and deposits in connection with our expanded business operations.

As of April 30, 2026, RMB128.3 million, or 49.1% of our prepayments, deposits and other receivables as of December 31, 2025 had been subsequently settled.

Financial Assets at FVTPL

We recorded financial assets at FVTPL of nil, nil and RMB69.1 million as of December 31, 2023, 2024 and 2025. The balance of our financial assets at FVTPL as of December 31, 2025 consisted of structured deposit products issued by banks. These are short-term investments with expected returns ranging from 1.26% to 1.60%, depending on the market performance of the underlying instruments, which include high-credit-rated bonds, structured deposits, and other financial assets. All financial products under this category are classified as R1, which represents the lowest risk level under China’s wealth management product risk classification system.

We have established an investment policy aimed at spreading risk and generating steady returns while keeping our funds secure. Our chief financial officer and finance team are primarily responsible for making, implementing, and overseeing investment decisions. The finance team has relevant experience in managing short-term investment products and is familiar with the applicable market and regulatory practices, supporting prudent decision-making.

We have also put in place internal treasury policies and authorization controls to manage our investments, including:

- The Board of Directors approves the overall investment policy and reviews material investments through a structured decision-making process;
- Our finance department handles day-to-day implementation, monitoring, and record-keeping of investment products; and
- Investments must generally be rated at lowest investment risk grade with low default risk, or, if unrated, must be issued by a commercial bank or other financial institution regulated by a reputable authority.

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Before making any investment, we ensure that sufficient working capital remains to support business operations, research and development, and capital expenditures. Each investment decision is made on a case-by-case basis, taking into account factors such as expected return, duration, liquidity, and overall risk exposure. To manage risk, we may also consider other low-risk, highly liquid products issued by regulated financial institutions.

After the Listing, our investments in financial products will be subject to Chapter 14 of the Listing Rules. We also plan to establish post-Listing investment management procedures and internal controls in line with industry standards to further strengthen oversight and governance of these investments.

Amounts Due from Related Parties

We recorded amounts due from related parties of nil, RMB63.9 million and RMB9.9 million as of December 31, 2023, 2024 and 2025, respectively. The amount of RMB63.9 million due from related parties in 2024 was trade in nature, unsecured, interest-free, and have a credit period within one year. The amount due from related parties of RMB9.9 million as of December 31, 2025 is non-trade in nature and is expected to be collected upon the Listing. For more details, see Note 41 of Appendix I to this Prospectus.

Assets Classified as Held for Sale

In late September of 2025, we entered into a letter of intent for the proposed sale of 190 mining trucks, the trucks were originally used in normal operating under the Company-provided fleet model with ongoing contract. Following the execution of the letter of intent, the trucks subject to the proposed transaction are scheduled to be delivered in batches within twelve months. The trucks involved primarily comprised earlier-generation vehicles that were originally deployed for pilot testing, demonstration and early-stage operational validation purposes. As our technology and product offerings have continued to evolve, these vehicles were no longer optimally aligned with our current technical roadmap. Accordingly, we classified these vehicles as non-current assets held for sale and, in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations, measured them at the lower of their carrying amount and fair value less costs to sell, and recognized an impairment loss of RMB118.4 million which included in other gains or losses as set out in Note 8 of Appendix I to this Prospectus. After that, the carrying amount of assets classified as held for sale is amounting to RMB117.7 million.

Liabilities

Trade and Other Payables

Our trade and other payables primarily consist of (i) trade payables related to the autonomous mining trucks and associated raw materials used in our Closed-Environment Autonomous Mining Trucks Products and Solutions, (ii) salaries, welfare, and bonus payables, (iii) other payables, and (iv) other tax payables. The balance increased from RMB188.9 million as of December 31, 2023, to RMB451.4 million as of December 31, 2024, and further to RMB581.4 million as of December 31, 2025, primarily due to increased procurement of raw materials and services to support our business expansion.

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

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Trade payables ⁽²⁾	92,527	344,642	486,861
Salaries, welfare and bonus payables	50,659	79,046	79,518
Other payables ⁽¹⁾	43,225	25,205	12,409
Other tax payables	2,475	2,535	2,589
Trade and other payables	188,886	451,428	581,377

(1) Other payables mainly comprise payables for operating expenses such as employee travel and other reimbursable expenses, listing expenses and issue costs, advertising and promotion expenses, and renovation costs.

(2) Include trade payables settled by way of note endorsement where the underlying notes had not yet matured.

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The following table sets forth an aging analysis of our trade payables as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Within 1 year	92,387	344,012	479,638
1-2 years	140	630	6,826
Over 2 years	—	—	397
Total	92,527	344,642	486,861

We calculate trade payables turnover days by using the average of the gross value of the opening and closing trade payables balance divided by cost of sales for the relevant period and multiplied by the number of days during such period (365 days for a fiscal year). In 2023, 2024 and 2025, our trade payables turnover days were 70.7 days, 87.5 days and 117.6 days, respectively. In the early stages of cooperation, major OEMs and material suppliers typically require partial or full prepayments, with remaining balances settled within a certain timeframe after delivery. As commercial relationships mature, select OEMs and suppliers have gradually extended credit periods to us, resulting in an increase in trade payables turnover days from 2023 to 2025. We expect our trade payables turnover days to increase over time as our business continues to scale and our relationships with suppliers deepen, which may enable us to negotiate longer payment terms.

As of April 30, 2026, RMB248.6 million, or 51.1% of our trade payables as of December 31, 2025 had been subsequently settled.

Amounts Due to Related Parties

We recorded amounts due to related parties of RMB3.0 million, RMB3.0 million, and RMB12.6 million as of December 31, 2023, 2024 and 2025, respectively, which were non-trade in nature, unsecured and repayable on demand. For more details, see Note 41 of Appendix I to this Prospectus.

Contract Liabilities

We recorded contract liabilities of nil, RMB6.2 million and RMB12.1 million as of December 31, 2023, 2024, and 2025, respectively. Our contract liabilities primarily represented advance payments received, including milestone payments for certain deployment and the initial payment for equipment and hardware sales. For details, see Note 6B of Appendix I to this Prospectus.

Lease Liabilities

Our lease liabilities relate to our leased properties. Our current lease liabilities amounted to RMB1.5 million, RMB2.8 million and RMB42.7 million as of December 31, 2023, 2024, and 2025, respectively. Our non-current lease liabilities amounted to RMB0.4 million, RMB2.2 million and RMB10.0 million, as of the same dates. The significant increase in our lease liabilities between December 31, 2024 and 2025 was primarily due to the additional autonomous mining trucks that we newly leased to support our business growth and the new lease of Beijing headquarters office.

Financial Liabilities at FVTPL

We recorded financial liabilities at FVTPL of RMB1,055.9 million, RMB26.3 million, and nil as of December 31, 2023, 2024 and 2025, respectively. These financial liabilities primarily reflected the fair value of our shares with preferred rights issued and outstanding as of each respective period end. Compared with the balance as of December 31, 2023, the significant decrease in the balance as of December 31, 2024 was mainly attributable to the reclassification of such financial liabilities to equity at their carrying amounts upon the termination of special rights by substantially all shares with preferred rights during the year. The foregoing financial liabilities have been re-designated from liabilities to equity, as a result of the automatic conversion into ordinary shares, completed in the first half of 2025, resulting in the balance of nil as of December 31, 2025. For details, see Note 31 of the Appendix I to this Prospectus.

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Borrowings

Our borrowings primarily consist of bank loans and borrowings under financial leasing agreements. We recorded current borrowings of RMB166.5 million, RMB676.5 million, and RMB688.6 million as of December 31, 2023, 2024 and 2025, respectively. Non-current borrowings amounted to RMB106.6 million, RMB446.6 million, and RMB615.3 million as of the same dates. For details, see “— Indebtedness” and Note 32 of the Appendix I to this Prospectus.

LIQUIDITY AND CAPITAL RESOURCES

Our principal sources of liquidity have been cash generated from financing activities. The following table presents our consolidated cash flow data for the years indicated.

	Year Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Net cash used in operating activities	(251,179)	(713,245)	(394,406)
Net cash used in investing activities	(332,403)	(472,817)	(728,379)
Net cash from financing activities	578,701	1,164,542	1,322,721
Net increase/(decrease) in cash and cash equivalents	(4,881)	(21,520)	199,936
Cash and cash equivalents at beginning of the year	72,847	67,966	46,027
Effect of foreign exchange rate changes . .	—	(419)	(516)
Cash and cash equivalents at end of the year	67,966	46,027	245,447

Cash/Net Cash Used in Operating Activities

In 2025, our net cash used in operating activities was RMB394.4 million, which was primarily attributable to our loss before tax of RMB515.4 million, as further adjusted by non-cash and non-operating items, primarily including (i) depreciation of property, plant and equipment of RMB188.7 million, (ii) impairment loss recognized on assets classified as held for sale of RMB118.4 million, (iii) finance costs of RMB68.7 million, (iv) depreciation of right-of-use assets of RMB39.9 million, and (v) recognition of equity-settled share-based payments expense of RMB13.9 million. This was further adjusted by movements in working capital, primarily including (i) increase in trade and other receivables, prepayments and deposits of RMB562.6 million, (ii) increase in inventories of RMB79.5 million, and (iii) an increase in contract assets of RMB4.8 million; partially offset by increase in trade and other payables of RMB232.9 million. The increase in inventories and trade and other receivables, prepayments and deposits reflected production and deployment of autonomous mining trucks across multiple mining sites. Meanwhile, our trade and other payables increased by RMB232.9 million, supported by the beginning of scaled procurement across key hardware partners.

In 2024, our net cash used in operating activities was RMB713.2 million, which was primarily attributable to our loss before tax of RMB390.1 million, as further adjusted by non-cash and non-operating items, primarily including (i) depreciation of property, plant and equipment of RMB96.6 million, (ii) fair value changes on financial liabilities at FVTPL of RMB66.1 million, (iii) finance costs of RMB29.4 million; (iv) recognition of equity-settled share-based payments expense of RMB20.7 million, and (v) impairment loss recognized on property, plant and equipment of RMB18.5 million; partially offset by interest income of RMB1.3 million. This was further adjusted by movements in working capital, primarily including (i) increase in trade and other receivables, prepayments and deposits of RMB612.6 million, which reflected the increase in deployment deliveries under both our Company-provided fleet and customer-provided fleet models, (ii) increase in amounts due from related parties of RMB65.2 million, and (iii) increase in inventories of RMB42.5 million, driven by upfront procurement of core components such as autonomous control systems and drive-by-wire electronic controlling hardware, in anticipation of vehicle deliveries and deployment timelines; partially offset by (i) increase in trade and other payables of RMB133.9 million and (ii) increase in contract liabilities of RMB6.2 million.

In 2023, our net cash used in operating activities was RMB251.2 million, which was primarily attributable to our loss before tax of RMB333.7 million, as further adjusted by non-cash and non-operating items, primarily including (i) depreciation of property, plant and equipment of

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RMB44.7 million, (ii) fair value changes on financial liabilities at FVTPL of RMB33.5 million, (iii) recognition of equity-settled share-based payments expense of RMB16.3 million, (iv) finance costs of RMB11.6 million, and (v) loss on disposal of property, plant and equipment of RMB7.4 million; partially offset by interest income of RMB0.5 million. This was further adjusted by movements in working capital, primarily including (i) increase in trade and other receivables, prepayments and deposits of RMB135.3 million, and (ii) increase in contract assets of RMB5.9 million, and (iii) increase in inventories of RMB5.2 million; partially offset by increase in trade and other payables of RMB115.1 million. The increase in inventories and trade and other receivables, prepayments and deposits reflected production and deployment of autonomous mining trucks across multiple mining sites. Meanwhile, our trade and other payables increased by RMB115.1 million, supported by the beginning of scale procurement across key hardware partners.

We also plan to strengthen cash flow management by improving our payable cycles. Specifically, we will (i) negotiate more favorable payment terms with key suppliers through scaled procurement; (ii) enforce tighter budgetary discipline by distinguishing between essential and discretionary expenditures; (iii) enhance labor productivity by aligning our workforce structure with our current stage of development and increasing the proportion of performance-based compensation; and (iv) optimize inventory management through more accurate order-based planning, setting appropriate minimum inventory thresholds and reducing overall stock levels across key material categories.

Net Cash Used in Investing Activities

In 2025, our net cash used in investing activities was RMB728.4 million, which was primarily attributable to (i) purchase of property, plant and equipment of RMB676.2 million, (ii) purchases of financial assets at FVTPL of RMB841.0 million, and (iii) advances to related parties of RMB9.9 million; partially offset by (i) redemption of financial assets at FVTPL of RMB772.9 million and (ii) proceeds from disposal of property, plant and equipment of RMB28.9 million.

In 2024, our net cash used in investing activities was RMB472.8 million, primarily attributable to (i) purchase of property, plant and equipment of RMB480.5 million, (ii) acquisition of investment in a joint venture of RMB6.6 million, (iii) purchases of financial assets at FVTOCI of RMB2.0 million, and (iv) purchase of intangible assets of RMB0.6 million; partially offset by (i) proceeds from disposal of property, plant and equipment of RMB15.6 million and (ii) interest received of RMB1.3 million.

In 2023, our net cash used in investing activities was RMB332.4 million, primarily attributable to (i) purchase of property, plant and equipment of RMB356.6 million and (ii) purchase of intangible assets of RMB0.1 million; partially offset by proceeds from disposal of property, plant and equipment of RMB23.9 million.

Net Cash Generated from Financing Activities

In 2025, our net cash generated from financing activities was RMB1,322.7 million, which was primarily attributable to proceeds from borrowings of RMB1,309.8 million, reflecting our expanded working capital and capital expenditure needs to support large-scale deployment deliveries. We also raised RMB1,225.6 million from capital contribution from shareholders. These inflows are partially offset by (i) repayment of borrowings of RMB1,129.0 million, (ii) interest paid of RMB67.8 million.

In 2024, our net cash generated from financing activities was RMB1,164.5 million, primarily attributable to proceeds from borrowings of RMB1,139.4 million, reflecting our expanded working capital and capital expenditure needs to support large-scale deployment deliveries. We also raised RMB320.0 million from the issuance of shares with preferred rights and RMB30.0 million from capital contribution from shareholders. These inflows are partially offset by (i) repayment of borrowings of RMB289.3 million, (ii) interest paid of RMB29.0 million, and (iii) repurchase of exercised share options of RMB10.3 million.

In 2023, our net cash generated from financing activities totaled RMB578.7 million, primarily reflecting RMB443.2 million in proceeds from the issuance of shares with preferred rights and RMB307.2 million in new borrowings to support our early-stage scale-up. We also received an advance from a related party of RMB120.9 million. These were partially offset by (i) repayments to related parties of RMB168.0 million, (ii) repayment of borrowings of RMB113.2 million, and (iii) interest payments of RMB11.4 million.

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WORKING CAPITAL

Taking into account the financial resources available to us, including existing cash and cash equivalents, available bank facilities and the estimated net proceeds from the Global Offering, our Directors believe that we have sufficient working capital for our present requirements and for the next 12 months from the date of this Prospectus. After making reasonable inquiries of our management about our working capital, the Sole Sponsor concurs with the views of our Directors. We intend to finance our future working capital requirements and capital expenditures primarily from cash expected to be generated from operating activities, bank facilities and funds raised from financing activities, including the net proceeds we will receive from the Global Offering.

INDEBTEDNESS

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

	As of December 31,			As of April 30,
	2023	2024	2025	2026
	<i>(RMB in thousands)</i>			<i>(unaudited)</i>
Current				
Borrowings	166,499	676,535	688,638	1,003,676
Lease liabilities	1,483	2,751	42,690	46,208
Amounts due to related parties	3,026	3,026	12,610	12,698
Non-Current				
Borrowings	106,557	446,648	615,344	486,904
Lease liabilities	433	2,199	10,021	57,832
Financial liabilities at FVTPL .	1,055,868	26,267	—	—
Total	1,333,866	1,157,426	1,369,303	1,607,318

Our indebtedness amounted to RMB1,333.9 million, RMB1,157.4 million, RMB1,369.3 million and RMB1,607.3 million as of December 31, 2023, 2024 and 2025 and April 30, 2026, respectively. As of December 31, 2023, 2024 and 2025 and April 30, 2026, RMB255.9 million, RMB1,030.4 million, RMB860.5 million and RMB702.9 million of our borrowings were guaranteed and/or secured. Our borrowings are all denominated in Renminbi. The contractual interest rate on our borrowings ranged from 0.8% to 7.2% during the Track Record Period. As of December 31, 2023, 2024, and 2025 and April 30, 2026, bank borrowings relating to bills discounted with recourse were RMB17.2 million, RMB72.8 million, nil and nil, respectively. For further details of our borrowings during the Track Record Period, see Note 32 of the Appendix I to this Prospectus.

As of April 30, 2026, we have RMB1,301.7 million of committed unutilized banking facilities, all of which were granted by signed agreements or written confirmations from the financial institutions. Pursuant to the credit facility agreements with certain financial institutions, each utilization is subject to our submission of an individual drawdown application. Except for such customary procedural requirements, none of our committed unutilized facilities is subject to any other specific restrictions.

After due and careful consideration, our Directors confirm that there had been no material change in our indebtedness since April 30, 2026, and up to the Latest Practicable Date. Our Directors confirm that as of the Latest Practicable Date, there was no material covenant on any of our outstanding debt and there was no breach of any covenant during the Track Record Period and up to the Latest Practicable Date. Our Directors further confirm that we did not experience any difficulty in obtaining bank loans and other borrowings, default in payment of bank loans and other borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date.

Lease liabilities represent the present value of outstanding lease payments under our lease agreements. We recorded non-current lease liabilities of RMB0.4 million, RMB2.2 million, RMB10.0 million and RMB57.8 million, respectively, as of December 31, 2023, 2024, and 2025 and April 30, 2026. We recorded current lease liabilities of RMB1.5 million, RMB2.8 million, and RMB42.7 million and RMB46.2 million, respectively, as of December 31, 2023, 2024, and 2025 and April 30, 2026.

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We have historically issued several series of shares with preferred rights to investors. As of December 31, 2025, all of such shares with preferred rights have been converted into ordinary shares. For further details, see “History, Development and Corporate Structure — Pre-IPO Investments” and Note 31 to the Accountants’ Report set out in Appendix I to this Prospectus.

Except as discussed above, we had no outstanding indebtedness or any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance lease or hire purchase commitments, guarantees or other contingent liabilities or any covenant in connection therewith as of April 30, 2026 being our indebtedness statement date.

CAPITAL EXPENDITURES

The following table sets forth our capital expenditures for the years indicated.

	Year Ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Purchase of property, plant and equipment	368,150	609,143	562,564
Payments for right-of-use assets	1,956	6,259	71,788
Purchases of intangible assets	117	81	1,682
Total	<u>370,223</u>	<u>615,483</u>	<u>636,034</u>

Our capital expenditures were RMB370.2 million, RMB615.5 million, and RMB636.0 million, respectively, in 2023, 2024, and 2025, primarily attributable to capital expenditures on purchase of property, plant and equipment. We intend to fund our future capital expenditures with financial resources available to us, including our existing cash balance, our available banking facilities and proceeds from the Global Offering. We will continue to make capital expenditures to meet the expected growth of our business. See “Future Plans and Use of Proceeds — Use of Proceeds”.

CONTRACTUAL OBLIGATIONS

Capital Expenditure Related Commitments

Our capital commitments are related to capital contribution to investees. Our capital expenditure contracted for but not yet incurred as of December 31, 2023, 2024, and 2025 was nil, RMB0.5 million, and nil, respectively. The capital expenditure contracted for but not yet incurred as of December 31, 2024 of RMB0.5 million has been satisfied as of the Latest Practicable Date.

OFF-BALANCE SHEET ARRANGEMENTS

As of the Latest Practicable Date, we did not have any material off-balance sheet commitments or arrangements.

CONTINGENT LIABILITIES

As of December 31, 2023, 2024, and 2025 we did not have any contingent liabilities. Our Directors confirm that there has been no material change in our contingent liabilities as of the Latest Practicable Date.

RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time. Our Directors are of the view that each of the related party transactions was conducted in the ordinary course of business on an arm’s-length basis and with normal commercial terms between the relevant parties. Our Directors are also of the view that our related party transactions during the Track Record Period would not distort our track record results or cause our historical results to become non-reflective of our future performance.

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We did not enter into related party transactions in 2023. In 2024 and 2025, we entered into related party transactions of RMB65.2 million and RMB42.1 million, primarily relating to sales of autonomous mining trucks. As of December 31, 2023, 2024, 2025, our amounts due from related parties amounted to nil, RMB63.9 million and RMB9.9 million, respectively. The amounts of RMB63.9 million in 2024 are of trade nature and are unsecured, interest-free and repayable on demand. The amounts of RMB9.9 million as of December 31, 2025 are of non-trade nature and are unsecured, interest-free and repayable on demand. As of the same dates, our amounts due to related parties amounted to RMB3.0 million, RMB3.0 million and RMB12.6 million, respectively, which are of non-trade nature and unsecured and repayable on demand. As of December 31, 2025, such amounts due to related parties have not been fully settled. For more details, see Note 41 of the Appendix I to this Prospectus.

KEY FINANCIAL RATIOS

The following table sets forth some of our key financial ratios for the years indicated.

	Years Ended December 31,		
	2023	2024	2025
Revenue growth ⁽¹⁾	N/A	264.0%	45.5%
Gross profit margin ⁽²⁾	(18.6%)	7.6%	10.1%
Net profit margin ⁽³⁾	(123.2%)	(39.5%)	(35.9%)
Current ratio ⁽⁴⁾	0.75	0.84	1.40
Quick ratio ⁽⁵⁾	0.72	0.79	1.31
Gearing ratio ⁽⁶⁾	(1.64)	4.45	1.33

Notes:

- (1) Revenue growth equals the increase in total revenues for the year divided by total revenues for the previous year and multiplied by 100%.
- (2) Gross profit margin equals gross profit for the year divided by revenue for the year and multiplied by 100%.
- (3) Net profit margin equals net profit for the year divided by revenue for the year and multiplied by 100%.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) Quick ratio equals current assets excluding inventories divided by current liabilities.
- (6) Gearing ratio equals total debts divided by the total equity.

For a more comprehensive discussion of the factors affecting our key financial ratios during the Track Record Period, see “— Discussion of Results of Operations”.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Our activities expose us to a variety of financial risks, primarily the interest risk, credit risk, liquidity risk, equity price risk and foreign currency risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance.

Market Risk

We seek to maintain sufficient cash and cash equivalents to support our business development and operations and monitor our cash position to mitigate potential fluctuations in cash flows. Our credit risk primarily arises from trade and notes receivables, contract assets and other receivables, and is influenced mainly by the credit characteristics of our customers. Our interest rate risk mainly relates to bank balances carrying prevailing market interest rates, and we manage such exposure by assessing the potential impact of interest rate movements. Our Directors consider that our exposure to interest rate risk is not significant. For further details, see Note 39 of Appendix I to this Prospectus.

DIVIDEND

During the Track Record Period, no dividends have been declared and paid by us.

Any dividends we pay will be determined at the absolute discretion of our Board which will be subject to our Article of Association and the PRC Company Law, as well as the Company's Shareholders meeting approval processes, taking into account factors including our actual and expected results of operations, cash flow and financial position, general business conditions and business strategies, expected working capital requirements and future expansion plans, legal, regulatory and other contractual restrictions, and other factors from time to time that our Board

FINANCIAL INFORMATION

deems to be appropriate. Our Shareholders in a general meeting may approve any declaration of dividends recommended by our Board. According to the PRC law, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our net profit to our statutory common reserve fund until such fund has reached more than 50% of our registered capital. Distributable profits are our after-tax profits less any recovery of accumulated losses and appropriations to statutory that we are required to make. As advised by our PRC Legal Advisor, we are unable to pay dividend under the applicable PRC law and regulations as of December 31, 2025, in view of our accumulated losses. As of the Latest Practicable Date, we do not have any predetermined dividend payout ratio or fixed dividend policy.

DISTRIBUTABLE RESERVES

As of December 31, 2025, we had no retained earnings that were available for distribution to our equity shareholders.

LISTING EXPENSES

Based on the mid-point Offer Price of HK\$84.54 (being the mid-point of our Offer Price range of HK\$81.16 to HK\$87.92 per Offer Share), the total listing expenses (including underwriting commissions) payable by our Company are estimated to be approximately HK\$137.6 million (equivalent to approximately RMB119.6 million), assuming the Over-allotment Option is not exercised, accounting for approximately 6.2% of gross proceeds of the Global Offering. Among such estimated total listing expenses, (i) underwriting-related expenses, including underwriting commission, are expected to be approximately HK\$88.4 million, and (ii) non-underwriting-related expenses of approximately HK\$49.2 million, comprising (a) fees and expenses of legal advisers and reporting accountants of approximately HK\$28.5 million and (b) other fees and expenses of approximately HK\$20.7 million. As of December 31, 2025, we have incurred RMB20.9 million of Listing expenses and issue costs for the Global Offering, including listing expenses of RMB17.2 million and deferred issue cost of RMB3.7 million. We estimate that additional listing expenses and issue costs of RMB98.7 million (including underwriting commissions of RMB76.8 million, assuming the Over-allotment Option is not exercised and based on an Offer Price of HK\$84.54 per Offer Share), accounting for 5.1% of our gross proceeds, will be further incurred by our Group, of which RMB19.8 million is expected to be charged to our consolidated statements of profit or loss and RMB78.9 million is expected to be charged against equity upon the Listing.

UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The unaudited pro forma statement of adjusted net tangible assets of our Group has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of our Group had the Global Offering been completed as of December 31, 2025 or any future dates. Please refer to “Appendix II — Unaudited Pro Forma Financial Information” for further details.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, as of the date of this Prospectus, there has been no material adverse change in our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees or prospects since December 31, 2025, the end of the period reported on the Accountants’ Report included in Appendix I to this Prospectus; and there has been no event since December 31, 2025 which would materially affect the information presented in the Accountants’ Report set out in Appendix I to this Prospectus.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

We confirm that, as of the Latest Practicable Date, there were no circumstances that would give rise to disclosure required under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS AND USE OF PROCEEDS

FUTURE PLANS

For further details of our future plans, see “Business — Our Strategies”.

USE OF PROCEEDS

We estimate that the net proceeds of the Global Offering, after deducting the estimated underwriting commissions and other fees and expenses payable by us in connection with the Global Offering, will be approximately HK\$2,071.6 million, assuming an Offer Price of HK\$84.54 per H Share.

We plan to use the net proceeds from the Global Offering for the following purposes:

- (1) *Strengthening Technology Leadership Through Continuous Innovation — Software R&D.* Approximately HK\$725.1 million (or approximately 35.0% of the net proceeds) to enhance our research and development efforts in software. Our focus will be on advancing autonomous driving algorithms that can deliver higher transportation efficiency and improved safety in the mining sites where our solutions are already in operation. By deepening these capabilities, we aim to expand our presence in our core segments and extend the adaptability of our systems to more complex operating conditions. These efforts will involve a number of key initiatives, including:
 - approximately HK\$476.5 million (or approximately 23.0% of the net proceeds) to upgrade our mining autonomous driving algorithms. Our goal is to improve system performance in atypical or unexpected situations, which are common in open-pit mining. To support this evolution, we will continue to accumulate real-world insight to improve our models to improve our operational capabilities especially in data-scarce mining environments, where traditional models are less reliable. We expect these efforts to improve our overall operational efficiency by allowing our solutions to make more informed decisions based on a richer understanding of both the vehicle’s environment and broader mining traffic dynamics. To achieve these goals, we expect to purchase computing hardware, development tools, cloud services and testing hardware from reputable providers. We also plan to expand our technical team by hiring approximately 280 engineers and related professionals, with an estimated annual salary cost of RMB0.8 million per employee over the period from 2026 through 2031.

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
37.1	1.8	54.6	2.6	105.9	5.1	140.5	6.8	82.1	4.0	56.3	2.7

- approximately HK\$248.6 million (or approximately 12.0% of the net proceeds) to broaden the applicability of our technologies across a wider range of environments, including mining and non-mining scenarios. Specifically, we intend to: (i) maintain a strategic focus on under-penetrated and technically demanding segments, including high-altitude mines and other specialty sites, while gradually extending our technology footprint to small-and medium-sized mining operations where autonomous deployment has historically been limited; (ii) accelerate the process of transforming our mining autonomous driving capabilities into standardized, reusable modules to support rapid deployment across different site types, geological conditions, and mine layouts; (iii) upgrade our perception systems, including LiDAR, millimeter-wave radar, and sensor fusion algorithms, to enhance detection capabilities and system resilience in harsh or complex operating environments such as low-visibility, high-dust, or extreme weather conditions; and (iv) explore possible applications of our solutions in non-mining scenarios such as logistics. To carry out these initiatives, we expect to procure closed-loop data services (covering collection, labeling and training feedback), R&D software tools,

FUTURE PLANS AND USE OF PROCEEDS

and data collection and processing services from established vendors. We also plan to hire approximately 47 engineers and related professionals, with an estimated annual salary cost of RMB0.6 million per employee over the period from 2026 through 2031.

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
10.7	0.5	51.9	2.5	64.9	3.1	51.9	2.5	41.4	2.0	28.1	1.4

- (2) *Strengthening Technology Leadership Through Continuous Innovation — Hardware R&D.* Approximately HK\$310.7 million (or approximately 15.0% of the net proceeds) to enhance our research and development efforts in hardware, particularly by (i) improving the R&D and iteration capabilities of drive-by-wire electronic controlling chassis and vehicle control products, and (ii) continuously upgrading our offerings of ground support devices, to further strengthen the overall competitiveness of *Conductor Plus*, our Mining Digitalization Solutions:

- approximately HK\$248.6 million (or approximately 12.0% of the net proceeds) will support our hardware product development program. Specifically, we plan to: (i) co-develop new energy-powered, drive-by-wire chassis platforms as part of our ongoing efforts to improve the performance of our drive-by-wire electronic controlling systems and the autonomous mining trucks equipped with them; and (ii) development, in-house or in collaboration with OEM partners, core hardware components, such as automotive-grade controller and safety-critical modules, to reduce reliance on third-party suppliers; these key components include those that enable the next-generation autonomous mining truck model that eliminates the driver's cabin entirely purpose-built for fully autonomous transportation, allowing us to reduce mechanical complexity and hardware costs, streamline operations, and enable faster turnarounds. To carry out these initiatives, we expect to purchase research and testing equipment, development software, and related tools, and to engage specialized engineering and certification service providers. We also plan to hire approximately 208 hardware engineers and related professionals, with an estimated annual salary cost of RMB0.6 million per employee over the period from 2026 through 2031.

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
34.9	1.7	66.6	3.2	69.2	3.3	34.6	1.7	26.0	1.3	17.3	0.8

- approximately HK\$62.1 million (or approximately 3.0% of the net proceeds) will be used to continue refining key vehicle and site-control components. We will also invest in ongoing improvements to our integrated mining management and control system (IMCS), which support site-level orchestration, monitoring and routine inspection, to strengthen the overall competitiveness of our *Conductor Plus*. To carry out these initiatives, we expect to purchase research and testing equipment, development software and related tools, and to engage specialized engineering and certification service providers. We also plan to hire approximately 47 engineers and related professionals, with an estimated annual salary cost of RMB0.6 million per employee over the period from 2026 through 2031.

FUTURE PLANS AND USE OF PROCEEDS

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
6.6	0.3	12.3	0.6	13.0	0.6	8.7	0.4	8.7	0.4	12.9	0.6

- (3) *Strengthening Technology Leadership Through Continuous Innovation — Information technology development.* Approximately HK\$82.9 million (or approximately 4.0% of the net proceeds) will be used to support our information technology development. We aim to enhance the development, annual operation, and upgrading of software systems, while also expanding technical support functions, obtaining necessary certifications, increasing our use of cloud-based services, and hiring additional technical talent to strengthen our IT and engineering capacity. Specifically, these investments will be directed to upgrade our (i) software, digital compliance and information security system; (ii) end-to-end digital supply chain system; (iii) digitalized production and manufacturing systems; (iv) integrated after-sales platform for autonomous equipment; (v) human resources information system; (vi) integrated business intelligence system; and (vii) intelligent financial systems. To carry out these initiatives, we expect to procure R&D software tools and cloud services from established providers. We also plan to hire approximately 39 IT and engineering professionals, with an estimated annual salary cost of RMB0.5 million per employee over the period from 2026 through 2031.

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
9.3	0.4	12.9	0.6	15.2	0.7	15.2	0.7	15.2	0.7	15.2	0.7

- (4) *Expanding Use Cases, Unlocking New Markets.* approximately HK\$476.5 million (or approximately 23.0% of the net proceeds) to support our overseas business expansion and customer acquisition initiatives, as we continue to grow our presence in key international markets and build a broader, more diversified customer base:

- approximately HK\$269.3 million (or approximately 13.0% of the net proceeds) to establish localized operations in strategic overseas markets. We intend to form joint ventures or strategic partnerships with leading local players to co-develop market-specific solutions, expand our overseas patent portfolio, and build local technical support and service teams. We expect these efforts to help us provide responsive, high-quality support to customers and accelerate our time-to-market. At the same time, we plan to roll out retrofitting mining autonomous driving solutions, and over time extend into delivering fully customized OEM-integrated autonomous vehicle solutions to meet the varying needs of international customers. To achieve these goals, we expect to engage in overseas promotional events, establish overseas subsidiaries, and purchase overseas R&D equipment. We also expect to employ 140 localization staff with an estimated annual salary of RMB0.8 million over the period from 2026 through 2031.

Our current overseas expansion strategy focuses on establishing strategic partnerships with leading international mining service providers. In August 2024, we entered into a memorandum of understanding (“MOU”) with a global mining services contractor headquartered in Australia, to explore potential cooperation in autonomous mining projects. We believe that this partnership is commercially viable and strategically significant. Leveraging that global mining services contractor’s extensive overseas mining operations and our proven commercialization experience and comprehensive technology capabilities, the collaboration aims to promote the application of next-generation intelligent mining solutions in overseas markets.

FUTURE PLANS AND USE OF PROCEEDS

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
16.3	0.8	47.7	2.3	54.0	2.6	60.5	2.9	47.6	2.3	43.2	2.1

- approximately HK\$207.2 million (or approximately 10.0% of the net proceeds) to expand our customer base and strengthen brand positioning in China and overseas. Specifically, we plan to: (i) deepen engagement with existing customers to improve retention and increase repeat business via strategic framework agreements, joint ventures, and integrated deployments; (ii) foster ecosystem-wide collaboration across the value chain by establishing long-term partnerships with OEMs, mining companies and their contractors; (iii) enhance brand awareness and credibility by increasing our participation in major domestic and international industry exhibitions, trade fairs, and technology forums; and (iv) reinforce our influence in both the research community and the broader industrial ecosystem by collaborating with academic institutions and technical experts. To achieve these goals, we expect to participate in international conferences and engage in promotional activities. We also expect to employ 128 sales personnel with an estimated annual salary of RMB0.5 million over the period from 2026 through 2031.

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
16.9	0.8	34.7	1.7	38.9	1.9	38.9	1.9	38.9	1.9	38.9	1.9

- (5) *Investing in Talent to Drive Long-Term Growth.* approximately HK\$165.7 million (or approximately 8.0% of the net proceeds) to support talent development and organizational growth, with a focus on attracting, retaining, and empowering a high-performing, multidisciplinary team:

- approximately HK\$82.9 million (or approximately 4.0% of the net proceeds) to attract experienced professionals and strengthen our internal talent pipeline. We plan to recruit industry-recognized talents in technology and management to strengthen our capabilities and accelerate our growth. In parallel, we intend to invest in internal training and career development programs, including structured onboarding and mentorship for new hires, rotational assignments for high-potential talent, hands-on deployment training, and customized development initiatives led by senior management, all designed to enhance technical depth, cross-functional collaboration, and capacity across the organization. To achieve these goals, we expect to invest in employee development and training, and employ 30 managerial personnel with an estimated annual salary of RMB1.2 million over the period from 2026 through 2031.

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
9.3	0.5	13.0	0.6	13.0	0.6	15.1	0.7	15.1	0.7	17.4	0.8

FUTURE PLANS AND USE OF PROCEEDS

- approximately HK\$82.9 million (or approximately 4.0% of the net proceeds) to enhance collaboration between industry, academia, and research institutions. We plan to establish postdoctoral research stations and academic partnerships to drive foundational innovation, support applied R&D, and accelerate the commercialization of cutting-edge technologies. To achieve these goals, we expect to invest in the maintenance of our intellectual property and our in-house research capabilities over the period from 2026 through 2031.

Set forth below is a breakdown of our intended use of proceeds in this category, presented on a year-by-year basis:

2026		2027		2028		2029		2030		2031	
HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds	HK\$	% of total proceeds
(HK\$ in millions, except for percentages)											
11.5	0.6	15.2	0.7	15.1	0.7	15.1	0.7	13.0	0.6	13.0	0.6

- (6) *Strategic Alliances and Selective Acquisitions.* Approximately HK\$103.6 million, or approximately 5.0% of the net proceeds, will be used for strategic alliances, investments and selective acquisitions. Based on our current screening criteria, Frost & Sullivan has identified over 500 potential targets, including over 200 in China and over 300 overseas. These targets primarily include companies with capabilities in autonomous driving algorithms, vehicle engineering, drive-by-wire systems, fleet coordination, mining operations digitalization and logistics automation. We will prioritize targets that can complement our autonomous mining solutions, particularly companies with technologies that may be integrated into our existing products or support our commercialization in China and selected overseas mining markets. We will also consider the quality of their R&D teams, including whether their core technical personnel have relevant academic backgrounds or industry experience in autonomous driving, mining engineering, vehicle engineering, robotics, artificial intelligence or industrial automation. Among the targets identified, approximately 30 are existing or potential competitors, while the remainder are technology suppliers, solution providers or participants in adjacent fields.; and
- (7) approximately HK\$207.2 million (or approximately 10.0% of the net proceeds) will be used for working capital and other general corporate purposes.

If the Over-allotment Option is exercised in full, the net proceeds of the Global Offering would increase by approximately HK\$318.1 million (based on the mid-point Offer Price of HK\$84.54 per Share). We intend to apply the additional net proceeds to the above uses in the proportions stated above.

The allocation of the proceeds used for the above will be adjusted if the Offer Price is fixed at a higher or lower level compared to the mid-point of the estimated Offer Price range. If the Offer Price is fixed at HK\$87.92 per Share, being the high end of the stated Offer Price range, our net proceeds will (i) assuming the Over-allotment Option is not exercised, be increased by approximately HK\$84.8 million, or (ii) assuming the Over-allotment Option is exercised in full, be increased by approximately HK\$415.6 million. In such circumstances, we currently intend to use such additional proceeds to increase the net proceeds applied for the same purposes as set out above on a pro rata basis. If the Offer Price is fixed at HK\$81.16 per Share, being the low end of the stated Offer Price range, our net proceeds will (i) assuming the Over-allotment Option is not exercised, be decreased by approximately HK\$84.8 million, or (ii) assuming the Over-allotment Option is exercised in full, be increased by approximately HK\$220.6 million. In such circumstances, we currently intend to reduce or increase the net proceeds applied for the same purposes as set out above on a pro rata basis.

To the extent that the net proceeds are not immediately applied toward the purposes outlined above, and insofar as permitted by applicable laws and regulations, we will only place the net proceeds exclusively in short-term interest-bearing accounts with licensed commercial banks and/or authorized financial institutions (as defined under the Securities and Futures Ordinance or applicable laws and regulations in other jurisdictions).

CORNERSTONE INVESTORS

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a “**Cornerstone Investment Agreement**”, and together the “**Cornerstone Investment Agreements**”) with the cornerstone investors as set out below (each a “**Cornerstone Investor**”, and together the “**Cornerstone Investors**”), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe at the Offer Price for a certain number of Offer Shares (rounded down to nearest whole board lot of 50 H Shares) that may be purchased for an aggregate amount of US\$146.00 million (approximately HK\$1,144.01 million, exclusive of brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee) (the “**Cornerstone Placing**”), subject to adjustment on the allocation of the number of Investor Shares for the purpose of satisfying the relevant requirements under the Listing Rules. The calculations in this section, which are based on the exchange rate as disclosed in the section headed “Information about this Prospectus and the Global Offering”, are for illustration purpose.

Pursuant to paragraph 3.2 of Practice Note 18 to the Listing Rules, at least 40% of the total number of Offer Shares initially offered in the Global Offering must be allocated to investors in the placing tranche (other than the Cornerstone Investors). As the Company is initially offering approximately 10% of the total number of Offer Shares in the Hong Kong Public Offering, no more than 50% of the total number of the Offer Shares initially offered in the Global Offering can be allocated to all Cornerstone Investors (the “**Cornerstone Placing Allocation Limit**”). Each of the Cornerstone Investors has agreed in their respective Cornerstone Investment Agreements that the allocation of the number of Offer Shares to be subscribed for by the relevant Cornerstone Investor is subject to adjustment to ensure compliance with the Listing Rules, including the Cornerstone Placing Allocation Limit. Accordingly, the allocation of the number of Offer Shares to be subscribed for by the Cornerstone Investors will be adjusted in proportion to their respective initial subscription amounts set out in their respective Cornerstone Investment Agreements to ensure compliance with the Cornerstone Placing Allocation Limit in the event that the final Offer Price is set lower than HK\$87.92, and the number of the Offer Shares finally allocated to each of the Cornerstone Investors will be disclosed in the allotment results announcement of the Company to be published on or around Tuesday, July 7, 2026.

Assuming an Offer Price of HK\$81.16, being the low-end of the Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 13,066,000 Offer Shares, representing approximately (i) 50.00% of the H Shares offered pursuant to the Global Offering (assuming the Over-allotment Option is not exercised); (ii) 8.84% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised); and (iii) 8.61% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Assuming an Offer Price of HK\$84.54, being the mid-point of the Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 13,066,000 Offer Shares, representing approximately (i) 50.00% of the H Shares offered pursuant to the Global Offering (assuming the Over-allotment Option is not exercised); (ii) 8.84% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised); and (iii) 8.61% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Assuming an Offer Price of HK\$87.92, being the high-end of the Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 13,011,650 Offer Shares, representing approximately (i) 49.79% of the H Shares offered pursuant to the Global Offering (assuming the Over-allotment Option is not exercised); (ii) 8.80%

CORNERSTONE INVESTORS

of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised); and (iii) 8.57% of our total issued share capital immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

Our Company is of the view that, (i) the Cornerstone Investments will ensure a reasonable size of solid commitment at the beginning of the marketing period of the Global Offering and will provide confidence to the market, and (ii) leveraging on the investment experience of the Cornerstone Investors, the Cornerstone Placing will help to raise the profile of our Company and to signify that such investors have confidence in our business and prospect. Our Company became acquainted with each of the Cornerstone Investors in its ordinary course of operation through the business network of our Group, introduction by certain Underwriters in the Global Offering, our existing Shareholder(s) or previous financing.

