SEER
Robotics

上海仙工智能科技股份有限公司
Shanghai Seer Intelligent Technology Co., Ltd.

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

Stock Code : 06106

GLOBAL OFFERING

Sole Sponsor, Sponsor-Overall Coordinator, Overall Coordinators, Joint Global Coordinators, Bookrunners and Joint Lead Managers

CICC 中金公司

Overall Coordinators, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

CMBI 招銀国际

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

東吳證券(香港) SOOCHOW SECURITIES (HONG KONG)

Joint Bookrunners and Joint Lead Managers

中銀國際 BOCI　富途證券 FUTU Securities International　老虎證券 TIGER BROKERS　浙商國際 ZHESHANG INTERNATIONAL　ABCI 農銀國際

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

Shanghai Seer Intelligent Technology Co., Ltd.
上海仙工智能科技股份有限公司

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

Global Offering

Number of Offer Shares under the Global Offering	:	**10,497,300 H Shares (subject to the Offer Size Adjustment Option and the Over-allotment Option)**
Number of Hong Kong Offer Shares	:	**524,900 H Shares (subject to reallocation)**
Number of International Offer Shares	:	**9,972,400 H Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option)**
Offer Price	:	**HK$101.60 per H Share, plus brokerage of 1.0%, AFRC transaction levy of 0.00015%, SFC transaction levy of 0.0027% 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 H Share**
Stock code	:	**06106**

Sole Sponsor, Sponsor-Overall Coordinator, Overall Coordinators, Joint Global Coordinators, Bookrunners and Joint Lead Managers

Overall Coordinators, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

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 "Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display" in Appendix VII, 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 (Chapter 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 will be HK$101.60 per Offer Share unless otherwise announced.

The Overall Coordinators (for themselves and on behalf of the Underwriters) may, where considered appropriate and with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price below that 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, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.seer-robotics.ai as soon as practicable following such 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. For more information, see "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares."

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Offer Shares, are subject to termination by the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in "Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination."

Prior to making an investment decision, prospective investors should consider carefully all the information set out in this prospectus, including the risk factors set out in "Risk Factors."

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 (as defined in Regulation S), 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 outside the United States in offshore transactions in reliance on Regulation S.

Our Company is a Specialist Technology Company (as defined in Chapter 18C of the Listing Rules). The securities of Specialist Technology Companies carry high investment risks including risks of share price volatility and inflated valuation due to the difficulty in valuing such companies. Investors should fully understand the investment risks of a Specialist Technology Company and the risks disclosed by our Company before making their investment decisions.

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 on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.seer-robotics.ai**). If you require a printed copy of this prospectus, you may download and print from the website addresses above.

June 15, 2026

IMPORTANT NOTICE TO INVESTORS:
FULLY ELECTRONIC APPLICATION PROCESS

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 website of the Stock Exchange at www.hkexnews.hk under the "*HKEXnews > New Listings > New Listing Information*" section, and our website at www.seer-robotics.ai. 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;**

(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 above.

See "How to Apply for Hong Kong Offer Shares" for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **White Form eIPO** service or the **HKSCC EIPO** channel must be made for a minimum of 50 Hong Kong Offer Shares and in multiples of that number of Hong Kong Offer Shares as set out in the table below.

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 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	5,131.24	600	61,574.78	4,000	410,498.54	40,000	4,104,985.45
100	10,262.46	700	71,837.25	4,500	461,810.86	50,000	5,131,231.80
150	15,393.69	800	82,099.70	5,000	513,123.18	60,000	6,157,478.15
200	20,524.93	900	92,362.18	6,000	615,747.81	70,000	7,183,724.52
250	25,656.17	1,000	102,624.63	7,000	718,372.45	80,000	8,209,970.88
300	30,787.39	1,500	153,936.95	8,000	820,997.09	90,000	9,236,217.25
350	35,918.62	2,000	205,249.27	9,000	923,621.72	100,000	10,262,463.60
400	41,049.86	2,500	256,561.59	10,000	1,026,246.35	150,000	15,393,695.40
450	46,181.08	3,000	307,873.91	20,000	2,052,492.72	200,000	20,524,927.20
500	51,312.32	3,500	359,186.22	30,000	3,078,739.08	262,450(1)	26,933,835.72

Notes:

(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 the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

*If there is any change in the following expected timetable of the Hong Kong Public Offering, we will issue an announcement on the respective websites of our Company at **www.seer-robotics.ai*** and the Stock Exchange at ***www.hkexnews.hk***.

Hong Kong Public Offering commences . . . . 9:00 a.m. on Monday, June 15, 2026

Latest time for completing electronic applications under **White Form eIPO** service through the designated website at **www.eipo.com.hk**(2) . . . . 11:30 a.m. on Thursday, June 18, 2026

Application lists of the Hong Kong Public Offering open(3) . . . . 11:45 a.m. on Thursday, June 18, 2026

Latest time for (a) completing payment for **White Form eIPO** applications by effecting internet banking transfer(s) or PPS payment transfer(s) and (b) giving **electronic application instructions** to HKSCC(4) . . . . 12:00 noon on Thursday, June 18, 2026

If you are 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, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists of the Hong Kong Public Offering close . . . . 12:00 noon on Thursday, June 18, 2026

Announcement of 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 Hong Kong Offer Shares on our website at **www.seer-robotics.ai**(6) and the website of the Stock Exchange at **www.hkexnews.hk** . . . . no later than 11:00 p.m. on Tuesday, June 23, 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 our website and the website of the Stock Exchange at **www.seer-robotics.ai**(6) and **www.hkexnews.hk**, respectively . . . . no later than 11:00 p.m. on Tuesday, June 23, 2026

- from the designated results of allocations website at **www.iporesults.com.hk** (alternatively: **www.eipo.com.hk/eIPOAllotment**) with a "search by ID" function from . . . . 11:00 p.m. on Tuesday, June 23, 2026 to 12:00 midnight on Monday, June 29, 2026

- from the allocation results telephone enquiry by calling +852 2862 8555 between .... 9:00 a.m. and 6:00 p.m. on Wednesday, June 24, 2026, Thursday, June 25, 2026, Friday, June 26, 2026 and Monday, June 29, 2026

H Share certificates in respect of wholly or partially successful applications pursuant to the Hong Kong Public Offering to be dispatched or deposited into CCASS on or before[(6)] .... Tuesday, June 23, 2026

White Form e-Refund payment instructions/refund cheques in respect of wholly or partially successful applications (if applicable) or wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering to be dispatched on or before[(8)] .... Wednesday, June 24, 2026

Dealings in the H Shares on the Stock Exchange to commence at .... 9:00 a.m. on Wednesday, June 24, 2026

Notes:

(1) All times refer to Hong Kong local time, except as otherwise stated.

(2) You will not be permitted to submit your application under the **White Form eIPO** service 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 Severe Weather Signal(s) (as defined in "How to Apply for Hong Kong Offer Shares — E. Severe Weather Arrangements") in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, June 18, 2026, the application lists will not open or close on that day. See "How to Apply for Hong Kong Offer Shares — E. Severe Weather Arrangements."

(4) Applicants who apply for Hong Kong Offer Shares through **HKSCC EIPO** channel should refer to "How to Apply for Hong Kong Offer Shares — A. Application for Hong Kong Offer Shares — 2. Application Channels."

(5) H Share certificates are expected to be issued on Tuesday, June 23, 2026 but will only become valid evidence of title provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms, which is scheduled to be around Wednesday, June 24, 2026. Investors who trade the H Shares on the basis of publicly available allocation details before the receipt of H Share certificates and before they become valid evidence of title do so entirely of their own risk.

(6) None of the websites or any of the information contained on the websites forms part of this prospectus.

(7) **White Form** e-Refund payment instructions/refund cheques (if applicable) will be issued in respect of wholly or partially unsuccessful applications and in respect of wholly or partially successful applications. 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 cheque, 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 cheque. Inaccurate completion of an applicant's Hong Kong identity card number or passport number may invalidate or delay encashment of the refund cheque.

(8) Applicants who have applied for Hong Kong Offer Shares through **HKSCC EIPO** channel should refer to "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) despatched 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) despatched to the address as specified in their application instructions in the form of refund cheques by ordinary post at their own risk.

Any uncollected H Share certificates and/or refund cheques will be despatched by ordinary post, at the applicants' risk, to the addresses specified in the relevant applications.

Further information is set out in "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. You should read carefully the sections headed "Underwriting", "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" for details relating to the structure of the Global Offering, procedures on the applications for Hong Kong Offer Shares and the expected timetable, including conditions, severe weather arrangements and the despatch of refund cheques and H Share certificates.

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 make an announcement as soon as practicable thereafter.

IMPORTANT NOTICE TO PROSPECTIVE INVESTORS

This prospectus is issued by the Company 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 the 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, 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. Information contained on our website (**www.seer-robotics.ai**) does not form part of this prospectus.*

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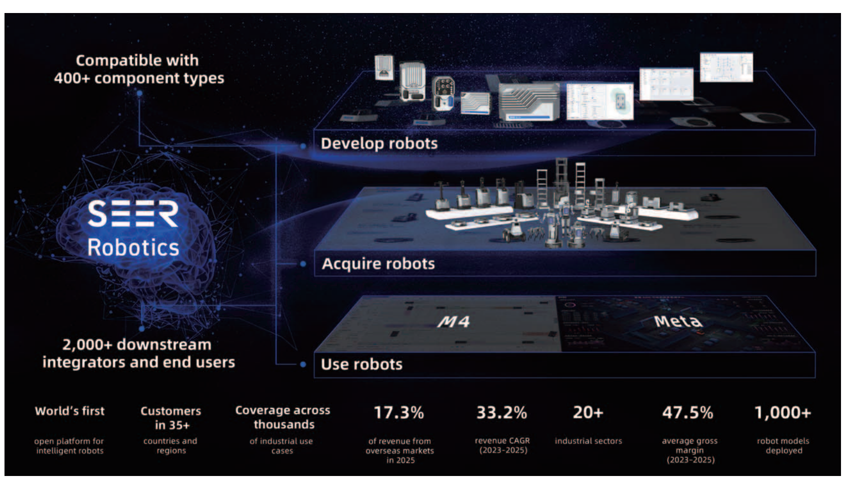
This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read the entire prospectus before you decide to invest in our Offer Shares. In particular, we are a specialist technology company seeking to list on the Main Board of the Hong Kong Stock Exchange under Chapter 18C of the Listing Rules because we are unable to meet the requirements under Rule 8.05(1), (2) or (3) of the Listing Rules. There are unique challenges, risks and uncertainties associated with investing in companies such as ours. In addition, we have incurred a net loss since our inception, and we may incur a net loss for the foreseeable future. We recorded net cash used in operating activities within the Track Record Period. We did not declare or pay any dividend during the Track Record Period and do not anticipate paying any cash dividends in the foreseeable future. Your investment decision should be made in light of these considerations.

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 Offer Shares. Various expressions used in this section are defined in the sections headed "Definitions" and "Glossary of Technical Terms" in this prospectus.

OVERVIEW

We are an intelligent robotics company defined by our robotic control systems, or what we call the "robot brain." As a key differentiator of our business, our proprietary robotic control technologies form the foundation of our intelligent robot offerings. Leveraging our market position and technology in the robot brain, we develop and sell robots, controllers, software and accessories, enabling one-stop development, acquisition and use of intelligent robots across real-world scenarios.

At the core of every intelligent robot is its control system, which consists of the embedded robotic controller within the robot and the software deployed in the cloud. The controller governs core robotic functions such as perception, positioning, decision-making and motion control, and operates through a layered technology stack that includes vision-language-action ("**VLA**"), reinforcement learning, end-to-end navigation models and simultaneous localization and mapping ("**SLAM**"), orchestrating sensors and actuators to enable autonomous operation. The cloud-based software uses advanced scheduling and optimization algorithms to assign tasks to a wide range of robots through a unified communication interface, which coordinates robot actions among different robot types to enable efficient execution at both individual and fleet levels.