Among the Cornerstone Investors, ZIJINNING (a close associate of Zijin Mining, our existing Shareholder) and Fidelity International (a close associate of Tianjin Eight Roads, our existing Shareholder), have been permitted to participate in the Cornerstone Placing pursuant to paragraph 1C(2) of Appendix F1 to the Listing Rules and the waiver from strict compliance with the requirements under Rule 9.09(b), and consent under paragraph 1C(2) of Appendix F1 to, the Listing Rules and Chapter 4.15 of the Guide for New Listing Applicants as further described in the section headed “Waivers” in this Prospectus.

To the best knowledge of our Company and save for the facts of the relationship of the relevant Cornerstone Investors and the existing Shareholders as disclosed above, (i) each of the Cornerstone Investors and their respective ultimate beneficial owners is independent of the Group, its connected persons and their respective close associates (as defined in the Listing Rules); (ii) none of the Cornerstone Investors is accustomed to taking instructions from our Company, the Directors, the Supervisors, chief executive of the Company, our Controlling Shareholders, substantial Shareholders or existing Shareholders or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of H Shares registered in its name or otherwise held by it; and (iii) none of the subscription for the relevant Offer Shares by the Cornerstone Investors is financed by our Company, the Directors, the Supervisors, chief executive of the Company, our Controlling Shareholders, substantial Shareholders or existing Shareholders or any of its subsidiaries or their respective close associates for the purpose of subscription of the Offer Shares.

To the best knowledge of the Company and as confirmed by each of the Cornerstone Investors, they made their own independent decisions to enter into the Cornerstone Investment Agreements, and their subscriptions under the Cornerstone Investment would be financed by their own internal resources or, in the case of the Cornerstone Investor which is a fund or investment manager, the assets managed for its investors. Save for ZIJINNING, JPMAMAPL, REGAL, and GF Fund, none of the Cornerstone Investors or their shareholder(s) are listed on any stock exchanges. The Cornerstone Investors have also confirmed that all necessary approvals have been obtained with respect to the Cornerstone Investment and that no specific approval from any stock exchange (if relevant) or their shareholder(s) is required for the Cornerstone Investment. Other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price, the Cornerstone Investors do not have any preferential rights in the Cornerstone Investment Agreements compared with other public Shareholders. Other than the Cornerstone Investment Agreements, as confirmed by each of the Cornerstone Investors, there are no side agreements or arrangements between us and the Cornerstone Investors or any benefit, direct or indirect, conferred on the Cornerstone Investors by virtue of or in relation to the Listing, other than a guaranteed allocation of the relevant Offer Shares at the Offer Price.

CORNERSTONE INVESTORS

The Cornerstone Placing will form part of the International Offering, and except where the prior consent of the Hong Kong Stock Exchange has been obtained, the Cornerstone Investors and their respective close associates will not subscribe for any Offer Shares under the Global Offering other than pursuant to the Cornerstone Investment Agreements. The Offer Shares to be subscribed by the Cornerstone Investors will rank *pari passu* in all respect with the fully paid H Shares in issue and will be counted towards the public float of our Company under Rule 19A.13A(1) of the Listing Rules, other than the Offer Shares to be subscribed by ZIJINNING.

Immediately following the completion of the Global Offering, (i) none of the Cornerstone Investors will become a substantial shareholder of the Company as defined under the Listing Rules; (ii) none of the Cornerstone Investors will have any Board representation in the Company solely by virtue of its cornerstone investment, and (iii) the equity interests in the Company being beneficially owned by the three largest public Shareholders will be less than 50% for the purpose of Rule 8.08(3) of the Listing Rules.

The total number of Offer Shares to be subscribed by the Cornerstone Investors may be affected by reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the paragraph headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in this Prospectus. The number of Offer Shares to be acquired by each Cornerstone Investor may be reduced on a pro rata basis in accordance with the terms of the Cornerstone Investment Agreement to satisfy the public demands under the Hong Kong Public Offering, after taking into account, amongst others, the requirements under Appendix F1 to the Listing Rules. Further, the Cornerstone Investors have agreed that in the event (1) that the requirements under Rule 8.08(3) of the Listing Rules, which stipulates that no more than 50% of the Shares in public hands can be beneficially owned by the three largest public shareholders of the Company, or (2) that the minimum allocation to investors in the placing tranche (other than Cornerstone Investors) under paragraph 3.2 of Practice Note 18 to the Listing Rules may not be complied with on the Listing Date, the number of the H Shares to be subscribed for by the Cornerstone Investors may be adjusted to ensure compliance with such rules. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement of our Company to be published on or around Tuesday, July 7, 2026.

If there is over-allocation in the International Offering, the settlement of such over-allocation may be effected through delayed delivery of the Offer Shares to be subscribed by certain Cornerstone Investors (except Fidelity International, Barings and Jain Global) on a date later than the Listing Date pursuant to the relevant Cornerstone Investment Agreements. Where delayed delivery takes place, each Cornerstone Investor that may be affected by such delayed delivery has agreed that it shall nevertheless pay for the relevant Offer Shares on or before 8:00 a.m. on the Listing Date. If there is no over-allocation in the International Offering, delayed delivery will not take place. As such, there will be no deferred settlement of the investment amount for the Offer Shares to be subscribed by those Cornerstone Investors pursuant to the relevant Cornerstone Investment Agreements.

OUR CORNERSTONE INVESTORS

For illustration and indicative purpose, set out below in the aggregate number of Offer Shares, and the corresponding percentages to the Offer Shares and our Company’s total issued share capital under the Cornerstone Placing:

CORNERSTONE INVESTORS

Based on the Offer Price of HK\$81.16 (being the low-end of the Offer Price range), taking into account the adjustment on allocation under the Cornerstone Placing Allocation Limit

Name	Investment Amount ⁽¹⁾⁽²⁾ <i>(US\$ in million)</i>	Number of Offer Shares (rounded down to nearest whole board lot of 50 H Shares)	Approximately % of total number of Offer Shares		Approximate % of H Shares in issue immediately following the completion of the Global Offering		Approximately % of total Shares in issue immediately following the completion of the Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised
ZIJINNING . .	18.54	1,789,900	6.85%	5.96%	1.21%	1.18%	1.21%	1.18%
Aurora SF (in connection with the Arrangement).	13.90	1,342,400	5.14%	4.47%	0.91%	0.88%	0.91%	0.88%
Fidelity International.	27.81	2,684,850	10.27%	8.93%	1.82%	1.77%	1.82%	1.77%
JPMAMAPL . .	23.17	2,237,400	8.56%	7.45%	1.51%	1.47%	1.51%	1.47%
Barings	13.90	1,342,400	5.14%	4.47%	0.91%	0.88%	0.91%	0.88%
Indus Funds . .	9.27	894,950	3.42%	2.98%	0.61%	0.59%	0.61%	0.59%
Jain Global . . .	9.27	894,950	3.42%	2.98%	0.61%	0.59%	0.61%	0.59%
REGAL	7.42	715,950	2.74%	2.38%	0.48%	0.47%	0.48%	0.47%
GF Fund	4.63	447,400	1.71%	1.49%	0.30%	0.29%	0.30%	0.29%
CDH	4.63	447,400	1.71%	1.49%	0.30%	0.29%	0.30%	0.29%
Seven Grand . .	2.78	268,400	1.03%	0.89%	0.18%	0.18%	0.18%	0.18%
Total	135.33	13,066,000	50.00%	43.48%	8.84%	8.61%	8.84%	8.61%

Based on the Offer Price of HK\$84.54 (being the mid-point of the Offer Price range), taking into account the adjustment on allocation under the Cornerstone Placing Allocation Limit

Name	Investment Amount ⁽¹⁾⁽²⁾ <i>(US\$ in million)</i>	Number of Offer Shares (rounded down to nearest whole board lot of 50 H Shares)	Approximately % of total number of Offer Shares		Approximate % of H Shares in issue immediately following the completion of the Global Offering		Approximately % of total Shares in issue immediately following the completion of the Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised
ZIJINNING . .	19.31	1,789,900	6.85%	5.96%	1.21%	1.18%	1.21%	1.18%
Aurora SF (in connection with the Arrangement).	14.48	1,342,400	5.14%	4.47%	0.91%	0.88%	0.91%	0.88%
Fidelity International.	28.97	2,684,850	10.27%	8.93%	1.82%	1.77%	1.82%	1.77%
JPMAMAPL . .	24.14	2,237,400	8.56%	7.45%	1.51%	1.47%	1.51%	1.47%
Barings	14.48	1,342,400	5.14%	4.47%	0.91%	0.88%	0.91%	0.88%
Indus Funds . .	9.66	894,950	3.42%	2.98%	0.61%	0.59%	0.61%	0.59%
Jain Global . . .	9.66	894,950	3.42%	2.98%	0.61%	0.59%	0.61%	0.59%
REGAL	7.72	715,950	2.74%	2.38%	0.48%	0.47%	0.48%	0.47%
GF Fund	4.83	447,400	1.71%	1.49%	0.30%	0.29%	0.30%	0.29%

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Name	Investment Amount ⁽¹⁾⁽²⁾ <i>(US\$ in million)</i>	Number of Offer Shares (rounded down to nearest whole board lot of 50 H Shares)	Approximately % of total number of Offer Shares		Approximate % of H Shares in issue immediately following the completion of the Global Offering		Approximately % of total Shares in issue immediately following the completion of the Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised
CDH	4.83	447,400	1.71%	1.49%	0.30%	0.29%	0.30%	0.29%
Seven Grand . .	2.90	268,400	1.03%	0.89%	0.18%	0.18%	0.18%	0.18%
Total	140.97	13,066,000	50.00%	43.48%	8.84%	8.61%	8.84%	8.61%

Based on the Offer Price of HK\$87.92 (being the high-end of the Offer Price range)

Name	Investment Amount ⁽¹⁾⁽²⁾ <i>(US\$ in million)</i>	Number of Offer Shares (rounded down to nearest whole board lot of 50 H Shares)	Approximately % of total number of Offer Shares		Approximate % of H Shares in issue immediately following the completion of the Global Offering		Approximately % of total Shares in issue immediately following the completion of the Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is fully exercised
ZIJINNING . .	20.00	1,782,450	6.82%	5.93%	1.21%	1.17%	1.21%	1.17%
Aurora SF (in connection with the Arrangement).	15.00	1,336,800	5.12%	4.45%	0.90%	0.88%	0.90%	0.88%
Fidelity International.	30.00	2,673,650	10.23%	8.90%	1.81%	1.76%	1.81%	1.76%
JPMAMAPL . .	25.00	2,228,050	8.53%	7.41%	1.51%	1.47%	1.51%	1.47%
Barings	15.00	1,336,800	5.12%	4.45%	0.90%	0.88%	0.90%	0.88%
Indus Funds . .	10.00	891,200	3.41%	2.97%	0.60%	0.59%	0.60%	0.59%
Jain Global . .	10.00	891,200	3.41%	2.97%	0.60%	0.59%	0.60%	0.59%
REGAL	8.00	712,950	2.73%	2.37%	0.48%	0.47%	0.48%	0.47%
GF Fund	5.00	445,600	1.71%	1.48%	0.30%	0.29%	0.30%	0.29%
CDH	5.00	445,600	1.71%	1.48%	0.30%	0.29%	0.30%	0.29%
Seven Grand . .	3.00	267,350	1.02%	0.89%	0.18%	0.18%	0.18%	0.18%
Total	146.00	13,011,650	49.79%	43.30%	8.80%	8.57%	8.80%	8.57%

Notes: (1) The investment amount is exclusive of brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee. The calculations are based on the exchange rate as disclosed in this Prospectus.

- (2) Each of the Cornerstone Investors has agreed in their respective Cornerstone Investment Agreements that the allocation of the number of Offer Shares to be subscribed for by the relevant Cornerstone Investor is subject to adjustment to ensure compliance with the Listing Rules, including the Cornerstone Placing Allocation Limit. Accordingly, the allocation of the number of Offer Shares to be subscribed for by the Cornerstone Investors will be adjusted in proportion to their respective initial subscription amounts set out in their respective Cornerstone Investment Agreements to ensure compliance with the Cornerstone Placing Allocation Limit where necessary based on the final Offer Price and the number of the Offer Shares finally allocated to each of the Cornerstone Investors will be disclosed in the allotment results announcement of the Company to be published on or around Tuesday, July 7, 2026.

The following information about the Cornerstone Investors was provided to our Company by the Cornerstone Investors in relation to the Cornerstone Placing.

ZIJINNING

ZIJINNING Limited Partnership (“**ZIJINNING**”) is a limited partnership established in British Virgin Islands, which is ultimately wholly owned by Zijin Mining, a joint stock company listed on the Hong Kong Stock Exchange (stock code: 2899) and the Shanghai Stock Exchange (stock code: 601899). Zijin Mining is a sizeable multinational mining group dedicated to exploration and development of copper, gold, zinc, lithium, silver, molybdenum and other metallic mineral resources globally, research, design, and application of mining engineering, etc.

Aurora SF (in connection with the Arrangement)

Aurora SF will hold the Offer Shares in connection with an arrangement (collectively, the “**Arrangement**”), whereby Oversea-Chinese Banking Corporation Limited (“**OCBC Singapore**”) has subscribed for the entire participating interest in the shares of the class of Aurora SF, OCBC Singapore and OCBC Bank Limited (“**OCBC China**”) enter into a series of cross-border total return swaps (collectively, the “**OCBC Swaps**”) with an ultimate client (the “**Aurora SF Ultimate Client**”) and Aurora SF Ultimate Client invest in structured deposit products issued by OCBC China. Pursuant to the terms and conditions under the Arrangement, Aurora SF will hold the legal title to the Offer Shares on a non-discretionary basis to hedge the OCBC Swaps while the economic risks and returns of the underlying Offer Shares are passed to the Aurora SF Ultimate Client, subject to customary fees and commissions. The Arrangement will be fully funded by the Aurora SF Ultimate Client. Under the Arrangement, the Aurora SF Ultimate Client bear the full economic return and loss of Aurora SF. Concurrently, OCBC China entered into total return swaps with OCBC Singapore whereby OCBC China receives the full economic return and loss of the Aurora SF. OCBC Singapore then subscribed for the participating shares of Aurora SF. All economic returns of the Offer Shares subscribed by Aurora SF will be passed to the Aurora SF Ultimate Client and all economic loss shall be borne by the Aurora SF Ultimate Client through the Arrangement, and Aurora SF will not take part in any economic return or bear any economic loss in relation to the Offer Shares. Notwithstanding that Aurora SF will hold the legal title of the Offer Shares, the decision to exercise the voting rights of the Offer Shares will be determined by an investment committee comprising of the investment manager and the representatives of the Aurora SF Ultimate Client. To the best of Aurora SF’s knowledge having made all reasonable inquiries, the Aurora SF Ultimate Client is an independent third party of Aurora SF.

Aurora SF is a Singapore variable capital company and a sub-fund of EasternGate Investments VCC, which is managed and controlled by a Singapore capital markets services licensed investment manager, Fairshore Asset Management Company Pte Ltd (“**Fairshore**”). Fairshore was established in 2014 and is ultimately controlled by Gary Wee and Adam Bauer, both of whom are Independent Third Parties. Fairshore manages multiple funds across a diverse range of strategies and industry sectors, with assets under management exceeding S\$2.0 billion as of December 31, 2025. The investment objective of Aurora SF is to target investment opportunities through direct or indirect investments in a diversified portfolio of fixed income, equity and externally managed funds with rebalancing allowed by Fairshore within the stipulated guidelines from time to time.

The Aurora SF Ultimate Client is Shanghai Jingshi Investment Management Center (Limited Partnership) (上海經石投資管理中心(有限合夥)), which is an institution specializing in investment management and asset management. It was established in 2015. The Aurora SF Ultimate Client is held by Xuzhou XCMG Industrial Investment Partnership Enterprise (Limited Partnership) (徐州徐工產業投資合夥企業(有限合夥)) (“**Xuzhou XCMG IM**”) as to 99.9652% as its sole limited partner and by Mr. Zhang Guansheng (張冠生), an Independent Third Party, as to 0.0348% as its general partner. Xuzhou XCMG IM is held by the listed company XCMG Construction Machinery Co., Ltd. (000425.SZ) as to 99.99% as its sole limited partner. No other entity ultimately holds 30% or more interest in the Aurora SF Ultimate Client.

CORNERSTONE INVESTORS

Fidelity International

FIL Investment Management (Hong Kong) Limited has entered into a Cornerstone Investment Agreement in the capacity as fiduciary and agent for the following entities: Fidelity China Special Situations PLC, a sub-fund of Fidelity Investment Funds — Fidelity Responsible Asia Equity Fund, a sub-fund of Fidelity Funds — Asia Equity II ESG, a sub-fund of Fidelity Funds — Asia Equity ESG, Fidelity Asia Equity Mother Fund and a certain other third-party fund (severally but not jointly), all of which are advised or sub-advised by FIL Investment Management (Hong Kong) Limited and its related group of companies collectively known as Fidelity International.

JPMAMAPL

JPMorgan Asset Management (Asia Pacific) Limited (“JPMAMAPL”), a company incorporated in Hong Kong in November 1974, has entered into a Cornerstone Investment Agreement, in its capacity as the investment advisor or investment manager for and on behalf of the following fund(s): (i) JPMorgan China, (ii) JPMorgan China Growth and Income, (iii) JPMorgan Asian Smaller Companies Fund, (iv) JPMorgan Asia Growth and Income PLC, and (v) certain other pooled funds, segregated accounts and mandates (severally but not jointly).

To the best knowledge of JPMAMAPL, no single ultimate beneficial owner holds 30% or more interest in those funds.

JPMAMAPL is a wholly owned subsidiary of JPMorgan Asset Management (Asia) Inc., an investment management company, which is ultimately wholly owned by JPMorgan Chase & Co. (“JPMC”), which is a company organized under United States, Delaware law as a corporation that has issued shares of common stock to investors. JPMC’s shares are listed on the New York Stock Exchange (stock code: JPM).

JPMAMAPL is licensed by the Securities and Futures Commission (SFC) Hong Kong.

Barings

Baring Asset Management (Asia) Limited (霸菱資產管理(亞洲)有限公司) (“Barings”) is a subsidiary of Barings LLC, which is part of the Barings Group. Barings Group is a US\$481 billion (assets under management as of March 31, 2026) global alternative asset manager that partners with institutional, insurance, and wealth clients, and supports leading businesses with flexible financing solutions. Barings LLC, which is owned by insurance companies Massachusetts Mutual Life Insurance Company (“MassMutual”) (82% ownership) and MS&AD Insurance Group Holdings, Inc. (18% ownership), seeks to deliver excess returns by leveraging its global scale and capabilities across credit, real assets, capital solutions and emerging markets. MassMutual is a leading mutual life insurance company that is run for the benefit of its members and participating policyowners. Founded in 1851, the company has been guided by one consistent purpose: we help people secure their future and protect the ones they love. With a focus on delivering long-term value, MassMutual offers a wide range of protection, accumulation, wealth management and retirement products and services.

Barings, in its capacity as discretionary investment manager, participates in this cornerstone investment for and on behalf of (i) a fund and (ii) one investment account, which are managed as two separate portfolios. The fund under management which will beneficially own the subscribed shares is Barings International Umbrella Fund — Barings Hong Kong China Fund, a SFC-authorized fund. Currently, no investor holds beneficial ownership of 30% or more in the fund. A pension fund holds 100% of the interests in the investment account.

CORNERSTONE INVESTORS

Indus Funds

Indus Select Master Fund, Ltd. and Vitruvius SICAV-Asian Equity, each managed by Indus Capital Partners, LLC (collectively, “**Indus Funds**”), have agreed to acquire such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased with US\$10 million at the Offer Price.

Indus Capital Partners, LLC (with its affiliates, “**Indus**”) is a performance-driven Asia Pacific equities investment manager leveraging local knowledge, on-the-ground research capabilities and a differentiated global perspective. Led by an experienced and dedicated investment team, Indus offers hedged and long-only strategies, and has with offices in New York, Hong Kong, Tokyo, and San Francisco. As of April 30, 2026, Indus manages approximately US\$5.5 billion in assets of some of the largest endowments and foundations, sovereign wealth funds, public and private pension plans, and single and multi-family offices. Indus is registered as an investment adviser with the Securities and Exchange Commission in the U.S. and an affiliate is licensed with the Securities and Futures Commission in Hong Kong.

Jain Global

Jain Global Master Fund Ltd is a fund established in the Cayman Islands and managed by Jain Global LLC (“**Jain Global**”). Jain Global is wholly owned by a holding company, Jain Holdings LLC, a Delaware limited liability company (“**Jain Holdings**”). Mr. Robert Jain is the managing member and principal owner of Jain Holdings and therefore controls Jain Global. Jain Global has offices in the United States of America, United Kingdom, Hong Kong, and Singapore. Jain Global, on behalf of Jain Global Master Fund Ltd, pursues investment strategies across a range of different asset classes, products, and geographic regions. Jain Global Master Fund Ltd’s capital will be primarily deployed in the following investment strategies: fundamental equities, rates and macro, equity arbitrage, credit, systematic and commodities. No ultimate beneficial owner holds 30% or more of interests in Jain Global Master Fund Ltd.

REGAL

Regal Partners Holdings Pty Limited (“**Regal Partners**”) forms part of the corporate group of Regal Partners Limited (ASX: RPL), which is an Australian-incorporated and listed investment manager that provides investors access to strategies across equities, credit and royalties, real and natural assets, and alternative investment opportunities. Regal Partners will subscribe for the Offer Shares as a cornerstone investor in its capacity as the trustee for Regal Partners Private Fund and Regal Tactical Opportunities Fund (severally but not jointly).

Regal Tactical Opportunities (Offshore) Master Fund investment objective is to deliver strong risk adjusted absolute returns over the medium to long term, regardless of movements in underlying markets, by investing across a variety of investment strategies, primary relating to equity capital markets, index rebalance, corporate actions and other special situations. The fund is expected to be highly diversified, and employ gearing to enhance returns and manage market exposures.

GF Fund

GF Fund Management Co., Ltd. (“**GF Fund Management**”) and GF International Investment Management Limited (“**GF Fund HK**”, together with GF Fund Management, “**GF Fund**”) have respectively entered into cornerstone investment agreements with our Company.

GF Fund Management was established on August 5, 2003. As of December 31, 2025, its assets under management exceeded RMB2 trillion. It offers a comprehensive range of product offerings, covering active equity, bonds, money market, overseas investments, passive investments, FOF, and quantitative hedging, among others, to meet the diversified investment needs of domestic and international clients. The controlling shareholder of GF Fund Management is GF Securities Co.,

CORNERSTONE INVESTORS

Ltd. (“**GF Securities**”), a company limited by shares listed on The Stock Exchange of Hong Kong Limited (stock code: 1776) and the Shenzhen Stock Exchange (stock code: 000776), holding a 54.53% equity interest in GF Fund Management. Apart from GF Securities, no other shareholder holds 30% or more of the equity in GF Fund Management.

GF Fund HK is a wholly-owned subsidiary of GF Fund Management. GF Fund HK (central entity number of its Hong Kong Securities and Futures Commission license: AXL121) was incorporated in Hong Kong in December 2010. It is licensed by the SFC to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities in Hong Kong. GF Fund HK serves as the global investment and business platform for its parent company, GF Fund Management. Acting as GF Fund Management’s overseas window company, GF Fund HK strategically connects the Chinese and overseas markets. Leveraging the investment and research capabilities of GF Fund Management and its competitive advantages in the overseas market, GF Fund HK provides comprehensive and high-quality services to its clients.

GF Fund Management and GF Fund HK will subscribe for the Offer Shares as cornerstone investors in their capacity as the discretionary investment managers of certain funds under their management (severally but not jointly). To the best knowledge of GF Fund Management and GF Fund HK, each fund is an independent third party, and no ultimate beneficial owner holds more than 30% interest.

CDH

CDH Golden River, L.P. (“**CDH**”) is a limited partnership established under the laws of British Virgin Islands. The general partner of CDH Golden River, L.P. is CDH Vision Holdings Limited, a group entity of CDH Investments (鼎暉投資) that is ultimately controlled by Wu Shangzhi (吳尚志), an Independent Third Party, as to 20.23% of indirect interests. CDH Investments was established in 2002 with over US\$16 billion of assets under management as of year-end of 2025 and invests across various alternative asset classes in private equity, venture and growth, private credit, public equities and real estate assets. CDH is an investment vehicle focusing on investments in company (ies) engaging in next-generation technology. There are no ultimate beneficial owners holding 30% or more interest in CDH and CDH Vision Holdings Limited.

Seven Grand

Seven Grand Managers, LLC (“**Seven Grand**”) is an investment management firm organized in Delaware, United States as a limited liability company. Seven Grand focuses on opportunistic and event-driven strategies across global public and private markets. The firm manages capital on behalf of institutional investors and high-net worth investors through private funds and managed accounts. Core investment activities include participation in IPOs (including cornerstone tranches), block trades, private placements, and special situation opportunities.

As of the Latest Practicable Date, Seven Grand was controlled by Mr. Chris Fahy as to 99% as its managing member. Mr. Fahy oversees the firm’s risk taking, portfolio construction, and sourcing efforts. Prior to launching Seven Grand, he served as the chief investment officer of Galaxy Investment Partners, as a portfolio manager at Fortress Investment Group, and spent over 10 years across numerous leading global investment banks. Seven Grand is acting as a discretionary investment adviser to one or more private funds and accounts to subscribe for the Offer Shares (severally but not jointly).

CORNERSTONE INVESTORS

CLOSING CONDITIONS

The obligation of each Cornerstone Investor to subscribe for the Offer Shares under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- (i) the Underwriting Agreements being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Underwriting Agreements, and neither of the Underwriting Agreements having been terminated;
- (ii) the Offer Price having been agreed according to the Underwriting Agreements and price determination agreement to be signed among the parties thereto in connection with the Global Offering;
- (iii) the Listing Committee having granted the listing of, and permission to deal in, the H Shares (including the H Shares subscribed for by the Cornerstone Investors as well as other applicable waivers and approvals) and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the H Shares on the Stock Exchange;
- (iv) no laws shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or the Cornerstone Investment Agreements and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (v) the respective representations, warranties, acknowledgments, undertakings and confirmations of the relevant Cornerstone Investor under the relevant Cornerstone Investment Agreement are (as of the date of the respective Cornerstone Investment Agreement) and will be (as of the Listing Date) accurate and true in all respects or material respects (as the case may be) and not misleading or not misleading in any material respect (as the case may be) and that there is no material breach of the respective Cornerstone Investment Agreement on the part of the relevant Cornerstone Investor.

RESTRICTIONS ON THE CORNERSTONE INVESTORS

Each of the Cornerstone Investors has agreed that it will not, whether directly or indirectly, at any time during the period of six months from and including the Listing Date (the “**Lock-up Period**”), dispose of any of the Offer Shares they have purchased pursuant to the relevant Cornerstone Investment Agreements, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Period restriction.

UNDERWRITING

HONG KONG UNDERWRITERS

Haitong International Securities Company Limited
Macquarie Capital Limited
CLSA Limited
Mizuho Securities Asia Limited
CMB International Capital Limited
China Industrial Securities International Capital Limited
Futu Securities International (Hong Kong) Limited
Tiger Brokers (HK) Global Limited

UNDERWRITING

This Prospectus is published solely in connection with the Hong Kong Public Offering. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis. The International Offering is expected to be fully underwritten by the International Underwriters. If, for any reason, the Offer Price is not agreed between the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and our Company, the Global Offering will not proceed and will lapse.

The Global Offering comprises the Hong Kong Public Offering of initially 2,613,200 Hong Kong Offer Shares and the International Offering of initially 23,518,800 International Offer Shares, subject, in each case, to reallocation on the basis as described in “Structure of the Global Offering” in this Prospectus as well as to the Over-allotment Option (in the case of the International Offering).

UNDERWRITING ARRANGEMENTS AND EXPENSES

Hong Kong Public Offering

Hong Kong Underwriting Agreement

Pursuant to the Hong Kong Underwriting Agreement, our Company is offering the Hong Kong Offer Shares for subscription on the terms and conditions set out in this Prospectus and the Hong Kong Underwriting Agreement at the Offer Price.

Subject to (a) the Stock Exchange granting approval for the listing of, and permission to deal in, the H Shares to be issued pursuant to the Global Offering (including the H Shares which may be issued pursuant to the exercise of the Over-allotment Option) and the H Shares to be converted from the Unlisted Shares, on the Main Board of the Stock Exchange and such approval not having been withdrawn and (b) certain other conditions set out in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have agreed severally but not jointly to procure subscribers for, or themselves to subscribe for, their respective applicable proportions of the Hong Kong Offer Shares being offered which are not taken up under the Hong Kong Public Offering on the terms and conditions set out in this Prospectus and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional on, among other things, the International Underwriting Agreement having been executed and becoming unconditional and not having been terminated in accordance with its terms.

Grounds for Termination

The obligations of the Hong Kong Underwriters to subscribe or procure subscribers for the Hong Kong Offer Shares under this Hong Kong Underwriting Agreement are subject to termination. If at any time prior to 8:00 a.m. on the Listing Date:

- (a) there develops, occurs, exists or comes into force:
 - (i) any new law or regulation or any change or development involving a prospective change or any event or series of events or circumstances likely to result in a change or a development involving a prospective change in existing laws or regulations, or the interpretation or application thereof by any court or any competent Authority in or affecting Hong Kong, the PRC, the United States, the United Kingdom, the European Union (or any member thereof) or other jurisdictions relevant to our Group or the Global Offering (each a “**Relevant Jurisdiction**” and collectively, the “**Relevant Jurisdictions**”); or

UNDERWRITING

- (ii) any change or development involving a prospective change, or any event or series of events or circumstances likely to result in a change or prospective change, in any local, national, regional or international financial, political, military, industrial, economic, fiscal, legal, regulatory, currency, credit or market conditions or sentiments, taxation, equity securities or currency exchange rate or controls or any monetary or trading settlement system, or foreign investment regulations (including, without limitation, a devaluation of the Hong Kong dollar, United States dollar or Renminbi against any foreign currencies, a change in the system under which the value of the Hong Kong dollar is linked to that of the United States dollar or the Renminbi is linked to any foreign currency or currencies) or other financial markets (including, without limitation, conditions and sentiments in stock and bond markets, money and foreign exchange markets, the inter-bank markets and credit markets) in or affecting any Relevant Jurisdictions, or affecting an investment in the Offer Shares; or
- (iii) any event or series of events, or circumstances in the nature of force majeure (including, without limitation, any acts of government, declaration of a regional, national or international emergency or war, calamity, crisis, economic sanctions, strikes, labor disputes, other industrial actions, lock-outs, fire, explosion, flooding, tsunami, earthquake, volcanic eruption, civil commotion, riots, rebellion, public disorder, paralysis in government operations, acts of war, epidemic, pandemic (including Severe Acute Respiratory Syndrome (SARS), swine or avian flu, Coronavirus Disease 2019 (COVID-19), H1N1, H5N1, H7N9, Ebola virus, Middle East respiratory syndrome and such related or mutated forms and variants), outbreak or escalation, mutation or aggravation of diseases, accident or interruption or delay in transportation, local, national, regional or international outbreak or escalation of hostilities (whether or not war is or has been declared), act of God or act of terrorism (whether or not responsibility has been claimed)) in or affecting any of the Relevant Jurisdictions; or
- (iv) the imposition or declaration of any moratorium, suspension or limitation (including without limitation, any imposition of or requirement for any minimum or maximum price limit or price range) on (i) the trading in shares or securities generally on the Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the New York Stock Exchange, the NASDAQ Global Market or the London Stock Exchange; or (ii) the trading in any securities of our Company listed or quoted on a stock exchange or an over-the-counter market; or
- (v) the imposition or declaration of any general moratorium on banking activities in or affecting any of the Relevant Jurisdictions or any disruption in commercial banking or foreign exchange trading or securities settlement or clearing services, procedures or matters in or affecting any of the Relevant Jurisdictions; or
- (vi) other than with the prior written consent of the Sponsor-Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) (which consent shall not be unreasonably withheld, delayed or rejected), the issue or requirement to issue by our Company of a supplement or amendment to this Prospectus or other documents in connection with the offer and sale of the Offer Shares pursuant to the Companies (Winding up and Miscellaneous Provisions) Ordinance or the Listing Rules or upon any requirement or request of the Stock Exchange and/or the SFC; or
- (vii) the commencement by any authority or other regulatory or political body or organization of any public action or investigation against any member of our Group or a director, supervisor (if applicable) or a senior management member of any member of our Group in his/her capacity as such or announcing an intention to take any such action; or
- (viii) the imposition of sanctions or export controls in whatever form, directly or indirectly, on any member of our Group or by or on any Relevant Jurisdiction, or the withdrawal of trading privileges which existed on the date of the Hong Kong Underwriting Agreement, in whatever form, directly or indirectly, by, or for, any Relevant Jurisdiction; or
- (ix) any valid demand by creditors for payment or repayment of indebtedness of any member of our Group or in respect of which any member of our Group is liable prior to its stated maturity; or

UNDERWRITING

- (x) any non-compliance of this Prospectus (or any other documents used in connection with the contemplated offering, allotment, issue, subscription or sale of any of the Offer Shares), the CSRC Filings (as defined in the Hong Kong Underwriting Agreement) or any aspect of the Global Offering with the Listing Rules or any other applicable laws; or
- (xi) any litigation, dispute, legal action or claim or regulatory or administrative investigation or action being threatened, instigated or announced against any member of our Group or any Director or senior management members of our Company as named in this Prospectus; or
- (xii) any contravention by any member of our Group or any Director of the Listing Rules or applicable laws; or
- (xiii) any change or prospective change, or a materialization of, any of the risks set out in the section headed “Risk Factors” in this Prospectus,

which, in any such case individually or in the aggregate, in the sole and absolute opinion of the Sponsor-Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters):

- (1) has or will or may have a material adverse effect, whether directly or indirectly, on the assets, liabilities, business, general affairs, management, prospects, shareholders’ equity, profits, losses, results of operations, position or condition, financial or otherwise, or performance of our Company or our Group as a whole;
 - (2) has or will or may have a material adverse effect on the success of the Global Offering or the level of applications under the Hong Kong Public Offering or the level of indications of interest under the International Offering; or
 - (3) makes or will make or may make it impracticable, inadvisable, inexpedient or incapable for any material part of the Hong Kong Underwriting Agreement, the Hong Kong Public Offering or the Global Offering to be performed or implemented as envisaged, or for the Hong Kong Public Offering and/or the Global Offering to proceed, or to market the Global Offering, or the delivery or distribution of the Offer Shares on the terms and in the manner contemplated by the Offering Documents (as defined in the Hong Kong Underwriting Agreement); or
 - (4) has or will or may have the effect of making any part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or preventing the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof; or
- (b) there has come to the notice of the Sponsor-Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) that:
- (i) any statement contained in any of the Hong Kong Public Offering Documents (as defined in the Hong Kong Underwriting Agreement), the CSRC Filings and/or any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of our Company in connection with the Hong Kong Public Offering (including any supplement or amendment thereto) (the “**Global Offering Documents**”) was, when it was issued, or has become untrue, incorrect, inaccurate in any material respect or misleading; or that any estimate, forecast, expression of opinion, intention or expectation contained in any such documents, was, when it was issued, or has become unfair or misleading in any respect or based on untrue, dishonest or unreasonable assumptions or given in bad faith; or
 - (ii) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this Prospectus, constitute a material omission or misstatement in any Global Offering Document; or
 - (iii) any breach of, or any event or circumstance rendering untrue or incorrect or misleading in any respect, any of the representations, warranties and undertakings given by our Company or the Controlling Shareholders in the Hong Kong Underwriting Agreement or the International Underwriting Agreement; or

UNDERWRITING

- (iv) any event, act or omission which gives rise or is likely to give rise to any liability of any of the Indemnifying Parties (as defined in the Hong Kong Underwriting Agreement) pursuant to the indemnities in the Hong Kong Underwriting Agreement; or
- (v) any breach of any of the obligations or undertakings imposed upon our Company or any member of the Controlling Shareholders to the Hong Kong Underwriting Agreement, or the International Underwriting Agreement; or
- (vi) there is any change or development involving a prospective change, constituting or having a Material Adverse Effect (as defined in the Hong Kong Underwriting Agreement); or
- (vii) that the chairman of the Board, any Director or any member of senior management of our Company named in this Prospectus is removed from office or vacating his/her office; or
- (viii) any Director or any member of our Company's senior management named in this Prospectus is being charged with an indictable offence or prohibited by operation of law or otherwise disqualified from taking part in the management or taking directorship of a company; or
- (ix) our Company withdraws this Prospectus (and/or any other documents used in connection with the subscription or sale of any of the Offer Shares pursuant to the Global Offering) or the Global Offering; or
- (x) that the approval by the Listing Committee of the listing of, and permission to deal in, the H Shares in issue and to be issued pursuant to the Global Offering (including pursuant to any exercise of the Over-allotment Option) is refused or not granted, other than subject to customary conditions, on or before the Listing Date, or if granted, the approval is subsequently withdrawn, cancelled, qualified (other than by customary conditions), revoked or withheld; or
- (xi) any person (other than the Sole Sponsor) has withdrawn its consent to the issue of this Prospectus with the inclusion of its reports, letters and/or legal opinions (as the case may be) and references to its name included in the form and context in which it respectively appears; or
- (xii) any prohibition on our Company for whatever reason from offering, allotting, issuing or selling any of the Offer Shares pursuant to the terms of the Global Offering; or
- (xiii) any person (other than the Sole Sponsor) has withdrawn or sought to withdraw its consent to being named in any of the Offering Documents or to the issue of any of the Offering Documents; or
- (xiv) an order or petition is presented for the winding-up or liquidation of any member of our Group, or any member of our Group makes any composition or arrangement with its creditors or enters into a scheme of arrangement or any resolution is passed for the winding-up of any member of our Group or a provisional liquidator, receiver or manager is appointed over all or part of the assets or undertaking of any member of our Group or anything analogous thereto occurs in respect of any member of our Group; or
- (xv) (A) the notice of acceptance of the CSRC Filings issued by the CSRC and/or the results of the CSRC Filings published on the website of the CSRC is rejected, withdrawn, revoked or invalidated; or (B) other than with the prior written consent of the Sponsor-Overall Coordinator (which consent shall not be unreasonably withheld, delayed or rejected), the issue or requirement to issue by our Company of a supplement or amendment to the CSRC Filings pursuant to the CSRC Rules or upon any requirement or request of the CSRC; or (C) any non-compliance of the CSRC Filings with the CSRC Rules or any other applicable laws; or
- (xvi) that (a) a material portion of the orders placed or confirmed in the bookbuilding process or (b) any investment commitment made by any cornerstone investors under the cornerstone investment agreements signed with such cornerstone

UNDERWRITING

investors, have been withdrawn, terminated or cancelled, or with respect to which the payment of the relevant orders and/or investment commitment has not been received or settled in the stipulated time and manner or otherwise,

then, in each case, the Sponsor-Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) may, in its sole and absolute discretion and upon giving notice in writing to the Company, terminate the Hong Kong Underwriting Agreement with immediate effect.

Undertakings to the Stock Exchange pursuant to the Listing Rules

(A) Undertakings by our Company

Pursuant to Rule 10.08 of the Listing Rules, our Company has undertaken to the Stock Exchange that no further shares or securities convertible into equity securities of our Company (whether or not of a class already listed) may be issued or form the subject of any agreement to such an issue within 6 months from the Listing Date (whether or not such issue of shares or securities will be completed within 6 months from the commencement of dealing), except for (a) the issue of shares pursuant to the Global Offering and the Over-Allotment Option; or (b) under the circumstances provided under Rule 10.08 of the Listing Rules.

(B) Undertakings by the Controlling Shareholders

Pursuant to Rule 10.07 of the Listing Rules, each of the Controlling Shareholders has undertaken to the Stock Exchange and our Company that, except pursuant to the Global Offering and the Over-Allotment Option, they shall not:

- (i) in the period commencing on the date by reference to which disclosure of its shareholdings is made in this Prospectus and ending on the date which is six months from the Listing Date (the “**First Six-month Period**”), either directly or indirectly, dispose of, enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of any of the securities of our Company in respect of which it is shown in this Prospectus to be the beneficial owner(s) (the “**Relevant Securities**”) (save for a pledge or charge of any Relevant Securities as security in favour of an authorized institution (as defined in the Banking Ordinance (Cap. 155 of the Laws of Hong Kong)) for a bona fide commercial loan in accordance with Note (2) to Rule 10.07(2) of the Listing Rules, or a share lending arrangement entered into by us pursuant to Rule 10.07(3) of the Listing Rules); and
- (ii) in the period of the following six months commencing from the expiry of the First Six-month Period (the “**Second Six-month Period**”), either directly or indirectly, dispose of, enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of any of the Relevant Securities (save for a pledge or charge of any Relevant Securities as security in favour of an authorized institution (as defined in the Banking Ordinance (Cap. 155 of the Laws of Hong Kong)) for a bona fide commercial loan), if immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, they would cease to be a Controlling Shareholder or a member of the group of Controlling Shareholders, or together with the other Controlling Shareholders would cease to be a group of Controlling Shareholders.

In accordance with Note 3 to Rule 10.07 of the Listing Rules, each of the Controlling Shareholders has undertaken to the Stock Exchange and our Company that, during the First Six-month Period and the Second Six-month Period, it shall:

- (a) when it pledges or charges any Relevant Securities in favour of an authorized institution (as defined in the Banking Ordinance (Cap. 155 of the Laws of Hong Kong)) for a bona fide commercial loan in accordance with Note (2) to Rule 10.07(2) of the Listing Rules, immediately inform our Company in writing of such pledge or charge together with the number of the Relevant Securities so pledged or charged; and
- (b) when it receives indications, either verbal or written, from the pledgee or charge that any of the pledged or charged securities will be disposed of, immediately inform our Company in writing of such indications.

We will inform the Stock Exchange as soon as we have been informed of the above matters by any of the Controlling Shareholders and subject to the then applicable requirements of the Listing Rules disclose such matters by way of an announcement.

UNDERWRITING

Undertakings Pursuant to the Hong Kong Underwriting Agreement

(A) Undertakings by our Company

Pursuant to the Hong Kong Underwriting Agreement, our Company undertakes to each of the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Hong Kong Underwriters that except pursuant to the Global Offering (including pursuant to the Over-allotment Option), at any time after the date of the Hong Kong Underwriting Agreement up to and including the date falling six months after the Listing Date (the “**First Six Month Period**”), our Company will not, without the prior written consent of the Sole Sponsor and the Sponsor-Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

- (i) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, assign, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, or repurchase, any legal or beneficial interest in any H Shares or any other securities of our Company or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase any H Shares or other securities of our Company, as applicable), or deposit any H Shares or other securities of our Company, as applicable, with a depositary in connection with the issue of depositary receipts; or
- (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of any H Shares or any other securities of our Company, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any H Shares); or
- (iii) enter into any transaction with the same economic effect as any transaction described in paragraphs (i) or (ii) above; or
- (iv) offer to or agree to do any of the foregoing specified in paragraphs (i), (ii) or (iii) or announce any intention to do so,

in each case, whether any of the foregoing transactions is to be settled by delivery of H Shares or such other securities, in cash or otherwise (whether or not the issue of such H Shares or other securities will be completed within the First Six Month Period). Our Company further agrees that, in the event our Company is allowed to enter into any of the transactions described in paragraphs (i), (ii) or (iii) above or offers to or agrees to or announces any intention to effect any such transaction during the period of six months commencing on the date on which the First Six Month Period expires (the “**Second Six Month Period**”), our Company will take all reasonable steps to ensure that such an issue or disposal will not, and no other act of our Company will, create a disorderly or false market for any H Shares or other securities of our Company.

The Controlling Shareholders undertake to each of the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Hong Kong Underwriters that it/he/she shall procure our Company to comply with the undertakings above.

(B) Undertakings by the Controlling Shareholders

Pursuant to the Hong Kong Underwriting Agreement, each of the Controlling Shareholders jointly and severally undertakes to each of our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Hong Kong Underwriters that, without the prior written consent of the Sole Sponsor and the Sponsor-Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

- (i) it/he/she will not, and will procure that the relevant registered holder(s), any nominee or trustee holding on trust for it/him/her and the companies controlled by it/him/her and/or entities which entrusted it/him/her to exercise their voting rights will not, at any time

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during the First Six Month Period, (a) sell, offer to sell, accept subscription for, contract or agree to allot, issue or sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, or otherwise transfer or dispose of or create an Encumbrance (as defined in the Hong Kong Underwriting Agreement) over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any H Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any such other securities, as applicable or any interest in any of the foregoing), or deposit any Shares or other securities of our Company with a depositary in connection with the issue of depositary receipts, or (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of any H Share or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any such other securities, as applicable or any interest in any of the foregoing), or (c) enter into any transaction with the same economic effect as any transaction specified in paragraph (i) (a) or (b) above, or (d) offer to or agree to or announce any intention to effect any transaction specified in paragraph (i) (a), (b) or (c) above, in each case, whether any of the transactions specified in paragraph (i) (a), (b) or (c) above is to be settled by delivery of H Shares or other securities of our Company or in cash or otherwise, and whether or not the transactions will be completed within the First Six Month Period; and

- (ii) it/he/she will not, during the Second Six Month Period, enter into any of the transactions specified in paragraph (i) above or offer to or agree to contract to or publicly announce any intention to effect any such transaction if, immediately following any sale, transfer or disposal or upon the exercise or enforcement of any option, right, interest or Encumbrance pursuant to such transaction, any of the Controlling Shareholders (individually or in aggregate) will cease to be a Controlling Shareholder of our Company or a member of a group of the Controlling Shareholders of our Company or will together with the other Controlling Shareholders cease to be “Controlling Shareholders” of our Company; and
- (iii) until the expiry of the Second Six Month Period, in the event that it/he/she enters into any of the transactions specified in paragraph (i) (a), (b) or (c) and paragraph (ii) or offer to or agrees to or contract to or publicly announce any intention to effect any such transaction, it/he/she will take all reasonable steps to ensure that such a disposal will not create a disorderly or false market in the H Shares of our Company.

The restrictions above in this sub-section (B) shall not prevent the Controlling Shareholders from (i) purchasing additional H Shares or other securities of our Company and disposing of such additional H Shares or securities of our Company in accordance with the Listing Rules, provided that any such purchase or disposal does not contravene the lock-up arrangements with the Controlling Shareholders referred to above in this sub-section (B) or the compliance by our Company with the Minimum Public Float Requirement (as defined in the Hong Kong Underwriting Agreement), and (ii) using the H Shares or other securities of our Company or any interest therein beneficially owned by them as security (including a charge or a pledge) in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) for a bona fide commercial loan, provided that (a) the relevant Controlling Shareholder will immediately inform our Company and the Sponsor-Overall Coordinator in writing of such pledge or charge together with the number of Shares or other securities of our Company so pledged or charged if and when it/he/she or the relevant registered holder(s) pledges or charges any Shares or other securities of our Company beneficially owned by it/him/her, and (b) when the relevant Controlling Shareholder receives indications, either verbal or written, from the pledgee or chargee of any Shares that any of the pledged or charged Shares or other securities of our Company will be disposed of, it/he/she will immediately inform our Company and the Sponsor-Overall Coordinator of such indications.

Our Company hereby undertakes to the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Hong Kong Underwriters that upon receiving such information in writing from the Controlling Shareholders, it will, as soon as practicable and if required pursuant to the Listing Rules, the SFO and/or any other applicable Law, notify the Stock Exchange and/or other relevant authorities, and make a public disclosure in relation to such information by way of an announcement.

UNDERWRITING

Hong Kong Underwriters' Interests in Our Company

As at the Latest Practicable Date, none of the Hong Kong Underwriters was interested, legally or beneficially, directly or indirectly, in any H Shares or any securities of any member of our Group or had any right or option (whether legally enforceable or not) to subscribe for or purchase, or to nominate persons to subscribe for or purchase, any H Shares or any securities of any member of our Group.

Following the completion of the Global Offering, the Hong Kong Underwriters and their affiliated companies may hold a certain portion of our H Shares as a result of fulfilling their respective obligations under the Hong Kong Underwriting Agreement.

International Offering

International Underwriting Agreement

In connection with the International Offering, our Company expects to enter into the International Underwriting Agreement with, among others, the Overall Coordinators and the International Underwriters on or around the Price Determination Date. Under the International Underwriting Agreement and subject to the Over-allotment Option, the International Underwriters would, subject to certain conditions set out therein, agree severally but not jointly to procure subscribers for, or themselves to subscribe for, their respective applicable proportions of the International Offer Shares initially being offered pursuant to the International Offering. It is expected that the International Underwriting Agreement may be terminated on similar grounds as the Hong Kong Underwriting Agreement. Potential investors should note that in the event that the International Underwriting Agreement is not entered into, the Global Offering will not proceed. See “Structure of the Global Offering — The International Offering”.

Over-allotment Option

Our Company is expected to grant to the International Underwriters the Over-allotment Option, exercisable by the Sponsor-Overall Coordinator on behalf of the International Underwriters at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, pursuant to which our Company may be required to issue up to an aggregate of 3,919,800 H Shares, representing not more than 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering, if any. See “Structure of the Global Offering — Over-allotment Option”.

Commissions and Expenses

The Underwriters will receive an underwriting commission of 2.4% of the aggregate offer price of all the Offer Shares (including any Offer Shares to be issued pursuant to the exercise of the Over-allotment Option), out of which they will pay any sub-underwriting commissions and other fees. The Underwriters may receive a discretionary incentive fee of up to 1.6% of the aggregate offer price of all the Offer Shares to be issued by our Company under the Global Offering (including any Offer Shares to be issued pursuant to the exercise of the Over-allotment Option).

Assuming (i) full payment of the discretionary incentive fees; (ii) the Offer Price is HK\$81.16 per Offer Share, which is the low-end of the price range as set out in this Prospectus; and (iii) the Over-allotment Option is not exercised, the fixed fees and discretionary fees payable to the Underwriters represent approximately 60% and 40%, respectively, of the aggregated fees payable to the Underwriters in connection with the Global Offering.

For any unsubscribed Hong Kong Offer Shares reallocated to the International Offering, the underwriting commission will not be paid to the Hong Kong Underwriters but will instead be paid, at the rate applicable to the International Offering, to the relevant International Underwriters.

The aggregate underwriting commissions and fees together with the Stock Exchange listing fees, the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee, legal and other professional fees and printing and all other expenses relating to the Global Offering are estimated to be approximately HK\$150.1 million (assuming an indicative Offer Price of HK\$84.54 per Offer Share (which is the mid-point of the Offer Price range), the full payment of the discretionary incentive fee and the exercise of the Over-allotment Option in full) and will be paid by our Company.

UNDERWRITING

Indemnity

Our Company has agreed to indemnify the Hong Kong Underwriters for certain losses which they may suffer or incur, including losses arising from their performance of their obligations under the Hong Kong Underwriting Agreement and any breach by our Company of the Hong Kong Underwriting Agreement.

ACTIVITIES BY SYNDICATE MEMBERS

The underwriters of the Hong Kong Public Offering and the International Offering (together, the “**Syndicate Members**”) and their affiliates may each individually undertake a variety of activities (as further described below) which do not form part of the underwriting or stabilizing process. The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, loan financing, brokerage, funds management, trading, hedging, investing and other activities for their own account and for the account of others. In the ordinary course of their various business activities, the Syndicate Members and their respective affiliates may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers. Such investment and trading activities may involve or relate to our assets, securities and/or instruments and/or persons and entities with relationships with us and may also include swaps and other financial instruments entered into for hedging purposes in connection with our loans and other debt.

In relation to the H Shares, the activities of the Syndicate Members and their affiliates could include acting as agent for buyers and sellers of the H Shares, entering into transactions with those buyers and sellers in a principal capacity, including as a lender to initial purchasers of the H Shares (which financing may be secured by the H Shares) in the Global Offering, proprietary trading in the H Shares, and entering into over the counter or listed derivative transactions or listed or unlisted securities transactions (including issuing securities such as derivative warrants listed on a stock exchange) which have as their underlying assets, assets including the H Shares. Such transactions may be carried out as bilateral agreements or trades with selected counterparties. Those activities may require hedging activity by those entities involving, directly or indirectly, the buying and selling of the H Shares, which may have a negative impact on the trading price of the H Shares. All such activities could occur in Hong Kong and elsewhere in the world and may result in the Syndicate Members and their affiliates holding long and/or short positions in the H Shares, in baskets of securities or indices including the H Shares, in units of funds that may purchase the H Shares, or in derivatives related to any of the foregoing.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the H Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the rules of the stock exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the H Shares in most cases.

All such activities may occur both during and after the end of the stabilizing period described in “Structure of the Global Offering”. Such activities may affect the market price or value of the H Shares, the liquidity or trading volume in the H Shares and the volatility of the price of the H Shares, and the extent to which this occurs from day to day cannot be estimated.

It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following: (i) the Syndicate Members (other than the Stabilizing Manager or any person acting for it) must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares), whether in the open market or otherwise, with a view to stabilizing or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and (ii) the Syndicate Members must comply with all applicable laws and regulations, including the market misconduct provisions of the SFO, including the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

Certain of the Syndicate Members or their respective affiliates have provided from time to time, and expect to provide in the future, investment banking, loan financing and other services to us and certain of our affiliates for which such Syndicate Members or their respective affiliates have received or will receive customary fees and commissions.

In addition, the Syndicate Members or their respective affiliates may provide financing to investors to finance their subscriptions of the Offer Shares in the Global Offering.

STRUCTURE OF THE GLOBAL OFFERING

THE GLOBAL OFFERING

This Prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering.

The listing of the H Shares on the Main Board of the Stock Exchange is sponsored by the Sole Sponsor. The Sole Sponsor has made an application on behalf of our Company to the Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued and converted as mentioned in this Prospectus.

26,132,000 Offer Shares will initially be made available under the Global Offering comprising: (i) the Hong Kong Public Offering of initially 2,613,200 Offer Shares (subject to reallocation) in Hong Kong as described in “— The Hong Kong Public Offering” below; and (ii) the International Offering of initially 23,518,800 Offer Shares (subject to reallocation and the Over-allotment Option) outside the United States (including to professional and institutional investors within Hong Kong) in offshore transactions in reliance on Regulation S, as described in “— The International Offering” below.

Investors may either (i) apply for Hong Kong Offer Shares under the Hong Kong Public Offering; or (ii) apply for or indicate an interest for International Offer Shares under the International Offering, but may not do both. The Offer Shares will represent approximately 17.7% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering, assuming the Over-allotment Option is not exercised. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 19.8% of the enlarged issued share capital our Company immediately following the completion of the Global Offering. References in this Prospectus to applications, application monies or the procedure for applications relate solely to the Hong Kong Public Offering.

THE HONG KONG PUBLIC OFFERING

Number of Offer Shares initially offered

Our Company is initially offering 2,613,200 Offer Shares for subscription by the public in Hong Kong at the Offer Price, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering. The number of Offer Shares initially offered under the Hong Kong Public Offering, subject to any reallocation of Offer Shares between the International Offering and the Hong Kong Public Offering, will represent approximately 2% of the enlarged issued share capital our Company immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities that regularly invest in shares and other securities.

Completion of the Hong Kong Public Offering is subject to the conditions set out in “— Conditions of the Global Offering” below.

Allocation

Allocation of Offer Shares to investors under the Hong Kong Public Offering will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. Such allocation could, where appropriate, consist of balloting, which could mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

For allocation purposes only, the total number of Hong Kong Offer Shares available under the Hong Kong Public Offering (after taking into account any reallocation referred to below) will be divided equally into two pools: pool A and pool B, with any odd board lots being allocated to pool A. The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with an aggregate price of HK\$5 million (excluding the brokerage, the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee payable) or less. The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to

STRUCTURE OF THE GLOBAL OFFERING

applicants who have applied for Hong Kong Offer Shares with an aggregate price of more than HK\$5 million (excluding the brokerage, the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee payable) and up to the total value in pool B.

Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If any Hong Kong Offer Shares in one (but not both) of the pools are unsubscribed, such unsubscribed Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. For the purpose of the immediately preceding paragraph only, the “price” for Hong Kong Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined). Applicants can only receive an allocation of Hong Kong Offer Shares from either pool A or pool B and not from both pools. Multiple or suspected multiple applications under the Hong Kong Public Offering and any application for more than 1,306,600 Hong Kong Offer Shares (being approximately 50% of the Hong Kong Offer Shares initially available under the Hong Kong Public Offering) is liable to be rejected.

Reallocation

The Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated as between these offerings at the discretion of the Sponsor-Overall Coordinator. Subject to the allocation cap described in the subsequent paragraph, the Sponsor-Overall Coordinator may in its discretion reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In addition, if the Hong Kong Public Offering is not fully subscribed, the Sponsor-Overall Coordinator will have the discretion (but shall not be under any obligation) to reallocate to the International Offering all or any unsubscribed Hong Kong Offer Shares in such amounts as it deems appropriate.

In each case, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between Pool A and Pool B and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Sponsor-Overall Coordinator deem appropriate. In the event of reallocation of Offer Shares between the International Offering and the Hong Kong Public Offering in the circumstances where (a) the International Offer Shares are fully subscribed or oversubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times; or (b) the International Offer Shares are undersubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times, then up to 1,306,600 Offer Shares may be reallocated from the International Offering to the Hong Kong Public Offering, so that the total number of Offer Shares available for subscription under the Hong Kong Public Offering will increase up to 3,919,800 Offer Shares, representing approximately 15% of the number of Offer Shares initially available under the Global Offering (before exercise of the Over-allotment Option) in accordance with Chapter 4.14 of the Guide for New Listing Applicants. In the circumstance where the International Offer Shares are fully subscribed or oversubscribed and the Hong Kong Offer Shares are undersubscribed, there will be no reallocation from the International Offering to the Hong Kong Public Offering, and no over-allocation of H Shares to the Hong Kong Public Offering. The final Offer Price shall be fixed at HK\$81.16 per Offer Share (being the low-end of the indicative Offer Price range stated in this prospectus) in accordance with Chapter 4.14 under the Guide for New Listing Applicants.

Given the initial allocation of the Offer Shares to the Hong Kong Public Offering and the International Offering follows Mechanism B set out under paragraph 2 of Chapter 4.14 of the Guide for New Listing Applicants and the provision of Paragraph 4.2(b) of Practice Note 18 of the Listing Rules, no mandatory clawback or reallocation mechanism is required to increase the number of Offer Shares under the Hong Kong Public Offering to a certain percentage of the total number of Offer Shares offered under the Global Offering.

In each case, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between Pool A and Pool B in equal proportion and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Joint Global Coordinators in their discretion consider appropriate.

In the event that both the Hong Kong Public Offering and International Offering are undersubscribed, the Global Offering will not proceed unless the Underwriters would subscribe or procure subscribers for their respective applicable proportions of the Offer Shares being offered which are not taken up under the Global Offering on the terms and conditions of this prospectus and the Underwriting Agreements.

STRUCTURE OF THE GLOBAL OFFERING

Details of any reallocation of Offer Shares between the Hong Kong Public Offering and the International Offering will be disclosed in the results announcement of the Global Offering, which is expected to be published on Tuesday, July 7, 2026.

Applications

Each applicant under the Hong Kong Public Offering will be required to give an undertaking and confirmation in the application submitted by him/her that he/she and any person(s) for whose benefit he/she is making the application has not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares under the International Offering. Such applicant's application under the International Offering is liable to be rejected if such undertaking and/or confirmation is/are breached and/or untrue (as the case may be).

Applicants under the Hong Kong Public Offering are required to pay, on application (subject to application channel), the maximum Offer Price in addition to the brokerage, the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee payable on each Offer Share, amounting to a total of HK\$4,440.34 for one board lot of 50 Offer Shares. If the Offer Price, as finally determined in the manner described in “— Pricing and Allocation” below, is less than the maximum Offer Price, appropriate refund payments (including the brokerage, the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants, without interest. Further details are set out in “How to Apply for Hong Kong Offer Shares”.

THE INTERNATIONAL OFFERING

Number of Offer Shares initially offered

The International Offering will consist of an initial offering of 23,518,800 Offer Shares offered by our Company (subject to reallocation and the Over-allotment Option), representing approximately 90% of the total number of Offer Shares initially available under the Global Offering. The number of Offer Shares initially offered under the International Offering, subject to any reallocation of Offer Shares between the International Offering and the Hong Kong Public Offering, will represent approximately 16% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Allocation

The International Offering will include selective marketing of Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for such Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities that regularly invest in shares and other securities. Allocation of Offer Shares pursuant to the International Offering will be effected in accordance with the “book-building” process described in the subsection headed “Pricing and Allocation” below and based on a number of factors, including the level and timing of demand, the total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely to buy further H Shares and/or hold or sell its H Shares after the Listing. Such allocation is intended to result in a distribution of the H Shares on a basis which would lead to the establishment of a solid professional and institutional shareholder base to the benefit of our Group and the Shareholders as a whole.

The Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Offering and who has made an application under the Hong Kong Public Offering to provide sufficient information to the Sponsor-Overall Coordinator so as to allow it to identify the relevant applications under the Hong Kong Public Offering and to ensure that they are excluded from any allocation of Offer Shares under the International Offering.

Reallocation

The total number of Offer Shares to be issued or sold pursuant to the International Offering may change as a result of the exercise of the Over-allotment Option in whole or in part and/or any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering.

STRUCTURE OF THE GLOBAL OFFERING

OVER-ALLOTMENT OPTION

In connection with the Global Offering, our Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Sponsor-Overall Coordinator (on behalf of the International Underwriters).

Pursuant to the Over-allotment Option, the International Underwriters will have the right, exercisable by the Sponsor-Overall Coordinator (on behalf of the International Underwriters) at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require us to issue up to an aggregate of 3,919,800 H Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Offering to, among other things, cover over-allocations in the International Offering, if any.

If the Over-allotment Option is exercised in full, the additional Offer Shares to be issued pursuant thereto will represent approximately 2.6% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering. If the Over-allotment Option is exercised, an announcement will be made.

STABILIZATION

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the securities in the secondary market during a specified period of time, to retard and, if possible, prevent a decline in the initial public market price of the securities below the offer price. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including those of Hong Kong. In Hong Kong, the price at which stabilization is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Stabilizing Manager (or any person acting for it), on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager (or any person acting for it) to conduct any such stabilizing action. Such stabilizing action, if taken, (a) will be conducted at the absolute discretion of the Stabilizing Manager (or any person acting for it) and in what the Stabilizing Manager reasonably regards as the best interest of our Company, (b) may be discontinued at any time and (c) is required to be brought to an end within 30 days after the last day for lodging applications under the Hong Kong Public Offering.

Stabilization action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilizing) Rules of the SFO includes (a) over-allocating for the purpose of preventing or minimizing any reduction in the market price of the H Shares, (b) selling or agreeing to sell the H Shares so as to establish a short position in them for the purpose of preventing or minimizing any reduction in the market price of the H Shares, (c) purchasing, or agreeing to purchase, the H Shares pursuant to the Over-allotment Option in order to close out any position established under paragraph (a) or (b) above, (d) purchasing, or agreeing to purchase, any of the H Shares for the sole purpose of preventing or minimizing any reduction in the market price of the H Shares, (e) selling or agreeing to sell any H Shares in order to liquidate any position established as a result of those purchases and (f) offering or attempting to do anything as described in clauses (b), (c), (d) or (e) above.

Specifically, prospective applicants for and investors in the Offer Shares should note that (i) the Stabilizing Manager (or any person acting for it) may, in connection with the stabilizing action, maintain a long position in the H Shares; (ii) there is no certainty as to the extent to which and the time or period for which the Stabilizing Manager (or any person acting for it) will maintain such a long position; (iii) liquidation of any such long position by the Stabilizing Manager (or any person acting for it) and selling in the open market may have an adverse impact on the market price of the H Shares; (iv) no stabilizing action can be taken to support the price of the H Shares for longer than the stabilization period, which will begin on the Listing Date, and is expected to expire on Sunday, August 2, 2026, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, when no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall; (v) the price of the H Shares cannot be assured to stay at or above the Offer Price by the taking of any stabilizing action; and (vi) stabilizing bids or transactions effected in the course of the stabilizing action may be made at any price at or below the Offer Price and can, therefore, be done at a price below the price paid by applicants for, or investors in, the Offer Shares.

STRUCTURE OF THE GLOBAL OFFERING

In order to effect stabilization actions, the Stabilizing Manager will arrange cover of up to an aggregate of 3,919,800 H Shares, representing up to 15% of the initial Offer Shares, through delayed delivery arrangements with cornerstone investors who have been allocated Offer Shares in the International Offering. The delayed delivery arrangements relate only to the delay in the delivery of the Offer Shares to cornerstone investors and the consideration for the Offer Shares allocated to cornerstone investors will be settled before the Listing Date.

Our Company will ensure that an announcement in compliance with the Securities and Futures (Price Stabilizing) Rules of the SFO will be made within seven days of the expiration of the stabilization period.

Over-Allocation

Following any over-allocation of H Shares in connection with the Global Offering, the Stabilizing Manager (or any person acting for it) may cover such over-allocations by exercising the Over-allotment Option in full or in part, using H Shares purchased by the Stabilizing Manager (or any person acting for it) in the secondary market at prices that do not exceed the Offer Price or a combination of these means.

PRICING AND ALLOCATION

Determining the Pricing of the Offer Shares

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be determined on the Price Determination Date, which is expected to be on or before Monday, July 6, 2026, by agreement between the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and our Company, and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

The Offer Price will not be more than HK\$87.92 per Offer Share and is expected to be not less than HK\$81.16 per Offer Share, unless otherwise announced, as further explained below. Applicants under the Hong Kong Public Offering must pay, on application (subject to application channel), the maximum Offer Price plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%, amounting to a total of HK\$4,440.34 for one board lot of 50 Offer Shares. **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the minimum Offer Price stated in this Prospectus.**

The International Underwriters will be soliciting from prospective investors' indications of interest in acquiring Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as "book-building," is expected to continue up to, and to cease on or about, the last day for lodging applications under the Hong Kong Public Offering.

The Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) may, where it deems appropriate, based on the level of interest expressed by prospective investors during the book-building process in respect of the International Offering, and with the consent of our Company, reduce the number of Offer Shares offered below and/or the Offer Price range as stated in this Prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering, cause to be published on the websites of the Stock Exchange and our Company at www.hkexnews.hk and www.eacon.com, respectively, notices of the reduction. Our Company will also, as soon as practicable following the decision to make such change, issue a supplemental prospectus updating investors of the change in the number of Offer Shares being offered under the Global Offering and/or the Offer Price. Upon the issue of such a notice and supplemental prospectus, the revised number of Offer Shares and/or the Offer Price range will be final and conclusive and the Offer Price, if agreed upon by the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and our Company, will be fixed within such revised Offer Price range. The Global Offering must first be canceled and subsequently relaunched on FINI pursuant to the supplemental prospectus.

Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or Offer Price range may not be made until the last day for lodging applications under the Hong Kong Public Offering. Such notice will also include confirmation or revision, as appropriate, of the working

STRUCTURE OF THE GLOBAL OFFERING

capital statement and the Global Offering statistics as currently set out in this Prospectus, and any other financial information which may change as a result of any such reduction. In the absence of any such notice so published, the number of Offer Shares will not be reduced and/or the Offer Price, if agreed upon by the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and our Company, will under no circumstances be set outside the Offer Price range as stated in this Prospectus.

Announcement of Final Pricing of the Offer Shares

The final pricing of the Offer Shares, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering, the basis of allocations of the Hong Kong Offer Shares and the results of allocations in the Hong Kong Public Offering are expected to be made available through a variety of channels in the manner described in “How to Apply for Hong Kong Offer Shares — B. Publication of Results”.

UNDERWRITING

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms and conditions of the Hong Kong Underwriting Agreement and is subject to, among other things, the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and our Company agreeing on the Offer Price. Our Company expects to enter into the International Underwriting Agreement relating to the International Offering on or around the Price Determination Date. These underwriting arrangements, including the Underwriting Agreements, are summarized in “Underwriting”.

CONDITIONS OF THE GLOBAL OFFERING

Acceptance of all applications for Offer Shares will be conditional on (i) the Stock Exchange granting approval for the listing of, and permission to deal in, the H Shares to be issued as mentioned in this Prospectus, on the Main Board of the Stock Exchange and such approval not subsequently having been withdrawn or revoked prior to the Listing Date; (ii) the pricing of the Offer Shares having been agreed between the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and our Company; (iii) the execution and delivery of the International Underwriting Agreement on or around the Price Determination Date; and (iv) the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement and the obligations of the International Underwriters under the International Underwriting Agreement becoming and remaining unconditional and not having been terminated in accordance with the terms of the respective agreements, in each case on or before the dates and times specified in the respective Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and, in any event, not later than the date which is 30 days after the date of this Prospectus.

If, for any reason, the Offer Price is not agreed between the Sponsor-Overall Coordinator (for itself and on behalf of the Underwriters) and our Company by 12:00 noon on Monday, July 6, 2026, the Global Offering will not proceed and will lapse.

The consummation of each of the Hong Kong Public Offering and the International Offering is conditional upon, among other things, the other offering becoming unconditional and not having been terminated in accordance with its terms.

If the above conditions are not fulfilled or waived prior to the dates and times specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by our Company on the websites of the Stock Exchange and our Company at www.hkexnews.hk and www.eacon.com, respectively, on the next day following such lapse. In such a situation, all application monies will be returned, without interest, on the terms set out in “How to Apply for Hong Kong Offer Shares — D. Despatch/Collection of H Share Certificates and Refund of Application Monies”. In the meantime, all application monies will be held in separate bank account(s) with the receiving banks or other bank(s) in Hong Kong licensed under the Banking Ordinance (Cap. 155 of the Laws of Hong Kong).

H Share certificates for the Offer Shares will only become valid evidence of title at 8:00 a.m. on Wednesday, July 8, 2026, provided that the Global Offering has become unconditional in all respects at or before that time.

STRUCTURE OF THE GLOBAL OFFERING

DEALINGS IN THE H SHARES

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, July 8, 2026, it is expected that dealings in the H Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, July 8, 2026. The H Shares will be traded in board lots of 50 H Shares each and the stock code of the H Shares will be 7687.

HOW TO APPLY FOR HONG KONG OFFER SHARES

IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES

FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering and below are the procedures for application.

This Prospectus is available at the website of the Stock Exchange at <http://www.hkexnews.hk> under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at www.eacon.com.

The contents of this Prospectus are identical to the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

A. APPLICATION FOR HONG KONG OFFER SHARES

1. Who can apply

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for: (i) are 18 years of age or older; (ii) have a Hong Kong address (*for the White Form eIPO service only*); and (iii) are outside the United States, and are not a United States Person (as defined in Regulation S under the U.S. Securities Act).

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to our Company, you cannot apply for any Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for: (i) are an existing Shareholder or its/his/her close associates; (ii) are a Director or a Supervisor or any of his/her close associates; or (iii) have been allocated or have applied for or indicated an interest in any International Offer Shares or otherwise participate in the International Offering.

2. Application Channels

The Hong Kong Public Offering period will begin at 9:00 am on Monday, June 29, 2026 and end at 12:00 noon on Friday, July 3, 2026 (Hong Kong time).

To apply for Hong Kong Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
White Form eIPO service . . .	www.eipo.com.hk	Applicants who would like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Monday, June 29, 2026 until 11:30 a.m. on Friday, July 3, 2026 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, July 3, 2026.
HKSCC EIPO channel	Your broker or custodian who is a HKSCC Participant will submit electronic application instruction(s) on your behalf through HKSCC's FINI system in accordance with your instruction	Applicants who would not like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant's stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

HOW TO APPLY FOR HONG KONG OFFER SHARES

The **White Form eIPO** service and the **HKSCC EIPO** channel are facilities subject to capacity limitations and potential service interruptions and you are advised not to wait until the last day of the application period to apply for Hong Kong Offer Shares.

For those applying through the **White Form eIPO** service, once you complete payment in respect of any application instructions given by you or for your benefit through the **White Form eIPO** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. If you are a person for whose benefit the **electronic application instructions** are given, you shall be deemed to have declared that only one set of electronic application instructions has been given for your benefit. If you are an agent for another person, you shall be deemed to have declared that you have only given one set of **electronic application instructions** for the benefit of the person for whom you are an agent and that you are duly authorized to give those instructions as an agent.

For the avoidance of doubt, giving an application instruction under the **White Form eIPO** service more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you apply through the **White Form eIPO** service, you are deemed to have authorized the **White Form eIPO** Service Provider to apply on the terms and conditions in this Prospectus, as supplemented and amended by the terms and conditions of the **White Form eIPO** service.

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the **HKSCC EIPO** channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to apply for Hong Kong Offer Shares on your behalf and to do on your behalf all the things stated in this Prospectus and any supplement to it.

For those applying through **HKSCC EIPO** channel, an actual application will be deemed to have been made for any application instructions given by you or for your benefit to HKSCC (in which case an application will be made by HKSCC Nominees on your behalf) provided such application instruction has not been withdrawn or otherwise invalidated before the closing time of the Hong Kong Public Offering.

HKSCC Nominees will only be acting as a nominee for you and neither HKSCC nor HKSCC Nominees shall be liable to you or any other person in respect of any actions taken by HKSCC or HKSCC Nominees on your behalf to apply for Hong Kong Offer Shares or for any breach of the terms and conditions of this Prospectus.

Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

For the avoidance of doubt, our Company and all other parties involved in the preparation of this Prospectus acknowledge that each applicant who gives or causes to give electronic application instructions is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

3. Information required to apply

You must provide the following information with your application:

For Individual/Joint Applicants	For Corporate Applicants
• Full name(s)² as shown on your identity document • Identity document's issuing country or jurisdiction • Identity document type, with order of priority: i. HKID card; or ii. National identification document; or iii. Passport; and • Identity document number	• Full name(s)² as shown on your identity document • Identity document's issuing country or jurisdiction • Identity document type, with order of priority: i. LEI registration document; or ii. Certificate of incorporation; or iii. Business registration certificate; or iv. Other equivalent document; and • Identity document number

HOW TO APPLY FOR HONG KONG OFFER SHARES

Notes:

1. If you are applying through the **White Form eIPO** service, you are required to provide a valid e-mail address, a contact telephone number and a Hong Kong address. You are also required to declare that the identity information provided by you follows the requirements as described in Note 2 below. In particular, where you cannot provide a HKID number, you must confirm that you do not hold a HKID card.
2. The applicant's full name as shown on their identity document must be used and the surname, given name, middle and other names (if any) must be input in the same order as shown on the identity document. If an applicant's identity document contains both an English and Chinese name, both English and Chinese names must be used. Otherwise, either English or Chinese names will be accepted. The order of priority of the applicant's identity document type must be strictly followed and where an individual applicant has a valid HKID card (including both Hong Kong Residents and Hong Kong Permanent Residents), the HKID number must be used when making an application to subscribe for Hong Kong Offer Shares. Similarly for corporate applicants, a LEI number must be used if an entity has a LEI certificate.
3. If the applicant is a trustee, the client identification data ("**CID**") of the trustee, as set out above, will be required. If the applicant is an investment fund (i.e. a collective investment scheme, or CIS), the CID of the asset management company or the individual fund, as appropriate, which has opened a trading account with the broker will be required, as above.
4. The maximum number of joint applicants on FINI is capped at 4 in accordance with market practice.
5. If you are applying as a nominee, you must provide: (i) the full name (as shown on the identity document), the identity document's issuing country or jurisdiction, the identity document type; and (ii) the identity document number, for each of the beneficial owners or, in the case(s) of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.
6. If you are applying as an unlisted company and (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be treated as being for your benefit and you should provide the required information in your application as stated above. "Unlisted company" means a company with no equity securities listed on the Stock Exchange or any other stock exchange. "Statutory control" means you: (i) control the composition of the board of directors of our Company; (ii) control more than half of the voting power of our Company; or (iii) hold more than half of the issued share capital of our Company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

For those applying through **HKSCC EIPO** channel, and making an application under a power of attorney, our Company and the Sponsor-Overall Coordinator, as our Company's agent, have discretion to consider whether to accept it on any conditions they think fit, including evidence of the attorney's authority.

Failing to provide any required information may result in your application being rejected.

4. Permitted Number of Hong Kong Offer Shares for Application

Board lot size : 50 H Shares

Permitted number of Hong Kong Offer Shares for application and amount payable on application/successful allotment : Hong Kong Offer Shares are available for application in specified board lot sizes only. Please refer to the amount payable associated with each specified board lot size in the table below.

The maximum Offer Price is HK\$87.92 per H Share.

If you are applying through the **HKSCC EIPO** channel, your broker or custodian may require you to pre-fund your application in such amount as determined by the broker or custodian, based on the applicable laws and regulations in Hong Kong. You are responsible for complying with any such pre-funding requirement imposed by your broker or custodian with respect to the Hong Kong Offer Shares you applied for.

HOW TO APPLY FOR HONG KONG OFFER SHARES

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the **HKSCC EIPO** channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to arrange payment of the final Offer Price, brokerage, SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy by debiting the relevant nominee bank account at the designated bank for your **broker** or **custodian**.

If you are applying through the **White Form eIPO** service, you may refer to the table below for the amount payable for the number of H Shares you have selected. You must pay the respective maximum amount payable on application in full upon application for Hong Kong Offer Shares.

No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application	No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application	No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application	No. of Hong Kong Offer Shares applied for	Amount payable ⁽²⁾ on application
	HK\$		HK\$		HK\$		HK\$
50	4,440.34	600	53,284.00	4,000	355,226.70	40,000	3,552,266.93
100	8,880.67	700	62,164.67	4,500	399,630.02	50,000	4,440,333.65
150	13,321.01	800	71,045.34	5,000	444,033.37	100,000	8,880,667.32
200	17,761.33	900	79,926.01	6,000	532,840.03	150,000	13,321,000.98
250	22,201.66	1,000	88,806.67	7,000	621,646.71	200,000	17,761,334.65
300	26,642.00	1,500	133,210.01	8,000	710,453.39	400,000	35,522,669.28
350	31,082.34	2,000	177,613.34	9,000	799,260.06	600,000	53,284,003.92
400	35,522.67	2,500	222,016.68	10,000	888,066.73	800,000	71,045,338.55
450	39,963.01	3,000	266,420.02	20,000	1,776,133.47	1,000,000	88,806,673.20
500	44,403.34	3,500	310,823.36	30,000	2,664,200.20	1,306,600 ⁽¹⁾	116,034,799.20

(1) Maximum number of Hong Kong Offer Shares you may apply for.

(2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) and the SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy are paid to the Stock Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC; and in the case of the AFRC transaction levy, collected by the Stock Exchange on behalf of the AFRC).

5. Multiple Applications Prohibited

You or your joint applicant(s) shall not make more than one application for your own benefit, except where you are a nominee and provide the information of the underlying investor in your application as required under the paragraph headed “— A. Applications for Hong Kong Offer Shares — 3. Information Required to Apply” in this section. If you are suspected of submitting or cause to submit more than one application, all of your applications will be rejected.

Multiple applications made either through (i) the **White Form eIPO** service, (ii) **HKSCC EIPO** channel, or (iii) both channels concurrently are prohibited and will be rejected. If you have made an application through the **White Form eIPO** service or **HKSCC EIPO** channel, you or the person(s) for whose benefit you have made the application shall not apply for any International Offer Shares.

6. Terms and Conditions of An Application

By applying for Hong Kong Offer Shares through the **White Form eIPO** service or **HKSCC EIPO** channel, you (or as the case may be, HKSCC Nominees will do the following things on your behalf): (i) undertake to execute all relevant documents and instruct and authorise our Company and/or the Sponsor-Overall Coordinator, as our agent, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association, and (if you

HOW TO APPLY FOR HONG KONG OFFER SHARES

are applying through the **HKSCC EIPO** channel) to deposit the allotted Hong Kong Offer Shares directly into CCASS for the credit of your designated HKSCC Participant's stock account on your behalf; (ii) confirm that you have read and understand the terms and conditions and application procedures set out in this Prospectus and the designated website of the **White Form eIPO** service (or as the case may be, the agreement you entered into with your broker or custodian), and agree to be bound by them; (iii) (if you are applying through the **HKSCC EIPO** channel) agree to the arrangements, undertakings and warranties under the participant agreement between your broker or custodian and HKSCC and observe the General Rules of HKSCC and the HKSCC Operational Procedures for giving application instructions to apply for Hong Kong Offer Shares; (iv) confirm that you are aware of the restrictions on offers and sales of H Shares set out in this Prospectus and they do not apply to you, or the person(s) for whose benefit you have made the application; (v) confirm that you have read this Prospectus and any supplement to it and have relied only on the information and representations contained therein in making your application (or as the case may be, causing your application to be made) and will not rely on any other information or representations; (vi) agree that our Company, the Sole Sponsor, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, any of their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering (the "**Relevant Persons**"), the H Share Registrar and HKSCC will not be liable for any information and representations not in this Prospectus and any supplement to it; (vii) agree to disclose the details of your application and your personal data and any other personal data which may be required about you and the person(s) for whose benefit you have made the application to our Company, the Relevant Persons, the H Share Registrar, HKSCC, HKSCC Nominees, the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, for the purposes under the paragraph headed "— G. Personal Data — 3. Purposes and 4. Transfer of personal data" in this section; (viii) agree (without prejudice to any other rights which you may have once your application (or as the case may be, HKSCC Nominees' application) has been accepted) that you will not rescind it because of an innocent misrepresentation; (ix) agree that subject to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any application made by you or HKSCC Nominees on your behalf cannot be revoked once it is accepted, which will be evidenced by the notification of the result of the ballot by the H Share Registrar by way of publication of the results at the time and in the manner as specified in the paragraph headed "— B. Publication of Results" in this section; (x) confirm that you are aware of the situations specified in the paragraph headed "— C. Circumstances in Which You Will Not Be Allocated Hong Kong Offer Shares" in this section; (xi) agree that your application or HKSCC Nominees' application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong; (xii) agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Articles of Association and laws of any place outside Hong Kong that apply to your application and that neither our Company nor the Relevant Persons will breach any law inside and/or outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this Prospectus; (xiii) confirm that (a) your application or HKSCC Nominees' application on your behalf is not financed directly or indirectly by our Company, any of the directors, supervisors, chief executives, substantial shareholder(s) or existing shareholder(s) of our Company or any of its subsidiaries or any of their respective close associates; and (b) you are not accustomed or will not be accustomed to taking instructions from our Company, any of the directors, supervisors, chief executives, substantial shareholder(s) or existing shareholder(s) of our Company or any of its subsidiaries or any of their respective close associates in relation to the acquisition, disposal, voting or other disposition of the H Shares registered in your name or otherwise held by you; (xiv) warrant that the information you have provided is true and accurate; (xv) confirm that you understand that our Company and the Sponsor-Overall Coordinator will rely on your declarations and representations in deciding whether or not to allocate any Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration; (xvi) agree to accept Hong Kong Offer Shares applied for or any lesser number allocated to you under the application; (xvii) declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying; (xviii) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC directly or indirectly or through the **White Form eIPO** service or by any one as your agent or by any other person; and (xix) (if you are making the application as an agent for the benefit of another person) warrant that (1) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC and (2) you have due authority to give **electronic application instructions** on behalf of that other person as its agent.

HOW TO APPLY FOR HONG KONG OFFER SHARES

B. PUBLICATION OF RESULTS

Results of Allocation

You can check whether you are successfully allocated any Hong Kong Offer Shares through:

Platform	Date/Time
Applying through White Form eIPO service or HKSCC EIPO channel:	
Website . . . The designated results of allocation website at <u>www.iporesults.com.hk</u> (alternatively: <u>www.eipo.com.hk/eIPOAllotment</u>) with a “search by ID” function.	24 hours, from 11:00 p.m. on Tuesday, July 7, 2026 to 12:00 midnight on Monday, July 13, 2026 (Hong Kong time).
The full list of (i) wholly or partially successful applicants using the White Form eIPO service and HKSCC EIPO channel, and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed on the “Allotment Results” page of the White Form eIPO service at <u>www.iporesults.com.hk</u> (alternatively: <u>www.eipo.com.hk/eIPOAllotment</u>).	
The Stock Exchange’s website at <u>www.hkexnews.hk</u> and the Company’s website at <u>www.eacon.com</u> which will provide links to the above mentioned websites of the H Share Registrar.	No later than 11:00 p.m. on Tuesday, July 7, 2026 (Hong Kong time).
Telephone . . +852 2862 8555 — the allocation results telephone enquiry line provided by the H Share Registrar.	between 9:00 a.m. to 6:00 p.m. on Wednesday, July 8, 2026, Thursday, July 9, 2026, Friday, July 10, 2026 and Monday, July 13, 2026 (Hong Kong time).

For those applying through **HKSCC EIPO** channel, you may also check with your broker or custodian from 6:00 p.m. on Monday, July 6, 2026 (Hong Kong time).

HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Monday, July 6, 2026 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

Allocation Announcement

Our Company expects to announce the results of the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of Hong Kong Offer Shares on the Stock Exchange’s website at www.hkexnews.hk and our website at www.eacon.com by no later than 11:00 p.m. on Tuesday, July 7, 2026 (Hong Kong time).

C. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED HONG KONG OFFER SHARES

You should note the following situations in which Hong Kong Offer Shares will not be allocated to you or the person(s) for whose benefit you are applying for:

1. If your application is revoked:

Your application or the application made by HKSCC Nominees on your behalf may be revoked pursuant to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

HOW TO APPLY FOR HONG KONG OFFER SHARES

2. If our Company or our agents exercise their discretion to reject your application:

Our Company, the Sponsor-Overall Coordinator, the H Share Registrar and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

3. If the allocation of Hong Kong Offer Shares is void:

The allocation of Hong Kong Offer Shares will be void if the Stock Exchange does not grant permission to list the H Shares either (i) within three weeks from the closing date of the application lists; or (ii) within a longer period of up to six weeks if the Stock Exchange notifies us of that longer period within three weeks of the closing date of the application lists.