Founded on our expertise in robotic control systems and data accumulated from thousands of distinct operating conditions, we enable integrators and end customers to adopt intelligent robots with ease. We have built a broad customer base of over 2,000 integrators and end customers spanning more than 35 countries and regions. In 2025, we generated 82.7% of our revenue in the Chinese Mainland, with the remaining portion derived from overseas markets. Integrators incorporate our products into broader automation solutions by adding components, software and custom engineering to meet their clients' specific application needs. End customers include enterprises in various industries. Serving both segments allows us to stay attuned to evolving industrial demands, refine our products for diverse applications, expand our market reach and deepen industry expertise. To date, more than 2,000 robot models have been deployed through our platform in over 20 sectors, including computers, communications and consumer electronics ("**3C**"), automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals.

Our Products

We offer controllers, software, robots and accessories all under one roof to simplify development, acquisition and use for a wide spectrum of industries and applications. All of our robotic controllers, software, robots and accessories are designated Specialist Technology Products as defined under Chapter 18C of the Listing Rules. For how our products fall within acceptable sectors of a Specialist Technology Industry as defined under Chapter 18C of the Listing Rules, see "Business — Commercialization" for details.

Robotic Controllers

The SRC series controllers, developed in-house and embedded within the robot as the "brain," execute core functions such as perception, positioning, decision-making and motion control. They support advanced capabilities such as SLAM, navigation in changing environments, obstacle avoidance, visual-semantic recognition and robot and model parameter configuration. By integrating these core functions within a unified architecture, our SRC series controllers orchestrate and execute substantially all mission-critical functions of intelligent robots. With broad interface compatibility, the controllers connect to a wide array of sensors and actuators and run a fusion of intelligent algorithms spanning visual-language mapping, VLA, reinforcement learning and end-to-end navigation models to drive autonomous behavior in intelligent robots.

Built to industrial-grade standards, each SRC series controller integrates chips and coprocessors within a heterogeneous architecture that delivers high-stability, low-latency performance and strong generalization for various deployment types. As of December 31, 2025, our controllers are compatible with more than 400 component types, enabling customers to build their own robots like stacking functional blocks without requiring in-depth knowledge of hardware compatibility or robotics engineering and thereby accelerating development cycles.

Software

Our proprietary software, hosted on cloud servers and acting as the cloud-based "brain" of the robot, functions as the central command system for robot fleet operations. It enables full-cycle digital operations ranging from mission planning, project simulation and intelligent scheduling to decision support and human–robot collaboration. Our software suite, typically deployed on customers' private clouds, includes the M4 smart scheduling and management system and the Meta series of visualization software. It integrates with enterprise systems to receive operational instructions and connects with robots to allocate tasks and report execution status. Using a unified communication interface and standardized controller protocols, the suite enables centralized coordination among heterogeneous fleets in varied use cases.

Our M4 system innovates to integrate the functions of a fleet management system ("**FMS**"), a warehouse control system ("**WCS**") and a warehouse management system ("**WMS**") into an all-in-one platform. M4 combines advanced scheduling algorithms, optimization algorithms and an easy-to-use development framework, allowing large robot fleets to respond and execute promptly and adapt to changing business needs. Meta-World, our flagship visualization software powered by 3D-rendering and visualization technologies, creates a synchronized, real-time virtual replica of physical environments, enabling visualization of operational status and simulation of process adjustments, thereby enhancing monitoring efficiency through real-time anomaly detection and improving control efficiency by allowing pre-deployment testing of modifications in a secure environment. Additionally, we have developed a simulation platform based on world models, which enables the construction of virtual environments for intelligent robot operation and supports data generation within simulated scenarios.

Robots

Our Nebula system curates a catalog of over 1,000 robot models equipped with SRC series controllers, covering wheeled humanoid robots, legged robots, lifting robots, pallet trucks, stacker forklifts, counterbalanced forklifts, carton transfer autonomous robots, cleaning robots and all-terrain robots. Each robot in our portfolio is equipped with our proprietary SRC series controllers, through which we commercialize and scale our robotic control technologies across diverse deployment scenarios. See "— Overview — Our Revenue Model" for details of the revenue contribution of our robots and robotic controllers. Our portfolio focuses on autonomous mobile robots ("**AMRs**") (including mobile manipulators) and humanoid robots for industrial deployment, which are distinct from commercial service robots and other robots deployed in non-industrial application scenarios, given the stringent precision requirements, expanded functional scope and challenging operating environments of industrial applications, according to CIC. Through a "what-you-see-is-what-you-get" interface, our customers configure robots by selecting functions, components and appearance in real time, similar to vehicle customization. Once configured, the system immediately generates corresponding pricing, lead time and lifecycle service details.

We coordinate with manufacturing partners within our robotic ecosystem to produce robots featuring customer-selected configurations. In the case of our wheeled humanoid robots, for example, our component arsenal includes key modules such as joint motors, vision sensors and dexterous hands. Using a 3D visual configurator, our customers can complete a full humanoid configuration in a short time. Our operational systems connect directly to the configured robots equipped with SRC series controllers to enable real-time scheduling and command execution in on-site deployments.

We enable our customers to build and deploy fully customized intelligent robots with a compact team of electrical and mechanical engineers. Robots available through our Nebula system are applied in over 20 sectors under distinct operating conditions, offering fast configuration, flexibility and reduced technical constraints.

Accessories

To enhance the functionality and adaptability of our robotic controllers and robots, we provide a wide range of peripheral accessories, including sensors, power modules and end-effectors. While these accessories are developed and manufactured by third parties, we incur substantial technical costs to ensure seamless interoperability with our robotic controllers and robots. We maintain a dedicated technical team responsible for adaptation and integration, which includes setting specific technical requirements for suppliers and adjusting our robotic systems to achieve optimal compatibility. The configuration, customization and integration of these accessories are led by us to ensure system-level consistency. In addition, we provide after-sales services for accessories, including installation support and technical assistance, to help customers tailor robotic solutions adaptive to evolving operational scenarios. Beyond broadening application flexibility, our accessories also simplify the acquisition and use processes. By delivering a comprehensive portfolio of ready-to-use accessories, we reduce integration barriers, shorten lead times and streamline robot assembly.

Our Business Model

We facilitate the sale of integrated robotic products, robotic components and accessories, streamlining the development, acquisition and use of intelligent robots. We provide a wide range of options to meet diverse customer needs, spanning building customized robots, selecting pre-configured models, managing robotic operations and accessing toolchain and knowledge base for continuous improvement.

We collaborate closely with integrators, end customers and suppliers to deliver comprehensive robotics products spanning controllers, robots, software and accessories. Through these partnerships, we gain deep insight into customer requirements and application environments, enabling precise definition of technical parameters and tailored hardware configurations. Across all product categories, we retain full ownership of designing, developing and integrating core technologies and engaging external partners for manufacturing and component sourcing. For robotic controllers, we lead product architecture and hardware design alongside proprietary software and algorithm development. Manufacturing and assembly are outsourced to qualified partners under our strict quality verification protocols. For robots, we lead product design, engineering solutions and industrial design, while external manufacturers execute mechanical design, structural fabrication, and assembly under our quality management oversight. During the Track Record Period, we outsourced the entire manufacturing process of our robotic controllers and robots to third-party manufacturers. Our software products, which are typically bundled with our controllers and robots, are fully self-developed, covering design, software and algorithm development and testing. For accessories such as LiDAR and cameras, we define technical parameters and conduct several rounds of testing to ensure compatibility with our products. Only after passing this process are the accessories made available for customer purchase. Throughout our integrated workflow, we sustain active technical engagement and implement independent quality control to fulfill customer expectations.

Our Revenue Model

We have adopted a transaction-based model for sales of our products. A majority of our revenue is derived from the sales of robots integrating our SRC series robotic controllers, which have demonstrated a constant growth trend throughout the Track Record Period. In addition, a significant portion of our revenue is generated from sales of robotic controllers. Our robotic controllers achieved higher sales volumes and maintained substantially higher gross margins than robots throughout the Track Record Period, with gross margins of 85.2%, 81.0% and 79.8% in 2023, 2024 and 2025, respectively. While robots contributed a larger portion of our revenue due to their higher selling prices arising from the inclusion of mechanical structures and other physical components, revenue contribution alone may not fully reflect the breadth of deployment and technological value delivered through our robotic controllers. We also generate a smaller portion of revenue from sales of software and accessories. The absolute amount of revenue generated from software has been steadily increasing during the Track Record Period. We typically charge one-off fees on a per-license basis for our software. Maintenance services are provided free of charge during the warranty period of generally one year. Upgrade services, however, are not included within the scope of free maintenance and, if requested by customers, are subject to additional fees based on the working hours incurred. Accordingly, customers are required to pay for all upgrade services. As a key complementary product to our robotic controllers and robots, software also plays a critical role in boosting the sales of other products. In addition to these revenue-generating products, we provide infrastructure and toolchain to customers, including the Nebula system, Roboshop and Robocare.

The following table sets forth a breakdown of our revenue by product type for the years indicated:

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
	(RMB in thousands, except for percentages)					
Robots	148,667	59.8	235,763	69.5	299,911	67.9
Robotic controllers	66,059	26.5	57,413	16.9	85,165	19.3
Software	16,530	6.6	20,297	6.0	23,414	5.3
Accessories(1)	17,767	7.1	25,850	7.6	33,387	7.5
Total revenue	**249,023**	**100.0**	**339,323**	**100.0**	**441,877**	**100.0**

(1) Consists primarily of LiDARs, cameras and motors.

Our revenue generated from sales of robotic controllers decreased by 13.1% from RMB66.1 million in 2023 to RMB57.4 million in 2024, primarily due to customer preferences in the Chinese Mainland, where enterprises increasingly prioritize cost-effectiveness when selecting robotic controllers. While the total number of robotic controllers we sold increased from 2,553 units in 2023 to 4,055 units in 2024, the sales mix shifted toward budget-friendly controller models such as the SRC-880 series. Although these models offer fewer features, their lower prices appealed to cost-sensitive customers, resulting in higher sales volume but a decline in overall revenue. See “Financial Information — Year-to-Year Comparison of Results of Operations” for details.

The following table sets forth a breakdown of our gross profit and gross profit margin by product type for the years indicated:

	For the Year Ended December 31,					
	2023		2024		2025	
	Gross profit	Gross margin	Gross profit	Gross margin	Gross profit	Gross margin
		(%)		(%)		(%)
	(RMB in thousands, except for percentages)					
Robots	50,649	34.1	85,038	36.1	115,200	38.4
Robotic controllers	56,251	85.2	46,490	81.0	67,955	79.8
Software	14,195	85.9	17,827	87.8	20,906	89.3
Accessories[(1)]	1,331	7.5	6,330	24.5	5,234	15.7
Total	**122,426**	**49.2**	**155,685**	**45.9**	**209,295**	**47.4**

(1) Consists primarily of LiDARs, cameras and motors.

The gross profit margin of our robotic controllers decreased from 85.2% in 2023 to 81.0% in 2024, mainly attributable to the increased sales contribution of our entry-level SRC-880 series controllers, which have a relatively lower margin. The gross profit margin of our robotic controllers remained relatively stable at 79.8% in 2025.

The gross profit margin of our accessories increased from 7.5% in 2023 to 24.5% in 2024, mainly attributable to the improvement in the gross profit margin of sensors, due to reduced procurement costs arising from bulk purchase. The gross profit margin of our accessories decreased from 24.5% in 2024 to 15.7% in 2025, primarily due to the industry-wide decrease in the gross profit margin of sensors, as the intensified market competition led to a decline in sensor prices. According to CIC, the decrease in the gross profit margin of accessories during the Track Record Period was generally in line with the industry trend. See "Financial Information — Year-to-Year Comparison of Results of Operations" for details.