4. If:

- you make multiple applications or suspected multiple applications. You may refer to the paragraph headed “— A. Applications for Hong Kong Offer Shares — 5. Multiple Applications Prohibited” in this section on what constitutes multiple applications;
- your application instruction is incomplete;
- your payment (or confirmation of funds, as the case may be) is not made correctly;
- the Underwriting Agreements do not become unconditional or are terminated;
- our Company or the Sponsor-Overall Coordinator believes that by accepting your application, our Company or it would violate applicable securities or other laws, rules or regulations.

5. If there is money settlement failure for allotted Offer Shares:

Based on the arrangements between HKSCC Participants and HKSCC, HKSCC Participants will be required to hold sufficient application funds on deposit with their designated banks before balloting. After balloting of Hong Kong Offer Shares, the receiving banks will collect the portion of these funds required to settle each HKSCC Participant's actual Hong Kong Offer Share allotment from their designated banks.

There is a risk of money settlement failure. In the extreme event of money settlement failure by a HKSCC Participant (or its designated bank), who is acting on your behalf in settling payment for your allotted Offer Shares, HKSCC will contact the defaulting HKSCC Participant and its designated bank to determine the cause of failure and request such defaulting HKSCC Participant to rectify or procure to rectify the failure.

However, if it is determined that such settlement obligation cannot be met, the affected Hong Kong Offer Shares will be reallocated to the International Offering. Hong Kong Offer Shares applied for by you through the broker or custodian may be affected to the extent of the settlement failure. In the extreme case, you will not be allocated any Hong Kong Offer Shares due to the money settlement failure by such HKSCC Participant. None of us, the Relevant Persons, the H Share Registrar and HKSCC is or will be liable if Hong Kong Offer Shares are not allocated to you due to the money settlement failure.

D. DESPATCH/COLLECTION OF H SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES

You will receive one H Share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made through the **HKSCC EIPO** channel where the H Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application.

H Share certificates will only become valid evidence of title at 8:00 a.m. on Wednesday, July 8, 2026 (Hong Kong time), provided that the Global Offering has become unconditional, and the right of termination described in the section headed “Underwriting” has not been exercised. Investors who trade H Shares prior to the receipt of H Share certificates or the H Share certificates becoming valid evidence of title do so entirely at their own risk.

HOW TO APPLY FOR HONG KONG OFFER SHARES

The right is reserved to retain any H Share certificate(s) and (if applicable) any surplus application monies pending clearance of application monies.

The following sets out the relevant procedures and time:

	White Form eIPO service	HKSCC EIPO channel
Despatch/collection of H Share certificate¹		
For application of 1,000,000 Hong Kong Offer Shares or more .	Collection in person from the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Time: from 9:00 a.m. to 1:00 p.m. on Wednesday, July 8, 2026 (Hong Kong time), or any other place or date notified by the Company. If you are an individual, you must not authorise any other person to collect for you. If you are a corporate applicant, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives must produce, at the time of collection, evidence of identity acceptable to the H Share Registrar. <i>Note:</i> If you do not collect Your H Share certificate(s) personally within the time above, it/they will be sent to the address specified in your application instructions by ordinary post at your own risk.	H Share certificate(s) will be issued in the name of HKSCC Nominees, deposited into CCASS and credited to your designated HKSCC Participant's stock account. No action by you is required.
For application of less than 1,000,000 Hong Kong Offer Shares . . .	Your H Share certificate(s) will be sent to the address specified in your application instructions by ordinary post at your own risk. Time: Tuesday, July 7, 2026	
Refund mechanism for surplus application monies paid by you		
Date	Wednesday, July 8, 2026	Subject to the arrangement between you and your broker or custodian.
Responsible party	H Share Registrar	Your broker or custodian.
Application monies paid through single bank account	White Form e-Refund payment instructions to your designated bank account.	Your broker or custodian will arrange refund to your designated bank account subject to the arrangement between you and it.
Application monies paid through multiple bank accounts	Refund cheque(s) will be despatched to the address as specified in your application instructions by ordinary post at your own risk.	

HOW TO APPLY FOR HONG KONG OFFER SHARES

- 1 Except in the event any Severe Weather Signals (as defined below) in force in Hong Kong in the morning on the business day before the Listing Date rendering it impossible for the relevant H Share certificates to be dispatched to HKSCC in a timely manner, the Company shall procure the H Share Registrar to arrange for delivery of the supporting documents and H Share certificates in accordance with the contingency arrangements as agreed between them. You may refer to “— E. Bad Weather Arrangements” in this section.

E. BAD WEATHER ARRANGEMENTS

The Opening and Closing of the Application Lists

The application lists will not open or close on Friday, July 3, 2026 if, there is/are (i) a tropical cyclone warning signal number 8 or above; (ii) a black rainstorm warning; and/or (iii) an Extreme Conditions, (collectively, “**Bad Weather Signals**”), in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Friday, July 3, 2026. Instead they will open between 11:45 a.m. and 12:00 noon and/or close at 12:00 noon on the next business day which does not have Bad Weather Signals in force at any time between 9:00 a.m. and 12:00 noon.

Prospective investors should be aware that a postponement of the opening/closing of the application lists may result in a delay in the Listing Date. Should there be any changes to the dates mentioned in the section headed “Expected Timetable” in this Prospectus, an announcement will be made and published on the Stock Exchange’s website at www.hkexnews.hk and our website at www.eacon.com of the revised timetable.

If a Bad Weather Signal is hoisted on Tuesday, July 7, 2026, the H Share Registrar will make appropriate arrangements for the delivery of the H Share certificates to the CCASS Depository’s service counter so that they would be available for trading on Wednesday, July 8, 2026, and for application of less than 1,000,000 Hong Kong Offer Shares, the despatch of physical H Share certificate(s) and/or refund cheque (if applicable) will be made by ordinary post when the post office reopens after the Bad Weather Signal is lowered or cancelled (e.g. in the afternoon of Tuesday, July 7, 2026 or on Wednesday, July 8, 2026).

If a Bad Weather Signal is hoisted on Wednesday, July 8, 2026, for application of 1,000,000 Hong Kong Offer Shares or more, the physical Share certificate(s) and/or refund cheque (if applicable) will be available for collection in person from the H Share Registrar’s office after the Bad Weather Signal is lowered or cancelled (e.g. in the afternoon of Wednesday, July 8, 2026 or on Thursday, July 9, 2026).

Prospective investors should be aware that if they choose to receive physical H Share certificates issued in their own name, there may be a delay in receiving the H Share certificates.

F. ADMISSION OF THE H SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the H Shares on the Stock Exchange and our Company complies with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between Exchange Participants is required to take place in CCASS on the second settlement day after any trading day.

All activities under CCASS are subject to the General Rules of HKSCC and the HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the H Shares to be admitted into CCASS.

You should seek the advice of your broker or other professional advisor for details of the settlement arrangement as such arrangements may affect your rights and interests.

G. PERSONAL DATA

The following Personal Information Collection Statement applies to any personal data collected and held by our Company, the H Share Registrar, the receiving banks and the Relevant Persons about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. This personal data may include client identifier(s) and your identification information. By giving application instructions to HKSCC, you acknowledge that you have read, understood and agree to all of the terms of the Personal Information Collection Statement below.

HOW TO APPLY FOR HONG KONG OFFER SHARES

1. Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of our Company and the H Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong).

2. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of Hong Kong Offer Shares to ensure that personal data supplied to us or our agents and the H Share Registrar is accurate and up-to-date when applying for Hong Kong Offer Shares or transferring Hong Kong Offer Shares into or out of their names or in procuring the services of the H Share Registrar.

Failure to supply the requested data or supplying inaccurate data may result in your application for Hong Kong Offer Shares being rejected, or in the delay or the inability of our Company or the H Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of Hong Kong Offer Shares which you have successfully applied for and/or the despatch of H Share certificate(s) to which you are entitled.

It is important that applicants for and holders of Hong Kong Offer Shares inform our Company and the H Share Registrar immediately of any inaccuracies in the personal data supplied.

3. Purposes

Your personal data may be used, held, processed and/or stored (by whatever means) for the following purposes: (i) processing your application and refund cheque and **White Form** e-Refund payment instruction(s), where applicable, verification of compliance with the terms and application procedures set out in this Prospectus and announcing results of allocation of Hong Kong Offer Shares; (ii) compliance with applicable laws and regulations in Hong Kong and elsewhere; (iii) registering new issues or transfers into or out of the names of the holders of the H Shares including, where applicable, HKSCC Nominees; (iv) maintaining or updating the register of members of our Company; (v) verifying identities of applicants for and holders of the H Shares and identifying any duplicate applications for the H Shares; (vi) facilitating Hong Kong Offer Shares balloting; (vii) establishing benefit entitlements of holders of the H Shares, such as dividends, rights issues, bonus issues, etc.; (viii) distributing communications from us and our subsidiaries; (ix) compiling statistical information and profiles of the holder of the H Shares; (x) disclosing relevant information to facilitate claims on entitlements; and (xi) any other incidental or associated purposes relating to the above and/or to enable our Company and the H Share Registrar to discharge their obligations to applicants and holders of the H Shares and/or regulators and/or any other purposes to which applicants and holders of the H Shares may from time to time agree.

4. Transfer of personal data

Personal data held by our Company and the H Share Registrar relating to the applicants for and holders of Hong Kong Offer Shares will be kept confidential but our Company and the H Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following: (i) our Company's appointed agents such as financial advisers, receiving banks and overseas principal share registrar; (ii) HKSCC or HKSCC Nominees, who will use the personal data and may transfer the personal data to the H Share Registrar for the purposes of providing its services or facilities or performing its functions in accordance with its rules or procedures and operating FINI and CCASS (including where applicants for the Hong Kong Offer Shares request a deposit into CCASS); (iii) any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to our Company or the H Share Registrar in connection with their respective business operation; (iv) the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, including for the purpose of the Stock Exchange's administration of the Listing Rules and the SFC's performance of its statutory functions; and (v) any persons or institutions with which the holders of Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or brokers etc.

HOW TO APPLY FOR HONG KONG OFFER SHARES

5. Retention of personal data

Our Company and the H Share Registrar will keep the personal data of the applicants and holders of Hong Kong Offer Shares for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong).

6. Access to and correction of personal data

Applicants for and holders of Hong Kong Offer Shares have the right to ascertain whether our Company or the H Share Registrar hold their personal data, to obtain a copy of that data and to correct any data that is inaccurate. Our Company and the H Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to our Company and the H Share Registrar, at their registered address disclosed in the section headed “Corporate information” in this Prospectus or as notified from time to time, for the attention of our Company secretary, or the H Share Registrar for the attention of the privacy compliance officer.

The following is the text of a report set out on pages I-1 to I-66, received from the Company's reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.



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ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF EACON GROUP CO., LTD AND HAITONG INTERNATIONAL CAPITAL LIMITED

Introduction

We report on the historical financial information of Eacon Group Co., Ltd (易控智駕科技股份有限公司, the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages I-3 to I-66, which comprises the consolidated statements of financial position of the Group as at December 31, 2023, 2024 and 2025, the statements of financial position of the Company as at December 31, 2023, 2024 and 2025, and the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for each of the three years ended December 31, 2025 (the “**Track Record Period**”) and material accounting policy information and other explanatory information (together, the “**Historical Financial Information**”). The Historical Financial Information set out on pages I-3 to I-66 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated June 29, 2026 (the “**Prospectus**”) in connection with the initial listing of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 “Accountants' Reports on Historical Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

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

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the Group's financial position as at December 31, 2023, 2024 and 2025, of the Company's financial position as at December 31, 2023, 2024 and 2025 and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance***Adjustments***

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-3 have been made.

Dividends

We refer to Note 16 to the Historical Financial Information which states that no dividend was declared or paid by the Company in respect of the Track Record Period.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
June 29, 2026

HISTORICAL FINANCIAL INFORMATION OF THE GROUP**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, have been prepared in accordance with the accounting policies which conform with HKFRS Accounting Standards issued by the HKICPA and were audited by us in accordance with Hong Kong Standards on Auditing issued by the HKICPA ("**Underlying Financial Statements**").

The Historical Financial Information is presented in Renminbi ("**RMB**") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	For the year ended December 31,		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Revenue	6B	270,915	986,234	1,435,299
Cost of sales		(321,375)	(911,521)	(1,289,946)
Gross (loss)/profit		(50,460)	74,713	145,353
Distribution and selling expenses		(16,571)	(31,182)	(45,862)
Research and development expenses		(177,290)	(208,448)	(270,542)
Administrative expenses		(37,159)	(85,663)	(128,165)
Other income	7	682	1,442	8,489
Other gains and losses, net	8	(7,400)	(33,280)	(128,884)
Finance costs	9	(11,600)	(29,398)	(68,749)
Fair value changes on financial liabilities at fair value through profit or loss ("FVTPL")		(33,487)	(66,068)	–
Impairment losses under expected credit loss model, net of reversal	10	(382)	(12,168)	(16,193)
Listing expense		–	–	(17,249)
Share of result of a joint venture	21	–	(3)	6,399
Loss before tax		(333,667)	(390,055)	(515,403)
Income tax expense	11	–	–	(154)
Loss for the year	12	(333,667)	(390,055)	(515,557)
Other comprehensive income/(expense)				
<i>Items that will not be reclassified to profit or loss:</i>				
Fair value gain on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")		–	–	589
Income tax relating to items that will not be reclassified to profit or loss		–	–	(147)
<i>Item that may be reclassified subsequently to profit or loss:</i>				
Exchange differences arising on translation foreign operations		–	(501)	150
Other comprehensive (expense)/income for the year, net of income tax		–	(501)	592
Total comprehensive expense for the year		(333,667)	(390,556)	(514,965)
(Loss)/profit for the year attributable to:				
Owners of the Company		(333,667)	(390,055)	(517,823)
Non-controlling interests		–	–	2,266
		<u>(333,667)</u>	<u>(390,055)</u>	<u>(515,557)</u>
Total comprehensive (expense)/income for the year attributable to:				
Owners of the Company		(333,667)	(390,556)	(517,231)
Non-controlling interests		–	–	2,266
		<u>(333,667)</u>	<u>(390,556)</u>	<u>(514,965)</u>
Loss per share (present in RMB YUAN)				
Basic and diluted	15	(6.67)	(7.25)	(4.84)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at December 31,		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
Non-current Assets				
Property, plant and equipment	17A	433,185	897,779	995,850
Right-of-use assets	18	1,689	5,771	37,663
Intangible assets	19	1,429	1,317	2,751
Investments in a joint venture	21	–	6,597	12,996
Equity instruments at FVTOCI	27	–	2,000	4,589
Trade receivables	23	–	–	48,596
Prepayments, deposits and other receivables . .	26	4,798	7,369	11,053
		<u>441,101</u>	<u>920,833</u>	<u>1,113,498</u>
Current Assets				
Inventories	22	8,500	50,559	127,975
Trade and note receivables	23	115,409	619,684	1,042,062
Contract assets	25	8,155	7,807	12,136
Prepayments, deposits and other receivables . .	26	69,169	166,220	250,217
Amounts due from related parties	41	–	63,925	9,900
Financial assets at FVTPL	28B	–	–	69,072
Restricted bank deposits	28A	–	–	4,369
Cash and cash equivalents	28A	67,966	46,027	245,447
		<u>269,199</u>	<u>954,222</u>	<u>1,761,178</u>
Assets classified as held for sale	17B	–	–	117,699
		<u>269,199</u>	<u>954,222</u>	<u>1,878,877</u>
Current Liabilities				
Trade and other payables	29	188,886	451,428	581,377
Amounts due to related parties	41	3,026	3,026	12,610
Contract liabilities	6B	–	6,239	12,079
Lease liabilities	30	1,483	2,751	42,690
Borrowings	32A	166,499	676,535	688,638
Deferred income	32B	–	–	1,583
		<u>359,894</u>	<u>1,139,979</u>	<u>1,338,977</u>
Net Current (Liabilities)/Assets		<u>(90,695)</u>	<u>(185,757)</u>	<u>539,900</u>
Total Assets less Current Liabilities		<u>350,406</u>	<u>735,076</u>	<u>1,653,398</u>
Non-current Liabilities				
Lease liabilities	30	433	2,199	10,021
Deferred tax liabilities	20	–	–	147
Financial liabilities at FVTPL	31	1,055,868	26,267	–
Borrowings	32A	106,557	446,648	615,344
		<u>1,162,858</u>	<u>475,114</u>	<u>625,512</u>
Net (Liabilities)/Assets		<u>(812,452)</u>	<u>259,962</u>	<u>1,027,886</u>
Capital and Reserves				
Paid-in capital/Share capital	33	10,000	94,956	121,737
Reserves		<u>(822,452)</u>	<u>165,006</u>	<u>895,388</u>
(Deficits)/equity attributable to owners of the Company		<u>(812,452)</u>	<u>259,962</u>	<u>1,017,125</u>
Non-controlling interests		–	–	10,761
Total (Deficits)/Equity		<u>(812,452)</u>	<u>259,962</u>	<u>1,027,886</u>

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at December 31,		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
Non-current Assets				
Property, plant and equipment	17A	245,489	289,334	277,337
Right-of-use assets	18	1,579	1,547	14,813
Intangible assets	19	1,429	1,252	2,683
Investments in subsidiaries	43	112,629	119,785	138,521
Trade receivables	23	—	—	48,596
Prepayments, deposits and other receivables . .	26	4,798	3,778	7,728
		<u>365,924</u>	<u>415,696</u>	<u>489,678</u>
Current Assets				
Inventories	22	6,841	27,593	83,436
Trade and note receivables	23	95,125	351,920	634,646
Contract assets	25	4,095	7,807	11,739
Amounts due from related parties	41	161,891	942,765	2,119,879
Prepayments, deposits and other receivables . .	26	42,524	58,490	48,591
Financial assets at FVTPL	28B	—	—	50,034
Restricted bank deposits	28A	—	—	4,369
Cash and cash equivalents	28A	61,041	29,915	179,963
		<u>371,517</u>	<u>1,418,490</u>	<u>3,132,657</u>
Assets classified as held for sale	17B	—	—	25,398
		<u>371,517</u>	<u>1,418,490</u>	<u>3,158,055</u>
Current Liabilities				
Trade and other payables	29	150,495	335,289	363,100
Amounts due to related parties	41	46,016	315,264	896,555
Contract liabilities	6B	—	12,837	8,879
Lease liabilities	30	1,442	996	7,543
Borrowings	32A	106,094	390,375	336,593
Deferred income	32B	—	—	1,583
		<u>304,047</u>	<u>1,054,761</u>	<u>1,614,253</u>
Net Current Assets		<u>67,470</u>	<u>363,729</u>	<u>1,543,802</u>
Total Assets less Current Liabilities		<u>433,394</u>	<u>779,425</u>	<u>2,033,480</u>
Non-current Liabilities				
Lease liabilities	30	401	606	9,866
Financial liabilities at FVTPL	31	1,055,868	26,267	—
Borrowings	32A	15,690	25,191	142,300
		<u>1,071,959</u>	<u>52,064</u>	<u>152,166</u>
Net (Liabilities)/Assets		<u>(638,565)</u>	<u>727,361</u>	<u>1,881,314</u>
Capital and Reserves				
Share capital	33	10,000	94,956	121,737
Reserves	44	(648,565)	632,405	1,759,577
Total (Deficits)/Equity		<u>(638,565)</u>	<u>727,361</u>	<u>1,881,314</u>

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company												
	Paid-in capital/ Share capital	Share premium	FVTOCI reserve	Exchange reserves	Share-based payments reserve		Other reserve	Designated safety fund	Accumulated losses	Subtotal	Non-controlling interests		Total
					RMB '000	RMB '000					RMB '000	RMB '000	
At January 1, 2023	10,000	14,692	-	-	-	12,855	-	-	(526,199)	(488,652)	-	-	(488,652)
Loss and total comprehensive expense for the year	-	-	-	-	-	-	-	-	(333,667)	(333,667)	-	-	(333,667)
Recognition of equity-settled share-based payments expense (Note 34)	-	-	-	-	-	16,277	-	-	-	16,277	-	-	16,277
Repurchase of exercised share options	-	(11,021)	-	-	-	-	-	-	-	(11,021)	-	-	(11,021)
Exercise of share options	-	15,812	-	-	-	(11,201)	-	-	-	4,611	-	-	4,611
Appropriation of designated safety fund	-	-	-	-	-	-	-	237	-	237	-	-	237
Utilisation of designated safety fund	-	-	-	-	-	-	-	(237)	-	(237)	-	-	(237)

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	Attributable to owners of the Company										
	Paid-in capital/ Share capital	Share premium	FVTOCI reserve	Exchange reserves	Share-based payments reserve	Other reserve	Designated safety fund	Accumulated losses	Subtotal	Non-controlling interests	Total
	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000

Note:

- (i) Pursuant to relevant regulation in People's Republic of China ("PRC"), the Group has appropriated certain amounts of retained profits to a designated safety fund for installation, repair and maintenance of safety facilities. The Group charged the safety production expenses to profit or loss when such expenses were incurred, and at the same time the corresponding amounts of designated safety fund were utilised.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Operating activities			
Loss before tax	(333,667)	(390,055)	(515,403)
Adjustments for:			
Interest income	(453)	(1,287)	(6,184)
Finance costs	11,600	29,398	68,749
Fair value changes on financial assets at FVTPL	–	–	(937)
Depreciation of property, plant and equipment	44,670	96,640	188,657
Depreciation of right-of-use assets	267	2,177	39,896
Amortisation of intangible assets	172	193	241
Loss on disposal of property, plant and equipment	7,355	13,906	10,901
Net foreign exchange (gain)/loss	–	(82)	666
Share of result of a joint venture	–	3	(6,399)
Impairment loss recognised on property, plant and equipment	–	18,450	–
Impairment loss recognised on assets classified as held for sale	–	–	118,357
(Reversal of impairment losses)/Net impairment losses under expected credit loss model	382	12,168	16,193
Net impairment losses of inventories	–	410	2,092
Fair value changes on financial liabilities at FVTPL	33,487	66,068	–
Recognition of equity-settled share-based payments expense	16,277	20,693	13,854
Right-of-use assets related gains in sale-and-leaseback transaction	–	–	8,129
Operating cash flows before movements in working capital	(219,910)	(131,318)	(61,188)
Increase in inventories	(5,241)	(42,469)	(79,508)
Increase in restricted bank deposits	–	–	(4,369)
Increase in trade and other receivables, prepayments and deposits	(135,266)	(612,614)	(562,572)
Increase in contract assets	(5,888)	(1,757)	(4,799)
(Increase)/decrease in amounts due from related parties	–	(65,230)	65,230
Increase in contract liabilities	–	6,239	5,840
Increase in trade and other payables	115,126	133,904	232,921
Increase in amounts due to related parties	–	–	12,610
Increase in deferred income	–	–	1,583
Cash used in operating activities	(251,179)	(713,245)	(394,252)
Income taxes paid	–	–	(154)
Net cash used in operating activities	(251,179)	(713,245)	(394,406)
Investing activities			
Interest received	453	1,287	1,315
Purchase of property, plant and equipment	(356,646)	(480,505)	(676,193)
Proceeds from disposal of property, plant and equipment	23,923	15,553	28,880
Purchases of intangible assets	(117)	(552)	(2,353)
Proceeds from disposal of intangible assets	–	–	7
Prepaid rentals	(16)	–	–
Purchases of financial assets at FVTOCI	–	(2,000)	(2,000)
Acquisition of investment in a joint venture	–	(6,600)	–
Advances to related parties	–	–	(9,900)
Purchases of financial assets at FVTPL	–	–	(841,000)
Redemption of financial assets at FVTPL	–	–	772,865
Net cash used in investing activities	(332,403)	(472,817)	(728,379)

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Financing activities			
Capital contribution from			
non-controlling shareholders	–	–	17,600
Advance from related parties	120,864	–	–
Proceeds from borrowings	307,213	1,139,385	1,309,807
Repayment of borrowings	(113,157)	(289,258)	(1,129,008)
Repayments to related parties	(168,007)	–	(3,026)
Interest paid	(11,436)	(28,968)	(67,827)
Capital contribution from			
shareholders	–	30,000	1,225,607
Exercise of share options	11,069	6,921	–
Repurchase of exercised share options	(11,021)	(10,313)	–
Proceeds on issue of shares with preferred rights	443,200	320,000	–
Repayments of lease liabilities	(24)	(3,225)	(32,156)
Payments for share issue costs	–	–	(2,664)
Other equity transactions with shareholders	–	–	6,788
Capital reduction of non-controlling shareholders	–	–	(2,400)
Net cash from financing activities	578,701	1,164,542	1,322,721
Net (decrease)/increase in cash and cash equivalents	(4,881)	(21,520)	199,936
Cash and cash equivalents at beginning of the year	72,847	67,966	46,027
Effect of foreign exchange rate changes	–	(419)	(516)
Cash and cash equivalents at end of the			
year	67,966	46,027	245,447

NOTES TO HISTORICAL FINANCIAL INFORMATION

1. GENERAL

Eacon Group Co., Ltd (the “Company”) was established as a limited liability company in the PRC on May 11, 2018 and converted into a joint-stock company with limited liability under the Company Law of the PRC on March 25, 2025. The addresses of the registered office and the principal place of business of the Company are set out in the section headed “Corporate Information” to the Prospectus.

On April 23, 2025, Mr. Lan Shuisheng and Mr. Zhang Lei entered into an act-in-concert agreement, pursuant to which Mr. Lan Shuisheng and Mr. Zhang Lei acknowledged and confirmed their historical relationship of acting in concert since June 25, 2019. Accordingly, Mr. Lan Shuisheng, Mr. Zhang Lei and Ms. Liu Dongmei (the spouse of Mr. Lan Shuisheng) together constitute a group of controlling shareholders (the “Controlling Shareholders”).

The Company and its subsidiaries (together, the “Group”) are primarily engaged in providing autonomous driving solutions for mining transportation and production in the PRC.

The Historical Financial Information is presented in Renminbi (“RMB”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information has been prepared based on the accounting policies which conform with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). For the purpose of preparation of the Historical Financial Information, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the Historical Financial Information includes applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and by the Hong Kong Companies Ordinance.

The statutory financial statements of the Company for the year ended December 31, 2023 was prepared in accordance with relevant accounting principles and financial regulations applicable to the enterprises in PRC and was audited by Beijing Zhongyu Tiansheng Certified Public Accountants Co., Ltd* (北京中玉天晟會計師事務所有限責任公司).

3. ADOPTION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

For the purpose of preparing the Historical Financial Information for the Track Record Period, the Group has consistently applied the accounting policies which conform with HKFRS Accounting Standards, which are effective for the accounting period beginning on January 1, 2025, throughout the Track Record Period.

New and Amendments to HKFRS Accounting Standards in issue but not yet effective

At the date of this report, the following amendments to HKFRS Accounting Standards have been issued which are not yet effective:

Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency ³
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11 ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after January 1, 2026.

³ Effective for annual periods beginning on or after January 1, 2027.

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (the title of which will be changed to *Basis of Preparation of Financial Statements* upon effective of HKFRS 18) and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after January 1, 2027, with early application permitted. HKFRS 18 requires retrospective application with specific transition provisions. The application of HKFRS 18 is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss. The Group is in the process of assessing the additional disclosures required for the Group's MPMs in the consolidated financial statements.

Except for HKFRS 18, the directors of the Company (the "Directors") anticipate that the application of the above amendments to HKFRS Accounting Standards will have no material impact on the Group's consolidated financial statements in the foreseeable future.

4. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of consolidation

The Historical Financial Information incorporates the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the Track Record Period are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Investments in subsidiaries

Investments in subsidiaries are stated in the statements of financial position of the Company at cost less accumulated impairment losses, if any.

Investments in a joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance 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.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Combination of contracts

The Group combines two or more contracts entered into at or near the same time with the same customer (or related parties of the customer) and account for the contracts as a single contract if one or more of the following criteria are met:

- the contracts are negotiated as a package with a single commercial objective;
- the amount of consideration to be paid in one contract depends on the price or performance of the other contract; or
- the goods or services promised in the contracts (or some goods or services promised in each of the contracts) are a single performance obligation.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using the expected value method, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed provides the customer or the entity with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed by the parties to the contract.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

Information about the Group's accounting policies relating to each category of revenue is provided in note 6B.

Leases*Definition of a lease*

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group assesses whether a contract is or contains a lease, at inception of a contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

*The Group as a lessee**Short-term leases*

The Group applies the short-term lease recognition exemption to leases of certain vehicles, properties and office equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted for under HKFRS 9 *Financial Instruments* and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate depends on the term, currency and start date of the lease and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a credit risk adjustment based on bond yields; and an entity-specific adjustment whether the risk profile of the entity that enters into the lease is different to that of the Group.

The lease payments include fixed payments (including in-substance fixed payments) and payments of penalties for terminating a lease if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statements of financial position.

Sale and leaseback transactions***The Group as a seller-lessee***

The Group applies the requirements of HKFRS 15 *Revenue from Contracts with Customers* to assess whether sale and leaseback transaction constitutes a sale by the Group. For a transfer that does not satisfy the requirements as a sale, the Group as a seller-lessee continues to recognise the assets and accounts for the transfer proceeds as borrowings within the scope of HKFRS 9.

For a transfer that satisfies the requirements as a sale, the Group as a seller-lessee measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the seller-lessee, and recognises any gain or loss that relates to the rights transferred to the buyer-lessor only. Right-of use asset and lease liability with fixed payments are subsequently measured in accordance with the general requirements under HKFRS 16. In measuring the lease liability, the Group determines “lease payments” or “revised lease payments” (including both lease payments that are fixed or variable) in a way that the Group would not recognise any amount of the gain or loss that relates to the right-of-use assets retained by the Group.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Government grants relating to compensation of expenses are deducted from the related expenses, other government grants are presented under “other income”.

Employee benefits***Short-term employee benefits***

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS Accounting Standards requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages, salaries and annual leave) after deducting any amount already paid.

Retirement benefits costs

Full-time employees of the Group in the PRC participate in a government mandated defined contribution plan. Chinese labor regulations require that the Group makes contributions to the government for these benefits based on certain percentages of the employees' salaries, up to a maximum amount specified by the local government. The Group has no legal obligation for the benefits beyond the contributions made. The Group's contributions to the defined contribution plan are expensed as incurred and not reduced by being forfeited by those employees who leave the plan prior to the contributions being fully vested.

Equity-settled share-based payment transactions***Share options/RSUs granted to employees***

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

When RSUs are vested, the amount previously recognised in share-based payments reserve will be transferred to share premium.

RSUs granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

Modification to the terms and conditions of the share-based payment arrangements

When the terms and conditions of an equity-settled share-based payment arrangement are modified, the Group recognises, as a minimum, the services received measured at the grant date fair value of the equity instruments granted, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date. In addition, if the Group modifies the vesting conditions (other than a market condition) in a manner that is beneficial to the employees, for example, by reducing the vesting period, the Group takes the modified vesting conditions into consideration over the remaining vesting period.

The incremental fair value granted, if any, is the difference between the fair value of the modified equity instruments and that of the original equity instruments, both estimated as at the date of modification.

If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognised for services received over the period from modification date until the date when the modified equity instruments are vested, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognised over the remainder of the original vesting period.

If the modification reduces the total fair value of the share-based arrangement, or is not otherwise beneficial to the employee, the Group continues to account for the original equity instruments granted as if that modification had not occurred.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/(loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Historical Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Research and development expenses

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Expenditure incurred on development projects are capitalised as intangible assets if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development expenditure that does not meet those criteria is expensed as incurred. There were no development expenses meeting these criteria and capitalised as intangible assets as of December 31, 2023, 2024 and 2025.

Impairment on property, plant and equipment, right-of-use assets and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated to the assets on a pro-rata basis based on the carrying amount of each asset in CGU. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the CGU. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less the estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established generally by regulation or convention in the market place concerned.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortized cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and note receivables, contract assets, amounts due from related parties, deposits and other receivables and cash and cash equivalents) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade and note receivables, contract assets and amounts due from related parties of trade nature. The ECL on trade receivables, contract assets and amounts due from related parties of trade nature are assessed individually for those relating to customers with significant doubt on collection of receivables and collectively using a provision matrix with appropriate groupings for others with similar credit risk characteristics.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables, contract assets and amounts due from related parties of trade nature using a provision matrix taking into consideration historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and forward-looking information, including time value of money where appropriate, that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain trade and note receivables, contract assets and amounts due from related parties of trade nature without any significant doubt on collection are considered on a collective basis taking into consideration debtors' aging and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by the management to ensure the constituents of each group continue to share similar credit risk characteristics.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and note receivables, contract assets, deposits and other receivables and amount due from related party transactions where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including borrowings, trade and other payables and amounts due to related parties are subsequently measured at amortised cost, using the effective interest method.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits/accumulated losses upon derecognition of the financial liability.

The Company designates its shares with preferred rights as financial liabilities at FVTPL, of which the terms are detailed in Note 31.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Key sources of estimation uncertainty

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

Depreciation and amortisation

Right-of-use assets, property, plant and equipment and intangible assets, are depreciated or amortised on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation expenses to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets. The depreciation and amortisation expenses for future periods are adjusted if there are material changes from previous estimates.

Impairment assessment of certain property, plant and equipment and right-of-use assets

Determining whether certain property, plant and equipment and right-of-use assets are impaired requires the estimation of the recoverable amount of the CGUs to which certain property, plant and equipment and right-of-use assets have been allocated which is the higher of the fair value less costs of disposal and its value in use which requires the use of assumptions and estimates.

Details of the impairment assessment are set out in Note 17.

Provision of ECL for trade receivables

Provision of ECL for trade receivables was estimated based on provision matrix through grouping of various debtors that have similar loss patterns, after considering ageing, internal credit ratings of trade debtors, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. In addition, trade receivables that are credit-impaired (if any) are assessed for ECL individually. At each reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL on the Group's trade receivables are disclosed in Note 39.

Fair value of financial liabilities at FVTPL

The Group has issued a series of shares with preferred rights prior to and during the Track Record Period as set out in Note 31. The Group recorded these financial instruments as financial liabilities at FVTPL for which no quoted prices in an active market exist. The fair value of the financial instruments is established by using valuation techniques of back-solve method which involving various parameters and inputs. Valuation techniques are certified by an independent qualified professional valuer before being implemented for valuation and are calibrated to ensure that outputs reflect market conditions. However, it should be noted that some inputs, such as a discount for lack of marketability (the "DLOM") and possibilities under different scenarios, such as qualified listing, redemption, liquidation, risk-free interest rate and expected volatility value, require the Directors' estimate. The Directors' estimate and assumptions are reviewed periodically and are adjusted if necessary. Should any of the estimates and assumptions changed, it may lead to a change in the fair value of the financial liabilities at FVTPL. The fair value of the shares with preferred rights of the Group during the Track Record Period are set out in Note 31.

Recognition of share-based payment expenses

As set out in Note 34, the Group has granted share options and RSUs to its employees. The Directors have used the binomial option-pricing model to determine the total fair value of the options granted to employees, which is to be expensed over the vesting period. Significant estimate on assumptions, such as risk-free interest rate and expected volatility, is required to be made by the Directors in applying the binomial option-pricing model. The fair value of RSUs were based on the value of the ordinary shares determined using the back-solve method with a DLOM. The Directors also estimate the expected percentage of grantees that will stay within the Group at the end of the vesting periods of the options and RSUs (the "Expected Retention Rate") in order to determine the amount of share-based payment expenses charged to the consolidated statement of profit or loss and other comprehensive income. The Expected Retention Rate is assessed based on historical pattern of retentions and the Directors' best estimates.

6A. REVENUE AND SEGMENT INFORMATION

The Group is primarily engaged in providing autonomous driving solutions for mining transportation and production in the PRC.

The executive directors of the Company, being the chief operating decision makers, review the consolidated results when making decisions about allocating resources and assessing performance of the Group as a whole and hence, the Group has only one operating and reportable segment and no further analysis of this single segment is presented.

The Group's non-current assets are mainly located in Mainland China of the PRC and the Group's revenue are predominantly derived from Mainland China of the PRC. Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Customer A	N/A (note)	N/A (note)	N/A (note)
Customer B	53,443	N/A (note)	N/A (note)
Customer C	112,938	N/A (note)	N/A (note)
Customer D	56,542	N/A (note)	N/A (note)
Customer E	N/A (note)	537,143	511,877
Customer F	N/A (note)	N/A (note)	146,011
Customer G	N/A (note)	N/A (note)	153,491

Note: The corresponding revenue did not contribute over 10% of the total revenue of the Group.

6B. REVENUE**(a) Disaggregation of revenue from contracts with customers by major products or service lines is as follows:**

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Close-environment Autonomous Mining Truck Products and Solutions:			
– Company-provided Fleet Model	153,043	520,129	612,916
– Customer-provided Fleet Model	112,938	453,393	815,154
Mining Digitalization Solutions	1,526	2,769	698
Others	3,408	9,943	6,531
Total	<u>270,915</u>	<u>986,234</u>	<u>1,435,299</u>
Geographical markets			
Mainland China	270,915	986,234	1,434,895
Others	–	–	404
Total	<u>270,915</u>	<u>986,234</u>	<u>1,435,299</u>
Timing of revenue recognition			
A point in time	115,506	444,201	717,144
Over time	155,409	542,033	718,155
Total	<u>270,915</u>	<u>986,234</u>	<u>1,435,299</u>

In providing Close-environment Autonomous Mining Truck Products and Solutions of Company-provided Fleet Model, the Group possesses and controls autonomous mining trucks and provides related autonomous driving services to client. In this model, the Group provides autonomous operation-related functions, such as remote driving assistance, autonomous dispatch operators and remote technical support specialists. Revenue from Company-provided Fleet Model is recognised over the services period with output method and generally tied to the volume of material transported, with pricing commonly calculated on a per-cubic-meter or per-tonne basis. This pricing varies across different mining deployments, based on factors such as haul distance, slope conditions and overall site complexity.

In Customer-provided Fleet Model, the Group sells to customers the autonomous mining trucks, drive-by-wire electronic controlling chassis platforms, core sensor modules, and autonomous driving domain controllers (collectively, "hardware systems"), and the Group may also provide customers with related support and services, such as software updates, platform maintenance and remote assistance. Revenue from hardware systems is recognised at the point in time when delivery to the customers, while revenue from ongoing services is recognised over the service period with output method as the services are provided.

In providing Mining Digitalization Solutions, the Group offers hardware products, such as High-Precision Inspection Module and the Intelligent Interactive Inspection Terminal to customers. The solutions are designed to seamlessly integrate customized system components — including platforms, control systems and supporting equipment, tailored to meet specific customer requirements. Once deployment is complete, the customer will assume full responsibility for day-to-day system operation. Revenue from solutions is recognised at the point in time when the control of the solutions has been transferred to the customer generally upon the acceptance of the deployment.

Other revenue was generated from sales of certain materials and rendering of services which including maintenance service and other services etc. over the period of the service. The Group recognises the material sales revenue at a point in time and recognise service revenue overtime based on the Group's service schedules confirmed by customers during the service period with output method, as the customer simultaneously receives and consumes the benefits throughout the period.

The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

(b) Contract liabilities

During the Track Record Period, the additions to the contract liabilities were primarily due to cash collections in advance of fulfilling performance obligations, while the reductions to the contract liability balance were primarily due to the recognition of revenue upon fulfillment of performance obligations.

The Group

As at December 31, 2024 and 2025, the Group recognised contract liabilities of RMB6,239,000 and RMB12,079,000. The Directors expect that the contract liabilities will be recognised as revenue within one year.

As at January 1, 2023, the Group had no contract liabilities.

The Company

As at December 31, 2024 and 2025, the Company recognised contract liabilities of RMB12,837,000 and RMB8,879,000. The Directors expect that the contract liabilities will be recognised as revenue within one year.

7. OTHER INCOME

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest income from:			
– Bank and other deposits	453	1,287	1,315
– Trade receivable (<i>Note 23</i>)	–	–	4,869
Government grants (<i>Note</i>)	229	155	2,305
	<u>682</u>	<u>1,442</u>	<u>8,489</u>

Note: The amounts represented subsidies received from the local governments for supporting the development of the Group. There were no specific conditions attached to the grants and the amounts were recognised in profit or loss when the grants were received.

8. OTHER GAINS AND LOSSES, NET

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Loss on disposal of property, plant and equipment, net	(7,355)	(13,906)	(10,901)
Impairment loss recognised on property, plant and equipment	—	(18,450)	—
Impairment loss recognised on assets classified as held for sale	—	—	(118,357)
Loss on disposal of intangible assets	—	—	—
Net foreign exchange gain/(loss)	—	82	(666)
Fair value changes of financial assets at FVTPL	—	—	937
Others	(45)	(1,006)	103
Total	<u>(7,400)</u>	<u>(33,280)</u>	<u>(128,884)</u>

9. FINANCE COSTS

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest on borrowings	11,429	28,843	67,445
Interest on lease liabilities	7	125	382
Interest on bills discounted with recourse	164	430	922
	<u>11,600</u>	<u>29,398</u>	<u>68,749</u>

10. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Impairment losses, net of reversal, recognised on:			
– Trade receivables	323	8,758	16,802
– Note receivables	—	—	226
– Amounts due from related parties	—	1,305	(1,305)
– Contract assets	59	2,105	470
Total	<u>382</u>	<u>12,168</u>	<u>16,193</u>

11. INCOME TAX EXPENSE

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the statutory tax rate of the PRC subsidiaries is 25% during the Track Record Period.

The Company was entitled to a preferential income tax rate of 15% for the year ended December 31, 2023, as the Company was qualified as a High-New Technology Enterprises (the “HNTE”). The HNTE qualification was approved and valid for 3 years from July 31, 2020 to July 30, 2023.

上海易澳科技有限公司 (“Shanghai Yiao”) was entitled to a preferential income tax rate of 15% for the three years ended December 31, 2025, as Shanghai Yiao was qualified as a HNTE and the HNTE qualification was approved and valid for 3 years from December 12, 2023 to December 11, 2026.

新疆藍邦工程機械設備貿易有限公司 (“Lanbang Trading”), located in the Xinjiang Uygur Autonomous Region, is exempt from enterprise income tax from 2025 to 2029 pursuant to the regional preferential tax policy under 財稅[2021]27號, which grants a five-year income tax exemption starting from the first year of generating operating revenue to eligible enterprises within the region.

According to the relevant laws and regulations in the PRC, enterprises engaging in research and development activities are entitled to claim 150% of their research and development expenses incurred as tax deductible expenses when determining their assessable profits for that year (the “Super Deduction”). As announced by the State Taxation Administration of the PRC in September 2022, the Super Deduction claim was raised to 200% of research and development expenses for the period from January 1, 2023 to December 31, 2025.