The following table sets forth a breakdown of the sales volume and average unit price by product type for the years indicated:

	For the Year Ended December 31,		
	2023	2024	2025
Sales volume			
Robots (in units)	1,229	2,576	3,168
Robotic controllers (in units)	2,553	4,055	7,924
Software (in revenue-generating number of license)	668	701	759
Accessories[(1)] (in units)	68,937	78,919	255,046
Average unit price (RMB in thousands)			
Robots	121.0	91.5	94.7
Robotic controllers	25.9	14.2	10.7
Software	24.7	29.0	30.8
Accessories[(1)]	0.3	0.3	0.1

(1) Consists primarily of LiDARs, cameras and motors.

The average unit price of our robots and robotic controllers generally decreased during the Track Record Period, primarily due to reductions in upstream component and raw material costs, such as cameras and motors driven by increased supply volume in the market, together with the growing benefits of economies of scale, as increased procurement volume and production output enabled us to improve supply chain management and production efficiency and enhance our bargaining power with suppliers. For example, according to CIC, the average price of sensors, a key component of our robots, declined at a CAGR of more than 10% in the past three years due to intensified market competition. Industry dynamics, including broader market adoption and intensifying competition, also contributed to the decreases. According to CIC, the general decrease in the average unit price of our robotic controllers and robots during the Track Record Period is consistent with the industry trend.

The average unit price of our accessories decreased to RMB0.1 thousand in 2025, primarily due to changes in product mix as sales volume of certain cost-effective accessories, such as QR-code labels with relatively low unit prices used to assist robot navigation, increased significantly. According to CIC, the general decrease in the average unit price of accessories during the Track Record Period is consistent with the industry trend. See "Financial Information — Year-to-Year Comparison of Results of Operations" for details.

Our Key Operating Metrics

The following table sets forth certain key operating metrics for the years indicated:

	For the Year Ended December 31,		
	2023	2024	2025
Number of contracting customers[(1)]	620	850	1,114
Number of new contracting customers[(2)]	420	516	614
Recurring customer rate[(3)]	32.3%	39.3%	44.9%
Contribution rate of existing contracting customers[(4)]	50.9%	54.9%	60.6%
Number of transactions[(5)]	1,008	1,525	2,097
Average transaction value (RMB in thousands)[(6)]	322	276	294
Revenue generated from new contracting customers (RMB in thousands)	102,764	139,327	140,861

(1) Represent customers who placed orders with us during the given year.
(2) Represent customers who placed orders with us during the given year but did not place orders with us in any prior year.
(3) Calculated by dividing (i) the number of contracting customers in both the current year and any prior year by (ii) the total number of contracting customers in the current year.
(4) Calculated by dividing (i) the aggregate value of the orders received in a given year from contracting customers in both the current year and any prior year by (ii) the aggregate value of orders received in current year from contracting customers.
(5) Excluding the contracts purely purchasing accessories.
(6) Calculated by dividing the total transaction value, representing the aggregated contract value (excluding the contracts purely purchasing accessories) for a given period by the number of contracts.

OUR STRENGTHS

We believe the following competitive strengths contribute to our success and propel us into the future: (i) the intelligent robot engine built on deep technical infrastructure; (ii) strong technological capabilities powering robotics innovation; (iii) dual flywheels powering AI capabilities and commercial success; (iv) widespread deployment by high-profile enterprises; and (v) seasoned management with technical expertise over 15 years and market insights. See "Business — Our Strengths" for details.

OUR STRATEGIES

We believe the following strategies pave the way for our sustained success in the future: (i) continue R&D efforts to drive robotics innovation; (ii) build a collaborative and inclusive robotics ecosystem for industry-wide innovation; (iii) expand our product portfolio and market presence; (iv) broaden geographic presence and enhance customer support; and (v) develop a global talent network for innovation and growth. See "Business — Our Strategies" for details.

OUR MARKET OPPORTUNITIES AND COMPETITION

Industrial scenarios have nowadays become one of the key application scenarios for intelligent robots, driven by the high degree of variability both across sectors and within individual factories. Such "thousand factories, thousand faces" situation creates strong demand for intelligent robots to streamline operations and improve precision in varied industrial settings. In terms of revenue, the size of the global industrial intelligent robot market increased from RMB10.0 billion in 2021 to RMB28.6 billion in 2025, representing a CAGR of 29.9% from 2021 to 2025, and is projected to reach RMB198.5 billion by 2030, representing a CAGR of 48.6% from 2026 to 2030. In terms of sales volume, the size of the industrial intelligent robot market grew from 51.2 thousand units in 2021 to 160.9 thousand units in 2025, representing a CAGR of 33.1% from 2021 to 2025. The market is projected to expand further to reach 994.8 thousand units by 2030, representing a CAGR of 44.9% from 2026 to 2030.

Among the industrial intelligent robotic enterprises, we ranked seventh globally and third in China in the industrial intelligent robot market by revenue in 2025, with market shares of 1.1% and 2.5%, respectively, according to CIC. In 2025, we ranked second globally and second in China in terms of the number of industrial intelligent robots equipped with the controllers supplied by the relevant robotics companies, with market shares of 7.7% and 14.6%, respectively, according to CIC. According to the same source, we ranked first globally and in China by robotic controller sales volume in 2025 with market shares of 24.8% and 45.2%, respectively. See "Industry Overview" and "Business — Market Opportunity and Competition" for details.

RESEARCH AND DEVELOPMENT

Our ability to develop new technologies, design new products and solutions, and enhance existing products and solutions is critical for maintaining our market position. We have established interdisciplinary research and development capabilities that draw upon a diverse range of fields, such as software engineering, electronic engineering, control science, AI, computer vision and machine learning. During the Track Record Period, our research and development expenses were RMB63.7 million, RMB71.3 million and RMB79.2

million in 2023, 2024 and 2025, respectively, representing 25.6%, 21.0% and 17.9% of our revenue in the respective years. All of these expenses were solely related to our Specialist Technology Products. See "Business — Research and Development" for details.

As of the Latest Practicable Date, we owned 195 registered patents in China and four registered patents in Japan, among which 67 are invention patents. As of the same date, we had 31 patent applications in China and eight Patent Cooperation Treaty ("**PCT**") applications, which were pending approval. We believe there are no material impediments to the grant of such patent applications. As of the Latest Practicable Date, we had 53 software copyrights in China and 174 registered trademarks globally. We acquire patents through self-development. During the Track Record Period and up to the Latest Practicable Date, we owned all our patents as well as patent applications and had no co-ownership or co-sharing arrangements of our patents and patent applications with third parties. As of the Latest Practicable Date, we had 26 material granted patents for core technologies in relation to our Specialist Technology Products, for which we are the registered owner. See "Business — Intellectual Property Rights" for details.

OUR CUSTOMERS

Over the years, we have cultivated a broad and geographically-diversified customer base spanning over 35 countries and regions. In 2023, 2024 and 2025, we generated revenue from 587, 832 and 1,150 customers, respectively. Our customers comprise: (i) integrators, who integrate our products into broader automation solutions by adding components, software and custom engineering to serve the end applications of their clients, and (ii) end customers, which include corporate customers across a range of industries such as 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals. See "Business — Our Customers" for details.

OUR SUPPLIERS

Our major suppliers are manufacturing services and components providers. According to CIC, it is not uncommon for players in the intelligent robot industry to outsource their manufacturing processes. In 2023, 2024 and 2025, our aggregate purchases from the five largest suppliers in each year during the Track Record Period amounted to RMB50.7 million, RMB71.0 million and RMB75.8 million, respectively, accounting for 40.1%, 38.7% and 32.6% of our total cost of sales, respectively, in 2023, 2024 and 2025. For the same years, our purchases from the single largest supplier in each year during the Track Record Period amounted to RMB18.4 million, RMB29.0 million and RMB23.4 million, accounting for 14.5%, 15.8% and 10.1%, respectively, of our total cost of sales. See "Business — Supply Chain Management — Our Major Suppliers" for details.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth summary financial data from our consolidated financial information for the Track Record Period, extracted from the Accountants' Report set out in Appendix I. You should read this summary in conjunction with our consolidated financial information included in the Accountants' Report set out in Appendix I, including the accompanying notes, and the information set forth in "Financial Information."

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

The following table sets forth key consolidated statements of profit or loss and comprehensive income items for the years indicated. See "Financial Information" for details.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
	(RMB in thousands, except for percentages)					
Revenue	**249,023**	**100.0**	**339,323**	**100.0**	**441,877**	**100.0**
Cost of sales	(126,597)	(50.8)	(183,638)	(54.1)	(232,582)	(52.6)
Gross profit	**122,426**	**49.2**	**155,685**	**45.9**	**209,295**	**47.4**
Other income and gains	5,784	2.3	10,576	3.1	11,629	2.6
Selling and distribution expenses	(72,279)	(29.0)	(88,985)	(26.2)	(105,667)	(23.9)
Administrative expenses	(36,783)	(14.8)	(42,929)	(12.7)	(67,654)	(15.3)
Research and development expenses	(63,749)	(25.6)	(71,311)	(21.0)	(79,168)	(17.9)
Impairment losses on financial assets, net	(622)	(0.2)	(1,932)	(0.6)	(10,576)	(2.4)
Other expenses	(200)	(0.1)	(98)	(0.0)	(1,540)	(0.3)
Finance costs	(1,561)	(0.6)	(2,163)	(0.6)	(3,116)	(0.7)
Loss before tax	**(46,984)**	**(18.9)**	**(41,157)**	**(12.1)**	**(46,797)**	**(10.6)**
Income tax expense	(720)	(0.3)	(1,151)	(0.3)	(269)	(0.1)
Loss for the year	**(47,704)**	**(19.2)**	**(42,308)**	**(12.5)**	**(47,066)**	**(10.7)**

On the accounting treatment of redemption rights, anti-dilution rights and liquidation preferences rights of Pre-IPO Investments, see "— Our Pre-IPO Investors" below and Note 30 to the Accountants' Report for details.

Non-IFRS Measures

We define adjusted net loss (non-IFRS measure) as loss for the years adjusted for equity-settled share-based payment expenses and listing expenses. We define adjusted net loss margin (non-IFRS measure) as adjusted net loss (non-IFRS measure) expressed as a percentage of our total revenue. Equity-settled share-based payment expenses consist of non-cash expenses arising from granting restricted share units to employees. See Note 31 to the Accountants' Report in Appendix I to this prospectus for details. Listing expenses mainly include professional fees incurred in relation to the Listing and the Global Offering. The following table sets forth a reconciliation of our loss for the year to adjusted net loss (non-IFRS measure) and adjusted net loss margin (non-IFRS measure) for the years indicated:

	For the Year Ended December 31,		
	2023	2024	2025
	(RMB in thousands, except for percentages)		
Loss for the year	**(47,704)**	**(42,308)**	**(47,066)**
Adjusted for:			
Equity-settled share-based payment expenses	26,797	31,677	28,799
Listing expenses	—	—	15,402
Non-IFRS measures:			
Adjusted net loss for the year	**(20,907)**	**(10,631)**	**(2,865)**
Adjusted net loss margin (%)	**(8.4)**	**(3.1)**	**(0.6)**

We use adjusted net loss (non-IFRS measure) and adjusted net loss margin (non-IFRS measure) as additional financial measures, which are not required by, or presented in accordance with, IFRS, to supplement our consolidated financial statements which are presented under IFRS. We believe that such non-IFRS measures facilitate comparisons of operating performance from year to year and company to company by eliminating the potential impact of certain items and provide useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of the adjusted net loss (non-IFRS measure) and adjusted net loss margin (non-IFRS measure) may not be comparable to similarly-titled measures presented by other companies. The use of such non-IFRS measures has limitations as analytical tools, and you should not consider them in isolation from, or as a substitute for, analysis of our results of operations or financial condition as reported under IFRS. See "Financial Information — Results of Operations — Non-IFRS Measures" for details.