The unutilised tax losses incurred by the qualified HNTE can be utilised in 10 years from the year of loss.

The income tax expense of the Group amounted to RMB154,000.

The income tax expense for the Track Record Period can be reconciled to the loss before tax per the consolidated statements of profit or loss and other comprehensive income as follows:

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Loss before tax	(333,667)	(390,055)	(515,403)
Tax at PRC statutory income tax rate of 25%	(83,417)	(97,514)	(128,851)
Effect of different tax rates	3,935	30,043	21,993
Tax effect of expenses not deductible for tax purposes	5,477	17,760	2,638
Utilisation of tax losses previously not recognised	–	2,884	–
Tax effect of tax losses not recognised	92,718	80,300	136,862
Tax effect of deductible temporary differences not recognised	2,845	9,842	34,100
Additional deductible items under the EIT law	(21,558)	(43,315)	(66,588)
Income tax expense for the year	–	–	154

12. LOSS FOR THE YEAR

The Group's loss for the year has been arrived at after charging/(crediting):

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Depreciation of property, plant and equipment	44,670	96,640	188,657
Depreciation of right-of-use assets	267	2,177	39,896
Amortisation of intangible assets	172	193	241
Total depreciation and amortisation	45,109	99,010	228,794
Auditor's remuneration	463	321	–
Short-term lease expense	19,943	79,628	14,801
Listing expenses	–	–	17,249
Employee benefit expenses (including directors', chief executives' and supervisors' emoluments as set out in Note 13)			
– Salaries, bonuses and other allowance	189,805	228,864	276,526
– Share-based payments expenses	16,277	20,693	13,854
– Retirement benefits scheme contributions	11,183	16,799	23,463
– Welfare, medical and other employee benefits	15,404	22,121	30,539
Total staff costs	232,669	288,477	344,382
Cost of inventories recognised as an expense	190,382	666,212	918,510
Provision for impairment of inventories	–	410	2,092

13. EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND SUPERVISORS

The emoluments paid or payable to the Directors, chief executive and supervisors of the Company during the Track Record Period are as follows:

	For the year ended December 31, 2023				
	Salaries, allowance, welfare and other benefits	Performance- based bonuses	Retirement benefits scheme	Equity-settled share-based payments	Total
	RMB'000	RMB'000 (note i)	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Lan Shuisheng (Chief Executive)	527	175	70	—	772
Mr. Zhang Lei	1,087	400	65	—	1,552
Mr. Lin Qiao	1,020	2,191	65	206	3,482
Sub-total	2,634	2,766	200	206	5,806
Non-executive directors:					
Mr. Lai Shengmin	—	—	—	—	—
Mr. Shen Xiao (note v)	—	—	—	—	—
Sub-total	—	—	—	—	—
Supervisors:					
Mr. Huang Xizhe	—	—	—	—	—
Mr. Li Jizhi	866	1,005	65	31	1,967
Sub-total	866	1,005	65	31	1,967
Total	3,500	3,771	265	237	7,773

For the year ended December 31, 2024					
	Salaries, allowance, welfare and other benefits	Performance- based bonuses	Retirement benefits scheme	Equity-settled share-based payments	Total
	RMB'000	RMB'000 (note i)	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Lan Shuisheng (Chief Executive)	1,547	360	73	—	1,980
Mr. Zhang Lei	1,067	960	68	—	2,095
Mr. Lin Qiao	1,075	1,168	68	63	2,374
Sub-total	3,689	2,488	209	63	6,449
Non-executive directors:					
Mr. Lai Shengmin	—	—	—	—	—
Mr. Shen Xiao (note v)	—	—	—	—	—
Sub-total	—	—	—	—	—
Supervisors:					
Mr. Huang Xizhe	—	—	—	—	—
Mr. Li Jizhi	977	679	68	13	1,737
Sub-total	977	679	68	13	1,737
Total	4,666	3,167	277	76	8,186

For the year ended December 31, 2025

	Salaries, allowance, welfare and other benefits	Performance- based bonuses	Retirement benefits scheme	Equity-settled share-based payments	Total
	RMB'000	RMB'000 (note i)	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Lan Shuisheng (Chief Executive)	1,467	360	73	—	1,900
Mr. Zhang Lei	987	240	70	—	1,297
Mr. Lin Qiao	1,127	285	70	9	1,491
Mr. Chen Huiyong (note ii, vi)	1,039	233	73	1,593	2,938
Ms. Qu Xiaoyan (note iii, vi)	1,787	420	70	3,853	6,130
Sub-total	<u>6,407</u>	<u>1,538</u>	<u>356</u>	<u>5,455</u>	<u>13,756</u>
Non-executive directors:					
Mr. Lai Shengmin	—	—	—	—	—
Mr. Shen Xiao (note v)	—	—	—	—	—
Sub-total	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Supervisors:					
Mr. Huang Xizhe	—	—	—	—	—
Mr. Li Jizhi	997	237	70	2	1,306
Mr. Yang Xiaoguang (note iv, vi)	1,181	368	70	349	1,968
Sub-total	<u>2,178</u>	<u>605</u>	<u>140</u>	<u>351</u>	<u>3,274</u>
Total	<u>8,585</u>	<u>2,143</u>	<u>496</u>	<u>5,806</u>	<u>17,030</u>

Notes:

- i. Performance-based bonuses are determined based on the Group's performance and performance of the relevant individuals within the Group.
- ii. Mr. Chen Huiyong was appointed as executive director of the Company commenced from June 22, 2025.
- iii. Ms. Qu Xiaoyan was appointed as executive director of the Company commenced from June 22, 2025.
- iv. Mr. Yang Xiaoguang was appointed as supervisor of the Company commenced from March, 2025.
- v. Mr. Shen Xiao was appointed as non-executive director of the Company on November 7, 2023 and resigned in June 2025.
- vi. The employee has been serving the Company before January 1, 2025 and the amounts disclosed here are the total emoluments for the year ended December 31, 2025.

The emoluments of executive directors and supervisors shown above were mainly for their services in connection with the management of affairs of the Company and the Group. Non-executive directors' emoluments shown above were mainly provided by the shareholders of the Company.

During the Track Record Period, certain directors and supervisors were granted shares in respect of their services to the Group, and the details are set out in Note 34 to the Historical Financial Information.

There was no arrangement under which a director, supervisor or chief executive of the Company waived or agreed to waive any remuneration during the Track Record Period.

14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the Track Record Period included 2, 1 and 3 directors and/or supervisors for the years ended December 31, 2023, 2024 and 2025, respectively, and the details of whose remuneration are set out in Note 13 above. Details of the remuneration for the remaining 3, 4 and 2 individuals who are not a director, chief executive or supervisor of the Company for the Track Record Period were as follows:

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Salaries, allowance, welfare and other benefits	2,689	5,950	3,344
Performance-based bonuses	4,493	6,008	1,078
Retirement benefits scheme	152	282	144
Equity-settled share-based payments expense	8,295	11,947	965
	<u>15,629</u>	<u>24,187</u>	<u>5,531</u>

The number of the highest paid employees who are not the Directors, chief executive or supervisors of the Company whose remuneration fell within the following bands is as follows:

	For the year ended December 31,		
	2023	2024	2025
	Number of employees	Number of employees	Number of employees
Hong Kong dollars ("HKD") nil to HKD2,500,000	—	—	—
HKD2,500,001 to HKD3,000,000	1	1	1
HKD3,000,001 to HKD3,500,000	—	—	1
HKD4,000,001 to HKD4,500,000	1	—	—
HKD4,500,001 to HKD5,000,000	—	—	—
HKD5,000,001 to HKD5,500,000	—	1	—
HKD5,500,001 to HKD6,000,000	—	1	—
HKD10,000,001 to HKD10,500,000	1	—	—
HKD12,000,001 to HKD12,500,000	—	1	—
Total	<u>3</u>	<u>4</u>	<u>2</u>

During the Track Record Period, no emoluments were paid by the Group to any of the Directors, supervisors, chief executive of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

During the Track Record Period, certain non-director, non-chief executive and non-supervisor highest paid employees were granted shares in respect of their services to the Group, and the details are set out in Note 34.

15. LOSS PER SHARE

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

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Loss for the year attributable to the owners of the Company for the purpose of basic and diluted loss per share	<u>(333,667)</u>	<u>(390,055)</u>	<u>(517,823)</u>

Number of shares

	For the year ended December 31,		
	2023	2024	2025
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>50,000,000</u>	<u>53,818,205</u>	<u>106,905,068</u>

The Company had potential ordinary shares of shares with preferred rights (Note 31). For the Track Record Period, the potential ordinary shares were not included in the calculation of diluted loss per share, as all of the inclusion would be anti-dilutive. Accordingly, diluted loss per share for the Track Record Period are the same as basic loss per share of the respective year.

16. DIVIDENDS

During the Track Record Period, no dividend was paid or declared by the Company.

17A. PROPERTY, PLANT AND EQUIPMENT

The Group

	Production vehicles	Autonomous intelligent devices	Machinery, equipment and other vehicles	Office equipment, computers and others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST					
At January 1, 2023	133,330	17,971	10,878	3,011	165,190
Additions	350,744	2,762	12,590	2,054	368,150
Disposals	(47,407)	—	(190)	—	(47,597)
At December 31, 2023	436,667	20,733	23,278	5,065	485,743
Additions	542,922	33,032	17,356	15,833	609,143
Disposals	(45,544)	(13,129)	(5,675)	—	(64,348)
At December 31, 2024	934,045	40,636	34,959	20,898	1,030,538
Additions	387,529	123,994	13,236	37,805	562,564
Disposals	(37,786)	(16,657)	(6,309)	(1,066)	(61,818)
Reclassified as held for sale	(324,283)	—	—	—	(324,283)
At December 31, 2025	959,505	147,973	41,886	57,637	1,207,001
DEPRECIATION AND IMPAIRMENT					
At January 1, 2023	17,233	4,087	1,992	895	24,207
Charge for the year	33,890	5,448	4,298	1,034	44,670
Eliminated on disposals	(16,219)	—	(100)	—	(16,319)
At December 31, 2023	34,904	9,535	6,190	1,929	52,558
Charge for the year	77,667	6,714	7,065	5,194	96,640
Eliminated on disposals	(23,424)	(9,174)	(2,291)	—	(34,889)
Impairment loss recognised in profit or loss	18,450	—	—	—	18,450
At December 31, 2024	107,597	7,075	10,964	7,123	132,759
Charge for the year	136,396	26,224	10,281	15,756	188,657
Eliminated on disposals	(16,721)	(2,988)	(2,030)	(298)	(22,037)
Reclassified as held for sale	(88,228)	—	—	—	(88,228)
At December 31, 2025	139,044	30,311	19,215	22,581	211,151
CARRYING AMOUNT					
At December 31, 2023	401,763	11,198	17,088	3,136	433,185
At December 31, 2024	826,448	33,561	23,995	13,775	897,779
At December 31, 2025	820,461	117,662	22,671	35,056	995,850

The above items of property, plant and equipment, after taking into account the residual value, are depreciated on a straight-line basis at the following rates per annum:

Production vehicles	11.88%-19.00%
Autonomous intelligent devices	31.67%
Machinery, equipment and other vehicles	19.00%-31.67%
Office equipment, computers and others	11.88%-40.00%

As at December 31, 2023, 2024 and 2025, the carrying amount of property, plant and equipment of RMB165,942,000, RMB602,151,000 and RMB760,142,000, respectively, are pledged to other financial institutions as collaterals for the Group's borrowings relating to sale-and-leaseback transactions.

Impairment assessment

The management of the Group concluded there was an indication of impairment when the financial performance of the CGUs was not in accordance with expectation or the utilization of the production vehicles was not in accordance with expectation. As a result, impairment assessments for certain CGUs and production vehicles were conducted respectively.

For the CGUs, the management of the Group prepared a cash flow projection based on management best estimation and determined such property, plant and equipment and right-of-use assets were not impaired. Reasonable possible changes in key assumptions will not lead to the property, plant and equipment and right-of-use assets impairment loss as of December 31, 2023, 2024 and 2025. The management of the Group also considered the utilization of the production vehicles was not in accordance with expectation, the recoverable amounts of the production vehicles have been determined based on their fair value less costs of disposal. The management of the Group estimated the fair value less costs of disposal of the assets based on the recent transaction prices for similar assets adjusted for nature, location and conditions of the assets. The fair value measurement is categorised into Level 3 fair value hierarchy. During the year ended December 31, 2024, the relevant assets were impaired to their recoverable amount of RMB42,411,000 with impairment of RMB18,450,000 being recognised in profit or loss.

The Company

	Production vehicles	Autonomous intelligent devices	Machinery, equipment and other vehicles	Office equipment, computers and others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST					
At January 1, 2023	59,065	17,971	3,282	2,895	83,213
Additions	189,794	2,751	7,433	2,041	202,019
Disposals	(2,673)	—	—	—	(2,673)
At December 31, 2023	246,186	20,722	10,715	4,936	282,559
Additions	156,431	30,889	2,577	8,807	198,704
Disposals	(134,686)	(12,605)	(2,346)	—	(149,637)
At December 31, 2024	267,931	39,006	10,946	13,743	331,626
Additions	97,982	123,852	7,273	25,105	254,212
Disposals	(142,019)	(16,657)	(2,646)	(769)	(162,091)
Reclassified as held for sale	(54,292)	—	—	—	(54,292)
At December 31, 2025	169,602	146,201	15,573	38,079	369,455
DEPRECIATION AND IMPAIRMENT					
At January 1, 2023	8,064	4,087	909	862	13,922
Charge for the year	15,720	5,448	1,730	998	23,896
Eliminated on disposals	(748)	—	—	—	(748)
At December 31, 2023	23,036	9,535	2,639	1,860	37,070
Charge for the year	19,379	6,641	3,009	4,283	33,312
Eliminated on disposals	(18,983)	(9,160)	(847)	—	(28,990)
Impairment loss recognised in profit or loss	900	—	—	—	900
At December 31, 2024	24,332	7,016	4,801	6,143	42,292
Charge for the year	36,944	26,102	2,761	10,102	75,909
Eliminated on disposals	(8,608)	(2,988)	(314)	(188)	(12,098)
Reclassified as held for sale	(13,985)	—	—	—	(13,985)
At December 31, 2025	38,683	30,130	7,248	16,057	92,118
CARRYING AMOUNT					
At December 31, 2023	223,150	11,187	8,076	3,076	245,489
At December 31, 2024	243,599	31,990	6,145	7,600	289,334
At December 31, 2025	130,919	116,071	8,325	22,022	277,337

The above items of property, plant and equipment, after taking into account the residual value, are depreciated on a straight-line basis at the following rates per annum:

Production vehicles	11.88%-19.00%
Autonomous intelligent devices	31.67%
Machinery, equipment and other vehicles	19.00%-31.67%
Office equipment, computers and others	11.88%-40.00%

As at December 31, 2023, 2024 and 2025, the carrying amount of property, plant and equipment of RMB35,802,000, RMB34,133,000 and RMB13,360,000, respectively, are pledged to other financial institutions as collaterals for the Company's borrowings relating to a sale-and-leaseback transaction.

17B. ASSETS CLASSIFIED AS HELD FOR SALE**The Group**

In late September 2025, the Group entered into a letter of intent for the proposed sale of 190 mining trucks, the trucks were originally used in normal operating under the Company-provided Fleet Model with ongoing contract. Following the execution of the letter of intent, the trucks subject to the proposed transaction are scheduled to be delivered in batches within twelve months. The trucks involved primarily comprised earlier-generation vehicles that were originally deployed for pilot testing, demonstration purposes and early-stage operational validation. As the Group's technology and product offerings have continued to evolve, these vehicles were no longer optimally aligned with the Group's current technical roadmap.

Accordingly, the Group classified these vehicles as non-current assets held for sale and, in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations, measured them at the lower of their carrying amount and fair value less costs to sell, and recognised an impairment loss of RMB118.4 million which included in other gains or losses as set out in Note 8. After that, the carrying amount of assets classified as held for sale of the Group is amounting to RMB117,699,000 as at December 31, 2025 which includes RMB25,398,000 belonging to the Company. Up to the reporting date, formal sales contracts for 120 mining trucks have been signed, and delivery of these trucks has been completed.

18. RIGHT-OF-USE ASSETS**The Group**

	Leased properties	Production vehicles	Total
	RMB'000	RMB'000	RMB'000
Carrying amount at January 1, 2023	–	–	–
Additions	1,956	–	1,956
Depreciation charge	(267)	–	(267)
Carrying amount at December 31, 2023	1,689	–	1,689
Additions	6,259	–	6,259
Depreciation charge	(2,177)	–	(2,177)
Carrying amount at December 31, 2024	5,771	–	5,771
Additions	18,060	53,728	71,788
Depreciation charge	(6,588)	(33,308)	(39,896)
Carrying amount at December 31, 2025	17,243	20,420	37,663

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Expense relating to short-term leases	19,943	79,628	14,801
Total cash outflow for leases	19,990	82,978	47,339

For the Track Record Period, the Group leased various offices and production vehicles for its operations. Lease contracts were entered into for fixed term of 13 months to 4 years. Lease terms were negotiated on an individual basis and contained a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applied the definition of a contract and determined the period for which the contract was enforceable.

The Group regularly entered into short-term leases for certain vehicles, properties and office equipment. As at December 31, 2023, 2024 and 2025, the portfolio of short-term leases was similar to the portfolio of short-term leases to which the short-term lease expense was disclosed above.

The Group applies judgement to determine the lease term for lease contracts in which it is a lessee that include renewal option, specifically, the leases relating to production vehicles. The assessment of whether the Group is reasonably certain to exercise renewal options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised. Reassessment is performed upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the Group and that affects the assessment.

The Group's lease agreements do not contain any variable lease payments or purchase option for lessee.

The management of the Group conducted impairment assessment on relevant right-of-use assets in a way disclosed in Note 17 and no impairment has been recognised.

The Company

	Leased properties
	RMB'000
Carrying amount at January 1, 2023	–
Additions	1,828
Depreciation charge	(249)
Carrying amount at December 31, 2023	1,579
Additions	1,508
Depreciation charge	(1,540)
Carrying amount at December 31, 2024	1,547
Additions	18,060
Depreciation charge	(4,794)
Carrying amount at December 31, 2025	14,813

19. INTANGIBLE ASSETS**The Group**

	Software
	RMB'000
COST	
At January 1, 2023	1,729
Additions	117
At December 31, 2023	1,846
Additions	81
At December 31, 2024	1,927
Additions	1,682
Disposals	(7)
At December 31, 2025	3,602
AMORTISATION	
At January 1, 2023	245
Charge for the year	172
At December 31, 2023	417
Charge for the year	193
At December 31, 2024	610
Charge for the year	241
At December 31, 2025	851
CARRYING AMOUNT	
At December 31, 2023	1,429
At December 31, 2024	1,317
At December 31, 2025	2,751

The above intangible assets have finite useful lives and are amortised on a straight-line basis over 3-10 years.

The Company

	Software
	<i>RMB'000</i>
COST	
At January 1, 2023	1,729
Additions	117
At December 31, 2023	1,846
Additions	14
At December 31, 2024	1,860
Additions	1,665
At December 31, 2025	3,525
AMORTISATION	
At January 1, 2023	245
Charge for the year	172
At December 31, 2023	417
Charge for the year	191
At December 31, 2024	608
Charge for the year	234
At December 31, 2025	842
CARRYING AMOUNT	
At December 31, 2023	1,429
At December 31, 2024	1,252
At December 31, 2025	2,683

The above intangible assets have finite useful lives and are amortised on a straight-line basis over 3-10 years.

20. DEFERRED TAX ASSETS/LIABILITIES**The Group**

Deferred tax assets have not been recognised in respect of the following items:

	As at December 31,		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Tax losses	754,446	1,064,113	1,611,560
Deductible temporary differences	24,605	63,974	190,462

Unrecognised tax losses with expiry dates are disclosed in the following table.

	As at December 31,		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
2026	8,191	8,191	8,191
2027	36,869	35,681	35,681
2028	57,294	46,947	46,947
2029	19,700	289,450	289,450
2030	28,516	28,516	554,316
2031	75,660	75,660	75,660
2032	213,304	213,304	213,304
2033	314,912	314,912	314,912
2034	—	51,452	51,452
2035	—	—	21,647
Total	754,446	1,064,113	1,611,560

The Company

Deferred tax assets have not been recognised in respect of the following items:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Tax losses	588,482	737,651	1,024,999
Deductible temporary differences	12,434	23,240	49,330

Unrecognised tax losses with expiry dates are disclosed in the following table.

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
2028	1,335	1,335	1,335
2029	19,700	168,869	168,869
2030	28,516	28,516	315,864
2031	75,660	75,660	75,660
2032	213,304	213,304	213,304
2033	249,967	249,967	249,967
Total	588,482	737,651	1,024,999

21. INVESTMENT IN A JOINT VENTURE**The Group**

	As at December 31, 2024	As at December 31, 2025
	RMB'000	RMB'000
Cost of investment in a joint venture	6,600	6,600
Share of post-investment (loss)/profit and other comprehensive expense	(3)	6,396
	6,597	12,996

The details of the investment in the joint venture as of December 31, 2024 and 2025 are as follows:

Name of entity	Place of incorporation and principal place of operation	Principal activity	Proportion of ownership interest held by the Group	Proportion of voting rights held by the Group
Xinjiang Lanbang Engineering Construction Co., LTD (新疆 藍邦工程建築有限公司) ("Xinjiang Lanbang")*	Mainland China	Engineering Management Services	33%	33%

* English names is for identification purpose only.

Set out below is the summarised financial information of the joint venture. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRS Accounting Standards. The joint venture is accounted for using the equity method in these consolidated financial statements.

Xinjiang Lanbang

	As at December 31, 2024	As at December 31, 2025
	RMB'000	RMB'000
Summarised statement of financial position		
Current assets	19,997	148,371
Non-current assets	65,230	97,287
Current liabilities	65,235	135,481
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	19,745	16,000
	Year ended December 31, 2024	Year ended December 31, 2025
	RMB'000	RMB'000
Summarised statement of profit or loss and other comprehensive expense		
Revenue	–	154,701
(Loss)/profit for the year	(8)	19,391
Total comprehensive (expense)/income for the year	(8)	19,391

Reconciliation of the above summarized financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

	As at December 31, 2024	As at December 31, 2025
	RMB'000	RMB'000
Net assets of Xinjiang Lanbang	19,992	39,381
Proportion of the Group's ownership interest in Xinjiang Lanbang	33%	33%
The Group's share of net assets and carrying amount of Xinjiang Lanbang	6,597	12,996

22. INVENTORIES

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Raw materials	8,500	50,090	129,913
Contract cost in progress	–	879	564
Less: provision	–	(410)	(2,502)
Total	8,500	50,559	127,975

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Raw materials	6,841	27,613	84,047
Contract cost in progress	—	253	530
Less: provision	—	(273)	(1,141)
Total	<u>6,841</u>	<u>27,593</u>	<u>83,436</u>

23. TRADE AND NOTE RECEIVABLES

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current:			
Trade receivables	52,372	417,306	858,093
Note receivables (note ii)	63,573	211,672	209,198
Less: Allowance for credit losses	(536)	(9,294)	(25,229)
Current total	<u>115,409</u>	<u>619,684</u>	<u>1,042,062</u>
Non-current:			
Trade receivables (note i)	—	—	49,689
Less: Allowance for credit losses	—	—	(1,093)
Non-current total	<u>—</u>	<u>—</u>	<u>48,596</u>
Total	<u>115,409</u>	<u>619,684</u>	<u>1,090,658</u>

Note i: As of December 31, 2025, non-current trade receivables with present value of RMB49,689,000 are generated from a long-term instalment collection arrangement of a sale and leaseback transaction which satisfied the requirements as a sale. The non-current trade receivables will be collected in five installments of RMB 12,000,000 over the next forty-one months. In the opinion of the Directors, the age of non-current trade receivables are disclosed within six months as it have not yet reached the due date.

Note ii: As at December 31, 2023, 2024 and 2025, the Group's note receivables were transferred to banks or suppliers by discounting/endorsing on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to note receivables, it continues to recognise the full carrying amount of the note receivables which amounted to RMB63,073,000, RMB151,070,000 and RMB104,161,000 as at December 31, 2023, 2024 and 2025.

As at January 1, 2023, carrying amount of trade receivables from contracts with customers amounted to RMB20,057,000.

The Group primarily allows a credit period up to 90 days, except for certain credit worthy customers, where the credit periods are extended to a longer period. The following is an aged analysis of trade receivables based on dates of receiving customer confirmation for delivery or rendering of services at the end of each reporting period.

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 6 months	52,348	411,848	695,627
6 months-12 months	11	4,490	158,865
1-2 years	—	968	52,322
Over 2 years	13	—	968
Total	<u>52,372</u>	<u>417,306</u>	<u>907,782</u>

As of December 31, 2023, 2024 and 2025, included in the Group's trade receivable balances are debtors with an aggregate carrying amount of RMB1,654,000, RMB113,942,000 and RMB166,423,000 respectively which are past due as at the reporting date. Out of the past due balances, RMB11,000, RMB4,400,000 and RMB106,774,000 has been past due 90 days or more. Those past due are not considered as in default as there has not been a significant change in credit quality and the amounts are considered recoverable.

Details of impairment assessment of trade receivables and note receivables during the Track Record Period are set out in Note 39.

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current			
Trade receivables	41,479	264,019	494,313
Note receivables	54,073	94,130	157,402
Less: Allowance for credit losses	(427)	(6,229)	(17,069)
Current total	<u>95,125</u>	<u>351,920</u>	<u>634,646</u>
Non-current			
Trade receivables	—	—	49,689
Less: Allowance for credit losses	—	—	(1,093)
Non-current total	<u>—</u>	<u>—</u>	<u>48,596</u>
Total	<u>95,125</u>	<u>351,920</u>	<u>683,242</u>

As at January 1, 2023, carrying amount of trade receivables from contracts with customers amounted to RMB14,012,000.

The following is an aged analysis of trade receivables based on dates of receiving customer confirmation for delivery or rendering of services at the end of each reporting period.

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 6 months	41,456	258,561	394,376
6 months-12 months	11	4,490	143,453
1-2 years	—	968	5,205
Over 2 years	12	—	968
Total	<u>41,479</u>	<u>264,019</u>	<u>544,002</u>

24. TRANSFERS OF FINANCIAL ASSETS

The Group

As at December 31, 2023, 2024 and 2025, the Group's note receivables were transferred to banks or suppliers by discounting/endorsing on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to note receivables, it continues to recognise the full carrying amount of the note receivables which amounted to RMB17,160,000, RMB72,785,000 and RMBnil and related bank borrowings as at December 31, 2023, 2024 and 2025, and also continues to recognise the full carrying amount of the note receivables which amounted to RMB45,913,000, RMB78,285,000 and RMB104,161,000 and related trade payables as at December 31, 2023, 2024 and 2025.

The Company

As at December 31, 2023, 2024 and 2025, the Company's note receivables were transferred to banks or suppliers by discounting/endorsing on a full recourse basis. As the Company has not transferred the significant risks and rewards relating to note receivables, it continues to recognise the full carrying amount of the note receivables which amounted to RMB17,160,000, RMB26,086,000 and RMBnil and related bank borrowings as at December 31, 2023, 2024 and 2025, and also continues to recognise the full carrying amount of the note receivables which amounted to RMB36,413,000, RMB41,416,000 and RMB58,490,000 and related trade payables as at December 31, 2023, 2024 and 2025.

25. CONTRACT ASSETS

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Carrying amount	8,237	9,994	14,793
Less: Allowance for credit losses	(82)	(2,187)	(2,657)
Total	<u>8,155</u>	<u>7,807</u>	<u>12,136</u>

Contract assets are generally the final payments of revenue contracts which are due at the end of the quality assurance period within one year. Contract assets are recorded as the Group has no unconditional right on these amounts of consideration when the revenue is recognised.

As at January 1, 2023, carrying amount of contract assets amounted to RMB2,349,000.

Details of impairment assessment of contract assets during the Track Record Period are set out in Note 39.

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Carrying amount	4,136	8,577	14,387
Less: Allowance for credit losses	(41)	(770)	(2,648)
Total	<u>4,095</u>	<u>7,807</u>	<u>11,739</u>

26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current:			
Other receivables			
– Welfare to be deducted from employees	992	1,496	1,936
– Staff advances	159	967	314
– Refund of cancelled procurement from supplier	8,800	–	–
– Receivable from equity instrument investee	–	2,000	2,000
– Receivables for rebating	800	–	–
– Receivables from other third party	–	–	6,430
– Others	–	53	22
Less: Allowance for credit losses	–	–	–
Total other receivables	<u>10,751</u>	<u>4,516</u>	<u>10,702</u>
Deposits	8,741	33,816	49,136
Prepayment to suppliers	6,918	38,601	21,464
Prepaid expenses	2,210	6,133	8,286
Prepaid other tax expense	36	90	1,306
Deductible input value-added tax (“VAT”)	40,513	83,064	155,621
Deferred issue cost	–	–	3,702
Current total	<u>69,169</u>	<u>166,220</u>	<u>250,217</u>
Non-current:			
Deposits	4,798	6,898	9,911
Prepayments for intangible assets procurement	–	471	1,142
Less: Allowance for credit losses	–	–	–
Non-current total	<u>4,798</u>	<u>7,369</u>	<u>11,053</u>
Total	<u>73,967</u>	<u>173,589</u>	<u>261,270</u>

Details of impairment assessment of deposits and other receivables during the Track Record Period are set out in Note

39.

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current:			
Other receivables			
– Welfare to be deducted from employees	644	739	980
– Staff advances	24	687	272
– Receivables for rebating	800	–	–
– Receivables from other third party	–	–	6,430
Less: Allowance for credit losses	–	–	–
Total other receivables	1,468	1,426	7,682
Deposits	857	8,359	1,817
Prepayment to suppliers	4,853	24,157	15,333
Prepaid expenses	2,042	5,735	5,127
Prepaid other tax expense	36	36	1,144
Deductible input VAT	33,268	18,777	13,786
Deferred issue cost	–	–	3,702
Current total	42,524	58,490	48,591
Non-current:			
Deposits	4,798	3,307	6,586
Prepayments for intangible assets procurement	–	471	1,142
Less: Allowance for credit losses	–	–	–
Non-current total	4,798	3,778	7,728
Total	47,322	62,268	56,319

27. EQUITY INSTRUMENTS AT FVTOCI

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Unlisted equity investments	–	2,000	4,589

The above equity investments represent ordinary shares of unlisted companies. These investments are not held for trading, instead, they are held for long-term strategic purposes. The Directors have elected to designate the equity investment at FVTOCI as they believe that recognising short-term fluctuations in these investments fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realizing their performance potential in the long run.

28A. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash and cash equivalents			
– Bank balances (<i>note i</i>)	67,966	46,027	245,353
Term deposit (<i>note ii</i>)	–	–	94
Restricted bank deposit			
– Guarantee deposits	–	–	4,369
Total	67,966	46,027	249,816

Notes:

- i. As at December 31, 2023, 2024 and 2025, bank balances of the Group carried interest at market rates ranging from 0.01% to 0.55% per annum.
- ii. As of December 31, 2025, the Group holds a six-month term deposit, originally purchased in October 2025, which earns interest at 4.05% per annum.

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash and cash equivalents			
– Bank balances (<i>note i</i>)	61,041	29,915	179,963
Restricted bank deposits			
– Guarantee deposits	–	–	4,369
Total	<u>61,041</u>	<u>29,915</u>	<u>184,332</u>

Note:

- i. As at December 31, 2023, 2024 and 2025, bank balances of the Company carried interest at market rates ranging from 0.02% to 0.55% per annum.

28B. FINANCIAL ASSETS AT FVTPL

Financial assets at FVTPL amounting to RMB69,072,000 are the financial products of structured deposit issued by banks, and are short-term investments with expected rates of return ranging from 1.26% to 1.60%, depending on the market price of underlying financial instruments which include bonds with higher credit ratings, structured deposits and other financial assets. The financial products were classified as financial assets at FVTPL as their contractual cash flows are not solely payments of principal and interest. Details of fair value measurements are set out in Note 39.

29. TRADE AND OTHER PAYABLES

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade payables (<i>note i</i>)	92,527	344,642	486,861
Other tax payables	2,475	2,535	2,589
Salaries, welfare and bonus payable	50,659	79,046	79,518
Other payables			
– Deposits payable	32	9,697	–
– Payables for operating expense	870	1,870	660
– Payables for service fee	2,069	474	–
– Payables for listing expenses and issue costs	–	–	5,874
– Refund liabilities	39,600	12,296	–
– Payables on purchasing non-controlling interests	–	–	4,827
Others	654	868	1,048
	<u>188,886</u>	<u>451,428</u>	<u>581,377</u>

Note i: As at December 31, 2023, 2024 and 2025, the Group's note receivables were transferred to suppliers by endorsing on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to note receivables, it continues to recognise the full carrying amount of note receivables and the related trade payables which amounted to RMB45,913,000, RMB78,285,000 and RMB104,161,000 as at December 31, 2023, 2024 and 2025.

An aged analysis of the Group's trade payables presented based on the invoice date as at the end of each reporting period is as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	92,387	344,012	479,638
1-2 years	140	630	6,826
Over 2 years	–	–	397
	<u>92,527</u>	<u>344,642</u>	<u>486,861</u>

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade payables	68,806	239,374	288,747
Other tax payables	926	1,700	1,772
Salaries, welfare and bonus payable	37,702	69,232	65,319
Other payables			
– Deposits payable	23	9,585	–
– Payables for operating expense	721	1,868	575
– Payables for service fee	2,069	431	–
– Payables for listing expenses and issue costs	–	–	5,874
– Refund liabilities	39,600	12,296	–
Others	648	803	813
	<u>150,495</u>	<u>335,289</u>	<u>363,100</u>

An aged analysis of the Company's trade payables presented based on the invoice date as at the end of each reporting period is as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	68,740	238,977	282,178
1-2 years	66	397	6,172
Over 2 years	–	–	397
	<u>68,806</u>	<u>239,374</u>	<u>288,747</u>

30. LEASE LIABILITIES**The Group**

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Lease liabilities payable:			
Within one year	1,483	2,751	42,690
Within a period of more than one year but not exceeding two years	433	1,959	6,471
Within a period of more than two years but not exceeding five years	–	240	3,550
	<u>1,916</u>	<u>4,950</u>	<u>52,711</u>
Analysed as:			
Amounts due for settlement within one year shown under current liabilities	1,483	2,751	42,690
Amounts due for settlement after one year shown under non-current liabilities	433	2,199	10,021

The lease liabilities of approximately RMB1,916,000, RMB4,950,000 and RMB52,711,000 are secured by the rental deposits of approximately RMB503,000, RMB986,000 and RMB6,251,000, respectively as at December 31, 2023, 2024 and 2025.

The incremental borrowing rates applied to lease liabilities range from 3.35% to 8.77% for each of the years ended December 31, 2023, 2024 and 2025 respectively.

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Lease liabilities payable:			
Within one year	1,442	996	7,543
Within a period of more than one year but not exceeding two years	401	533	6,316
Within a period of more than two years but not exceeding five years	—	73	3,550
	<u>1,843</u>	<u>1,602</u>	<u>17,409</u>
Analysed as:			
Amounts due for settlement within one year shown under current liabilities	<u>1,442</u>	<u>996</u>	<u>7,543</u>
Amounts due for settlement after one year shown under non-current liabilities	<u>401</u>	<u>606</u>	<u>9,866</u>

The lease liabilities of approximately RMB1,843,000, RMB1,602,000 and RMB17,409,000 are secured by the rental deposits of approximately RMB503,000, RMB593,000 and RMB861,000, respectively as at December 31, 2023, 2024 and 2025.

The incremental borrowing rates applied to lease liabilities range from 3.35% to 4.20% for each of the years ended December 31, 2023, 2024 and 2025 respectively.

31. FINANCIAL LIABILITIES AT FVTPL**The Group and the Company**

The Company entered into share subscription agreement with independent investors and issued nine series (the “Series Angel”, “Series Pre-A”, “Series A”, “Series B-1”, “Series B-2”, “Series B-3”, “Series C”, “Series C+” and “Series C++”, respectively) of shares with preferred rights from year 2020 to 2024. The Company had received the consideration of RMB443.2 million and RMB320.0 million during the years ended December 31, 2023 and 2024.

Fair value for each series at the end of each year of Track Record Period are as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Non-current liabilities			
Series Angel	172,823	—	—
Series Pre-A	108,993	—	—
Series A	174,156	—	—
Series B-1	111,199	—	—
Series B-2	44,852	—	—
Series B-3	60,231	—	—
Series C	256,614	26,267	—
Series C+	127,000	—	—
Total	<u>1,055,868</u>	<u>26,267</u>	<u>—</u>

Series Angel

In May 2020, the Company entered into Series Angel share subscription agreement with a controlling shareholder. The Company issued 8,823,530 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB64.20 million, representing 15.00% of the ownership of The Company on a fully diluted basis. The shares of Series Angel only have liquidation preference at initial recognition, but it has been subsequently supplemented with preferred rights as stipulated in the subscription agreement of Series A investment.

Series Pre-A

In June 2020, the Company entered into Series Pre-A share subscription agreement with third-party investors. The Company issued 5,347,594 ordinary shares at RMB1.00 per share for a total cash proceed of RMB50.00 million, representing 8.34% of the ownership of the Company on a fully diluted basis. The Series Pre-A shares have no preferred rights at initial recognition, but it has been subsequently supplemented with preferred rights as stipulated in the subscription agreement of Series A investment.

Series A

In November 2020, the Company entered into Series A share subscription agreement with third-party investors. The Company issued 7,897,984 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB80.00 million, representing 10.96% of the ownership of the Company on a fully diluted basis.

Series B-1

In June 2021, the Company entered into Series B-1 share subscription agreement with third-party investors. The Company issued 3,554,300 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB94.00 million, representing 4.70% of the ownership of the Company on a fully diluted basis.

Series B-2

In May 2022, the Company entered into Series B-2 share subscription agreement with a third-party investor. The Company issued 1,185,827 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB44.00 million, representing 1.54% of the ownership of the Company on a fully diluted basis.

Series B-3

In February 2023, the Company entered into Series B-3 share subscription agreement with third-party investors. The Company issued 1,561,788 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB61.00 million, representing 1.99% of the ownership of the Company on a fully diluted basis.

Series C

In September 2023, the Company entered into Series C share subscription agreement with a controlling shareholder and third-party investors. The Company issued 6,250,089 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB255.20 million, representing 7.39% of the ownership of the Company on a fully diluted basis.

Series C+

In November 2023, the Company entered into Series C+ share subscription agreement with third-party investors. The Company issued 3,110,350 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB127.00 million, representing 3.55% of the ownership of the Company on a fully diluted basis.

Series C++

In March 2024, the Company entered into Series C++ share subscription agreement with third-party investors. The Company issued 7,837,102 shares with preferred rights at RMB1.00 per share for a total cash proceed of RMB320.00 million, representing 8.20% of the ownership of the Company on a fully diluted basis.

During the Track Record Period, the rights, preferences and privileges of Series Angel, Series Pre-A, Series A, Series B-1, Series B-2, Series B-3, Series C, Series C+ and Series C++ shares with preferred rights are consistent and details are set out as follows:

(a) Anti-dilution rights

When the Company intends to increase its registered capital through capital increase and share expansion, issuance of new shares or issuance of convertible bonds, if the subscription price for each RMB registered capital of such subsequent capital increased is lower than the subscription price corresponding to each RMB registered capital invested by each series of investors, the investors have the rights to require (i) the Company to issue new paid-in capital at the lowest price allowed by the law to the Investors; or (ii) the Controlling Shareholders to jointly and severally transfer a certain proportion of the Company's shares to the investors free of charge to adjust investors' subscription price of each RMB registered capital.

(b) Liquidation preference

In the event of any liquidation, dissolution or winding up of the Company, the investors of the shares with preferred rights shall be entitled to receive the liquidation preference amount, prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of ordinary shares. The liquidation price shall be the higher of (i) share subscription consideration paid, plus accrued interest at simple rate per annum, together with accumulated dividends declared but not distributed; and (ii) the product of all the Company's assets and funds legally available for distribution multiplied by the Investor's shareholding proportion of the total shares with preferred rights.

(c) Redemption rights

The investors of shares with preferred rights have the right to require the Company or the Controlling Shareholders jointly or separately to repurchase the shares if:

- (i) A qualified initial public offering has not been consummated on the stock exchange market before December 31, 2028;
- (ii) Any holder of the shares with preferred rights has exercised its redemption rights;
- (iii) There is a material breach of any transaction documents or material violation of applicable laws by any companies comprising in the Group and the Controlling Shareholders or violation has caused a material adverse effect to the Group or the investors;
- (iv) Other serious breaches of the contract occurred, and failed to correct after 30 days from the date of written notice requested by any investor;

The redemption price of each series of shares with preferred rights shall be the sum of (A) one hundred percent of issue price of each round, (B) ten percent (Series C++, eight percent) simple annual interest of the corresponding issue price commencing from issue date and (C) all dividends declared and unpaid with respect to per series shares with preferred rights then held by such investors.

Presentation and Classification

The shares with preferred rights were valued by the Directors with reference to valuation carried out by independent qualified professional valuer, AVISTA Valuation Advisory Limited, who has appropriate qualifications and experiences in valuation of similar instruments. The Company used the back-solve method as of December 31, 2023 and 2024 to determine the underlying share value of the Company and performed an equity allocation based on option pricing model to arrive the fair value of the shares with preferred rights as of the dates of issuance and at the end of each year of Track Record period.

Back-solve method is used by the Directors with reference to the issuance price of third party financing close to the valuation date. The Directors determined the underlying share value as of December 31, 2023 and 2024 with reference of the issue price of each series of shares with preferred rights.

Key valuation assumptions are set out as below:

	As at December 31,	
	2023	2024
Risk-free interest rate	2.30%	1.55%
Expected volatility value.	47.95%	50.62%
DLOM under liquidation scenario	18.00%	18.00%
DLOM under redemption scenario	18.00%	18.00%
DLOM under listing scenario	18.00%	18.00%
Possibilities under liquidation scenario	27.50%	27.50%
Possibilities under redemption scenario	27.50%	27.50%
Possibilities under listing scenario	45.00%	45.00%

Movement of financial liabilities at FVTPL during the Track Record Period is set out in Note 39.

The Directors estimated the risk free interest rate based on the yield of the Chinese treasury bonds with a maturity life close to period from the respective valuation dates to the expected liquidation dates, redemption dates and listing dates as at December 31, 2023 and 2024. Volatility was estimated on each valuation date based on average of historical volatilities of the comparable companies in the same industry for a period from the respective valuation dates to expected liquidation dates, redemption dates and listing dates. The DLOM was estimated based on the option-pricing method.