We had an accumulated loss as of January 1, 2023, and incurred net loss of RMB47.7 million, RMB42.3 million and RMB47.1 million in 2023, 2024 and 2025, respectively. Our adjusted net loss (non-IFRS measure) was RMB20.9 million, RMB10.6 million and RMB2.9 million in 2023, 2024 and 2025. Our losses in the Track Record Period were primarily because our intelligent robotics business is at its early stage and we have made substantial investments to drive the growth of our business, which we believe are indispensable to establish compelling competitive advantages for the growth of our business. We expect to remain loss-making for the year ending December 31, 2026, given the planned business investments and our listing expenses in connection with the Global Offering.

BUSINESS SUSTAINABILITY

We incurred net loss of RMB47.7 million, RMB42.3 million and RMB47.1 million in 2023, 2024 and 2025, respectively. Our adjusted net loss (non-IFRS measure) was RMB20.9 million, RMB10.6 million and RMB2.9 million in 2023, 2024 and 2025. See "Financial Information — Results of Operations — Non-IFRS Measures" for details. Our losses during the Track Record Period were primarily due to (i) our limited operating history, (ii) significant investments in R&D, (iii) selling and distribution efforts to expand market presence, and (iv) our economies of scale still materializing. We believe that our strong customer base, robust technology and product capabilities, and a wide range of ecosystem partners provide a solid foundation for our sustainable long-term growth. We plan to achieve break-even and profitability primarily through implementing the following strategies:

- *Capture market opportunity to grow business scale.* The global intelligent robot industry is rapidly growing. As a leader in robotic control systems, our expertise in robotic control systems and intelligent robots uniquely position us to capitalize on this growth and achieve profitability.

- *Continue to invest in technologies.* We aim to strengthen our market competitiveness and seize the rapid global growth opportunities in the intelligent robot industry by continuously increasing investments in three key areas: AI, infrastructure and toolchain development, and embodied AI.

- *Expand our product offerings.* We will continue to extend our robotic controller product series, expand into new categories of embodied AI, accelerate the commercialization of humanoid robots, and enhance our software systems' intelligence and ease of use.

- *Strengthen collaborations with existing customers and attract new customers.* We believe we can increase our revenue through our continual efforts to develop new customers and strengthen our collaboration with existing customers. We plan to establish regional headquarters in key industrial areas in the Chinese Mainland, such as Suzhou, Wuhan, and Xi'an, to increase our penetration in these areas. We have built stable relationships with major customers, and many of them choose to purchase from us again. The contribution rate of existing contracting customers increased throughout the Track Record Period, amounting to 50.9%, 54.9% and 60.6% in 2023, 2024 and 2025, respectively. The recurring customer rate also experienced growth from 32.3% in 2023 to 39.3% in 2024 and further to 44.9% in 2025.

- *Further expand overseas markets.* We will focus on high-growth regions and flagship customers, and accelerate our penetration in Europe and North America as well as emerging markets.

- *Maintain strong gross margin.* We are currently implementing various measures to improve our overall cost-effectiveness and gross margin, with a focus on expanding our operations and further enhancing our revenue streams, which is crucial for reducing costs through economies of scale.

- *Enhance operating leverage.* We aim to enhance the efficiency of our sales, marketing, and R&D efforts by strengthening our product flywheel, implementing digital systems, and establishing robust management frameworks. We will further refine our internal functions and processes to further improve overall operational efficiency.

We believe that we can achieve our profitability by expanding our revenue scale, enhancing our gross margin and enhancing our operating leverage. Taking into consideration financial resources presently available to us, including cash and cash equivalents on hand, internally-generated funds and the estimated net proceeds from the Global Offering, our Directors are of the view that we have sufficient working capital to meet our present needs and at least for the next 12 months from the date of this prospectus.

Summary of Consolidated Statements of Financial Position

The following table sets forth our selected financial position as of the dates indicated:

	As of December 31,		
	2023	**2024**	**2025**
		(RMB in thousands)	
Total non-current assets	24,775	28,228	38,767
Total current assets	257,309	314,831	470,734
Total assets	282,084	343,059	509,501
Total current liabilities	161,385	220,866	329,042
Net current assets	95,924	93,965	141,692
Total assets less current liabilities	120,699	122,193	180,459
Total non-current liabilities	12,553	24,437	31,471
Net assets	108,146	97,756	148,988

On the accounting treatment of redemption rights, anti-dilution rights and liquidation preferences rights of Pre-IPO Investments, see "— Our Pre-IPO Investors" below and Note 30 to the Accountants' Report for details.

Our net current assets slightly decreased to RMB94.0 million as of December 31, 2024, primarily due to the continual increases in our interest-bearing bank borrowings and trade and bills payables, which were partially offset by an increase in trade and notes receivables.

Our net assets decreased from RMB129.1 million as of January 1, 2023, to RMB108.1 million as of December 31, 2023, primarily due to the combination of (i) net loss of RMB47.7 million for the year ended December 31, 2023, (ii) equity-settled share-based payments of RMB26.8 million in 2023, and (iii) capital injection of RMB905 thousand. Our net assets decreased from RMB108.1 million as of December 31, 2023, to RMB97.8 million as of December 31, 2024, primarily due to the combination of (i) net loss of RMB42.3 million for the year ended December 31, 2024, (ii) equity-settled share-based payments of RMB31.7 million in 2024, and (iii) capital injection of RMB247 thousand. Our net assets increased to RMB149.0 million as of December 31, 2025, primarily due to the combination of (i) capital injection of RMB69.1 million, (ii) net loss of RMB47.1 million for the year ended December 31, 2025, and (iii) equity-settled share-based payments of RMB28.8 million for the year ended December 31, 2025.

Summary of Consolidated Statements of Cash Flows

The following table sets forth a summary of our cash flows for the years indicated:

	For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Net cash from/(used in) operating activities	10,316	(24,962)	(27,798)
Net cash used in investing activities	(3,615)	(3,236)	(19,561)
Net cash from financing activities	13,293	20,964	109,470
Net increase/(decrease) in cash and cash equivalents	**19,994**	**(7,234)**	**62,111**
Cash and cash equivalents at the beginning of the year	79,525	99,681	92,859
Effect of foreign exchange rate changes (net)	162	412	(1,030)
Cash and cash equivalents at the end of the year	**99,681**	**92,859**	**153,940**

We had net cash used in operating activities of RMB25.0 million in 2024, and RMB27.8 million for the year ended December 31, 2025. Our net cash outflows relating to operating activities for the year ended December 31, 2025, were primarily due to the loss before tax we incurred in 2025, a decrease in our contract liabilities, and increases in prepayments, other receivables and other assets and inventories. Our net cash outflows relating to operating activities in 2024 and 2025 were primarily because we recorded loss before tax during the Track Record Period, and we experienced increases in trade and notes receivables and inventories as our business scale continually increased. We recorded net cash flows from operating activities of RMB10.3 million in 2023.

Our cash burn rate refers to the average monthly (i) net cash used in operating activities, (ii) purchases of property, plant and equipment, (iii) payments for intangible assets, and (iv) payments of lease liabilities. We consider these items to be key indicators of our operational efficiency, reflecting payments which can significantly impact our cashflow, such as our capital expenditures representing significant cash outflows, our investment in intellectual property or technology, and the costs of financing lease obligations, all of which may occur on a regular basis. Our historical cash burn rate was RMB25 thousand, RMB2.7 million and RMB3.3 million in 2023, 2024 and 2025, respectively.

During the Track Record Period, we experienced a mismatch in time between our sales of products and receipt of payments from customers and our payments to suppliers. Our inventory turnover days were 263 days, 186 days and 167 days in 2023, 2024 and 2025, respectively, and our trade receivables turnover days were 61 days, 81 days and 111 days in the same years, respectively. However, our trade payables turnover days were 82 days, 96 days and 127 days in 2023, 2024 and 2025, respectively. We have taken comprehensive measures to manage the cash flow mismatch and prolonged cash conversion cycle. See "Financial Information — Liquidity and Capital Resources" for details.

Additionally, we will strengthen our negotiations for contract settlement terms to optimize the schedule of customers' payments to us, such as increasing the proportion of down payments and payments upon shipment, while reducing the proportion of payments upon acceptance and warranty deposits. This approach will help reduce the potential occurrence of trade receivables with overdue payments. For a customer with overdue trade receivables, we will form a special collection team responsible for monitoring the customer's financial condition, conducting negotiations and/or initiating legal proceedings.

Key Financial Indicators

The following table sets forth our selected financial indicators for the years and as of the dates indicated:

	For the Year Ended December 31,		
	2023	2024	2025
Profitability indicators			
Revenue growth rate	35.1%	36.3%	30.2%
Gross profit growth rate	41.9%	27.2%	34.4%
Gross margin[(1)]	49.2%	45.9%	47.4%
Net loss margin[(2)]	(19.2)%	(12.5)%	(10.7)%
Adjusted net loss margin[(3)] (non-IFRS measure)	(8.4)%	(3.1)%	(0.6)%

	As of December 31,		
	2023	2024	2025
Liquidity indicators			
Current ratio[(4)]	1.6	1.4	1.4
Quick ratio[(5)]	1.1	1.0	1.1

(1) Gross margin equals gross profit divided by revenue for the year.

(2) Net loss margin equals net loss for the year divided by revenue for the year.
(3) Adjusted net loss margin (non-IFRS measure) equals adjusted net loss (non-IFRS measure) divided by revenue for the year. For the reconciliation of net loss for the year to adjusted net loss for the year (non-IFRS measure), see "— Non-IFRS Measures" above for details.
(4) Current ratio is calculated by dividing current assets as of the year end by current liabilities as of the year end.
(5) Quick ratio is calculated by dividing current assets less inventories by current liabilities as of year end.

Our net loss margin decreased from 19.2% in 2023 to 12.5% in 2024, primarily because we maintained stable growth in our total revenue while effectively managing the growth in operating expenses at a lower rate, reflecting our enhanced operating efficiency. We have further improved our profitability in 2025, with net loss margin of 10.7%. The decrease in net loss margin was primarily due to our continuous cost reductions through product design optimization and supply chain procurement, leading to improved efficiency. See "Financial Information — Key Financial Indicators" for details.

APPLICATION FOR THE LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the approval of listing of, and permission to deal in, the Shares in issue and to be issued pursuant to (1) the Global Offering, (2) the exercise of the Offer Size Adjustment Option and the Over-allotment Option and (3) the conversion of Domestic Shares into H Shares on the basis that, among other things, we satisfy the requirement under Rule 18C.03 of the Listing Rules (as modified by the Joint Announcement of the SFC and the Stock Exchange in relation to Temporary Modifications to Requirements for Specialist Technology Companies and De-SPAC Transaction dated August 23, 2024) as a Commercial Company (as defined in the Listing Rules) with reference to our expected market capitalization at the time of Listing, which, based on the Offer Price stated in this prospectus, exceeds HK$4 billion.

RISK FACTORS

We are a Specialist Technology Company seeking to list on the Main Board of the Stock Exchange under Chapter 18C of the Listing Rules. We believe there are certain risks and uncertainties involved in investing in our Shares, some of which are beyond our control. If any of such risks and uncertainties materializes, the market price of our Shares could decline, and you may lose all or part of your investments. See "Risk Factors" for details of our risk factors, which we urge you to read in full before making an investment in our Shares. Some of the major risks we face include: (i) if we are unable to develop and introduce new products that adapt to changing market demand and customer preferences in a timely manner, our business, financial condition, results of operations and competitive position would be materially and adversely affected; (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) we have been and intend to continue investing significantly in R&D, which may not generate the results we expect and therefore may adversely affect our short-term cash flow, liquidity and profitability; (iv) the development of our industry and market demand for our products may fall short of expectations, which could materially and adversely affect our business, financial condition and results of operations; (v) the industry in which we operate is highly competitive. If our differentiated business model fails to gain broad market acceptance, or if we are unable to compete effectively, our business, financial condition and results of operations may be materially and adversely affected; (vi) we recorded a net loss and had net operating cash outflows during the Track Record Period; (vii) if we fail to attract new customers, retain existing customers or increase customer spending in a cost-effective manner or expand into new geographical markets or industry sectors, our business and growth prospects may be materially and adversely affected; (viii) we may not be able to fully maintain quality control over our products. Any undetected defects or serious errors contained in our products could result in accidents, reduce market adoption, damage our brand image, subject us to product recalls or expose us to product liability and other claims that could materially and adversely affect our business; (ix) if we are unable to deliver high-quality products on schedule, our business may be materially and adversely affected; (x) we are subject to risks relating to the engagement of third-party manufacturers for the production and testing of our products; (xi) we may not be able to protect our intellectual property rights globally, and our ability to compete could be harmed if our intellectual property rights are infringed by third parties; and (xii) we may be deemed a Covered Foreign Person under the Final Rule, thus U.S. persons may have an obligation to notify the U.S. Treasury when acquiring our equity interests. However, an exception allows U.S. persons to invest in our publicly traded securities as long as the investment made does not afford a U.S. person certain rights that are not standard minority shareholder protections. Such regulatory hurdles may to an extent adversely affect our ability to attract U.S. investors and raise capital from the U.S. market. See "Risk Factors" for details.

OUR PRE-IPO INVESTORS

We have completed four rounds of financings as of the Latest Practicable Date since our establishment and raised a total of approximately RMB282.7 million from our Pre-IPO Investments for our business development (including investments from our Sophisticated Independent Investors). For further details of the identity and background of the Pre-IPO Investors and our Sophisticated Independent Investors, see "History, Development and Corporate Structure — Pre-IPO Investments."

Pursuant to a series of Shareholders' agreements and share subscription agreements with various Pre-IPO Investors from September 2020 to April 2025, our Company issued ordinary Shares to the Pre-IPO Investors and granted the Pre-IPO Investors redemption rights, anti-dilution rights and liquidation preferences rights. There was no exercise of redemption rights, anti-dilution rights or liquidation preferences rights throughout the Track Record Period.

On May 19, 2025, the Company and the Pre-IPO Investors entered into a supplemental agreement agreeing that the redemption rights, anti-dilution rights and liquidation preferences rights granted by the Company to Pre-IPO Investors have been irrecoverably terminated and shall be *void ab initio*. Taking into account the legal and regulatory framework of the Company's jurisdiction and the governing law of the supplemental agreements, the Directors considered that it is appropriate to present the Pre-IPO Investments as equity throughout the Track Record Period.

Had the redemption rights, anti-dilution rights or liquidation preferences rights granted by the Company to the Pre-IPO Investors been accounted for as financial liabilities measured at present value of the redemption amount prior to entering into the supplemental agreement, (i) the redemption financial liabilities, total current liabilities, net current (liabilities)/assets and net (liabilities)/assets would have been:

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Redemption financial liabilities	379,957	418,062	—
Total current liabilities	541,342	638,928	329,042
(Net current liabilities)/net current assets	(284,033)	(324,097)	141,692
(Net liabilities)/net assets	(271,811)	(320,306)	148,988

; and (ii) the finance costs associated with the redemption financial liabilities, the net loss for the year, basic and dilutive loss per share would have been:

	For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Finance costs associated with the redemption financial liabilities	(34,187)	(38,105)	(16,170)
Total net loss	(81,891)	(80,413)	(63,236)
Basic loss per share	(0.92)	(0.87)	(0.65)

See Note 30 to the Accountants' Report for details of the financial impacts.

OUR CONTROLLING SHAREHOLDERS GROUP

As of the Latest Practicable Date, Mr. Zhao, chairman of the Board, executive Director, and chief executive officer of the Company, was entitled to exercise approximately 52.89% of the voting rights in the Company through: (i) 17,050,617 Shares (representing approximately 17.05% of the voting rights in the Company) directly held by him; and (ii) 35,835,081 Shares (representing approximately 35.84% of the voting rights in the Company) held by Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi, Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2, with Mr. Zhao being the general partner of each. Therefore, Mr. Zhao, Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi, Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2 constitute a group of Controlling Shareholders of the Company ("**Controlling Shareholders Group**").

Immediately after completion of the Global Offering, the Controlling Shareholders Group will continue to control approximately 47.86% of the voting rights in the Company (assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised) or approximately 46.44% of the voting rights in the Company (assuming that the Offer Size Adjustment Option and the Over-allotment Option are exercised in full). Accordingly, the Controlling Shareholders Group will remain a group of controlling shareholders of the Company upon the completion of the Global Offering.

DIVIDENDS

We did not declare or pay any dividend during the Track Record Period and up to the Latest Practicable Date. We currently intend to retain all available funds and earnings, if any, to fund the development and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. Investors should not purchase our ordinary shares with the expectation of receiving cash dividends.

We have not formulated a dividend policy and any future determination to pay dividends will be made at the discretion of our Directors according to our Articles of Association and applicable laws and regulations. Our Directors will decide whether to pay dividends based on a number of factors, including our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our Directors may deem relevant. We do not have a pre-determined dividend payout ratio. As advised by our PRC Legal Advisor, regulations in the PRC currently permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits less any recovery of accumulated losses and appropriations to statutory and other reserves that the PRC company is required to make, as determined in accordance with its articles of association and the accounting standards and regulations in China. As a result, we may not have sufficient or any distributable profits to make dividend contributions to our Shareholders, even if we become profitable. See "Financial Information — Dividends" for details.

RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

Despite the continuous growth in our business scale, we anticipate continuing to record a net loss for the year ending December 31, 2026, primarily because (i) we expect an increase in our administrative expenses primarily attributable to professional service fees related to the Global Offering and an increase in staff costs in line with our overall business growth, (ii) we expect an increase in our selling and distribution expenses as we continuously invest in marketing systems and brand promotion in order to develop new customers, and (iii) we expect an increase in research and development expenses as we continue to attract and retain research and development talent. We also anticipate continuing to have net cash used in operating activities for the year ending December 31, 2026. Our Directors have confirmed that there has been no material adverse change in our financial or trading position or prospects since December 31, 2025, which is the end date of our latest consolidated financial statements as set out in "Appendix I — Accountants' Report" to this prospectus, and up to the date of this prospectus.

OFFERING STATISTICS

All statistics in the following table are based on the assumptions that (i) the Global Offering has been completed and 10,497,300 H Shares are issued pursuant to the Global Offering; (ii) the Offer Size Adjustment Option and the Over-allotment Option are not exercised; and (iii) 110,497,300 H Shares are in issue following the completion of the Global Offering.

	Based on an Offer Price of HK$101.60 per Offer Share
Market capitalization following the completion of the Global Offering[(1)]	HK$11,226,525,680
Unaudited pro forma adjusted consolidated net tangible assets attributable to Shareholders of our Company per share[(2)]	HK$10.70

Notes:

(1) The calculation of market capitalization is based on 110,497,300 H Shares expected to be in issue upon completion of the Global Offering (assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised at all).

(2) The unaudited pro forma adjusted consolidated net tangible assets of our Group attributable to Shareholders per H Share is arrived at by dividing the unaudited pro forma adjusted net tangible assets attributable to Shareholders of our Company by 110,497,300 H Shares, which is the number of shares expected following the completion of the Global Offering, and does not take into any shares which may be issued upon the exercise of the Offer Size Adjustment Option and the Over-allotment Option.

LISTING EXPENSES

Listing expenses represent professional fees, underwriting commissions, and other fees incurred in connection with the Global Offering. The estimated total listing expenses for the Global Offering are approximately RMB61.9 million (equivalent to approximately HK$71.2 million), accounting for approximately 6.7% of our gross proceeds from the Global Offering. The estimated total listing expenses consist of (i) underwriting-related expenses (including but not limited to commissions and fees) of approximately RMB36.6 million (approximately HK$42.0 million), and (ii) non-underwriting related expenses of approximately RMB25.3 million (approximately HK$29.2 million), which consist of fees and expenses of legal advisors and Reporting Accountants of approximately RMB16.6 million (approximately HK$19.1 million), and other fees and expenses of approximately RMB8.7 million (approximately HK$10.1 million). Approximately RMB36.7 million (equivalent to approximately HK$42.2 million) of the estimated listing expenses is directly attributable to the issue of new Shares to the public and will be accounted for as a deduction from equity upon completion of the Global Offering. Approximately RMB15.4 million (equivalent to approximately HK$17.7 million) has been charged in profit or loss during the Track Record Period, and the remaining amount of approximately RMB9.8 million (equivalent to approximately HK$11.3 million) is expected to be charged in profit or loss before or upon completion of the Global Offering. This calculation is subject to adjustment based on the actual amount incurred or to be incurred. The listing expenses above are the best estimate as of the Latest Practicable Date and are for reference only. The actual amount may differ from such an estimate.

FUTURE PLANS AND USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$995.4 million, after deducting estimated underwriting commissions, fees and expenses payable by us in connection with the Global Offering, assuming an Offer Price of HK$101.60 per Share, and assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised.

We currently intend to apply the net proceeds from the Global Offering for the following purposes: (i) approximately 50.0% of the net proceeds, or HK$497.9 million, will be used to advance the research and development of our technologies and infrastructure; (ii) approximately 20.0% of the net proceeds, or HK$199.1 million, will be allocated to the establishment of a multifunctional center that integrates research and development, operation, assembly and testing functions to strengthen our capabilities to develop and scale intelligent robots; (iii) approximately 15.0% of the net proceeds, or HK$149.3 million, will be used to pursue acquisition and investment opportunities across the upstream and downstream segments of the robotics value chain that may support the acquisition of advanced technologies and strengthen our ecosystem, particularly in areas such as sensing systems, execution systems and integration solutions; (iv) approximately 9.7% of the net proceeds, or HK$96.6 million, will be used to establish a global sales system to increase market presence and support international growth, which focuses on strengthening brand recognition, expanding marketing channels and building a strong customer support network worldwide; and (v) approximately 5.3% of the net proceeds, or HK$52.5 million, is expected to be used for working capital and general corporate purposes. See "Future Plans and Use of Proceeds" for details.

In this prospectus, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below. Certain other terms are explained in "Glossary of Technical Terms."

"Accountants' Report"	the accountants' report of the Company, the text of which is set out in "Appendix I"
"affiliate(s)"	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"AFRC"	Accounting and Financial Reporting Council of Hong Kong
"Articles of Association" or "Articles"	the articles of association of the Company conditionally adopted on May 12, 2025 with effect from the Listing Date, as amended, supplemented or otherwise modified from time to time, a summary of which is set out in "Appendix V — Summary of Articles of Association"
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Board
"BIS"	U.S. Department of Commerce, Bureau of Industry and Security
"Board" or "Board of Directors"	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 Intermediary(ies)"	has the meaning ascribed to it under the Listing Rules, and unless the context requires otherwise, refers to the capital market intermediary(ies) as set out in "Directors and Parties Involved in the Global Offering"
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"China", "Chinese Mainland" or "PRC"	the People's Republic of China and for the purpose of this prospectus only and for geographical reference only, except where the context requires, references in this prospectus to "China" and the "PRC" do not apply to Hong Kong SAR, Macau Special Administrative Region and Taiwan Region
"CIC" or "Industry Consultant"	China Insights Industry Consultancy Limited, our industry consultant, an independent market research and consulting company
"Civil Code"	Civil Code of the People's Republic of China (中華人民共和國民法典)
"close associate(s)"	has the meaning ascribed to it under the Listing Rules

"Commercial Company"	has the meaning ascribed to it under the Listing Rules
"Companies Ordinance"	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company" or "the Company" or "our Company"	Shanghai Seer Intelligent Technology Co., Ltd. (上海仙工智能科技股份有限公司), a limited liability company established under the laws of the PRC on April 22, 2020 and converted into a joint stock company with limited liability on March 24, 2025, and if the context requires, includes its predecessor
"Compliance Adviser"	Gram Capital Limited
"Comprehensively Sanctioned Countries"	any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction, currently Cuba, Iran, North Korea, Syria, the Crimea Region of Russia/Ukraine, the self-proclaimed Luhansk People's Republic (LPR) and Donetsk People's Republic (DPR) regions and Zaporizhzhia and Kherson regions
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholder(s)" or "Controlling Shareholders Group"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Zhao, Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi, Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2, further details of which are set out in "Relationship with the Controlling Shareholders"
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Corporate Governance Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"CSDC"	China Securities Depositary and Clearing Corporation Limited (中國證券登記結算有限責任公司)
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi, held by domestic investors and not listed or traded on any stock exchange
"EIT"	enterprise income tax
"EIT Law"	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