On November 30, 2024, except for 612,274 shares with preferred rights which held by a series C investor, the rights, preferences and privileges which mentioned above of all series of shares with preferred rights have been released and the Company completed share reform that 44,956,290 shares with preferred rights have been converted into the ordinary shares of the Company on conversion ratio of 1:1.

In March 2025, the remaining 612,274 shares with preferred rights as of December 31, 2024 have been subsequently converted into ordinary shares on conversion ratio of 1:1 as the preferred rights were released with the transfer of shares between shareholders, and financial liabilities at FVTPL have no balance as at December 31, 2025.

32A. BORROWINGS

The Group

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Bank borrowings	48,671	393,790	473,517
Bank borrowings relating to bills discounted with recourse	17,160	72,785	—
Other borrowings relating to a sale-and-leaseback transaction	177,225	656,608	830,465
Borrowings from other financial institution	30,000	—	—
	<u>273,056</u>	<u>1,123,183</u>	<u>1,303,982</u>
Guaranteed.	28,553	373,790	30,000
Secured.	—	—	—
Guaranteed and secured	227,343	656,608	830,465
Unguaranteed and unsecured	17,160	92,785	443,517
	<u>273,056</u>	<u>1,123,183</u>	<u>1,303,982</u>

Notes:

- i. The secured borrowings were secured by the pledge of property, plant and equipment, trade receivables, a portion of shares of the Company and investment in subsidiaries and equity investment of other third-party owned by Ms. Liu Dongmei.
- ii. The guaranteed borrowings were guaranteed by one or more of the following: the controlling shareholders of the Company (Mr. Lan Shuisheng, Ms. Liu Dongmei, and Mr. Zhang Lei), Ms. Hong Weiqi, and certain subsidiaries of the Group. Up to December 31, 2025, the guarantee provided by Mr. Lan Shuisheng, Ms. Liu Dongmei, Mr. Zhang Lei, and Ms. Hong Weiqi had been released.

The carrying amounts of the above borrowings are analysed based on contractual repayment date as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
The carrying amounts of the borrowings are repayable:			
Within one year	166,499	676,535	688,638
Within a period of more than one year but not exceeding two years	71,677	257,696	358,924
Within a period of more than two years but not exceeding five years	34,880	188,952	256,420
	<u>273,056</u>	<u>1,123,183</u>	<u>1,303,982</u>

The exposure of the Group's borrowings are as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Fixed-rate borrowings	134,491	597,384	379,158
Variable-rate borrowings	138,565	525,799	924,824
	<u>273,056</u>	<u>1,123,183</u>	<u>1,303,982</u>

The ranges of effective interest rates on the Group's borrowings are as follows:

	As at December 31,		
	2023	2024	2025
Fixed-rate borrowings	1.60%~ 7.20%	0.80%~ 6.20%	2.10%~ 6.19%
Variable-rate borrowings	6.10%	3.00%~ 6.10%	1.55%~ 6.10%

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Bank borrowings	48,671	373,790	473,517
Bank borrowings relating to bills discounted with recourse	17,160	26,086	—
Other borrowings relating to a sale-and-leaseback transaction	25,953	15,690	5,376
Borrowings from other financial institution	30,000	—	—
	<u>121,784</u>	<u>415,566</u>	<u>478,893</u>
Guaranteed.	28,553	353,790	30,000
Secured.	—	—	—
Guaranteed and secured	76,071	15,690	5,376
Unguaranteed and unsecured	17,160	46,086	443,517
	<u>121,784</u>	<u>415,566</u>	<u>478,893</u>

Notes:

- i. The secured borrowings were secured by the pledge of property, plant and equipment, trade receivables, a portion of shares of the Company and investment in subsidiaries and equity investment of other third-party owned by Ms. Liu Dongmei.
- ii. The guaranteed borrowings were guaranteed by the controlling shareholders of the Company, Mr. Lan Shuisheng and/or Ms. Liu Dongmei and/or certain subsidiaries of the Group. Up to December 31, 2025, the guarantee provided by Mr. Lan Shuisheng and Ms. Liu Dongmei had been released.

The carrying amounts of the above borrowings are analysed based on contractual repayment date as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
The carrying amounts of the borrowings are repayable:			
Within one year	106,094	390,375	336,593
Within a period of more than one year but not exceeding two years	10,299	5,391	—
Within a period of more than two years but not exceeding five years	5,391	19,800	142,300
	<u>121,784</u>	<u>415,566</u>	<u>478,893</u>

The exposure of the Company's borrowings are as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Fixed-rate borrowings	67,855	299,886	179,600
Variable-rate borrowings	53,929	115,680	299,293
	<u>121,784</u>	<u>415,566</u>	<u>478,893</u>

The ranges of effective interest rates on the Company's borrowings are as follows:

	As at December 31,		
	2023	2024	2025
Fixed-rate borrowings	1.60%~ 7.00%	0.80%~ 4.00%	2.10%~ 3.80%
Variable-rate borrowings	6.10%	6.10%	1.55%~ 6.10%

32B. DEFERRED INCOME

In September 2025, the Group received a government grant of RMB2.85 million, awarded to support the high-quality development of high-tech enterprises. As the qualifying expenditures have not yet been incurred and the grant is intended to compensate for future costs, the amount has been recognised as deferred income. The deferred income will be transferred to the statement of profit or loss on a systematic basis over the periods in which the related expenditures are incurred. In 2025, RMB1,267,000 of deferred income was amortised and recognised in profit or loss for the year as a reduction of research and development expenses.

33. PAID-IN CAPITAL/SHARE CAPITAL

	Number of issued shares	Number of fully paid shares	Paid-in capital/ Share capital
	'000	'000	RMB'000
Ordinary shares of RMB1.00 each			
Issued/fully paid:			
As at January 1, 2023 and December 31, 2023 . .	50,000	10,000	10,000
Capital contribution from shareholders (note ii).	—	40,000	40,000
Conversion of shares with preferred rights (note i).	44,956	44,956	44,956
As at December 31, 2024	94,956	94,956	94,956
Capital contribution from shareholders (note iii). .	26,169	26,169	26,169
Conversion of shares with preferred rights (note 31).	612	612	612
As at December 31, 2025	121,737	121,737	121,737

Notes:

- i. On November 30, 2024, the shares with preferred rights with par value of RMB1.00 have been converted into 44,956,290 ordinary shares on conversion ratio of 1:1, as set out in Note 31. The respective share capital amount was approximately RMB44,956,290 and share premium arising from the conversion was approximately RMB1,370,713,000, based on the fair value of shares with preferred rights on the conversion date that was determined by valuation price.
- ii. The controlling shareholders, Mr. Lan Shuisheng and Mr. Zhang Lei, subscribed for 40,000,000 shares at RMB1.00 per share in January 2020. In April 2020, the controlling shareholders transferred 10,000,000 shares from the aforementioned holdings to Ningbo Meishan Bonded Port Nanying Investment Management Partnership Enterprise (Limited Partnership)* (寧波梅山保稅港區南英投資管理合夥企業(有限合夥)), which was used as employee incentive platforms, as set out in Note 34. Before November 30, 2024, Mr. Zhang Lei was the general partner of the Ningbo Meishan Bonded Port Nanying Investment Management Partnership Enterprise (Limited Partnership), and the exercised payment of share option scheme received by Mr. Zhang Lei has not been paid to the Group as the share capital before 2023. On November 30, 2024, Ningbo Meishan Bonded Port Nanying Investment Management Partnership Enterprise (Limited Partnership) has completed the capital contribution of 10,000,000 subscribed shares.

The controlling shareholders fully paid the capital contribution of 30,000,000 subscribed shares during the year 2024 which amounts to RMB30,000,000.

- iii. In June 2025, the Company entered into new investment agreements (the "Series D and D+ Financing") with the controlling shareholder and third-party investors, with issuance of 8,959,327 ordinary shares at total consideration of RMB411,847,000.

In July 2025, the Company issued 1,078,319 ordinary shares at total consideration of RMB50,000,000 to a new third-party investor as part of series D+ financing. In August 2025, the Company issued 16,131,558 ordinary shares at total consideration of RMB763,760,000 to other new third-party investors of series D++ financing.

All of the investment consideration has been received by the Group as of December 31, 2025.

34. EQUITY-SETTLED SHARE-BASED PAYMENTS

In January 2019, the share incentive plan was approved and adopted by the Group, which included share option scheme and RSUs scheme (the "Share Incentive Plan"). A total number of 10,000,000 shares, which included 9,513,010 share options and 486,990 RSUs, were planned to grant to the employees and the business consultants. On November 30, 2024, the original share option scheme was replaced by the RSUs scheme, of which were included in the same arrangement. The terms of the Share Incentive Plan were the same under the original share option scheme and the RSUs scheme. The RSUs scheme was with the same participants as the original share option scheme, and the RSUs scheme was issued at a fair value that is broadly consistent with the fair value of the replaced share option scheme determined at the replacement date.

Since 2020, Ningbo Meishan Bonded Port Nanyang Investment Management Partnership Enterprise (Limited Partnership), was used as the employee incentive platforms to hold the ordinary shares under the Share Incentive Plan.

The table below sets forth share-based payments expenses for share options and RSUs during the Track Record Period:

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Share options	15,550	18,985	—
RSUs	727	1,708	13,854
	<u>16,277</u>	<u>20,693</u>	<u>13,854</u>

(a) Details of the employee share option scheme of the Company

As of November 30, 2024, a total number of 9,299,178 shares under the share option scheme granted to grantees will be vested by 25% in sequence over each of the four years on condition that the relevant employees remain in service without any performance requirements. Under the share option scheme, the exercisable period is six months after the vesting of the share option, and the exercise price is 20 percent of grant date share price.

The following tables disclose the details of share options held by existing employees of the Group and movements in such holdings:

	Number of share options	Weighted average grant date fair value
		RMB
Outstanding as of January 1, 2023	5,450,273	5.86
Granted.	2,202,815	13.17
Exercised	(1,936,487)	8.80
Forfeited	(564,387)	7.41
Outstanding as of December 31, 2023	5,152,214	7.74
Granted.	1,145,710	12.30
Exercised	(1,535,760)	11.03
Forfeited	(580,153)	9.19
Transferred to RSUs	(4,182,011)	14.54
Outstanding as of December 31, 2024	—	—

(b) Fair value of share options granted

The valuation of the share option were conducted by the Directors with reference to valuation carried out by independent qualified professional valuer, AVISTA Valuation Advisory Limited, who has appropriate qualifications and experiences in valuation of similar instruments. Options were priced using a binomial option pricing model. The key inputs used to evaluate the grant date fair value are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024
Risk-free interest	2.16%~2.32%	1.38%~1.60%
Expected volatility	<u>41.18%~48.61%</u>	<u>48.36%~52.04%</u>

A share-based payments expenses of RMB15,550,000, RMB18,985,000 for share options has been recognised in profit or loss for the years ended December 31, 2023 and 2024.

(c) Details of the RSUs

A total number of 486,990 shares under the RSUs scheme granted to grantees will be vested by 25% in sequence over each of the four years on condition that the relevant business consultants remain in service without any performance requirements.

The following tables disclose the details of RSUs held by existing employees and business consultants of the Group and movements in such holdings:

	Number of RSUs	Weighted average grant date fair value
		<i>RMB</i>
Outstanding as of January 1, 2023	311,765	8.02
Exercised	(121,748)	8.02
Outstanding as of December 31, 2023	190,017	8.02
Granted.	91,870	12.30
Exercised	(435,250)	10.85
Forfeited	(40,034)	9.19
Transferred from share options	4,182,011	14.54
Outstanding as of December 31, 2024	3,988,614	10.44
Granted.	184,090	35.78
Vested	(1,421,824)	9.79
Forfeited	(281,242)	8.06
Outstanding as of December 31, 2025	2,469,638	14.60

(d) Fair value of RSUs granted

For the years ended December 31, 2023 and 2024, the valuation of the RSUs were conducted by the Directors with reference to valuation reports carried out by independent qualified professional valuer, AVISTA Valuation Advisory Limited, who has appropriate qualifications and experiences in valuation of similar instruments. RSUs for grantees were priced using the value of the ordinary share of the Company which determined by the back-solve method with a DLOM. The key inputs used to evaluate the fair value of RSUs on the grant date are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ended December 31, 2025
DLOM	18%	18%	—
	<u> </u>	<u> </u>	<u> </u>

For the year ended December 31, 2025, the value of ordinary share of the Company was determined based on new financing price of Series D, D+ and D++ Financing.

A share-based payments expenses of RMB727,000, RMB1,708,000 and RMB13,854,000 for RSUs have been recognised in profit or loss for the years ended December 31, 2023, 2024 and 2025, respectively.

35. RETIREMENT BENEFITS SCHEME

The PRC employees of the Group are members of a state-managed retirement benefits scheme operated by the government of the PRC. The Company and its PRC subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the employee benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The amounts of contributions made by the Group in respect of such retirement benefit schemes are disclosed in Note 12.

During the Track Record Period, the Group had no forfeited contributions under the above retirement benefits scheme which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available as at December 31, 2023, 2024 and 2025 under such scheme which may be used by the Group to reduce the contribution payable in future years.

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Financial liabilities at FVTPL	Amounts due to related parties	Borrowings	Lease liabilities	Payables for issue cost	Payables on purchasing non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2023	579,181	50,169	79,000	—	—	—	708,350
Additions	—	—	—	1,940	—	—	1,940
Fair value losses on financial liabilities at FVTPL	33,487	—	—	—	—	—	33,487
Finance costs (Note 9)	—	—	11,429	7	—	—	11,436
Financing cash flows (Note 24)	443,200	(47,143)	182,627	(31)	—	—	578,653
At December 31, 2023	1,055,868	3,026	273,056	1,916	—	—	1,333,866
Additions	—	—	—	6,259	—	—	6,259
Fair value losses on financial liabilities at FVTPL	66,068	—	—	—	—	—	66,068
Finance costs (Note 9)	—	—	28,843	125	—	—	28,968
Conversion of shares with preferred rights to ordinary shares	(1,415,669)	—	—	—	—	—	(1,415,669)
Financing cash flows (Note 24)	320,000	—	821,284	(3,350)	—	—	1,137,934
At December 31, 2024	26,267	3,026	1,123,183	4,950	—	—	1,157,426
Additions	—	12,610	—	79,917	3,702	7,227	103,456
Finance costs (Note 9)	—	—	67,445	382	—	—	67,827
Conversion of shares with preferred rights to ordinary shares	(26,267)	—	—	—	—	—	(26,267)
Financing cash flows (Note 24)	—	(3,026)	113,354	(32,538)	(2,664)	(2,400)	72,726
At December 31, 2025	—	12,610	1,303,982	52,711	1,038	4,827	1,375,168

37. COMMITMENTS

As at December 31, 2023, 2024 and 2025, the Group had the following commitments:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Capital commitments in respect of other equity investments	—	500	—

38. PLEDGE OF ASSETS**The Group**

The Group's borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Carrying amount of:			
Property, plant and equipment	165,942	602,151	760,142
Trade receivable (<i>note</i>)	8,420	58,638	259,773
Investment in subsidiaries	100,000	50,000	–
	<u>274,362</u>	<u>710,789</u>	<u>1,019,915</u>

Note: The Group has pledged its rights to receive mining autonomous driving solutions revenue by certain subsidiaries in favor of other financial institutions to secure other borrowings relating to a sale-and-leaseback transaction granted to the Group which amounted to RMB143,830,000, RMB333,128,000 and RMB586,418,000 as at December 31, 2023, 2024 and 2025, respectively.

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Carrying amount of Property, plant and equipment . .	35,802	34,133	13,360
Trade receivables (<i>note</i>)	4,095	42,221	226,087
	<u>39,897</u>	<u>76,354</u>	<u>239,447</u>

Note: The Company has pledged its rights to receive mining autonomous driving solutions revenue by certain subsidiaries in favor of other financial institutions to secure other borrowings relating to a sale-and-leaseback transaction granted to the Company which amounted to RMB25,953,000, RMB15,690,000 and RMB5,376,000 as at December 31, 2023, 2024 and 2025, respectively.

39. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT**Categories of the financial instruments****The Group**

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Financial assets:			
Financial assets at amortised cost	206,514	772,821	1,417,851
Financial assets at FVTPL	–	–	69,072
Financial assets at FVTOCI	–	2,000	4,589
	<u>–</u>	<u>2,000</u>	<u>4,589</u>
Financial liabilities:			
Financial liabilities at amortised cost	411,834	1,496,056	1,815,862
Financial liabilities at FVTPL	1,055,868	26,267	–
	<u>1,055,868</u>	<u>26,267</u>	<u>–</u>
Lease liabilities.	<u>1,916</u>	<u>4,950</u>	<u>52,711</u>

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Financial assets:			
Financial assets at amortised cost	324,512	1,336,737	2,953,690
Financial assets at FVTPL	–	–	50,034
	<u> </u>	<u> </u>	<u> </u>
Financial liabilities:			
Financial liabilities at amortised cost	279,667	995,187	1,671,457
Financial liabilities at FVTPL	1,055,868	26,267	–
	<u> </u>	<u> </u>	<u> </u>
Lease liabilities.	<u>1,843</u>	<u>1,602</u>	<u>17,409</u>

Financial risk management objectives and policies

The Group's major financial instruments include trade and note receivables, amounts due from related parties, equity instruments at FVTOCI, deposit and other receivables, cash and cash equivalents, restricted bank deposits, financial assets at FVTPL, trade and other payables, amounts due to related parties, borrowings and financial liabilities at FVTPL. The Company's major financial instruments included trade and note receivables, amounts due from related parties, certain deposit and other receivables, cash and cash equivalents, restricted bank deposits, trade and other payables, amounts due to related parties, borrowings and financial liabilities at FVTPL. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (that is, interest rate risk, credit risk and liquidity risk). The policies on how to mitigate these risks are set out below. The Directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk**Interest rate risk**

The Group and the Company's fair value interest rate risk relates primarily to fixed-rate borrowings (Note 32), amounts due from related parties of non-trade nature and lease liabilities (Note 30). The Group and the Company are also exposed to cash flow interest rate risk in relation to bank balances and variable-rate borrowings (Note 32). The Group and the Company's cash flow interest rate risk are mainly concentrated on the fluctuation of interest rates on bank balances and loan prime rate arising from variable-rate borrowings. The Group and the Company manage interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The Directors will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range. The Group's sensitivity to interest rate risk has been determined based on the exposure to interest rates for the borrowings. Bank balances and lease liabilities are excluded from sensitivity analysis as the Directors consider that the exposure of interest rate risk arising from bank balances and lease liabilities are insignificant.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the years ended December 31, 2023, 2024 and 2025 would increase/decrease by RMB520,000 and RMB1,972,000 and RMB3,468,000 respectively. The analysis is prepared assuming that the amount of borrowings outstanding at the end of each year of Track Record Period was outstanding for the whole year.

Other price risk

The Group is exposed to price risk in respect of its financial products issued by banks measured as financial assets at FVTPL. The above financial instruments are exposed to price risk because of changes in market prices, where changes are caused by factors specific to the individual financial instruments or their issuers, or factors affecting all similar financial instruments traded in the market. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise. Other price risk of the Group is immaterial as the fair value change of financial products issued by banks is considered to be insignificant.

Credit risk

The Group's exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is primarily attributable to trade and note receivables, contract assets, amounts due from related parties, deposits and other receivables and cash and cash equivalents.

The Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

The Group's cash and cash equivalents and part of note receivables are deposited with banks or online payment platforms with high credit ratings and the Group has limited exposure to any single financial institution or counterparty.

The Group has concentration of credit risk on trade receivables. As of December 31, 2023, 2024 and 2025, 48.39%, 35.00% and 38.74% of the total trade receivables were due from the Group's largest customer, and 84.79%, 79.35% and 78.31% of the total trade receivables were due from the Group's top five customers, respectively.

In order to minimise the credit risk, the Directors have delegated a team responsible for determination of credit limits and credit approvals, other monitoring procedures to ensure that follow-up action is taken to recover overdue debts and summarise the credit-impaired information for further impairment assessment.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade and note receivables/Contract assets/Amounts due from related parties of trade nature	Other financial assets subject to ECL assessment
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or from external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

The tables below detail the credit risk exposures of the Group's financial assets and contract assets which are subject to ECL assessment:

			Gross carrying amount		
			As at December 31,		
	Internal credit rating	12m or lifetime ECL	2023	2024	2025
			RMB'000	RMB'000	RMB'000
Financial assets at amortised cost					
Trade receivables (Note 23)	Low risk (note i)	Lifetime ECL (provision matrix)	52,372	417,306	907,782
Note receivables (Note 23)	Low risk (note i)	Lifetime ECL (provision matrix)	63,573	211,672	209,198
Contract assets (Note 25)	Low risk (note i)	Lifetime ECL (provision matrix)	8,237	9,994	14,793
Amounts due from related parties of trade nature (Note 41)	Low risk (note i)	Lifetime ECL (provision matrix)	–	65,230	–
Amounts due from related parties of non-trade nature (Note 41)	Low risk	12m ECL	–	–	9,900
Deposits and other receivables (Note 26)	Low risk	12m ECL	23,139	42,767	67,477
Cash and cash equivalents (Note 28)	Low risk	12m ECL	67,966	46,027	245,447
Restricted bank deposits (Note 28)	Low risk	12m ECL	–	–	4,369

Note:

- For trade receivables, note receivables, contract assets and amounts due from related parties of trade nature, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for trade receivables relating to customers with significant doubt on collection of receivables, the Group determine the ECL on these items on a collective basis, grouped by debtors' aging and credit rating.

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment because the debtors consist of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables, note receivables, contract assets and amounts due from related parties of trade nature which are assessed on a collective basis by using provision matrix except for note receivables with high credit rating which has been considered as no impairment. In addition, as at December 31, 2023, 2024 and 2025, no debtors were assessed individually.

Ageing	At December 31, 2023			At December 31, 2024			At December 31, 2025		
	Loss rate	Gross carrying amount	Loss allowance	Loss rate	Gross carrying amount	Loss allowance	Loss rate	Gross carrying amount	Loss allowance
		RMB'000	RMB'000		RMB'000	RMB'000		RMB'000	RMB'000
Within 1 year.	1%	60,596	(605)	2%	489,534	(9,790)	2.2%	877,175	(19,297)
1-2 years	100%	–	–	100%	2,996	(2,996)	15.9%	54,706	(8,714)
Over 2 years	100%	13	(13)	100%	–	–	100%	968	(968)
		<u>60,609</u>	<u>(618)</u>		<u>492,530</u>	<u>(12,786)</u>		<u>932,849</u>	<u>(28,979)</u>

The loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by the Directors to ensure relevant information about specific debtors is updated.

The following table shows the movement in lifetime ECL of the Group that has been recognised for trade and note receivables, contract assets and amounts due from related parties of trade nature under the simplified approach.

	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
	RMB'000	RMB'000	RMB'000
At January 1, 2023	236	–	236
Impairment losses recognised	618	–	618
Impairment losses reversed	(236)	–	(236)
At December 31, 2023	618	–	618
Impairment losses recognised	12,786	–	12,786
Impairment losses reversed	(618)	–	(618)
At December 31, 2024	12,786	–	12,786
Impairment losses recognised	28,979	–	28,979
Impairment losses reversed	(12,786)	–	(12,786)
At December 31, 2025	28,979	–	28,979

The Directors believe that there is no significant increase in credit risk of these amounts of deposits and other receivables and amounts due from related parties of non-trade nature since initial recognition and the Group and the Company provided loss allowance based on 12m ECL. For the years ended December 31, 2023, 2024 and 2025, the Group and the Company assessed the ECL for other receivables and deposits and amounts due from related parties of non-trade nature are insignificant.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a reasonable level of cash and cash equivalents which is deemed adequate by the Directors to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

Taking into account the financial resources available to the Group, including cash and cash equivalents on hand, borrowings and new financing, the Directors believe that the Group will have sufficient financial resources to satisfy its future working capital in the next twelve months from the date of the report.

The following tables detail the Group's remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

	Weighted average interest rate	On demand or within 1 year	Over 1 year but within 2 years	Over 2 years but within 5 years	Total undiscounted cash flows	Total carrying amount
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at December 31, 2023						
Financial liabilities						
Trade and other payables	—	135,752	—	—	135,752	135,752
Amounts due to related parties	—	3,026	—	—	3,026	3,026
Financial liabilities at FVTPL	10.00%-1.60%	—	—	1,125,369	1,125,369	1,055,868
Borrowings	7.20%	179,938	80,281	36,242	296,461	273,056
Subtotal		318,716	80,281	1,161,611	1,560,608	1,467,702
Lease liabilities	4.20%	1,524	451	—	1,975	1,916
Total		<u>320,240</u>	<u>80,732</u>	<u>1,161,611</u>	<u>1,562,583</u>	<u>1,469,618</u>

	Weighted average interest rate	On demand or within 1 year	Over 1 year but within 2 years	Over 2 years but within 5 years	Total undiscounted cash flows	Total carrying amount
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at December 31, 2024						
Financial liabilities						
Trade and other payables	—	369,847	—	—	369,847	369,847
Amounts due to related parties	—	3,026	—	—	3,026	3,026
Financial liabilities at FVTPL	10.00%-0.80%	—	—	38,158	38,158	26,267
Borrowings	6.20%	716,792	285,648	195,611	1,198,051	1,123,183
Subtotal		1,089,665	285,648	233,769	1,609,082	1,522,323
Lease liabilities	4.20%-8.77%	2,905	2,025	243	5,173	4,950
Total		<u>1,092,570</u>	<u>287,673</u>	<u>234,012</u>	<u>1,614,255</u>	<u>1,527,273</u>

	Weighted average interest rate	On demand or within 1 year	Over 1 year but within 2 years	Over 2 years but within 5 years	Total undiscounted cash flows	Total carrying amount
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at December 31, 2025						
Financial liabilities						
Trade and other payables	—	499,270	—	—	499,270	499,270
Amounts due to related parties	—	12,610	—	—	12,610	12,610
Borrowings	1.55%-6.19%	733,092	379,443	262,272	1,374,807	1,303,982
Subtotal		1,244,972	379,443	262,272	1,886,687	1,815,862
Lease liabilities	3.35%-8.77%	42,859	6,982	3,931	53,772	52,711
Total		<u>1,287,831</u>	<u>386,425</u>	<u>266,203</u>	<u>1,940,459</u>	<u>1,868,573</u>

Determination of fair value and fair value hierarchy

HKFRS 13 *Fair Value Measurement* defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurement for assets and liabilities required or permitted to be recorded at fair value, the Group considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

HKFRS 13 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. HKFRS 13 establishes three levels of inputs that may be used to measure fair value.

The level of fair value measurement is determined by the lowest level input that is significant in the overall measurement. As such, the significance of the input should be considered from an overall perspective in the measurement of fair value.

For Level 3 financial instruments, prices are determined using valuation methodologies such as market approach and other similar techniques. Determinations to classify fair value measurement within Level 3 of the valuation hierarchy are generally based on the significance of the unobservable factors to the overall fair value measurement.

The following tables provide the fair value measurement hierarchy of the Group's financial assets and liabilities:

The Group

	Level 1	Level 2	Level 3	Total
	RMB'000	RMB'000	RMB'000	RMB'000
As of December 31, 2023				
Liabilities:				
Financial liabilities at FVTPL	—	—	1,055,868	1,055,868
As of December 31, 2024				
Assets:				
Equity instruments at FVTOCI	—	—	2,000	2,000
Liabilities:				
Financial liabilities at FVTPL	—	—	26,267	26,267
As at December 31, 2025				
Assets:				
Equity instruments at FVTOCI	—	—	4,589	4,589
Financial products issued by banks	—	—	69,072	69,072

The following table gives information about how the fair values of the Group's financial assets are determined (in particular, the valuation techniques and inputs used). The determination of the fair value for shares with preferred rights is set out in Note 31.

Financial assets	Fair value as at			Fair value hierarchy	Valuation technique(s) and key input(s)
	December 31,				
	2023	2024	2025		
	RMB'000	RMB'000	RMB'000		
Equity instruments at FVTOCI	—	2,000	4,589	Level 3	Market approach – fair value estimated based on P/E ratio of comparable listed companies and a liquidity discount rate
Financial products issued by banks . . .	—	—	69,072	Level 3	Discounted cash flow – Future cash flows are estimated based on estimated return

No sensitivity analysis on the significant unobservable input of the equity instruments at FVTOCI and financial products issued by banks are presented as the Directors consider the sensitivity on liquidity discount rate is immaterial.

Fair values of financial liabilities at FVTPL of shares with preferred rights have been determined by using the back-solve method. Major assumptions used in the valuation for the shares with preferred rights are presented in Note 31.

Fair value of the shares with preferred rights is affected by changes in the Company's equity value. If the Company's equity value had increased/decreased by 5% with all other variables held constant, the loss before income tax for the years ended December 31, 2023 and 2024 would have been approximately RMB42,326,000 and RMB1,115,000 higher/lower, respectively.

For assets and liabilities that are measured at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at each year end of Track Record Period. During the Track Record Period, there were no transfers among different levels of fair values measurement.

*Reconciliation of Level 3 fair value measurements:***The Group**

	Equity instruments at FVTOCI	Shares with preferred rights	Financial products issued by banks
	RMB'000	RMB'000	RMB'000
As of January 1, 2023	—	579,181	—
Issue of shares with preferred rights	—	443,200	—
Changes in fair value.	—	33,487	—
As of December 31, 2023	—	1,055,868	—
Purchase	2,000	—	—
Issue of shares with preferred rights	—	320,000	—
Conversion of shares with preferred rights to ordinary shares	—	(1,415,669)	—
Changes in fair value.	—	66,068	—
As of December 31, 2024	2,000	26,267	—
Purchase	2,000	—	343,000
Redemption	—	—	(274,309)
Conversion of shares with preferred rights to ordinary shares	—	(26,267)	—
Changes in fair value.	589	—	381
As of December 31, 2025	4,589	—	69,072

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

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

40. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of debt and equity balances. The Group's overall strategy remains unchanged during the Track Record Period.

The capital structure of the Group consists of net debt, which includes borrowings disclosed in Note 32, financial liabilities at FVTPL disclosed in Note 31, lease liabilities disclosed in Note 30, net of cash and cash equivalents and (deficits)/equity attributable to owners of the Company, comprising share capital, accumulated losses and other reserves.

The Directors review the capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through new share issues as well as raising of borrowings.

41. RELATED PARTY DISCLOSURES**(A) Names and relationships with related parties**

The following companies are significant related parties of the Group that had transactions and/or balances with the Group during the Track Record Period.

Name of related parties	Relationship
Mr. Lan Shuisheng	The controlling shareholder
Ms. Liu Dongmei	The spouse of Mr. Lan Shuisheng
Mr. Zhang Lei	The controlling shareholder
Xinjiang Lanbang	Joint venture of the Group

(B) Related party transactions

During the Track Record Period, the Group and the Company have entered into the following transactions with related parties:

The Group

Name of related party	Nature of transaction	For the year ended December 31,		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Xinjiang Lanbang	Vehicle sales	—	65,230	25,285
Xinjiang Lanbang	Service income	—	—	16,802
		—	65,230	42,087
		=	=	=

The Group's bank borrowings as at December 31, 2023, 2024 and 2025 amounted to RMB48,671,000, RMB373,790,000 and RMB49,600,000 respectively, were guaranteed by the controlling shareholders of the Company, Mr. Lan Shuisheng and/or Ms. Liu Dongmei and/or certain subsidiaries of the Group, and/or secured by the pledge of a portion of shares of the Company and equity investment of other third-party owned by Ms. Liu Dongmei.

The Group's other borrowings relating to a sale-and-leaseback transaction as at December 31, 2023, 2024 and 2025 amounted to RMB177,225,000, RMB656,608,000 and RMB830,465,000 respectively, were guaranteed by one or more of the following: the controlling shareholders of the Company (Mr. Lan Shuisheng, Ms. Liu Dongmei, and Mr. Zhang Lei), and certain subsidiaries of the Group.

The Group's borrowing from other financial institution as at December 31, 2023 amounted to RMB30,000,000, was guaranteed by the controlling shareholders of the Company, Mr. Lan Shuisheng and Ms. Liu Dongmei.

Up to December 31, 2025, the guarantee provided by Mr. Lan Shuisheng, Ms. Liu Dongmei and Mr. Zhang Lei had been released.

The Company

The Company's bank borrowings as at December 31, 2023, 2024 and 2025 amounted to RMB48,671,000, RMB353,790,000 and RMB49,600,000 respectively, were guaranteed by the controlling shareholders of the Company, Mr. Lan Shuisheng and/or Ms. Liu Dongmei and/or certain subsidiaries of the Group, and/or secured by the pledge of a portion of shares of the Company and equity investment of other third-party owned by Ms. Liu Dongmei.

The Company's other borrowings relating to a sale-and-leaseback transaction as at December 31, 2023, 2024 and 2025 amounted to RMB25,953,000, RMB15,690,000 and RMB5,376,000 respectively, were guaranteed by the controlling shareholders of the Company, Mr. Lan Shuisheng and/or Ms. Liu Dongmei and/or certain subsidiaries of the Group.

The Company's borrowing from other financial institution as at December 31, 2023 amounted to RMB30,000,000, was guaranteed by the controlling shareholders of the Company, Mr. Lan Shuisheng and Ms. Liu Dongmei.

Up to December 31, 2025, the guarantee provided by Mr. Lan Shuisheng, Ms. Liu Dongmei and Mr. Zhang Lei had been released.

(C) Related party balances

The Group

Amounts due from related parties:

Name of related party	Nature of balances	As at December 31,		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Xinjiang Lanbang	Trade (note i)	—	63,925	—
Xinjiang Lanbang	Non-trade (note iii, iv)	—	—	9,900
		—	63,925	9,900
		—	—	—

Amounts due to related parties:

Name of related parties	Nature of balances	As at December 31,		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Xinjiang Lanbang	Non-trade (note iii, iv)	—	—	12,610
Mr. Lan Shuisheng	Non-trade (note ii)	3,026	3,026	—
		3,026	3,026	12,610
		—	—	—

The Company

Amounts due from related parties:

Name of related parties	Nature of balances	As at December 31,		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Xinjiang Lanbang	Trade (note i)	—	63,925	—
Subsidiaries of the Company	Trade (note iii)	50,201	114,357	329,584
Subsidiaries of the Company	Non-trade (note iii)	111,690	764,483	1,790,295
		161,891	942,765	2,119,879
		—	—	—

Amounts due to related parties:

Name of related parties	Nature of balances	As at December 31,		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Xinjiang Lanbang	Non-trade (note iii, iv)	—	—	12,610
Mr. Lan Shuisheng	Non-trade (note ii)	3,026	3,026	—
Subsidiaries of the Company	Non-trade (note iii)	28,454	7,124	—
Subsidiaries of the Company	Trade (note iii)	14,536	305,114	883,945
		46,016	315,264	896,555
		—	—	—

Notes:

- i. Balances of trade nature are unsecured, interest-free, and have a credit period within one year.
- ii. Balances are unsecured, interest-bearing with 3.65% interest rate and repayable on demand.
- iii. Balances are unsecured, interest-free and repayable on demand.
- iv. In the opinion of the Directors, the amount will be collected/paid before the listing of the Company on the Stock Exchange.

(D) Remuneration of key management personnel of the Group

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Salaries and other allowances	4,130	6,542	7,042
Performance-based bonuses	6,671	5,343	1,676
Retirement benefits scheme	287	350	411
Equity-settled share-based payments expense	8,061	10,892	5,961
	<u>19,149</u>	<u>23,127</u>	<u>15,090</u>

(E) Redemption rights of the Pre-IPO Investors granted by the Controlling Shareholders

After the conversions as described in Note 31, the Company was not a party to the redemption rights which granted by the Controlling Shareholders and did not provide any guarantee in respect of such redemption rights; and there is no side agreement in this regard. Accordingly, no financial liabilities were recognised for the redemption rights granted by the Controlling Shareholders.

42. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

During the Track Record Period and as at the date of this report, the Company has direct or indirect equity interests in the following subsidiaries:

Name of subsidiaries	Place and date of incorporation/establishment	Issued and fully paid ordinary share capital/registered capital	Proportion of ownership interest/ (voting power if different) held by the Company as at				Principal activities
			December 31, 2023	December 31, 2024	December 31, 2025	Date of the report	
Ordos Eacon Intelligent Driving Engineering Co., Ltd.* 鄂爾多斯市易控智駕工程有限公司	The PRC January 22, 2020	RMB50,000,000.00/ 50,000,000.00	100%	100%	100%	100%	Mining transportation service and technology service
Xinjiang Eacon Intelligent Driving Technology Service Co., Ltd.* 新疆易控智駕技術服務有限公司	The PRC August 2, 2022	RMB50,000,000.00/ 50,000,000.00	100%	100%	100%	100%	Mining transportation service and technology service
Beijing Yiao Technology Co., Ltd.* 北京易澳科技有限公司	The PRC May 20, 2024	RMB nil/1,000,000.00	–	100%	100%	100%	Mining autonomous driving technology research and development
Zhengzhou Eacon Intelligent Driving Technology Co., Ltd.* 鄭州易控智駕科技有限公司	The PRC March 18, 2024	RMB nil/5,000,000.00	–	100%	100%	100%	Mining autonomous driving technology research and development
Henan Eacon Zhijia Technology Co., Ltd.* 河南易控智駕科技有限公司	The PRC August 31, 2022	RMB nil/10,000,000.00	100%	100%	100%	100%	Mining autonomous driving technology research and development
Shanghai Yiao* 上海易澳科技有限公司	The PRC January 21, 2021	RMB nil/10,000,000.00	100%	100%	100%	100%	Mining autonomous driving technology research and development
Xinjiang Eacon Zhijia Engineering Technology Co., Ltd.* 新疆易控智駕智能科技有限公司	The PRC May 15, 2024	RMB4,900,000.00/ 10,000,000.00	–	100%	72%	100%	Mining transportation service and technology service

APPENDIX I

ACCOUNTANTS' REPORT

Name of subsidiaries	Place and date of incorporation/ establishment	Issued and fully paid ordinary share capital/registered capital	Proportion of ownership interest/ (voting power if different) held by the Company as at				Principal activities
			December 31, 2023	December 31, 2024	December 31, 2025	Date of the report	
Fujian Eacon Intelligent Driving Engineering Technology Co., Ltd.* 福建易控智駕工程技術有限公司 . . .	The PRC April 15, 2024	RMB10,000,000.00/ 10,000,000.00	–	100%	100%	100%	Mining transportation service and technology service
EACON MINING TECHNOLOGY SINGAPORE PTE. LTD.	The SGP December 11, 2023	SGD10,000.00/ 10,000.00	100%	100%	100%	100%	Investment and investment management
EACON MINING TECHNOLOGY AUSTRALIA PTY. LTD.	The AUS December 18, 2023	AUD4,930,000.00/ 4,930,000.00	100%	100%	100%	100%	Mining transportation service and technology service
Hainan Shimei Technology Co., Ltd.* 海南石梅科技有限公司	The PRC December 20, 2024	RMB1,000,000.00/ 1,000,000.00	–	100%	100%	100%	Technology service
Ordos Yiao Eacon Technology Co., Ltd.* 鄂爾多斯市易澳科技有限公司	The PRC October 28, 2024	RMB6,900,000.00/ 7,500,000.00	–	100%	100%	100%	Mining transportation service and technology service
Beijing Eacon Intelligent Driving Technology Co., Ltd.* 北京易控智駕科技有限公司	The PRC March 13, 2024	RMB nil/1,000,000.00	–	100%	100%	100%	Mining transportation service and technology service
Urumqi Eacon Haixin Engineering Technology Co., Ltd.* 烏魯木齊易控海信工程技術有限公司	The PRC October 27, 2023	RMB nil/1,000,000.00	100%	100%	100%	100%	Mining transportation service and technology service
Lanbang Trading* (新疆藍邦工程機械設備貿易有限公司) (note ii)	The PRC January 3, 2025	RMB20,000,000.00/ 20,000,000.00	–	–	57%/(66%)	57%/(66%)	Sales and leasing of construction machinery and equipment

All subsidiaries now comprising the Group are limited liability companies and have adopted December 31 as their financial year end date. None of the subsidiaries had any debt securities outstanding as at December 31, 2023, 2024 and 2025 or at any time during the Track Record Period.

Notes:

- i No audited financial statements were prepared for these subsidiaries for the Track Record Period as there are no statutory audit requirements.
- ii According to Lanbang Trading's articles of association, the Group held 11,400,000 Shares, representing 66% of the total voting power and being able to control the resolution of shareholders meeting of Lanbang Trading up to December 31, 2025.
- * English name is for identification purpose only.

43. INVESTMENTS IN SUBSIDIARIES

The Company

	As at December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cost of investments.	112,629	119,785	138,521

Investments in subsidiaries are stated at cost less accumulated impairment losses, if any. For the years ended December 31, 2023, 2024 and 2025, the balance of cost of investments includes share-based payment amount to RMB12,629,000 RMB19,731,000 and RMB24,367,000 respectively.

44. RESERVES OF THE COMPANY

	Share premium	Share-based payments reserve	Other reserve	Designated safety fund	Accumulated losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2023	14,692	12,855	—	—	(492,151)	(464,604)
Loss and total comprehensive expense for the year	—	—	—	—	(193,828)	(193,828)
Recognition of equity- settled share-based payments expense	—	16,277	—	—	—	16,277
Repurchase of exercised share options	(11,021)	—	—	—	—	(11,021)
Exercise of share options	15,812	(11,201)	—	—	—	4,611
Appropriation of designated safety fund	—	—	—	223	—	223
Utilisation of designated safety fund	—	—	—	(223)	—	(223)
At December 31, 2023	19,483	17,931	—	—	(685,979)	(648,565)
Loss and total comprehensive expense for the year	—	—	—	—	(97,044)	(97,044)
Capital contribution from shareholders (Note 33)	(10,000)	—	—	—	—	(10,000)
Recognition of equity- settled share-based payments expense	—	20,693	—	—	—	20,693
Repurchase of exercised share options	(10,313)	—	—	—	—	(10,313)
Exercise of share options	23,344	(16,423)	—	—	—	6,921
Appropriation of designated safety fund	—	—	—	185	—	185
Utilisation of designated safety fund	—	—	—	(185)	—	(185)
Conversion of shares with preferred rights to ordinary shares	1,370,713	—	—	—	—	1,370,713
At December 31, 2024	1,393,227	22,201	—	—	(783,023)	632,405
Loss and total comprehensive expense for the year	—	—	—	—	(118,563)	(118,563)
Capital contribution from shareholders (Note 33)	1,199,438	—	—	—	—	1,199,438
Recognition of equity- settled share-based payments expense	—	13,854	—	—	—	13,854
Vesting of the RSUs	14,605	(14,605)	—	—	—	—
Appropriation of designated safety fund	—	—	—	121	—	121
Utilisation of designated safety fund	—	—	—	(121)	—	(121)
Conversion of shares with preferred rights to ordinary shares	25,655	—	—	—	—	25,655
Conversion into a joint stock company (note)	(875,571)	—	—	—	875,571	—
Other equity transactions with shareholders	(1,384)	—	8,172	—	—	6,788
At December 31, 2025	1,755,970	21,450	8,172	—	(26,015)	1,759,577

Note:

On March 25, 2025, the Company was converted from a limited liability company to joint stock limited liability company, and was renamed to Eacon Group Co., Ltd. The excess of net assets converted over nominal value of the ordinary shares was credited to the Company's share premium.