"Exchange Participant"	a person (a) who, in accordance with the Listing Rules, 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"	the occurrence of "extreme conditions" as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
"FINI"	Fast Interface for New Issuance, an 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 all new listings
"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", "we" or "us"	the Company and its subsidiaries from time to time
"Guide"	the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"H Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which will be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"HK$" or "Hong Kong dollars" or "HK dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"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 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 to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
"Hong Kong", "HK" or "Hong Kong SAR"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Offer Shares"	the 524,900 H Shares being initially offered by the Company for subscription pursuant to the Hong Kong Public Offering (subject to reallocation as described in "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 at the Offer Price on and subject to the terms and conditions as set out in "Structure of the Global Offering — The Hong Kong Public Offering"
"Hong Kong Underwriters"	the underwriters of the Hong Kong Public Offering as listed in "Underwriting — Hong Kong Underwriters"
"Hong Kong Underwriting Agreement"	the underwriting agreement dated June 12, 2026 relating to the Hong Kong Public Offering entered into by the Company, the Controlling Shareholders, the Sole Sponsor and the Hong Kong Underwriters, as further described in "Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Hong Kong Underwriting Agreement"
"independent third party(ies)"	entity(ies) or person(s) which, to the best of the Directors' knowledge, information, and belief having made all reasonable enquiries, is/are not a connected person(s) of the Company within the meaning of the Listing Rules
"International Offer Shares"	the 9,972,400 H Shares initially offered by the Company for subscription at the Offer Price pursuant to the International Offering together with, where relevant, any additional H Shares which may be issued by the Company pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option, as further described in "Structure of the Global Offering"
"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 in each case on and subject to the terms and conditions described "Structure of the Global Offering"

"International Sanctions"	all applicable laws and regulation to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the U.S. Government, the EU and its member states, UN or Government of Australia
"International Sanctions Legal Advisor"	Hogan Lovells, our legal advisor as to International Sanctions law in connection with the Listing
"International Underwriters"	the group of international underwriters, led by the Overall Coordinators that is expected to enter into the International Underwriting Agreement to underwrite the International Offering
"International Underwriting Agreement"	the underwriting agreement expected to be entered into on or about June, 22, 2026 by, among other parties, the Company, the Controlling Shareholders, the Sole Sponsor, the Overall Coordinators, and the International Underwriters, as further described in "Underwriting — Underwriting Arrangements and Expenses — The International Offering"
"Joint Bookrunners"	the joint bookrunners as named in "Directors and Parties Involved in the Global Offering"
"Joint Global Coordinators"	the joint global coordinators as named in "Directors and Parties Involved in the Global Offering"
"Joint Lead Managers"	the joint lead managers as named in "Directors and Parties Involved in the Global Offering"
"Latest Practicable Date"	June 8, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
"Listing"	the 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, June 24, 2026, on which the H Shares are listed and from which dealings therein are permitted to take place on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
"Mr. Zhao"	Mr. Zhao Yue (趙越), founder of the Group, chairman of the Board, executive Director, and chief executive officer of the Company
"Nomination Committee"	the nomination committee of the Board

"Offer Price"	HK$101.60, the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1.0%, AFRC transaction levy of 0.00015%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.00565%) at which the Offer Shares are to be subscribed for pursuant to the Global Offering, to be determined in the manner further described in "Structure of the Global Offering — Pricing and Allocation"
"Offer Share(s)"	the Hong Kong Offer Share(s) and the International Offer Share(s), together with, where relevant, any additional H Shares which may be issued by the Company pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option
"Offer Size Adjustment Option"	the option granted by the Company to the International Underwriters, exercisable by the Overall Coordinators (for themselves and on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 1,574,550 additional H Shares, representing not more than 15.00% of the Offer Shares initially available under the Global Offering, at the Offer Price to, among other things, cover any excess market demand in the International Offering (without being subject to any reallocation mechanism), if any, further details of which are described in "Offer Size Adjustment Option" in the section headed "Structure of the Global Offering" in this prospectus
"Over-allotment Option"	the option granted by the Company to the International Underwriters, exercisable by the Overall Coordinators (for themselves and on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 1,574,550 additional H Shares, representing not more than 15.00% of the Offer Shares initially available under the Global Offering (assuming the Offer Size Adjustment Option is not exercised at all) or up to 1,810,750 additional H Shares (representing in aggregate approximately 15.0% of the Offer Shares being offered under the Global Offering assuming the Offer Size Adjustment Option is exercised in full), at the Offer Price to, among other things, cover over-allocations in the International Offering, if any, further details of which are described in "— Over-allotment Option" and "— Stabilization" in the section headed "— Structure of the Global Offering" in this prospectus
"Overall Coordinators"	the overall coordinators as named in "Directors and Parties Involved in the Global Offering"
"Overseas Listing Trial Measures" or "Trial Measures"	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》) promulgated by the CSRC on February 17, 2023
"Pathfinder SII(s)"	has the meaning ascribed to it in Chapter 2.5 of the Guide
"PBOC"	the People's Bank of China (中國人民銀行), the central bank of the PRC

"PRC Company Law"	Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
"PRC Legal Advisor"	AllBright Law Offices, our legal advisor as to PRC law
"Pre-IPO Investment(s)"	the investment(s) in the Company undertaken by the Pre-IPO Investors, the details of which are set out in "History, Development and Corporate Structure"
"Pre-IPO Investor(s)"	the investor(s) as set out in "History, Development and Corporate Structure"
"prospectus"	this prospectus being issued in connection with the Hong Kong Public Offering
"R&D"	research and development
"Regulation S"	Regulation S under the U.S. Securities Act
"Relevant Persons"	means the Company, together with its investors and shareholders and persons who might directly or indirectly, be involved in permitting the listing, trading, clearing and settlement of its shares including the Stock Exchange and related group companies
"Relevant Sanction Jurisdiction"	any jurisdiction that is relevant to the Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, person or entities targeted by such law or regulation. For the purpose of this prospectus, Relevant Jurisdictions include the United States, the European Union, the United Kingdom, the United Nations and Australia
"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 (中華人民共和國國家外匯管理局)
"Sanctioned Person"	certain person(s) and identity(ies) listed on OFAC's Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the United States, the European Union, the United Kingdom, the United Nations or Australia
"Sanctioned Target"	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Comprehensively Sanctioned Countries; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
"Securities and Futures Ordinance" or "SFO"	Securities and Futures Ordinance (Chapter 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
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of the Share(s)
"Shanghai Stock Exchange"	the Shanghai Stock Exchange (上海證券交易所)
"Shanghai Xianliu"	Shanghai Xianliu Enterprise Management Partnership (Limited Partnership) (上海仙六企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on February 8, 2021
"Shanghai Xianqi"	Shanghai Xianqi Enterprise Management Partnership (Limited Partnership) (上海仙七企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on February 8, 2021
"Shanghai Xiansan"	Shanghai Xiansan Enterprise Management Partnership (Limited Partnership) (上海仙三企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on December 25, 2020
"Shanghai Xianwu"	Shanghai Xianwu Enterprise Management Partnership (Limited Partnership) (上海仙五企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 8, 2021
"Shanghai Xianyi"	Shanghai Xianyi Enterprise Management Partnership (Limited Partnership) (上海仙一企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on December 30, 2020
"Shenzhen Stock Exchange"	the Shenzhen Stock Exchange (深圳證券交易所)
"Sole Sponsor" and "Sponsor-Overall Coordinator"	China International Capital Corporation Hong Kong Securities Limited
"Sophisticated Independent Investor(s)"	has the meaning ascribed to it under the Listing Rules
"Specialist Technology Company"	has the meaning ascribed to it under the Listing Rules
"Stabilizing Manager"	China International Capital Corporation Hong Kong Securities Limited
"State Council"	State Council of the PRC (中華人民共和國國務院)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"substantial Shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Suzhou Xianwu No. 1"	Suzhou Xianwu No. 1 Enterprise Management Partnership (Limited Partnership) (蘇州市仙伍一企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on July 7, 2025

"Suzhou Xianwu No. 2"	Suzhou Xianwu No. 2 Enterprise Management Partnership (Limited Partnership) (蘇州市仙伍二企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on July 11, 2025
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
"Track Record Period"	the three financial years ended December 31, 2025
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"U.S." or "United States"	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
"U.S. dollar" or "US$"	United States dollar, the lawful currency of the United States
"U.S. Securities Act"	United States Securities Act of 1933 and the rules and regulations promulgated thereunder, as amended, supplemented or otherwise modified from time to time
"Underwriters"	the Hong Kong Underwriters and the International Underwriters
"Underwriting Agreements"	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
"VAT"	value-added tax
"**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 **White Form eIPO** Service Provider at **www.eipo.com.hk**
"**White Form eIPO** Service Provider"	Computershare Hong Kong Investor Services Limited

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) 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 the purpose of this prospectus, references to "provinces" of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

Certain amounts and percentage figures included in this prospectus have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

This glossary contains definitions of certain technical terms used in this prospectus in connection with us and our business. These may not correspond to standard industry definitions and may not be comparable to similar terms adopted by other companies.

"adaptive learning"	an educational method which uses computer algorithms as well as artificial intelligence to orchestrate the interaction with the learner and deliver customized resources and learning activities to address the unique needs of each learner
"AGI"	artificial general intelligence, the representation of generalized human cognitive abilities in artificial intelligence so that, when faced with any unfamiliar task that a human being is capable of, it could find a solution to perform such task
"AGV"	automated guided vehicle, automated, custom-made vehicles that are able to transport packets, materials and/or products in a logistical or production factory environment
"AMR"	autonomous mobile robot, a category of robots designed to navigate environments without human intervention using advanced sensors and algorithms
"autonomous decision-making capabilities"	the ability to make decisions leveraging algorithms and mathematical models, without human intervention
"axis" or "axes"	a degree of freedom, where increasing the number of axes allows the robot to access a greater amount of space by giving it more degrees of freedom
"BoM"	bill of materials, an extensive list of raw materials, components, and instructions required to construct, manufacture, or repair a product or service
"CAGR"	compound annual growth rate
"CE"	Conformité Européenne, a mandatory conformity marking indicating that a product complies with all applicable European Union legislation concerning health, safety and environmental protection requirements
"CE-EMC"	Electromagnetic Compatibility Directive under the CE marking system, which regulates electromagnetic interference of electrical and electronic equipment
"CE-LVD"	Low Voltage Directive under the CE marking system, which defines which products fall within its field of application, provides the essential (safety) requirements that electrical equipment and components covered by it must comply with, and outlines the conformity assessment procedure the manufacturer must apply in order to ensure compliance with the essential requirements
"CE-MD"	Machinery Directive under the CE marking system, which concerns machinery and certain parts of machinery and combines mandatory specifications in health and safety with voluntary harmonized standards

"control system" or "robotic control system"	a system that manages, commands and regulates the behavior of a robot to achieve desired outcomes, which includes an embedded controller within the robot itself and cloud-based software
"controller" or "robotic controller"	a device or system that integrates intelligent algorithms, while managing various sensors and actuators to enable autonomous operation of the robot
"degree of freedom"	the count of independent axis of motion that a robotic system can autonomously manipulate to perform tasks
"embodied AI"	an intelligent system that interacts with the environment through physical forms (e.g., robots), capable of environmental perception, information cognition, autonomous decision-making, and action execution, while achieving continuous intelligence growth and behavioral adaptation through experiential feedback
"end-effector"	a device attached to the end of a robot arm that directly interacts with the environment to perform a specific task, such as a gripper, welder, or spray gun
"end-to-end navigation"	methods of generating control signals for mobile autonomous devices directly from external sensors
"EtherCAT"	Ethernet for Control Automation Technology, a real-time Industrial Ethernet fieldbus system, which was introduced in 2003 and has been an international standard since 2007
"execution system"	the core software and hardware components responsible for interpreting programmed instructions and orchestrating the robot's resources to accomplish its tasks
"FMS"	fleet management system, a software system used to coordinate and optimize the operation of a fleet of AMRs. It handles dynamic task assignment, path planning, traffic control, battery management, and status monitoring to ensure the safe and efficient operation of robots in logistics or manufacturing environments
"intelligent robot"	a robot that exhibits intelligent behavior by using technologies such as AI, machine learning and computer vision to simulate human cognition and physical coordination
"LiDAR"	a remote sensing method that uses light to measure the distance or range of objects
"mobile manipulator"	a robotic system that combines a mobile base with one or more robotic arms (or manipulators), enabling it to navigate through environments and perform complex manipulation tasks
"multi-model configuration"	a robot system's ability to store and switch between different pre-programmed settings or "models" for handling various parts or tasks without manual reconfiguration
"orchestrating sensor and actuator"	the process of coordinating and synchronizing the input from sensors with the output to actuators to enable complex and adaptive robot behaviors

"PCT"	Patent Cooperation Treaty, an international treaty that simplifies the process of filing patent applications in multiple countries for a new invention
"physical AI"	the integration of sophisticated AI algorithms into tangible, interactive systems, which makes autonomous systems like robots, self-driving cars and smart spaces perceive, understand and perform complex actions in the real (physical) world
"QR Code"	quick response code, a machine-readable optical label containing information about the item to which it is attached
"RDS"	Resource Dispatching System, a type of FMS developed in-house by the Group
"reinforcement learning"	a machine learning technique that trains software to make decisions to achieve the most optimal results. It mimics the trial-and-error learning process that humans use to achieve their goals
"robot"	a programmable, actuated mechanism capable of movement with a certain degree of autonomy, designed to operate in specific environments to perform predefined tasks
"RTK"	real-time kinematic, a satellite navigation technique used to enhance the precision of position data derived from satellite-based positioning systems
"sensing systems"	a type of integrated components that collect data from the robot's environment and its own state, providing necessary information for control and decision-making
"SLAM"	simultaneous localization and mapping, a computational technique used by autonomous robots and vehicles to build or update a map of an unknown environment while simultaneously determining their own location within that map
"UL"	Underwriters Laboratories, a leading product safety testing and certification organization
"visual-language mapping"	a multi-layer map that combines visual perception, semantic understanding and 3D point cloud data
"visual-semantic recognition"	the process of understanding and interpreting visual information, such as images or videos, by connecting it with relevant semantic knowledge or textual information
"VLA"	vision-language-action, an AI model that integrates visual perception, natural language understanding and action planning. It enables robots or agents to interpret human instructions (language), perceive the environment (vision), and perform appropriate physical actions
"VSLAM"	visual simultaneous localization and mapping, a specific type of SLAM that leverages 3D vision to perform localization and mapping functions when neither the environment nor the location of the sensor is known

"WCS"	warehouse control system, a real-time software system responsible for directing the physical movement of goods within warehouses and distribution centers. It interfaces directly with automation hardware (such as shuttle systems, stacker cranes and conveyor systems), executing instructions from higher-level systems such as warehouse execution system or WMS
"wheeled humanoid robot"	a robot that combines a humanoid upper body with a wheeled base for locomotion
"WMS"	warehouse management system, a software that controls and administers warehouse operations, including inventory tracking, order fulfillment, shipping and receiving
"world model"	a type of generative AI models that understand the dynamics of the real world, including physics and spatial properties

This prospectus contains, and the documents incorporated by reference herein may contain, forward-looking statements representing our goals, beliefs, expectations, intentions or predictions for the future. These forward-looking statements are contained principally in "Summary," "Risk Factors," "Industry Overview," "Business," "Financial Information" and "Future Plans and Use of Proceeds." Forward-looking statements typically can be identified by the use of words such as "aim," "anticipate," "aspire," "believe," "continue," "could," "estimate," "expect," "forecast," "goals," "intend," "may," "objective," "ought to," "outlook," "plan," "potential," "project," "schedules," "seek," "should," "target," "vision," "will," "would" and other similar terms. Forward-looking statements reflect the current views of the Directors with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including those listed in "Risk Factors," which are beyond our control and may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Our forward-looking statements have been based on assumptions and factors concerning future events that may prove to be inaccurate. Those assumptions and factors are based on information currently available to us about the businesses that we operate. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to:

- our operations and business prospects;
- our business and operating strategies and our ability to implement such strategies;
- our future business development, financial condition and results of operations;
- our ability to develop and manage our operations and business;
- our ability to control costs and expenses;
- our capital expenditure plan;
- our expectations regarding demand for and market acceptance of our products and services;
- our expectations regarding our relationships with customers, suppliers and other partners to conduct our business;
- our planned use of proceeds;
- future developments, trends and competitive landscape in the industries and markets in which we operate or plan to operate;
- relevant government policies and regulations relating to our industry; and
- capital market developments.

By their nature, certain disclosures relating to these and other risks are only estimates. Should one or more of these risks or uncertainties, among others, materialize, or should the underlying assumptions prove to be incorrect, actual results may vary materially from those estimated, anticipated or projected, as well as from historical results. Accordingly, you should not place undue reliance on any forward-looking statements.

Any forward-looking statement speaks only as of the date on which such statement is made. Except as required by applicable laws, rules and regulations, including the Listing Rules, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. Statements of, or references to, our intentions or those of any of the Directors are made as of the date of this prospectus. Any such intentions may change in light of future developments.

All forward-looking statements in this prospectus are expressly qualified by reference to this cautionary statement.

An investment in our H Shares involves a high degree of risk. You should carefully consider the following information about risks, together with the other information contained in this prospectus, including our consolidated financial statements and related notes, before you decide to buy our H Shares. If any of the circumstances or events described below actually arises or occurs, our business, results of operations, financial condition and prospects would likely suffer. In any such case, the market price of our H Shares could decline and you may lose all or part of your investment. This prospectus also contains forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the risks described below.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

If we are unable to develop and introduce new products that adapt to changing market demand and customer preferences in a timely manner, our business, financial condition, results of operations and competitive position would be materially and adversely affected.

Our long-term success depends on our ability to develop, refine and launch innovative robotic controllers and robots incorporating the latest technological advancements and meeting the evolving customer preferences. The intelligent robot industry is characterized by rapid technological evolution, shifting use-case requirements and intensifying competition. To remain competitive, we must consistently introduce new products and upgrade existing offerings in a timely and cost-effective manner.

Developing new products requires substantial investment in research and development and involves numerous technical, operational and market-related risks. We may encounter unforeseen design or engineering challenges in our research and development process. To maintain our market position, we must: (i) design innovative, accurate and safety-enhancing functions that differentiate us from those of our competitors; (ii) continuously improve the reliability of our current technology stack; (iii) follow and respond effectively to technological advancements and new product launches; and (iv) quickly and cost-effectively adjust to evolving customer demands, market conditions and industry trends.

Failure to anticipate or respond to market shifts or customer expectations in a timely manner could result in diminished customer satisfaction, reduced market share and lost revenue opportunities. If we are unable to successfully develop and launch new products or upgrade existing offerings, or if these products fail to gain sufficient market acceptance, our business, financial condition, results of operations and competitive position could be materially and adversely affected.

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 began operations in 2020. Since our inception, our efforts have primarily focused on product research and development and the initial commercialization of our offerings. We only started the sales of controllers, robots, software and accessories in 2020. As a result, we have limited experience in scaling our operations, managing large-scale deployments, and maintaining long-term commercial relationships. Given the rapidly evolving nature of the intelligent robot industry, our limited track record makes it difficult to evaluate our business, financial condition, results of operations and prospects with a high degree of certainty.

Our ability to successfully commercialize future products may involve more inherent risks, require longer lead times and incur higher costs than companies with more established operating histories. While we have invested significantly in building our technological capabilities and product portfolio, our ability to translate these efforts into consistent commercial success remains unproven. Commercializing new and advanced robotics products requires significant resources, market knowledge, and a technically capable sales and marketing team to educate and engage customers across diverse industries. Due to our limited commercialization experience, we cannot assure you that our products will achieve widespread adoption, meet internal or external sales forecasts, or deliver the expected customer satisfaction. Any failure to achieve sustained market acceptance, meet evolving customer needs, or maintain product quality could result in reputational harm, lower sales, and a material and adverse effect on our business, financial condition and results of operations.

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

We have made, and expect to continue to make, substantial investments in research and development to drive innovation and sustain our competitive edge in the rapidly-evolving intelligent robot industry. During the Track Record Period, we recorded research and development expenses of RMB63.7 million, RMB71.3 million and RMB79.2 million in 2023, 2024 and 2025, respectively, representing 25.6%, 21.0% and 17.9% of our revenue, respectively. Given the pace of technological advancement and shifting customer demands, continuous research and development is critical to enhancing our current product portfolio and expanding into new product areas. Accordingly, we expect to continue incurring significant research and development expenditures in the foreseeable future.

However, given the complex technological requirements and sophisticated algorithms involved in intelligent robotic products, the outcomes of research and development initiatives are inherently uncertain and may not produce the desired commercial or technical results. Despite our efforts, we may fail to develop viable products, or we may encounter technical or regulatory challenges that delay or prevent commercialization. In some cases, new technologies or market trends may emerge that render our ongoing research and development efforts obsolete, potentially impairing our ability to recover investments.

Moreover, even if our research and development initiatives result in successful product innovations, the financial benefits may not materialize for several years, or at all. The timing and magnitude of returns from research and development can be unpredictable and there is no assurance that our efforts will generate sufficient revenues to offset costs. If we are unable to effectively translate research and development into market-ready products or fail to achieve expected levels of adoption, our business, financial condition and results of operations could be materially and adversely affected.

The development of our industry and market demand for our products may fall short of expectations, which could materially and adversely affect our business, financial condition and results of operations.

We operate in the intelligent robot industry, which is characterized by rapid technological advancement, emerging applications and evolving customer demands. Our business growth depends heavily on the continued expansion of the industry and the increasing adoption of intelligent robotic products across diverse sectors. According to CIC, the size of the global intelligent robot market increased from RMB130.2 billion in 2021 to RMB307.4 billion in 2025, representing a CAGR of 24.0% from 2021 to 2025, and is projected to reach RMB850.0 billion by 2030, representing a CAGR of 24.6% from 2026 to 2030. However, given the nascent and dynamic nature of the market, the prediction of the pace and scale of development, customer acceptance, and the overall size of our addressable market may not be accurate. Our industry forecasts and internal estimates are based on publicly available sources, third-party reports, and our own assumptions regarding factors such as technology penetration, customer readiness, and macroeconomic trends. These projections involve significant uncertainty and may be affected by variables beyond our control, such as slower-than-expected adoption of automation technologies, delayed transformation by industrial customers, and fluctuations in government incentives or regulatory support. If our underlying assumptions prove inaccurate or the market evolves differently than anticipated, our business opportunities could be significantly narrower than projected.

In addition, the commercialization cycle for intelligent robotic products often involves long lead times, extensive customer education and customization. Even if our products offer competitive advantages in terms of performance or pricing, many target customers, particularly those in early stages of automation, may delay purchasing decisions due to budget constraints, organizational readiness, or preference for existing systems. Any delay in market development or lower-than-expected customer demand could limit our revenue growth and profitability, and materially and adversely affect our business, financial condition and results of operations.

The industry in which we operate is highly competitive. If our differentiated business model fails to gain broad market acceptance, or if we are unable to compete effectively, our business, financial condition and results of operations may be materially and adversely affected.