45. SUBSEQUENT EVENTS

Except for the event mentioned in Note 17B, there are no significant events subsequent to December 31, 2025.

46. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Group, the Company or any of its subsidiaries in respect of any period subsequent to December 31, 2025.

The information set out in this Appendix does not form part of the accountants' report on the historical financial information of the Group for each of the three years ended December 31, 2025 (the "Accountants' Report") prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the Company's Reporting Accountants, as set out in Appendix I to this prospectus, and is included in this prospectus for information only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set out in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company prepared in accordance with paragraph 4.29 of the Listing Rules is set out below to illustrate the effect of the Global Offering (as defined in this prospectus) on the audited consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025 as if the Global Offering had taken place on that date.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025 or any future dates following the Global Offering.

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company is based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025 as derived from the Accountants' Report, the text of which is set out in Appendix I to this prospectus, and adjusted as follows:

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025 per Share	
	RMB'000 (Note 1)	RMB'000 (Note 2)	RMB'000	RMB (Note 3)	HK\$ (Note 4)
Based on an Offer Price of HK\$81.16 per Offer Share	1,014,374	1,744,780	2,759,154	18.66	21.46
Based on an Offer Price of HK\$87.92 per Offer Share	1,014,374	1,892,219	2,906,593	19.66	22.61

Notes:

1. The amount is calculated based on the audited consolidated net assets of the Group attributable to owners of the Company as of December 31, 2025 amounting to approximately RMB1,017,125,000, as extracted from the Accountants' Report set out in Appendix I to this prospectus, with adjustments for intangible assets of the Group attributable to owners of the Company of RMB2,751,000 as of December 31, 2025.
2. The estimated net proceeds from the Global Offering are based on 26,132,000 Offer Shares to be issued at the Offer Price of HK\$81.16 and HK\$87.92 per Offer Share, being the low-end and high-end of the stated Offer Price range, respectively, after deduction of the estimated listing expenses and share issue costs (including underwriting fees and other related expenses) expected to be incurred by the Group (excluding the listing expenses that have been charged to profit or loss during the Track Record Period) subsequent to December 31, 2025. It does not take into account any Shares which may be issued upon the exercise of the Over-allotment Option. For the purpose of calculating the

estimated net proceeds from the Global Offering, the translation of HK dollars into RMB was made at the exchange rate of HK\$1.00 to RMB0.8695 as disclosed by the People's Bank of China ("PBOC"), rate prevailing on June 20, 2026. No representation is made that HK dollars have been, would have been or may be converted to RMB, or vice versa, at that rate or at any other rates or at all.

3. The number of shares used for the calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025 per Share is based on 147,869,769 shares immediately following completion of the Global Offering. It does not take into account any Shares which may be issued upon the exercise of the Over-allotment Option.
4. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025 per Share is converted from RMB into HK dollars at the rate of HK\$1.00 to RMB0.8695 as disclosed by PBOC, rate prevailing on June 20, 2026. No representation is made that the RMB have been, would have been or may be converted to HK dollars, or vice versa, at that rate or at any other rates or at all.
5. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of December 31, 2025 to reflect any trading result or any transactions of the Group entered into subsequent to December 31, 2025.
6. No dividend has been declared by the Company subsequent to December 31, 2025.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.

Deloitte.**德勤****INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION****To the Directors of EACON Group Co., Ltd**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of EACON Group Co., Ltd (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets as of December 31, 2025 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus issued by the Company dated June 29, 2026 (the "Prospectus"). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed initial listing of shares of the Company (the "Global Offering") on the Group's financial position as at December 31, 2025 as if the Global Offering had taken place at December 31, 2025. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's historical financial information for each of the three years ended December 31, 2025, on which an accountants' report set out in Appendix I to the Prospectus has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at December 31, 2025 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

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

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
June 29, 2026

This appendix contains a summary of the main provisions of the Articles of Association of the Company adopted on June 24, 2025, which will take effect upon the listing of the Company's H shares on the Hong Kong Stock Exchange. The main purpose of this appendix is to provide potential investors with an overview of the Articles of Association of the Company, so it may not contain all the information that is important to potential investors.

DIRECTORS AND BOARD OF DIRECTORS

Power to Allocate and Issue Shares

The Articles of Association stipulate that the general meeting may, in accordance with the provisions of the Articles of Association, pass a special resolution authorizing the Board to decide, within three years from the date of such special resolution, the issuance of shares not exceeding 50% of the issued shares. However, if shareholders intend to make a capital contribution in the form of non-monetary assets, such contribution shall be separately approved by a special resolution of the general meeting. Where the Board resolves to issue shares pursuant to the authorization granted by the general meeting, resulting in changes to the Company's registered capital or the number of issued shares, the Board shall amend the relevant provisions of the Articles of Association and complete the registration procedures for the capital change. No further resolution of the general meeting shall be required to approve the amendments to the Articles of Association.

Power to Dispose Assets of the Company or any Subsidiary

Subject to the authorization limits approved by the general meeting and to compliance with the securities regulatory rules of the place where the Company's shares are listed, the Board is authorized to determine matters including but not limited to external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions, external donations.

The Board shall determine the authority of external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions, external donations, and establish strict review and decision-making procedures; major investment projects shall be reviewed by relevant experts and professionals and reported to the general meeting for approval.

Loans to Directors

There are no specific provisions in the Articles of Association relating to loans to directors.

Provision of Financial Assistance for Acquiring the Shares of the Company or Shares of any Subsidiary

The Company or its subsidiaries (including affiliated enterprises) shall not provide any form of financial assistance for the acquisition of shares in the Company or its parent company through means such as gifts, advances, guarantees, and loans, except in connection with the implementation of the employee share ownership plan by the Company.

For the benefit of the Company and subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the Company may, by resolution of the general meeting or resolution of the Board in accordance with the Articles of Association or authorization of the general meeting, provide financial assistance to others for the acquisition of the Company's shares or the acquisition of equity interests, shares or partnership interests of the shareholders of the Company for the purpose of indirectly acquiring shareholding interests in the Company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of its total issued share capital. Resolutions of the Board in respect of the aforementioned matters shall be passed by at least two-thirds of the directors.

Remuneration

The determination of matters relating to directors' remuneration shall be adopted by the general meeting by ordinary resolution.

Appointment, Resignation and Removal

The Company shall have a Board comprising nine Directors, including one Chairman and one Co-Chairman. The Chairman and Co-Chairman of the Board shall be elected by more than half of all Directors. The Directors of the Company shall comprise executive directors, non-executive directors and independent non-executive directors, including at least three independent non-executive directors and one employee representative director.

Directors shall be elected or replaced at the general meeting and may be removed at the general meeting prior to the expiration of their term of office. The term of office of the directors is three (3) years and they are eligible for re-election at the end of the term. The term of office of the directors shall be counted from the date of appointment until the expiration of the term of the current Board.

Subject to the relevant laws, administrative regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**"), the general meeting may by ordinary resolution remove any director (including executive directors) during his/her term of office (but such removal does not prejudice the director's claim for damages pursuant to any contract).

When the directors' term expires and re-election is not held in time, or where the resignation of a director during his term of office causes the number of the members of the Board to be less than the quorum, the original directors shall still perform their duties as directors in accordance with laws, administrative regulations, departmental rules, Hong Kong Listing Rules and the Articles of Association before the re-elected directors take office.

Each director of the Company shall be a natural person. No director of the Company shall be a person who:

- (1) does not have capacity or only has limited capacity for civil conduct;
- (2) has been subject to any criminal penalty due to graft, bribery, embezzlement of property, misappropriation of property or disruption of the order of socialist market economy or been deprived of his/her political rights, and has completed his/her sentence not more than five years or in the case of a suspended sentence, two years have not elapsed since the probation period was complete;
- (3) has been the director, factory manager or manager of any company or enterprise that went bankrupt and was liquidated not more than three years, and is personally liable for the bankruptcy of such company or enterprise;
- (4) has been the legal representative of any company or enterprise that had its business license revoked and was ordered to be closed down due to violation of law not more than three years, and is personally liable for such violation;
- (5) has been identified as a subject of enforcement for breach of trust by the People's court for failure to repay a significant amount of overdue debts;
- (6) has been and is still being banned by the CSRC from entering the stock market;

- (7) has been subject to any case of investigation commenced by judicial authorities due to suspected offences and not been subject to any case of investigation commenced by the CSRC due to suspected violation of laws and regulations for which definitive conclusions are pending;
- (8) other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities.

The election, appointment or employment of the Directors shall be invalid if such election and appointment are against the aforesaid regulations. If the Directors falls into the situations provided in the above-mentioned situations during their term of office, they would be dismissed by the Company.

Powers of Loan

The Board shall be entitled to develop proposals for the issuance of bonds or other securities by the Company and their listing, provided that such proposals shall be subject to approval by the general meeting. The general meeting may authorize the Board to pass resolutions regarding the issuance of corporate bonds.

Duties

Subject to the relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association, each director owes fiduciary duties to the Company. The directors shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not procure undue benefit by taking advantage of his/her functions and powers. The directors owe fiduciary duties to the Company and shall:

- (1) not embezzle the property or misappropriate any funds of the Company;
- (2) not deposit any funds of the Company in any account opened in his/her name or the name of any other person;
- (3) not take advantage of his/her powers to accept bribes or other illegal payments;
- (4) not directly or indirectly, enter into any contract or transaction with the Company, without reporting to the Board or the general meeting and obtaining approval in accordance with the Articles of Association through resolutions of the Board or the general meeting;
- (5) not take advantage of his/her position in the Company to seek any business opportunities for himself/herself or any other person that should be attributable to the Company, except in any of the following circumstances: where the activity is reported to the Board or the general meeting and approved through resolutions of the general meeting; and where the Company cannot exploit the business opportunity according to any laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association;
- (6) not operate businesses, either self-owned or owned by others, similar to those of the Company they serve, without reporting to the Board or the general meeting and obtaining approval through resolutions of the general meeting;

- (7) not to accept any commissions from others on transactions conducted with the Company;
- (8) not disclose any secrets of the Company without authorization;
- (9) not use his/her affiliation with the Company to the detriment of the interests of the Company;
- (10) perform such other fiduciary duties as set forth in the relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association.

Any director violating the aforesaid regulations shall surrender the proceeds derived therefrom to the Company and indemnify the Company for the losses arising therefrom.

Subject to the relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association, each director has a duty of diligence to the Company. Directors shall perform their duties with reasonable care that managers should ordinarily exercise in the best interests of the Company. Each director has a duty of diligence to the Company and shall:

- (1) prudently, seriously and diligently exercise the powers granted by the Company to ensure that the business activities of the Company comply with the applicable laws, administrative regulations and economic policies of the State, and fall within the scope of business set forth in the business license of the Company;
- (2) fairly treat all shareholders;
- (3) keep abreast of the business management and operations of the Company;
- (4) sign off the regular reports of the Company in writing, and ensure the authenticity, accuracy and completeness of the information disclosed by the Company;
- (5) truthfully provide the relevant information and documents to the Audit Committee, without obstructing the exercise of powers and duties by the Audit Committee;
- (6) perform such other duties of diligence as set forth in the relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association.

Amendments to Articles of Association

In any of the following circumstances, the Company shall amend its Articles of Association:

- (1) after the revision of the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**") or relevant laws, administrative regulations, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities, the matters stipulated in the Articles of Association conflict with the provisions of the revised above regulations;
- (2) the situation of the Company changes and is inconsistent with the matters recorded in the Articles of Association;

- (3) the Company applied for the issuance of preferred shares in accordance with the law;
- (4) the general meeting has decided to amend the Articles of Association.

If the amendment of the Articles of Association approved by the general meeting resolution requires approval by the competent authority, it must be submitted to the original competent authority for approval; if it involves the Company registration matters, change registration shall be handled in accordance with the law.

Special Resolutions Needed to be Adopted by Super Majority Vote

The resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary of the general meeting shall be adopted by a simple majority of the votes held by the shareholders attending the general meeting.

A special resolution of the general meeting shall be adopted by a two-thirds majority of the votes held by the shareholders attending the general meeting.

The following matters shall be approved by an ordinary resolution at the general meeting:

- (1) working reports of the Board;
- (2) profit distribution plan and loss recovery plan formulated by the Board;
- (3) appointment and removal of the members of the Board and their remunerations and methods of payment;
- (4) appointment or removal of the accounting firm;
- (5) other circumstances except for those which shall be approved by special resolutions as stipulated by laws, administrative regulations, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities or the Articles of Association.

The following matters shall be approved by a special resolution at the general meeting:

- (1) increase or reduction of the registered capital of the Company;
- (2) division, spin-off, merger, dissolution and liquidation (including voluntary winding-up) or change of corporate form of the Company;
- (3) amendments to the Articles of Association;
- (4) matters in relation to purchase or sale of material assets or provision of guarantees with an amount of more than 30% of the audited total assets of the Company for the most recent period within one year;
- (5) other circumstances stipulated by laws, administrative regulations, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or other circumstances adopted by ordinary resolutions at the general meeting as having a significant impact on the Company and requiring approval by way of special resolutions.

Voting Rights

Unless otherwise provided in the Articles of Association, shareholders (including proxy) shall exercise their voting rights according to the number of voting Shares they represent, and each Share shall have one vote. When a poll is taken, shareholders (including proxy) entitled to two or more votes need not cast all their votes in the same way (for or against or abstaining from voting).

Shareholders attending the general meeting shall express one of the following opinions on the proposal submitted for voting: for, against or abstention.

Where any ballot is not completed in full, is completed incorrectly or unintelligibly, or has no vote recorded, the voter shall be deemed to have waived his voting rights and the voting result for his/her shares shall be deemed as an “abstention”.

Where the Hong Kong Listing Rules and the securities regulatory rules of the place where the Company’s shares are listed, as well as the relevant regulatory authorities, require any shareholder to abstain from voting on a resolution or restrict any shareholder to voting only for (or against) a resolution, any votes cast by such shareholders or their proxies in violation of these requirements or restrictions shall be disregarded.

Rules for General Meetings

The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and be held within six months of the end of the previous fiscal year.

NOTICE AND AGENDA OF GENERAL MEETINGS**Circumstances Requiring Convening of an Extraordinary General Meeting**

The Company shall convene an extraordinary general meeting within two months from the occurrence of any of the following events:

- (1) the number of directors falls short of the number required by the Company Law or is no more than two-thirds of the number required by the Articles of Association;
- (2) the unrecovered losses of the Company amount to one-third of its total share capital;
- (3) shareholders severally or jointly holding more than 10% of shares of the Company make a request to hold such meeting;
- (4) the Board considers it necessary;
- (5) the Audit Committee proposes to hold such meeting;
- (6) other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company’s shares are listed, as well as the rules of relevant regulatory authorities or the Articles of Association.

Convening and Chairing of General Meeting

The Board shall convene the general meeting on time and within the prescribed period. Upon approval by a majority of all independent non-executive directors, the independent non-executive directors shall have the right to propose to the Board to convene an extraordinary general meeting. Regarding the proposal requesting to convene an extraordinary general meeting by the independent non-executive directors, the Board shall, in accordance with the laws, administrative regulations, the Hong Kong Listing Rules, and the rules of the Articles of Association, inform in writing whether

it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal. If the Board agrees to convene an extraordinary general meeting, the Board shall issue a notice to convene the meeting within five days after it passed a resolution thereon. If the Board refuses to convene an extraordinary general meeting, the Board shall explain the reason and publish an announcement.

The Audit Committee shall be entitled to submit a proposal in writing to the Board on holding an extraordinary general meeting. The Board shall give a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association. Where the Board agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within five days after the resolution of the Board is made. Where the Board does not agree to convene an extraordinary general meeting, it shall provide reasons and make an announcement. Where the Board does not agree to hold an extraordinary general meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be deemed that the Board is unable or fails to perform its duty of convening a general meeting. In such case, the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or collectively hold 10% or more of the shares of the Company shall have the right to request the Board to convene an extraordinary general meeting and such request shall be made to the Board in writing. The Board shall give a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the request in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association. Where the Board agrees to hold an extraordinary general meeting, it shall issue a notice of the general meeting within five days after the resolution is made. Any change to the original request in the notice shall be subject to the approval from the aforementioned shareholders. Where the Board does not agree to hold an extraordinary general meeting or fails to give a reply within 10 days upon receipt of the request, shareholders who individually or collectively hold 10% or more of the shares of the Company shall have the right to submit a proposal to the Audit Committee on holding an extraordinary general meeting and such request shall be made to the Audit Committee in writing. Where otherwise provided by the laws, regulations, departmental rules, Hong Kong Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail. Where the Audit Committee agrees to hold an extraordinary general meeting, it shall issue a notice of extraordinary general meeting within five days after receiving the request. Any changes to the original request in the notice shall be approved by the aforementioned shareholders. Where the Audit Committee fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the Audit Committee does not convene or preside over the meeting, in which case, shareholders who individually or collectively hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.

Proposals and Notices of General Meeting

Whenever the Company convenes a general meeting, the Board, the Audit Committee and shareholders who individually or collectively hold 1% or more of the shares of the Company shall have the right to put forward proposals to the Company.

Shareholders individually or collectively holding 1% or more of the shares of the Company can put forward a temporary proposal 10 days before the general meeting is held and submit the proposal to the convener of the meeting in writing. The convener shall issue a supplemental notice within two days upon receiving such proposal, notify shareholders of the content of such proposal and submit such proposal to the general meeting for consideration. However, this does not apply if the temporary proposal violates the provisions of laws, administrative regulations, Hong Kong Listing Rules or the Company's Articles of Association, or if it is not within the scope of the general meeting's authority.

Except for the circumstances specified in the preceding paragraph, after the convener has issued the notice of the general meeting, it shall not modify the proposals already listed in the notice or add new proposals.

The convener shall notify each shareholder 20 days prior to an annual general meeting and shall notify each shareholder 15 days prior to an extraordinary general meeting. For the purpose of calculating the starting date of the aforesaid “20 days” and “15 days”, the day on which the meeting is held shall be excluded, but including the day on which the notice is sent.

ACCOUNTING AND AUDITING

Financial and Accounting Policies

The Company shall develop its financial and accounting systems pursuant to laws, administrative regulations and the requirements of the competent authorities of China.

The fiscal year of the Company shall coincide with the calendar year, i.e., from January 1 to December 31 on the Gregorian calendar. The Company shall prepare annual financial and accounting reports in a timely manner from the end of each fiscal year in accordance with relevant laws, administrative regulations, departmental rules, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company’s shares are listed and the requirements of relevant regulatory agencies. The Company adopts RMB as the presentation currency, and the accounts are written in Chinese.

The Company shall have no other accounting books except the statutory accounting books. Its assets shall not be deposited in any accounts opened in the name of any individual.

Engagement and Dismissal of Accountants

The Company shall engage an accounting firm which is qualified under the provisions of the Securities Law of the People’s Republic of China and securities regulatory rules of the places where the Company’s shares are listed, to perform audits of accounting statements, verify net assets and provide other relevant consulting services. The term of such engagement is one year and can be renewed.

The engagement and dismissal of an accounting firm by the Company shall be reviewed by the Board and determined at the general meeting. The Board shall not engage an accounting firm before any decision is made at the general meeting.

The Company shall ensure to provide true and complete accounting evidences, books, financial and accounting reports and other accounting data to the accounting firm it engages, without any refusal, withholding or misrepresentation.

When the Company decides to dismiss the accounting firm or not to renew the engagement thereof, the decision shall be made by the general meeting, and a 10-day prior notice shall be given to the accounting firm. The accounting firm is allowed to make representations when the general meeting of the Company conducts a vote on the dismissal of the accounting firm. Where the accounting firm resigns, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.

Transfer of Shares

The shares of the Company issued prior to the public issuance of shares may not be transferred within one year of the date of the Company’s listing on a stock exchange. Where laws, administrative regulations or securities regulatory rules of the place where the shares are listed have other provisions governing the transfer of the Company shares held by shareholders and the actual controller of the Company, those provisions shall prevail.

The Directors and senior management of the Company shall report to the Company their direct and indirect shareholdings in the Company and any changes thereto, and shall not transfer/reduce through direct and indirect means more than 25% of the total number of shares held by them directly and indirectly in the Company each year during their terms of office, save and except changes in shareholdings caused by judicial enforcement, inheritance, bequest and legal division of assets. The shares that they hold in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares of the Company within half a year from the date of their resignation.

Where relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed contain any other provisions on the transfer restrictions of the Company's H shares, such provisions shall prevail.

Right of the Company to Repurchase Its Outstanding Shares

The Company shall not purchase its own shares, except under any of the following circumstances:

- (1) reducing the registered capital of the Company;
- (2) merging with another company that holds its shares;
- (3) using shares for the employee share ownership plan or as equity incentives;
- (4) a shareholder requesting the Company to purchase its shares held by him/her since he/she objects to a resolution of the general meeting on the combination or division of the Company;
- (5) utilizing the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
- (6) it is necessary for the Company to protect its corporate value and the rights and interests of shareholders;
- (7) other circumstances as permitted by the laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed.

In the event of acquiring its own shares by the Company under the circumstances as mentioned in items (1) or (2) above, the acquisition shall be approved by a resolution at a general meeting. In the event of acquiring its own shares by the Company under the circumstances as mentioned in items (3), (5) or (6), the acquisition shall be approved by a resolution at a meeting of the Board passed by not less than two thirds of all attending directors.

If the Company acquires the Company's H shares under the circumstances as mentioned in items (3), (5) or (6) above, it shall do so by an open and centralized trading method or other methods recognized by the securities regulatory authority of the place where the Company's shares are listed, in compliance with the applicable securities regulatory rules of the place where the Company's shares are listed.

Regarding domestic unlisted shares, after the Company has acquired its own shares pursuant to the foregoing provisions, and subject to compliance with the applicable securities regulatory rules of the place where the Company's shares are listed, in the circumstances under item (1), such shares shall be cancelled within ten days from the date of acquisition; in the circumstances under

items (2) or (4), such shares shall be transferred or cancelled within six months; in the circumstances under items (3), (5) or (6), the total number of its own shares held by the Company shall not exceed 10% of the total number of issued shares of the Company and shall be transferred or cancelled within three years.

The Company's acquisition of the Company's shares can be carried out through negotiated acquisition or tender offer, or other methods recognized by laws, administrative regulations, and the securities regulatory authority of the place where the Company's shares are listed.

Dividends and Other Methods of Distribution

The Company shall emphasize reasonable investment returns to shareholders and its profit distribution shall emphasize on shareholders' reasonable investment returns while facilitating the long-term development of the Company. The Company shall fully listen to and consider the opinions of shareholders, and ensure that the Company's profit distribution policy should maintain continuity and stability while complying with the relevant provisions of laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed.

When the Company's general meeting adopts a resolution on profit distribution, the Board shall complete the distribution of dividends (or shares) within 2 months from the date of the resolution of the general meeting.

Shareholder's Proxy

All shareholders whose names appear on the register of members on the record date or their proxies are entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, administrative regulations and the Articles of Association of the Company (unless individual shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the place where the Company's shares are listed).

Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf. A proxy does not need to be a shareholder of the Company. If a shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinances enacted from time to time under the laws of Hong Kong or in the securities regulatory rules of the place where the Company's shares are listed, the shareholder may authorize the corporate representative(s) or one or more persons as it thinks fit to act as its proxy(ies) at any general meeting.

An individual shareholder who attends the meeting in person shall produce his/her own identification card or other valid documents or proof evidencing his/her identity. If a shareholder appoints a proxy to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.

A corporate shareholder or other non-natural person shareholder shall attend the meeting by its legal representative (or its entrusted proxy) or person in charge (or its entrusted proxy). Where the legal representative or persons in charge attends the meeting, he/she shall produce his/her own identification card, valid certificates evidencing his/her capacity as the legal representative or persons in charge. Where a proxy is appointed to attend the meeting, he/she shall produce his/her own identification card, the written power of attorney issued by the legal representative or person in charge of the corporate or non-natural person shareholder according to law. The above requirements shall not apply where the shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinances enacted from time to time under the laws of Hong Kong or in the securities regulatory rules of the place where the Company's shares are listed.

For H shareholders, the instrument appointing a proxy must be in writing under the hand of the shareholder or submitted through other designated electronic address recognized by the Board, or by his/her attorney duly authorized in writing or submitted through the designated electronic address or other electronic means. For a corporate shareholder, the instrument appointing a proxy must be affixed with the common seal or signed by its attorney duly authorized in writing or submitted through the designated electronic address or other electronic means.

If a shareholder is a recognized clearing house or its nominee of the place where the Company's shares are listed, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her representative(s) or proxy(ies) at any shareholders' general meeting or creditors' meeting. However, if more than one proxy is appointed, the power of attorney shall specify the number and class of shares represented by each of such proxies under the authorization. The power of attorney shall be signed by the personnel authorized by the recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their nominees (upon presentation of personal identification but without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the recognized clearing house or their nominee, as if they were the individual shareholders of the Company who are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.

A shareholder may appoint a proxy to attend the general meeting. The proxy shall submit to the company a power of attorney executed by the shareholder and may exercise voting rights within the scope of the authorized power. The power of attorney shall indicate whether the proxy can vote as he/she thinks fit or not if the shareholder does not make specific instructions. Where the Hong Kong Listing Rules contain specific provisions regarding powers of attorney, such provisions shall prevail.

The power of attorney shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the power of attorney is signed by a person authorized by the principal, the power of attorney or other authorization instruments authorized to be signed shall be notarized. The notarized power of attorney or other authorization instruments, together with the power of attorney, shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting.

Inspection of Register of Members

The Company shall, according to the evidence provided by the securities registration authority and in accordance with the laws, administrative regulations, regulatory documents and the Hong Kong Listing Rules, establish a register of members.

The Company may, according to an understanding or agreement reached between CSRC and overseas securities regulatory authorities, maintain the H Share register of members in a place outside China, and entrust its administration to an overseas agency.

The register of members shall include:

- (1) the register of members (other than those specified in items (2) and (3) below) maintained at the domicile of the Company;
- (2) the H Share register of members of the Company maintained in the place where the Company's shares are listed, which shall be made available for shareholders' inspection, provided however that the Company may close the register of shareholders on terms equivalent to Section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);
- (3) the register of members maintained at such other place as the Board may consider necessary for the purpose of listing of the shares of the Company.

The entrusted overseas agent shall ensure that the original and duplicates of the H Share register of members are consistent at all times. Where the original and duplicates of the H Share register of members are not consistent, the original version shall prevail.

Any shareholder who is registered on, or any person who requests to have his/her name registered on the register of members may, if his/her share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares. Holders of domestic unlisted shares who have lost their share certificates and apply for the issuance of replacement shall be dealt with in accordance with the relevant provisions of the Company Law. H shareholders who have lost their share certificates and apply for replacement may be dealt with in accordance with the laws of the place where the original H Share register of members is maintained, the regulatory rules of the stock exchange where the Company's shares are listed, or other relevant regulations.

The Quorum for General Meeting

The Articles of Association do not stipulate a quorum for the general meeting.

Rights of Minorities in Relation to Fraud or Oppression

In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or the Articles of Association by Directors who are not a member of the Audit Committee or senior management when performing their duties in the Company, they shall be liable for compensation. Shareholders holding 1% or more shares of the Company separately or jointly for over 180 consecutive days may submit a written request to the Audit Committee to file an action with the People's Court. Where a member of the Audit Committee violates laws, administrative regulations or the Articles of Association in their duty performance and causes loss to the Company, the above shareholders may submit a written request to the Board to file an action with the People's Court.

In the event that the Board or the Audit Committee refuses to file an action upon receipt of the written request specified in the preceding paragraph, or fails to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, shareholders specified in the preceding paragraph may, in their own name, directly file an action to the People's Court for the interest of the Company.

In the event that any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the above shareholders may file an action with the People's Court pursuant to the preceding provisions.

In the event that a Director or senior management violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of shareholder(s), shareholder(s) may file an action with the People's Court.

The Process of Liquidation

In any of the following circumstances, the Company shall be dissolved:

- (1) the term of business set out in the Articles of Association has expired or other circumstance for dissolution specified in the Articles of Association has occurred;
- (2) a resolution for dissolution is passed at a general meeting;
- (3) dissolution is necessary due to a merger or division of the Company;

- (4) the business license is revoked, the Company is ordered to close or is eliminated according to law;
- (5) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters. Shareholders holding 10% or more of the voting rights of the Company may appeal to the People's Court for dissolution of the Company.

In the event of (1) or (2) above, if no asset has been distributed to shareholders, the Company may carry on its existence by amending the Articles of Association or a resolution of the general meeting. The amendments to the Articles of Association or a resolution of the general meeting pursuant to the provisions set out above shall require approval of more than two thirds of voting rights of shareholders attending a general meeting.

Where the Company is dissolved pursuant to the provisions mentioned in items (1), (2), (4) and (5) above, liquidation shall be conducted. The directors, who are the liquidation obligors of the Company, shall form a liquidation committee to carry out liquidation within 15 days from the date of occurrence of such grounds for dissolution. The liquidation committee shall be determined by Directors, unless otherwise stipulated in the Articles of Association or otherwise selected by a resolution of the general meeting. If a liquidation obligor fails to perform his/her liquidation obligations in a timely manner, thereby causing losses to the Company or the creditors, such liquidation obligor shall be liable for compensation.

The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers or the National Enterprise Credit Information Publicity System within 60 days from the date of its establishment. The creditors may declare their claims to the liquidation committee within 30 days from the date it receives the above notice or within 45 days from the date of announcement if no such notice is received.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the general meeting or the People's Court for confirmation. The remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by shareholders.

Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, then submitted to the general meeting or the People's Court for confirmation, and shall be submitted to the companies registration authority for application for cancelling the registration of the Company.

OTHER IMPORTANT PROVISIONS FOR THE COMPANY OR ITS SHAREHOLDERS

General Provisions

The Company is a joint stock company in perpetual existence.

Shareholders' liabilities to the Company are limited to the shares subscribed by them. The liabilities of the Company to the Company's debts shall only be limited to all its property.

The Articles of Association shall become a legally binding document governing the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders and among shareholders since its effective date, and shall constitute a legally binding document governing on the Company, its shareholders, Directors, senior management. According to the Articles of Association, shareholders may sue other shareholders, Directors, senior management of the Company and the Company. The Company may sue shareholders, Directors, and senior management.

Capital Increase and Reduction

According to the need of the operation and development and in compliance with the provisions of the applicable laws and regulations, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the requirements of the relevant regulatory authorities, the Company may increase its capital in any of the following ways respectively upon resolution by the general meeting:

- (1) issuing shares to unspecific targets;
- (2) issuing shares to specific targets;
- (3) offering of bonus shares to existing shareholders;
- (4) capitalization of provident fund into share capital;
- (5) other forms specified in laws, administrative regulations, CSRC, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the requirements of the relevant regulatory authorities.

The issuance of shares or increase in registered capital of the Company shall be approved, registered or filed in accordance with the relevant provisions of the Articles of Association, the CSRC and other competent authorities of the State Council, and the securities regulatory authorities of the place where the Company's shares are listed, and then in accordance with the procedures prescribed by the relevant PRC laws, administrative regulations, departmental rules, administrative documents, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities.

The Company may reduce its registered capital. The reduction in the registered capital shall be made in accordance with the procedures set out in the Company Law and other relevant law, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities and the Articles of Association.

Shareholders

Shareholders of the Company shall have the following rights:

- (1) to receive dividends and other forms of distribution in proportion to the number of shares held by them;
- (2) to request the holding of, convene, chair, attend or appoint proxy to attend general meetings and exercise corresponding the right to speak and vote in accordance with laws (except in cases where the shareholder is required to abstain from voting on relevant matters in accordance with the securities regulatory rules of the place where the Company's shares are listed);

- (3) to supervise the operation of the Company and to put forward proposals and raise inquiries;
- (4) to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations, the Articles of Association, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities;
- (5) to inspect and copy the Articles of Association, register of members, minutes of general meetings, resolutions of meetings of the Board and financial accounting reports. Shareholders individually or collectively holding more than 3% of the Company's shares for more than 180 consecutive days may request to inspect the account books and accounting documents of the Company;
- (6) to participate in the distribution of the residual assets of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;
- (7) to request the Company to purchase their shares for the shareholders who object to the resolution on merger or division made by the general meeting;
- (8) to check the Hong Kong branch of the Company's register of members, but the company may suspend shareholder registration procedures in accordance with the provisions equivalent to Article 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);
- (9) other rights stipulated by laws, administrative regulations, departmental rules, and the Hong Kong Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Shareholders of the Company shall have the following obligations:

- (1) to comply with laws, administrative regulations and the Articles of Association;
- (2) to pay subscription monies according to the shares subscribed and the method of subscription;
- (3) not to withdraw their share capital unless required by laws and regulations;
- (4) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; not to abuse the status of the Company as an independent legal entity and the limited liability of shareholders, thereby jeopardizing the interests of any creditors of the Company;
- (5) other obligations imposed by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities and the Articles of Association.

When any shareholder of the Company abuses the shareholders' rights and incurs losses to the Company or other shareholders, such shareholder shall be liable for the damages. Where shareholders of the Company abuse the status of the Company as an independent legal entity and the limited liability of shareholders for the purposes of evading debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Board

The Board shall exercise the following powers:

- (1) to convene the general meeting and report on its work to the general meeting;
- (2) to implement the resolutions of the general meeting;
- (3) to decide on the Company's operational plans and investment proposals;
- (4) to formulate proposals for the Company's annual financial budgets and final accounts;
- (5) to formulate proposals for the increase or reduction of registered capital, issue of bonds or other securities and listing of the Company;
- (6) to formulate proposals for material acquisition, repurchase of the Company's shares or merger, division, dissolution and change of corporate form of the Company;
- (7) decide on external investment, acquisition or disposal of assets, assets security, external guarantee, entrusted wealth management, connected transactions and external donations of the Company within the scope authorized by the general meeting and in accordance with the securities regulatory rules of the place where the Company's shares are listed;
- (8) to decide on the setup of the Company's internal management organs;
- (9) to decide on appointment or dismissal of the Company's manager, secretary of the Board and other senior management, and to decide on their remuneration, rewards and punishments; to decide on appointment or dismissal of the Company's deputy general manager, the person in charge of finance and other senior management based on the manager's recommendation, and to decide on their remuneration, rewards and punishments;
- (10) to formulate the Company's basic management system;
- (11) to formulate proposals for amendment to the Articles of Association;
- (12) to manage the Company's information disclosure;
- (13) to propose to hire or replace an accounting firm auditing for the Company to the general meeting;
- (14) to listen to the work report of the manager of the Company and check the work of the manager;
- (15) to formulate and review the corporate governance policies and practices of the Company and make recommendations to the Board;
- (16) to review and monitor the training and continuous professional development of Directors and senior management;
- (17) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (18) to formulate, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- (19) to review the Company's compliance with the Corporate Governance Code (Appendix I of the Hong Kong Listing Rules) and disclosure in the Corporate Governance Report;

- (20) to approve transactions that shall be approved by the Board in accordance with laws and regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and the requirements of the relevant regulatory authorities and the Articles of Association;
- (21) to establish, amend, suspend or terminate the Company's Employee Share Incentive Scheme within the scope of the authorization by the general meeting and to decide on the implementation of the aforesaid scheme;
- (22) to be in charge of environmental, social and governance (hereinafter referred to as "ESG") works, including identifying ESG risks, formulating and reviewing the ESG strategies, goals and internal controls;
- (23) other powers granted by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities or the Articles of Association;

Major matters of the Company shall be resolved by all members of the Board. No authorization shall be granted to, among others, the chairman of the Board, co-chairman of the Board and manager to exercise powers that shall be exercised by the Board in accordance with law.

Matters which are beyond authorization of the general meeting shall be submitted to the general meeting for consideration.

Board Secretary

The Company shall have a secretary to the Board, who is responsible for the preparation of the general meeting and meetings of the Board, the keeping of documentation as well as the management of shareholders' information, handling the matters relating to information disclosure and other matters.

Audit Committee

The Board of the Company shall establish an Audit Committee chaired by an independent non-executive director. The Audit Committee shall exercise the powers of the Supervisory Committee as stipulated in the Company Law.

Manager

The Company shall have one manager, who shall be appointed or dismissed by the Board. The Company shall have several deputy managers, who shall be appointed or dismissed by the Board. Deputy managers shall assist the manager in the relevant work in accordance with their respective division of responsibilities.

The manager shall be accountable to the Board and shall exercise the following powers:

- (1) to manage the production, operations and management of the Company, and organize the implementation of the resolutions of the board of directors and to report his/her work to the Board;
- (2) to organise the implementation of the annual business plans and the investment plans of the Company;
- (3) to prepare the plan for the internal management structure of the Company;
- (4) to formulate the basic management system of the Company;

- (5) to formulate the basic rules of the Company;
- (6) to propose the appointment or dismissal of deputy managers and the person in charge of finance;
- (7) to decide to appoint or dismiss management personnel, except for those who shall be appointed or dismissed by the Board;
- (8) to review and approve transactions that do not meet the approval permissions of the general meeting and the Board as stipulated in the Articles of Association;
- (9) other powers granted by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or the Board.

The general manager shall be present at meetings of the Board.

Provident fund

When the Company distributes its after-tax profit for the year, ten percent of the profit should be set aside as its statutory provident fund. The Company may no longer do so if its cumulative statutory provident fund accounts for more than ten percent of its registered capital.

If the company's statutory provident fund is insufficient to make up for the losses of previous years, the Company shall use the current year's profit to make up for the losses before the set-aside of the statutory provident fund pursuant to the provisions in the preceding paragraph.

After the company has set aside a part of its after-tax profit as its statutory provident fund, it may also set aside a part of its after-tax profit as its discretionary reserve with a resolution made in the general meeting.

Where losses have been covered and the common reserves have been drawn, any remaining after-tax profits shall be distributed to shareholders on a pro rata basis except for otherwise provided by the Articles of Association.

If the general meeting distributes profits to shareholders in violation of the Company Law, shareholders shall return the profits distributed in violation of the regulations to the Company; if losses are caused to the Company, shareholders and the responsible Directors and the senior management shall bear liability for compensation.

The Company's provident fund shall be used to make up the losses or expand the production operations, or be converted to increase the registered capital of the Company. If the provident fund is used to make up for the Company's losses, it shall be used to offset, based on the Company's annual financial accounting report, the amount of undistributed profits to be offset to zero, and then to offset, in order of priority, the amount of arbitrary provident fund and statutory provident fund; if the amount still cannot be offset, it may be offset against capital provident fund that has determined amount and is shared among all shareholders and has no limitation on its use. The balance of the capital provident fund shall not be negative after the loss is made up. In the event that capital provident fund for specific shareholders or restricted for specific purposes is used to offset a loss, the consent of the party that owns the capital provident fund or the party that set up the use of the capital provident fund shall be obtained.

Upon the transfer of the statutory provident fund to increase the registered capital, the amount of such provident fund retained will not be less than twenty-five percent of the registered capital of the Company prior to the transfer.

1. FURTHER INFORMATION ABOUT OUR COMPANY**Incorporation**

Our Company is a limited liability company established in the PRC on May 11, 2018, and converted into a joint stock company on March 25, 2025. Our registered office is located at 8th Floor, Zijin Mining Headquarters Building, No. 1 Sanhuan North Road, Shanghang County, Fujian Province, PRC.

We have been registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance and Mr. Ng Tung Ching Raphael (吳東澄) has been appointed as the authorized representative for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As our Company was established in the PRC, we are subject to relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in “Regulatory Overview” and Appendix III to this Prospectus, respectively.

Changes in the Share Capital of Our Company

The changes in the share capital of our Company during the two years immediately preceding the date of this Prospectus are set out as follows:

- (a) On August 13, 2025, the registered capital of our Company increased from RMB115,821,287 to RMB121,737,769, as a result of share subscriptions by certain of our Pre-IPO Investors, during our Series D++ financings; and
- (b) On August 8, 2025, the registered capital of our Company increased from RMB104,527,892 to RMB115,821,287, as a result of share subscriptions by certain of our Pre-IPO Investors, during our Series D+ and Series D++ financings.

Save as aforesaid, there had been no alterations of our share capital within the two years preceding the date of publication of this Prospectus.

Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries as at December 31, 2025 are set out in the Accountants’ Report in Appendix I.

Details of the changes in the share capital of the Company’s subsidiaries within the two years immediately preceding the date of this Prospectus are set out below:

- (a) On May 20, 2026, the registered capital of Xinjiang Eacon decreased from RMB10,000,000 to RMB7,200,000;
- (b) On April 30, 2026, the registered capital of Australia Eacon increased from AUD7,088,850 to AUD9,658,850;
- (c) On January 27, 2026, the registered capital of Australia Eacon increased from AUD4,930,000 to AUD7,088,850;
- (d) On October 27, 2025, the registered capital of Ordos Yiao decreased from RMB10,000,000 to RMB7,500,000;

- (e) On September 11, 2025, the registered capital of Australia Eacon increased from AUD3,230,000 to AUD4,930,000;
- (f) On July 28, 2025, the registered capital of Xinjiang Eacon increased from RMB100,000 to RMB10,000,000;
- (g) On May 16, 2025, the registered capital of Australia Eacon increased from AUD2,230,000 to AUD3,230,000;
- (h) On March 14, 2025, the registered capital of Ordos Yiao increased from RMB300,000 to RMB10,000,000;
- (i) On January 3, 2025, Lanbang Trading was incorporated in the PRC with limited liability as a subsidiary of our Company with a registered capital of RMB20,000,000;
- (j) On December 20, 2024, Hainan Shimei was incorporated in the PRC with limited liability as a subsidiary of our Company with a registered capital of RMB1,000,000; and
- (k) On October 28, 2024, Ordos Yiao was incorporated in the PRC with limited liability as a subsidiary of our Company with a registered capital of RMB300,000.

Save as aforesaid, as of the Latest Practicable Date, there had been no other alterations of share capital of our subsidiaries within the two years preceding the date of this Prospectus.

Shareholders' Resolutions

Pursuant to the Shareholders' meeting held on June 24, 2025, the following resolutions, among others, were (subject to the relevant regulatory approval, filing and registration) duly passed:

- (a) the issue of H Shares with a nominal value of RMB1.00 each and the listing of such H Shares on the Stock Exchange;
- (b) the number of H Shares to be issued pursuant to the Global Offering, and the grant to the underwriters (or their representatives) of the Over-allotment Option of not more than 15% of the number of H Shares issued pursuant to the Global Offering;
- (c) conditional upon the completion of the Global Offering, all the 121,737,769 Unlisted Shares held by our existing Shareholders will be converted into H Shares on a one-for-one basis;
- (d) subject to the completion of the Global Offering, the Articles of Association have been approved and adopted, which shall become effective on the Listing Date, and our Board has been authorized to amend the Articles of Association to the extent necessary in accordance with any comments from the relevant regulatory authorities;
- (e) subject to the completion of the Global Offering, the granting of a general mandate to the Board to repurchase H Shares issued on the Stock Exchange with an aggregate number of not exceeding 10% of the number of the total issued H Shares as at the Listing Date;
- (f) subject to the completion of the Global Offering, the granting of a general mandate to the Board to allot and issue Shares at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as the Board in their absolute discretion deem fit, and to make necessary amendments to the Articles of Association, provided that the number of Shares to be issued shall not exceed 20% of the number of the Shares in issue as at the Listing Date; and
- (g) our Board has been authorized to handle all relevant matters relating to, among other things, the implementation of issuance of H Shares and the Listing.

Explanatory Statement on Repurchase of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this Prospectus concerning the repurchase of our own securities.

(a). Reasons for repurchase

The Board considered that the repurchase of the H Shares would be beneficial to and in the best interests of the Company and its Shareholders as a whole. It can strengthen the investors' confidence in the Company and promote a positive effect on maintaining the Company's reputation in the capital market. Such repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholder as a whole.

(b). Exercise of the general mandate to repurchase Shares

Subject to the passing of the special resolution approving the grant of the general mandate to repurchase Shares at annual general meetings, the Board will be granted the general mandate to repurchase Shares until the end of the relevant period. The general mandate to repurchase Shares would expire on the earlier of:

- (i) the conclusion of the next annual general meeting of the Company of which time it shall lapse unless, by special resolutions passed at that meeting, the authority is renewed, either conditionally or subject to conditions;
- (ii) the revocation or variation of the mandate under the resolution by a special resolution at the next general meeting of the Company; or
- (iii) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

Furthermore, we need to complete registration and approval procedures with relevant government authorities for the actual grant of the repurchase mandate to the Board, as applicable. The exercise in full of the general mandate to repurchase H Shares (on the basis of 147,869,769 Shares in issue as of the Listing Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the next annual general meeting) would result in a maximum of 14,786,976 H Shares being repurchased by the Company during the relevant period, being the maximum of 10% of the total H Shares in issue immediately following the completion of the Global Offering (excluding (i) the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option).

(c). Source of funds

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by its Articles of Association to repurchase its Shares. Any shares to be repurchased will be cancelled or transferred if allowed by the Articles of Association and applicable laws and regulations. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(d). Suspension of repurchase

A listed company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

(e). Close associates and core connected persons

None of our Directors or, to the best of their knowledge having made all reasonable inquiries, any of their close associates have a present intention, in the event the general mandate to repurchase Shares is approved, to sell any Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the general mandate to repurchase Shares is approved.

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, supervisor, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

(f). Status of repurchased Shares

Any shares to be repurchased will be cancelled or kept as treasury shares, subject to the Articles of Association, the Listing Rules and any other applicable laws and regulations.

(g). Takeover implications

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase Shares.

(h). General

If the general mandate to repurchase Shares were to be carried out in full at any time, there may be a material and adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the general mandate to repurchase Shares to such an extent as would have a material and adverse effect on our working capital or gearing position.

Our Directors have undertaken to the Stock Exchange that they will exercise the general mandate to repurchase Shares in accordance with the Listing Rules and the applicable laws in the PRC.

2. FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within two years preceding the date of this Prospectus, which are or may be material:

- (a) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, ZIJINNING Limited Partnership (acted by Gold Mountains Asset Management Limited, as authorized by its general partner CAPITAL LEAD INTERNATIONAL LIMITED), Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which ZIJINNING Limited Partnership (acted by Gold Mountains Asset Management Limited, as authorized by its general partner CAPITAL LEAD INTERNATIONAL LIMITED) agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$20,000,000;
- (b) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, Aurora SF, Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which Aurora SF agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$15,000,000 and hold such H Shares on a non-discretionary basis to hedge the cross-border total return swap entered into by Oversea-Chinese Banking Corporation Limited and OCBC Bank Limited;
- (c) the cornerstone investment agreement dated June 25, 2026 entered into between the Company, FIL Investment Management (Hong Kong) Limited (富達基金(香港)有限公司) (as agent and fiduciary for certain funds and accounts), Haitong International Capital Limited, Haitong International Securities Company Limited and Macquarie Capital Limited, pursuant to which FIL Investment Management (Hong Kong) Limited (as agent and fiduciary for certain funds and accounts) agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$30,000,000;
- (d) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, JPMorgan Asset Management (Asia Pacific) Limited, Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which JPMorgan Asset Management (Asia Pacific) Limited agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$25,000,000;
- (e) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, Baring Asset Management (Asia) Limited (as the discretionary investment manager of certain fund(s) and investment account(s)), Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which Baring Asset Management (Asia) Limited (as the discretionary investment manager of certain fund(s) and investment account(s)) agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$15,000,000;
- (f) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, Indus Select Master Fund, Ltd. and Vitruvius SICAV-Asian Equity (acting through Indus Capital Partners, LLC solely in its capacity as investment manager and authorized agent), Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which Indus Select Master Fund, Ltd. and

Vitruvius SICAV-Asian Equity (acting through Indus Capital Partners, LLC solely in its capacity as investment manager and authorized agent) agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$10,000,000;

- (g) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, Jain Global Master Fund Ltd (acting through its investment manager Jain Global LLC), Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which Jain Global Master Fund Ltd (acting through its investment manager Jain Global LLC) agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$10,000,000;
- (h) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, Regal Partners Holdings Pty Limited (as trustee for Regal Partners Private Fund and Regal Tactical Opportunities Fund), Haitong International Capital Limited, Haitong International Securities Company Limited and Macquarie Capital Limited, pursuant to which Regal Partners Holdings Pty Limited (as trustee for Regal Partners Private Fund and Regal Tactical Opportunities Fund) agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$800,000;
- (i) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, Regal Tactical Opportunities (Offshore) Master Fund, Haitong International Capital Limited, Haitong International Securities Company Limited and Macquarie Capital Limited, pursuant to which Regal Tactical Opportunities (Offshore) Master Fund agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$7,200,000;
- (j) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, GF Fund Management Co., Ltd. (廣發基金管理有限公司) (as the manager of several public funds and/or asset management schemes), Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which GF Fund Management Co., Ltd. (as the manager of several public funds and/or asset management schemes) agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$3,350,000;
- (k) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, GF International Investment Management Limited (廣發國際資產管理有限公司), Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which GF International Investment Management Limited agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$1,650,000;
- (l) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, CDH Golden River, L.P., Haitong International Capital Limited and Haitong International Securities Company Limited, pursuant to which CDH Golden River, L.P. agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$5,000,000;
- (m) the cornerstone investment agreement dated June 25, 2026 entered into among our Company, Seven Grand Managers, LLC, Haitong International Capital Limited, Haitong International Securities Company Limited and Macquarie Capital Limited, pursuant to which Seven Grand Managers, LLC agreed to subscribe for H Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$3,000,000; and
- (n) the Hong Kong Underwriting Agreement.

Our Intellectual Property Rights

As of the Latest Practicable Date, we have registered the following intellectual property rights, which we consider to be material in relation to our business:

Trademarks

As of the Latest Practicable Date, we had applied for the registration of the following trademarks which we consider to be material in relation to our business:

No.	Trademark	Owner	Registration Number	Place of Registration
1	蜂群指挥官	The Company	40350343	PRC
2	eacon	The Company	51371117	PRC
3	eacon	The Company	51360945	PRC
4	eacon	The Company	51382254	PRC
5	eacon	The Company	51372371	PRC
6	蜂群指挥官	The Company	54259777	PRC
7	蜂群指挥官	The Company	54264058	PRC
8	蜂群指挥官	The Company	54247379	PRC
9	eacon	The Company	58034104	PRC
10	eacon	The Company	61190126	PRC
11	eacon	The Company	63537100	PRC
12	EALCON	The Company	66041344	PRC
13	易控智驾	The Company	66048483	PRC
14	易控智驾	The Company	66048024	PRC
15	EALCON	The Company	66049650	PRC
16	EALCON	The Company	66048046	PRC
17	EALCON	The Company	66052501	PRC
18	易控智驾	The Company	66052162	PRC
19	易控智驾	The Company	66052188	PRC
20	eacon	The Company	66061426	PRC
21	EALCON	The Company	66061482	PRC

No.	Trademark	Owner	Registration Number	Place of Registration
22	EALCON	The Company	66040096	PRC
23	著山	The Company	67800157	PRC
24	著山	The Company	67815188	PRC
25	著山	The Company	67797259	PRC
26	易控智驾	The Company	68771579	PRC
27	易控智驾	The Company	68780162	PRC
28	易控智驾	The Company	70684666	PRC
29	易控智驾	The Company	73604027	PRC
30	御石	The Company	74665999	PRC
31	御石	The Company	74663662	PRC
32	著山	The Company	74754481	PRC
33	著山	The Company	74734582	PRC
34	著山	The Company	74744536	PRC
35	易控智驾	The Company	66038652	PRC
36	EALCON	The Company	306897304	Hong Kong

Copyrights

As of the Latest Practicable Date, we have the following copyrights which we consider to be or may be material to our business:

No.	Copyright Name	Registered Owner	Registration Number	Registration Date
1. . .	Unmanned Driving Operation Analysis Platform For Mining Area V1.0 (礦區無人駕駛運營分析平台V1.0)	The Company	2019SR1413836	December 23, 2019
2. . . .	Eacon Unmanned Driving Simulation Platform for Open-Pit Mines V1.0 (易控智駕露天礦山無人駕駛仿真平台V1.0)	Shanghai Yiao	2022SR1620604	December 28, 2022
3. . . .	Eacon Simulation Analysis and Verification Platform V1.0 (易控智駕仿真分析驗證平台V1.0)	The Company	2024SR1658857	October 31, 2024
4. . . .	Integrated Comprehensive Control Platform V1.0 (一體化綜合管控平台V1.0)	The Company	2025SR0172011	January 24, 2025
5. . . .	Intelligent Maintenance System (App) V1.0 (智慧機務系統(移動客戶端)V1.0)	The Company	2025SR0182509	January 26, 2025
6. . . .	Remote Control Driving System V1.0 (遠程遙控駕駛系統V1.0)	The Company	2025SR0768255	May 13, 2025
7. . . .	Intelligent Early Warning System V1.0 (智能預警系統V1.0)	The Company	2025SR0672597	April 24, 2025
8. . . .	Intelligent Maintenance Platform V1.0 (智慧機務平台V1.0)	The Company	2025SR0757315	May 9, 2025
9. . . .	Human-Machine Collaboration System (Mining Truck) V1.0 (人機協同系統(礦卡)V1.0)	The Company	2025SR0686967	April 27, 2025
10. . .	Human-Machine Collaboration System (Excavator) V1.0 (人機協同系統(挖機)V1.0)	The Company	2025SR0690806	April 27, 2025
11. . .	Intelligent Collaboration Terminal V1.0 (智能協同終端V1.0)	The Company	2025SR0691213	April 27, 2025
12. . .	Back-Office Management System V1.0 (後台管理系統V1.0)	The Company	2025SR0707234	April 29, 2025

Domain Names

As of the Latest Practicable Date, we have registered or been authorized to use the following domain names which we consider to be material in relation to our business:

No.	Domain Name	Registered Owner	Expiry Date
1.	eqfleetcmder.com	The Company	July 17, 2029
2.	yikongzhijia.com	The Company	July 1, 2029
3.	eacon.com	The Company	April 19, 2029

Patents

As of the Latest Practicable Date, we have registered or been authorized to use the following patents which we consider to be material in relation to our business:

No.	Patent Description	Registered Owner	Registration Number	Application Date
1. . .	Scheduling Platform for Unmanned Vehicles, Unmanned Vehicle, Scheduling Method, and Storage Medium (無人車的調度平台、無人車、調度方法和存儲介質)	The Company	ZL202211182112.4	September 27, 2022
2. . .	Method and Apparatus for Model Construction for Traffic Flow Optimization in Unmanned Mining Road Networks (用於礦山無人駕駛路網交通流優化的模型構建方法及裝置)	The Company	ZL202110284320.4	March 17, 2021
3. . .	Method and Apparatus for Generating Loading Positions for Vehicles to Be Loaded in Unmanned Mining (用於礦山無人駕駛的待裝車輛裝載位生成方法和裝置)	The Company	ZL202110284102.0	March 17, 2021
4. . .	Method, Apparatus, Storage Medium and Electronic Device for Vehicle Scheduling in Open-Pit Mines (用於露天礦的車輛調度方法、裝置、存儲介質和電子設備)	The Company	ZL202011585361.9	December 28, 2020
5. . . .	Method, Apparatus, Storage Medium and Electronic Device for Collision Avoidance of Multiple Unmanned Vehicles in Open Areas (開放區域多無人車避讓方法、裝置、存儲介質和電子設備)	The Company	ZL202011345600.3	November 25, 2020
6. . . .	Method, Apparatus, Device and Medium for Control of Intelligent Driving Vehicles on Two-Way Single-Lane Roads (雙向單車道智能駕駛車輛的管制方法、裝置、設備及介質)	The Company	ZL202010629177.3	July 2, 2020
7. . . .	Method, Apparatus, Electronic Device, and Readable Storage Medium for Collision Elimination (碰撞消除方法、裝置、電子設備及可讀存儲介質)	The Company	ZL202010465147.3	May 27, 2020
8. . . .	Minimum Safety Systems, Control Method, Apparatus, and Storage Medium for Intelligent Driving Mining Vehicle (智能駕駛礦車最小安全系統、控制方法、裝置及存儲介質)	The Company	ZL202110470705.X	April 28, 2021

No.	Patent Description	Registered Owner	Registration Number	Application Date
9. . . .	Method, Apparatus, Device and Medium for Detecting Instability States of Intelligent Driving Mining Vehicles (智能駕駛礦用車輛失穩狀態檢測方法、裝置、設備及介質)	The Company	ZL202010689085.4	July 16, 2020
10. . .	Brake Control Method and Control Apparatus for Intelligent Driving Mining Vehicles (一種智能駕駛礦車的制動控制方法以及控制裝置)	The Company	ZL202110470878.1	April 28, 2021
11. . .	Method, Apparatus, Electronic Device and Storage Medium for Fault Handling (一種故障處理方法、裝置、電子設備和存儲介質)	Shanghai Yiao	ZL202110364616.7	April 2, 2021
12. . .	Method, Apparatus, Electronic Device and Storage Medium for Fault Handling (一種故障處理方法、裝置、電子設備和存儲介質)	Shanghai Yiao	ZL202110364618.6	April 2, 2021
13. . .	Method and Electronic Device for Control of Unmanned Vehicle and its Endpoint Lateral Steady-State (無人駕駛車輛及其終點橫向穩態控制方法、電子設備)	The Company	ZL202011053897.6	September 29, 2020
14. . .	Control System and Method for Gear Limitation of Unmanned Mining Vehicles (無人駕駛礦車檔位限制的控制系統及控制方法)	The Company	ZL201911050768.9	October 31, 2019
15. . .	Steering Safety Redundancy System and Control Method for Unmanned Commercial Vehicles (一種無人駕駛商用車轉向安全冗餘系統及控制方法)	The Company	ZL201910990987.9	October 17, 2019
16. . .	Path Planning Method and Vehicle and Computer-Readable Medium (路徑規劃方法及車輛、計算機可讀介質)	The Company	ZL201911421601.9	December 31, 2019
17. . .	Method, Apparatus, Device and Medium for Switching Longitudinal Motion Control Modes of Unmanned Vehicles (無人駕駛縱向運動控制模式切換方法、裝置、設備及介質)	The Company	ZL202011012077.2	September 23, 2020
18. . .	Multi-Sensor Data Fusion Method and System (多傳感器數據融合方法及系統)	The Company	ZL201910391929.4	May 10, 2019
19. . .	Method, Control Apparatus, Electronic Device and Storage Medium for Control of Mining Operation Areas (礦山作業區的控制方法、控制裝置、電子設備和存儲介質)	The Company	ZL202211700455.5	December 29, 2022

No.	Patent Description	Registered Owner	Registration Number	Application Date
20. . .	Cargo Box Control System for Unmanned Vehicles, Unmanned Vehicle and Controller (無人車的貨箱控制系統、無人車以及控制器)	Shanghai Yiao	ZL202211236917.2	October 10, 2022
21. . .	Method,, Apparatus, Electronic Device and Storage Medium for Control of Unmanned Vehicles (無人駕駛車輛的控制方法、裝置、電子設備及存儲介質)	The Company	ZL202310145528.7	February 22, 2023
22. . .	Method, System, Electronic Device and Storage Medium for Simulation of Mining Scenes (礦山場景仿真方法、系統、電子設備及存儲介質)	The Company	ZL202310145526.8	February 22, 2023
23. . .	Remote Driving Method and Apparatus for Autonomous Vehicles (自動駕駛車輛的遠程駕駛方法和裝置)	The Company	ZL202310744536.3	June 25, 2023
24. . .	Thermal Management System, Thermal Management Method, Electronic Device, and Vehicle (熱管理系統、熱管理方法、電子設備和車輛)	The Company	ZL202310499617.1	May 6, 2023
25. . .	Method and Apparatus, Electronic Device and Storage Medium for Control of Work Vehicles (作業車輛的控制方法和裝置、電子設備及存儲介質)	The Company	ZL202310777074.5	June 29, 2023
26. . .	Method, System, Electronic Device and Storage Medium for Control of Unmanned Vehicles (無人駕駛車輛控制方法、系統、電子設備和存儲介質)	The Company	ZL202310657735.0	June 6, 2023
27. . .	Method, Apparatus, Electronic Device and Storage Medium for Control of Unmanned Vehicles (無人駕駛車輛的控制方法、裝置、電子設備及存儲介質)	The Company	ZL202311465036.2	November 7, 2023
28. . .	Method, Apparatus, Electronic Device and Storage Medium for Detection of Vehicle Collision (車輛碰撞檢測方法、裝置、電子設備及存儲介質)	The Company	ZL202410171535.9	February 7, 2024
29. . .	Method and Apparatus for Detecting Cargo Box Angle of Unmanned Vehicles (一種無人駕駛車輛的貨箱角度檢測方法及裝置)	The Company	ZL202410591589.0	May 14, 2024
30. . .	Method and Apparatus, Storage Medium and Electronic Device for Vehicle Control (車輛控制方法及裝置、存儲介質及電子設備)	The Company	ZL202410675513.6	May 29, 2024
31. . .	Method and Apparatus for Control Unmanned Vehicles (無人車的控制方法以及裝置)	The Company	ZL202410749489.6	June 12, 2024

No.	Patent Description	Registered Owner	Registration Number	Application Date
32. . .	Method, Apparatus, and Unmanned Vehicle for Detecting Actual Speed of Unmanned Vehicles (無人駕駛車輛實際車速的檢測方法、裝置和無人駕駛車輛)	The Company	ZL202411364460.2	September 29, 2024
33. . .	Method for Constructing Agent Interaction Scenarios, and Method and Apparatus for Behavior Prediction Model Training (智能體交互場景構建方法、行為預測模型訓練方法及裝置)	The Company	ZL202411433703.3	October 15, 2024
34. . .	Simulation methods and distributed simulation system for the entire process of autonomous driving in mining environments (面向礦山無人駕駛全流程的仿真方法及分佈式仿真系統)	The Company	ZL202210262086.X	March 17, 2022

Save as disclosed above, as of the Latest Practicable Date, there were no other trademarks, domains, copyrights, intellectual property rights, or individual property rights which are or may be material in relation to our business.

3. FURTHER INFORMATION ABOUT OUR DIRECTORS

Particulars of Directors' Contracts and Appointment Letters

(i). *Executive Directors*

Each of Mr. Lan, Mr. Zhang, Dr. Lin Qiao, Dr. Chen Huiyong and Ms. Qu Xiaoyan, being our executive Directors, has entered into a service contract with our Company. Each service contract is for an initial term of three years. The service contracts may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

(ii). *Non-executive Director*

Mr. Lai being our non-executive Director, has entered into a letter of appointment with our Company. The letter of appointment is for an initial term of three years. The letter of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

(iii). *Independent non-executive Directors*

Each of Dr. Gong Yan, Dr. Han Jian and Mr. Wong Yu Shan Eugene being our Independent non-executive Directors, has entered into a letter of appointment with our Company. Each letter of appointment is for an initial term of three years. The letters of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

Remuneration of Directors and Supervisors

Save as disclosed in “Directors, Supervisors and Senior Management” and “Appendix I — Accountants’ Report — 13. Emoluments of Directors, Chief Executive and Supervisors” for the years ended December 31, 2023, 2024 and 2025, none of our Directors or Supervisors received other remunerations or benefits in kind from us.

Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by any member of our Group in respect of the year ending December 31, 2026 is approximately RMB12.04 million.

Save as disclosed above, there was no arrangement under which any Director or Supervisor has waived or agreed to waive any remuneration or benefits in kind during the Track Record Period.

4. DISCLOSURE OF INTERESTS

Disclosure of Interests of Directors and Supervisors

Save as disclosed in the section headed “Substantial Shareholders”, immediately following the completion of the Global Offering assuming that the Over-Allotment Option is not exercised, none of our Directors or Supervisors has any interest and/or short position in the Shares, underlying Shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short position which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules to be notified to our Company, once the Shares are listed on the Stock Exchange.

Disclosure of Interests of Substantial Shareholders

Save as disclosed in the section headed “Substantial Shareholders”, immediately following the completion of the Global Offering and without taking into account any H Shares which may be issued pursuant to the exercise of the Over-allotment Option, our Directors are not aware of any other person (not being a Director, Supervisor or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

Interests of the substantial shareholders in other members of our Group

So far as the Directors are aware, the following person (other than our Company, and any subsidiaries of our Group) is entitled to exercise, or control the exercise of, 10% or more of voting power at the general meetings of other members of our Group:

Name of the subsidiary	Name of shareholder	Percentage of interest in the subsidiary (%)
Lanbang Trading	Hainan Zhongxinkai Investment Co., Ltd.* (海南眾鑫凱投資有限公司) ⁽¹⁾	34

Note:

- (1) Hainan Zhongxinkai Investment Co., Ltd. (“**Hainan Zhongxinkai**”) is owned Mr. Yu Haibo (于海波) and Lan Xiaoyun (蘭小雲) as to 80% and 20%, respectively. For additional information about our relationship with Mr. Yu, see “History, Development and Corporate Structure — Our Corporate Structure.”

Disclaimers

Save as disclosed in this Prospectus:

- (a) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group; and
- (b) none of our Directors, Supervisors or any of the parties listed in “Qualifications of Experts” in this Appendix is:
 - (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this Prospectus, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - (ii) materially interested in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to our business.

5. THE PRE-IPO EQUITY INCENTIVE PLAN

As of the Latest Practicable Date, our Company had granted outstanding Share Awards under the Pre-IPO Equity Incentive Plan to 126 Grantees to subscribe for an aggregate of 1,722,851 Shares, representing approximately 1.17% of the total issued share capital immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised). The Share Awards were granted to four connected persons, one member of the senior management and Other Grantees who are not Directors, Supervisors, senior management or connected persons of our Company. As of the Latest Practicable Date, 8,277,149 Shares underlying the Share Awards have been vested.

Save as disclosed in this Prospectus, no Share Awards were granted to any other Directors, Supervisors, senior management members or consultants or connected persons of our Company under the Pre-IPO Equity Incentive Plan. No Share Awards under the Pre-IPO Equity Incentive Plan will be further granted after the Listing.

The Employee Incentive Platforms were established to implement the Pre-IPO Equity Incentive Plan. As of the Latest Practicable Date, the Employee Incentive Platforms, in aggregate, held 10,000,000 Shares, representing 8.21% of the share capital of our Company. Details of the Employee Incentive Platforms are set out below.

Ningbo Nanying

Ningbo Nanying was established in the PRC as a limited partnership on July 12, 2017. As of the Latest Practicable Date, Ningbo Nanying owned approximately 7.46% equity interest in the Company. Ms. Bai Fangfang (白芳芳), our HR manager and an Independent Third Party, is the general partner of Ningbo Nanying.

As of the Latest Practicable Date, Ningbo Nanying was held as to approximately 0.10% by Ms. Bai Fangfang as the general partner, with the remaining interests held by seven limited partners, namely (i) Mr. Zhang (holding approximately 9.82% partnership interests), and (ii) Ningbo Meishan Bonded Port Area Jiangen Enterprise Management Partnership (Limited Partnership)* (寧波梅山保稅港區將恩企業管理合夥企業(有限合夥)), “**Jiangen Partnership**”) (holding approximately 3.90% partnership interests), Ningbo Meishan Bonded Port Area Sand Exploration Enterprise Management Partnership (Limited Partnership)* (寧波梅山保稅港區探砂企業管理合夥企業(有限合夥)), “**Tansha Partnership**”) (holding approximately 1.50% partnership interests),

Ningbo Meishan Bonded Port Area Baiyin Enterprise Management Partnership (Limited Partnership)* (寧波梅山保稅港區白音企業管理合夥(有限合夥), “**Baiyin Partnership**”) (holding approximately 16.28% partnership interests), Ningbo Meishan Bonded Port Area Tanjin Enterprise Management Partnership (Limited Partnership)* (寧波梅山保稅港區探金企業管理合夥企業(有限合夥), “**Tanjin Partnership**”) (holding approximately 47.97% partnership interests), Ningbo Meishan Bonded Port Area Hongquan Enterprise Management Partnership (Limited Partnership)* (寧波梅山保稅港區紅泉企業管理合夥(有限合夥), “**Hongquan Partnership**”) (holding approximately 17.39% partnership interests) and Ningbo Meishan Bonded Port Area Malang Own Capital Investment Partnership (Limited Partnership)* (寧波梅山保稅港區馬朗自有資金投資合夥企業(有限合夥), “**Malang Partnership**”) (holding approximately 3.03% partnership interests).

Jianguan Partnership, Tansha Partnership, Baiyin Partnership, Tanjin Partnership, Hongquan Partnership and Malang Partnership are limited partnerships established in the PRC and Ms. Bai Fangfang is the general partner of each of them. As of the Latest Practicable Date, the limited partners of Jianguan Partnership, Tansha Partnership, Baiyin Partnership, Tanjin Partnership, Hongquan Partnership and Malang Partnership are current and former employees of our Group who are not Directors, Supervisors, senior management or connected persons of our Company, except for Mr. Lan, Mr. Zhang, Dr. Lin Qiao, Dr. Chen Huiyong, Ms. Qu Xiaoyan, Mr. Li Jizhi, Mr. Yang Xiaoguang, Dr. Liu Yudong and Mr. Liu Kun. Specifically, Mr. Lan is the limited partner of Tanjin Partnership, Hongquan Partnership, Baiyin Partnership, Jianguan Partnership and Malang Partnership, holding 5.50%, 3.15%, 2.57%, 39.04% and 28.10% partnership interests, respectively. Dr. Lin Qiao is the limited partner of Tanjin Partnership, holding 23.79% partnership interests. Ms. Qu Xiaoyan is the limited partner of Baiyin Partnership, holding 71.64% partnership interests. Dr. Chen Huiyong is the limited partner of Hongquan Partnership and Malang Partnership, holding 61.52% and 3.61% partnership interests, respectively. Mr. Li Jizhi is the limited partner of Tanjin Partnership, holding 11.06% partnership interests. Mr. Yang Xiaoguang is the limited partner of Tanjin Partnership and Malang Partnership, holding 5.90% and 3.61% partnership interests, respectively. Mr. Liu Kun is the limited partner of Tanjin Partnership and Malang Partnership, holding 1.32% and 1.56% partnership interests, respectively. Dr. Liu Yudong is the limited partner of Hongquan Partnership, holding 2.28% partnership interests.

Ningbo Zhongying

Ningbo Zhongying was established in the PRC as a limited partnership on July 10, 2024. As of the Latest Practicable Date, Ningbo Zhongying owned approximately 0.36% equity interest in the Company. Mr. Zhang is the general partner of Ningbo Zhongying and responsible for the management of Ningbo Zhongying and exercises the voting rights attaching to the Shares held by Ningbo Zhongying.

As of the Latest Practicable Date, Ningbo Zhongying was held as to approximately 0.23% by Mr. Zhang as the general partner, approximately 0.002% by Ms. Bai Fangfang as a limited partner, and the remaining interests were held by five limited partners, who are former employees of our Group and are not Directors, Supervisors, senior management or connected persons of our Company, including: (1) Fu Wenliang (付文亮) (holding approximately 40.18% of partnership interests therein); (2) Yang Dan (楊丹) (holding approximately 40.0581% of partnership interests therein); (3) Zhao Lei (趙磊) (holding approximately 9.83% of partnership interests therein); (4) Huang Jiayong (黃加勇) (holding approximately 6.92% of partnership interests therein); and (5) Wang Qingqing (汪青青) (holding approximately 2.78% of partnership interests therein).

Ningbo Yuying

Ningbo Yuying was established in the PRC as a limited partnership on July 10, 2024. As of the Latest Practicable Date, Ningbo Yuying owned approximately 0.40% equity interest in the Company. Mr. Zhang is the general partner of Ningbo Yuying and responsible for the management of Ningbo Yuying and exercises the voting rights attaching to the Shares held by Ningbo Yuying.

As of the Latest Practicable Date, Ningbo Yuying was held as to approximately 0.2029% by Mr. Zhang as the general partner, approximately 0.002% by Ms. Bai Fangfang as a limited partner, and the remaining interests were held by three limited partners, who are external consultants of our Group or their spouses and are not Directors, Supervisors, senior management or connected persons of our Company, including: (1) Hao Shirong (郝世榮) (holding approximately 43.83% of partnership interests therein); (2) Guo Xiaoyu (郭曉玉) (holding approximately 40.46% of partnership interests therein); and (3) Peng Xuejiao (彭雪嬌) (holding approximately 15.50% of partnership interests therein).

We have applied to the Hong Kong Stock Exchange for a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules. For more details, see “Waivers — Waiver in relation to the Pre-IPO Equity Incentive Plan”.

The following is a summary of the principal terms of the Pre-IPO Equity Incentive Plan, which was adopted by the Company in January 2019 and amended in October 2024 and June 2025. The Pre-IPO Equity Incentive Plan is not subject to Chapter 17 of the Listing Rules as it does not involve any further grant of awards by the Company after the Listing.

1. Purposes

The Pre-IPO Equity Incentive Plan seeks to enhance corporate governance, attract and retain exceptional talent, and empower entrepreneurial-minded employees through a shared innovation platform, aligning shareholder, corporate, and staff interests by enabling long-term contributors to benefit from company growth.

2. Eligible Participants

The Company shall determine the eligible participants in accordance with the applicable laws and the relevant provisions of the Articles of Association and in light of the Company’s actual situation.

Eligible participants shall be employees with labor relationships and employment contracts with the Company (including branch companies/subsidiaries).

3. Administration

The Board of Directors is responsible for formulating and amending the Pre-IPO Equity Incentive Plan.

A management committee (the “**Management Committee**”) is established under the Pre-IPO Equity Incentive Plan and shall be responsible for the day-to-day administration of the plan, including but not limited to managing the list of eligible participants and handling the registration of Share Awards.

4. Source of Shares

The source of the underlying Shares of Pre-IPO Equity Incentive Plan shall be the equity interests in our Company which correspond to RMB10,000,000 of the Company’s registered capital.

5. Total Number of Shares

Under the Pre-IPO Equity Incentive Plan, the total number of Share Awards represented an aggregate of 10,000,000 Shares, representing approximately 6.76% of the total number of Shares in issue immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised).

6. *Term*

There is no expiry date for the Pre-IPO Equity Incentive Plan.

7. *Vesting Period, Holding Period and Service Period*

The vesting period for the Share Awards under the Pre-IPO Equity Incentive Plan is four years and set out below:

- (a) 25% of the aggregate number of Share Awards to be vested following the 12th month after the relevant Share Awards having been registered under the relevant Grantee(s) as recorded in the Share Award agreement (the “**Grant Date**”);
- (b) 25% of the aggregate number of Share Awards to be vested following the 24th month after the Grant Date;
- (c) 25% of the aggregate number of Share Awards to be vested following the 36th month after the Grant Date; and
- (d) the remaining 25% of the aggregate number of Share Awards to be vested following the 48th month after the Grant Date.

During the vesting period, if an eligible participant fails to continuously meet the vesting conditions specified in the Pre-IPO Equity Incentive Plan, the Share Awards cannot become vested. If the recipient meets the vesting conditions but fails to make the required payment for the granted Share Awards on time and in full, the corresponding Share Awards held by the recipient will not be vested.

Under the Share Awards under the Pre-IPO Equity Incentive Plan, an eligible participant may not sell, transfer, or otherwise dispose of their granted Share Awards in any manner starting from the date when the recipient’s granted Shares Awards are fully vested and ends on the date when the company completes its listing on a stock exchange. Throughout the holding period, the Share Awards held by the recipients must not be used as collateral, to repay debts, or to establish any other rights over the shares.

Under the Share Awards under the Pre-IPO Equity Incentive Plan, the service period for all eligible participants is four years, starting from the Grant Date. An eligible participant must work continuously for the Company for four years without any performance requirements before the Share Awards can be fully vested in accordance with the schedule above. If an incentive recipient is granted multiple times, their service period will be calculated separately for each Grant Date in batches.

8. *Transfer and Repurchase of Share Awards*

During the lock-up period, the eligible participants shall not sell, transfer or dispose of their Share Awards in any way; upon the expiration of the lock-up period, the eligible participants may transfer their Share Awards to the other eligible participants as approved by the Management Committee or request that their Share Awards be repurchased by a Repurchase Right Holder (as defined below) as approved by the Management Committee. Without the written approval of the Management Committee, any sale, transfer or disposal of the Share Awards by the eligible participants shall be invalid.

If an eligible participant commits any serious offences or is otherwise in breach of any applicable laws and regulations as specified in the Pre-IPO Equity Incentive Plan when leaving the Company, regardless of whether the Share Awards held by the eligible participant have been fully or partially unlocked, and regardless of whether the Company’s Shares are

listed at the relevant time, the Share Awards held by the participant shall be repurchased by a Repurchase Right Holder (as defined below). The repurchase price shall be RMB1 or the lowest price permitted by applicable law at the relevant time. If an eligible participant is not at fault as specified in the Pre-IPO Equity Incentive Plan when leaving the Company, the Share Awards held by the participant shall be repurchased by a Repurchase Right Holder (as defined below) at the repurchase price calculated with reference to the Company's latest valuation. Except for circumstances specified under the terms of the Pre-IPO Equity Incentive Plan, the partnership interests of the Grantee shall also be subject to certain transfer restrictions.

The holders of repurchase rights under the Pre-IPO Equity Incentive Plan are Mr. Lan and Mr. Zhang (the “**Repurchase Right Holder(s)**”). Mr. Lan is the first-priority Repurchase Right Holder. If the capital contribution corresponding to the Share Awards cumulatively repurchased by him under the Pre-IPO Equity Incentive Plan reaches 30% of the total Share Awards, the remaining Share Awards will be repurchased by Mr. Zhang.

9. Outstanding Awards

We set forth below details of the outstanding Share Awards granted to three connected persons, one member of the senior management and Other Grantees who are not Directors, Supervisors, senior management or connected persons of our Company:

Name of Grantee	Position held at our Company	Number of Shares subject to the outstanding Share Awards granted	Date(s) of Grant	Purchase price per Share (RMB)	Vesting Period	Approximate percentage of shareholding immediately following completion of the Global Offering
<i>Directors</i>						
Dr. Chen Huiyong (陳慧勇)	Executive Director and vice president of the Company	277,778	September 6, 2022 and March 1, 2025	1.00 to 8.17	4 years from the relevant Date of Grant	0.19%
Qu Xiaoyan (曲曉燕)	Executive Director, vice president and chief financial officer of the Company	587,781	October 7, 2023	1.00 to 8.17	4 years from the relevant Date of Grant	0.40%
<i>Supervisor</i>						
Yang Xiaoguang (楊曉光)	Supervisor	32,403	April 15, 2023; March 1, 2024 and March 1, 2025	7.81 to 8.17	4 years from the relevant Date of Grant	0.02%
<i>Senior Management</i>						
Dr. Liu Yudong (劉煜冬)	Board Secretary	30,000	April 1, 2025	8.17	4 years from the relevant Date of Grant	0.02%

Classified by number of underlying Shares	Number of Grantees	Number of Shares subject to the outstanding Share Awards granted	Date of Grant	Purchase price per Share (RMB)	Vesting Period	Approximate percentage of shareholding immediately following completion of the Global Offering ⁽¹⁾
<i>Other employees</i>						
10,000 or less.	103	346,821	July 4, 2022 to November 28, 2024	7.42 to 8.17	4 years from the relevant Date of Grant	0.23%
10,001 to 20,000	15	224,876	August 1, 2022 to March 1, 2025	7.42 to 8.17	4 years from the relevant Date of Grant	0.15%
Over 20,001	4	223,192	June 19, 2023 to March 1, 2025	7.81 to 8.17	4 years from the relevant Date of Grant	0.15%

Note:

(1) Assuming no exercise of the Over-allotment Option.

10. Dilution Effect and Impact on Earnings per Share

As of the Latest Practicable Date, all Shares granted under the Pre-IPO Equity Incentive Plan have been issued to our Employee Incentive Platforms. Accordingly, there will not be any dilution effect on the shareholdings of our Shareholders nor any impact on the earnings per share arising from the full vesting of the outstanding Share Awards after Listing.

6. OTHER INFORMATION

Litigation

As of the Latest Practicable Date, no member of our Group was engaged in any litigation or arbitration of material importance and, so far as our Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of our Group.

Sole Sponsor

The Sole Sponsor has made an application on our behalf to the Listing Committee of the Stock Exchange for a listing of, and permission to deal in, all the H Shares to be issued as mentioned in this Prospectus. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Sole Sponsor confirms that it satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The sponsor fee payable to Sole Sponsor by our Company is US\$600,000 in total.

Compliance Advisor

Our Company has appointed Guotai Junan Capital Limited as the compliance advisor in compliance with Rule 3A.19 of the Listing Rules.

Preliminary Expenses

As of the Latest Practicable Date, our Company had not incurred material preliminary expenses.

Promoter

The Promoters of our Company are all of the 25 then shareholders of our Company as of March 10, 2025 (being the date on which the plan for our Company's conversion into a joint stock limited company was finalized). Save as disclosed in this Prospectus, within the two years immediately preceding the date of this Prospectus, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoter in connection with the Global Offering and the related transactions described in this Prospectus.

Qualification of Experts

The qualifications of the experts, as defined under the Listing Rules, who have given opinions in this Prospectus, are as follows:

Name	Qualification
Haitong International Capital Limited	A corporation licensed to conduct Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified public accountants and public interest entity auditors registered in accordance with the Accounting and Financial Reporting Council Ordinance
Zhong Lun Law Firm	PRC legal advisor
Morgan, Lewis & Bockius LLP	Legal adviser to our Company as to U.S. outbound investment laws
Frost & Sullivan (Beijing) Inc.	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Consents of Experts

Each of the experts named in the paragraph headed "Qualification of Experts" in this Appendix has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its report and/or letter and/or opinion, which is made as of the date of this Prospectus, and/or the references to its name included herein in the form and context in which it is respectively included.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred.

Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, see “Appendix III — Summary of Articles of Association of the Company”.

Binding Effect

This Prospectus shall have the effect, if an application is made in pursuant hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Hong Kong Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

Related Party Transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this Prospectus as mentioned in “Appendix I — Accountants’ Report — Related Party Disclosure”.

Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our major subsidiaries.

Bilingual Prospectus

The English language and Chinese language versions of this Prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap. 32L of the Laws of Hong Kong).

Miscellaneous

Save as disclosed in this Prospectus:

- (a) within the two years immediately preceding the date of this Prospectus:
 - (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued, or is proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share of our Company or any of our subsidiaries; and
 - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of our Company;
- (b) there are no founder, management or deferred shares or any debentures in our Company or any of our subsidiaries;
- (c) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

- (d) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this Prospectus;
- (e) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (f) our Company has no outstanding convertible debt securities or debentures;
- (g) there is no arrangement under which future dividends are waived or agreed to be waived;
- (h) none of our equity and debt securities is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought;
- (i) our Company is a joint stock company with limited liability and is subject to the PRC Company Law; and
- (j) our Company has adopted a code of conduct regarding Directors' and Supervisors' securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this Prospectus delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) the written consents referred to in “Statutory and General Information — 6. Other Information — Consents of Experts” in Appendix IV; and
- (b) a copy of each of the material contracts referred to in “Statutory and General Information — 2. Further Information about our Business — Summary of Material Contracts” in Appendix IV.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Stock Exchange at www.hkexnews.hk and our website at www.eacon.com during a period of 14 days from the date of this Prospectus:

- 1. the Articles of Association;
- 2. the audited consolidated financial statements of our Group for the years ended December 31, 2023, 2024 and 2025;
- 3. the Accountants’ Report from Deloitte Touche Tohmatsu for the years ended December 31, 2023, 2024 and 2025, the text of which is set forth in Appendix I;
- 4. the report from Deloitte Touche Tohmatsu on the unaudited pro forma financial information of our Group as at December 31, 2025, the text of which is set forth in Appendix II;
- 5. the material contracts referred to in “Statutory and General Information — 2. Further Information about our Business — Summary of Material Contracts” in Appendix IV;
- 6. the written consents referred to in “Statutory and General Information — 6. Other Information — Consents of Experts” in Appendix IV;
- 7. the service contracts and appointment letters referred to in “Statutory and General Information — 3. Further Information about our Directors” in Appendix IV;
- 8. the legal opinions issued by Zhong Lun Law Firm, our PRC Legal Advisor, in respect of, among other things, the general matters and property interests of our Group under PRC law;
- 9. the legal memorandum provided by Morgan, Lewis & Bockius LLP in respect of U.S. outbound investment laws;
- 10. the industry report issued by Frost & Sullivan, the summary of which is set forth in the section headed “Industry Overview”;
- 11. the PRC Company Law, the PRC Securities Law, the Guidelines for Articles of Association of Listed Companies, and the Trial Measures for the Administration on Overseas Securities Offering and Listing by Domestic Companies, together with unofficial English translations thereof; and
- 12. the terms of the Pre-IPO Equity Incentive Plan.

DOCUMENT AVAILABLE FOR INSPECTION

A copy of a full list of all the Grantees under the Pre-IPO Equity Incentive Plan will be made available for public inspection at our Company's Hong Kong legal adviser's office in Hong Kong at 10/F, The Hong Kong Club Building, 3A Chater Road, Central, Hong Kong, during normal business hours up to and including the date which is 14 days from the date of this Prospectus.

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