The intelligent robot industry is rapidly emerging and evolving, characterized by a wide variety of market participants with different business models, technological focuses and commercialization strategies. According to CIC, there are more than 3,000 robotics enterprises in the industrial intelligent robot industry, whose market size amounted to RMB307.4 billion in 2025 in terms of revenue. While the market offers significant growth potential, it remains at an early stage of development with no universally established business model or dominant competitive framework. We compete primarily with other companies that focus on the development and commercialization of intelligent robots and robotic solutions. We operate in a differentiated business model which we believe is well-positioned to address the growing complexity of industrial automation needs. However, there can be no assurance that our business model will be widely accepted by the market or preferred over alternative models. If customers fail to recognize the value of our business model, we may lose competitive advantages or face difficulties in customer acquisition and retention.

Moreover, some of our competitors have longer operating histories, stronger brand recognition, broader customer bases, more established sales networks and significantly greater financial resources than we do. These advantages may allow them to respond more quickly and effectively to new technologies, shifting customer preferences, regulatory changes and emerging market opportunities. As a result, we may face challenges in gaining or sustaining market share if we are unable to match or exceed the pace of innovation and customer engagement set by these established players. There can be no assurance that we will maintain or strengthen our competitive position in this fast-changing market. Failure to do so could materially and adversely affect our business, financial condition and results of operations.

We recorded a net loss and had net operating cash outflows during the Track Record Period.

In 2023, 2024 and 2025, we recorded a net loss of RMB47.7 million, RMB42.3 million and RMB47.1 million, respectively. These losses reflect our strategic focus on scaling our operations in the rapidly growing intelligent robot market and continuously investing in research and development. As we continue to expand our business, we may continue to incur net loss, because we expect our costs and expenses, particularly those related to research and development as well as sales and marketing efforts, to increase further. In addition, we expect to incur substantial costs and expenses as a result of being a public company. Our ability to generate profit will depend on our ability to launch new products, enhance existing technologies, attract and retain customers, improve operational efficiency and effectively respond to competitive pressures. Accordingly, we cannot assure you that we can achieve or sustain profitability in the foreseeable future.

We recorded net cash used in operating activities of RMB25.0 million and RMB27.8 million in 2024 and 2025, respectively. We recorded net cash flows from operating activities of RMB10.3 million in 2023. See "Financial Information — Liquidity and Capital Resources — Cash Flows" for details. 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 in turn affects our ability to fund day-to-day operations, pursue strategic initiatives or respond to market opportunities. Our liquidity primarily depends on our ability to generate adequate operating cash inflows and access external financing through equity offerings and debt instruments. These external sources of funding may not be available to us on favorable or commercially reasonable terms, or at all. If we fail to obtain sufficient funding in a timely manner and on reasonable terms, or at all, our business, financial condition and results of operations may be adversely affected.

If we fail to attract new customers, retain existing customers or increase customer spending in a cost-effective manner or expand into new geographical markets or industry sectors, our business and growth prospects may be materially and adversely affected.

Our ability to attract new customers in a cost-effective manner is essential to our long-term growth and profitability. We sell our products directly to customers, including both integrators and end customers, and we expect to continue increasing our investments in marketing, brand promotion and customer acquisition to drive growth. However, these efforts require significant resources and may not always yield the expected return. If our marketing activities do not resonate with our target audience or do not convert awareness into actual sales, our growth may be adversely affected. Additionally, we may not be able to retain or recruit a sufficient number of experienced sales and marketing personnel, or to train newly hired sales and marketing personnel, which could undermine our sales and marketing strategies and adversely affect our profitability.

We generally do not enter into long-term contracts with our major customers. As a result, customer demands for our products may fluctuate significantly depending on their internal project cycles, budgets or evolving automation strategies. There is no assurance that our existing customers will place repeat orders, increase their purchases or continue to use our products at the same level, or at all. If we fail to continuously meet or exceed customer expectations, enhance our product offerings or provide reliable technical support, our existing customers may turn to alternative providers with broader product portfolios, more competitive pricing or longer track records.

To drive growth, we also need to increase customer spending on our products. Customer spending in the intelligent robot industry is influenced by a variety of factors, including customer satisfaction with product performance, service responsiveness, cost-effectiveness and the ability to deliver value in new application scenarios. If customer acceptance plateaus, or if the expansion of use cases across industries slows, our ability to generate recurring revenue or upsell to customers may be impaired. Inability to drive deeper engagement from our customer base could materially and adversely affect our business, financial condition and results of operations.

We serve customers in over 35 countries and regions and intend to continue to expand our customer base both domestically and internationally. However, our efforts to expand into new geographical markets or industry sectors may be hindered by local regulatory barriers, cultural or operational differences, or limited market readiness for intelligent robotics products. If we are unable to tailor our strategies to the unique needs of different geographic regions or industry sectors, or fail to anticipate customer preferences and purchasing behaviors, our acquisition costs may rise without a corresponding increase in revenue, which could materially and adversely affect our revenue growth and overall business prospects.

We may experience quality issues in relation to our products, which could result in accidents, reduce market adoption, damage our brand image, subject us to product recalls or expose us to product liability and other claims that could materially and adversely affect our business.

The quality of our products depends on the effectiveness of our quality assurance measures, including the quality and reliability of components used in our products and our ability to ensure that third-party manufacturers adhere to our quality assurance protocols and product specifications. The development and manufacturing of intelligent robotic products, particularly those involving complex control systems, navigation models and embedded software, can present technical challenges, especially as we rely on third-party manufacturers for manufacturing processes. Some defects or errors arising from the manufacturing processes of our third-party manufacturers may not be identified until after the products have been delivered and used in real-world environments, in which case we may incur significant additional development costs and product recall, repair, replacement costs, or compensation. As advised by our PRC Legal Advisor, we shall be liable for damages arising from defects in our products. Our reputation or brand may be damaged as a result of these problems and customers may be reluctant to buy our products, which could adversely affect our ability to retain existing customers and attract new end customers and could adversely affect our financial results. Although we attempt to remedy any issues we observe in our products as effectively and rapidly as possible, such efforts may not be timely, may hamper production or may not be to the satisfaction of our customers.

Furthermore, product defects, whether actual or perceived, could significantly harm our brand image and undermine customer trust, especially as we scale our presence across different markets and industries. Even isolated incidents may receive heightened scrutiny or negative publicity, particularly in sectors where safety, reliability and stability are paramount. If we are unable to detect and address such issues promptly, or if our remedies fail to meet customer expectations, we may suffer a loss of reputation, reduced customer retention and diminished competitive positioning, which could materially and adversely affect our business, financial condition, results of operations and growth prospects.

If we are unable to deliver high-quality products on schedule, our business may be materially and adversely affected.

Our ability to meet customer demand, maintain customer satisfaction and grow our business depends heavily on the consistent, efficient and timely operation of our production through third-party manufacturers. Any disruption to their manufacturing capabilities or our logistics operations could delay the delivery of our products, damage customer relationships and negatively affect our reputation in the market. Our supply chain and logistics operations are vulnerable to a variety of risks, including natural disasters such as earthquake, fire, drought, flood and pandemic. In particular, extended outage of critical utilities or transportation systems could materially impact our ability to fulfill orders.

Consistently delivering high-quality products at volume requires ongoing coordination with our ecosystem partners, stable procurement of components and robust quality control measures. If we are unable to maintain quality standards or meet delivery schedules, we may face order cancellations, financial penalties, loss of customer trust or reputational harm, all of which could materially and adversely affect our business, financial condition, results of operations and growth prospects.

We are subject to risks relating to the engagement of third-party manufacturers for the production and testing of our products.

We collaborate with third-party manufacturers to manufacture all of our robots and robotic controllers. As a result, the loss or unavailability of our third-party manufacturers, even temporarily, could have a negative impact on our business, financial condition and results of operations. Replacing third-party manufacturers may be time-consuming and costly. We may also be required to seek out additional manufacturers in response to increased demand for our products, as our current manufacturers may not have the capacity to increase production. If we fail to receive a substantial portion of the products made by our manufacturers, or if we fail to shift to new ones, our sales and profitability could be significantly reduced.

We outsource the production of our products to our suppliers, exercising quality control throughout the production process. See "Business — Supply Chain Management" and "Business — Quality Control" for details. Nevertheless, we may not have effective control over whether our manufacturers would strictly follow our specifications and instructions as to, for example, components to be used in the production of our products. There is always a risk that one or more of our third-party manufacturers will not comply with our requirements, and that we may not be able to discover such non-compliance immediately or at all. As such, the use of third-party manufacturers may expose us to product liability claims, administrative penalties, confiscation or destruction of certain products and their revenue, the revocation of our business license, or the imposition of other administrative or criminal liabilities. If defective products are manufactured and sold, it would result in damage to our reputation, product recall, product liability claims and other consequences that could materially and adversely affect our business.

We are susceptible to supply shortages and increased costs of components, which may materially and adversely affect our business, financial condition and results of operations.

Our ability to meet production targets and customer demand depends on the timely and sufficient supply of components, such as chips, sensors and batteries, from third-party suppliers. Any disruption or delay in supply, whether due to logistics issues or supply-side constraints, may impede our ability to manufacture products on schedule and in required quantities. Natural or man-made events, including adverse weather, industrial accidents, labor shortages or strikes, may damage infrastructure, disrupt transportation networks or impair the operations of our suppliers. These events could also hinder the delivery of our products to customers. Continued or repeated disruptions may result in delayed order fulfillment, lost sales opportunities and reputational harm.

Furthermore, we face risks of component price volatility. As demand for intelligent robotic products increases, shortages in components may drive up procurement costs. Disruptions caused by natural disasters or global events, such as the COVID-19 pandemic, have also highlighted supply chain vulnerability. If we are unable to secure key inputs on commercially reasonable terms or at all, or are forced to procure at elevated prices without the ability to pass on increased costs to our customers, our margins and profitability may be materially impacted. If we fail to mitigate these supply chain risks or secure sufficient quantities of components in a timely and cost-effective manner, our business, financial condition, results of operations and growth prospects could be materially and adversely affected.

We may face pricing pressures from our customers, which could affect our business, financial condition and results of operations.

As the intelligent robot industry evolves, we are exposed to increasing pricing pressures driven by intensified competition, greater product standardization and heightened customer expectations. Many of our customers, including integrators and end customers, possess substantial bargaining power due to their size, procurement scale and access to alternative suppliers. These customers may demand more favorable commercial terms, including price concessions, volume discounts, flexible payment and delivery arrangements.

Our historical pricing models are still evolving and may not remain effective as we expand into new verticals, geographical markets, or customer segments. Competitive dynamics, such as aggressive pricing strategies by established players or new entrants, may force us to reduce prices and profitability. Additionally, our ability to command premium pricing may be constrained if customers perceive limited differentiation in our offerings or if we are unable to demonstrate a clear return on investment. In response to customer demand or market shifts, we may be required to adjust our pricing strategies, extend credit periods, or offer value-added services at little or no additional cost. Although such measures may help sustain customer relationships, they could adversely affect our business, financial condition and results of operations, and compromise our ability to generate sustainable profitability.

We cannot guarantee that our growth strategies will be successfully implemented or bring about outcomes as we expected.

We continue to execute a number of strategies to expand our business. See "Business — Our Strategies" and "Future Plans and Use of Proceeds" for details. However, expanding our business involves risks and challenges. These business initiatives are new and evolving, some of which may prove unsuccessful. It may also take a longer time than expected for us to develop the technologies and build market acceptance of our products, and we may not have sufficient experience in executing these new business initiatives effectively. We cannot assure you that any of these new business initiatives will achieve our expected market acceptance and generate the desired outcome. If our efforts fail to enhance our monetization abilities, we may not be able to maintain or increase our revenues or recover any associated costs, and our business, financial condition and results of operations may be materially and adversely affected.

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

We serve customers spanning over 35 countries and regions, including major developed and emerging markets. In 2023, 2024 and 2025, revenue from markets outside of China was RMB47.6 million, RMB49.2 million and RMB76.4 million, respectively, accounting for 19.1%, 14.5% and 17.3% of our total revenue in the same years, respectively. As these markets are expected to be a significant contributor to our long-term growth, we intend to continue to expand our geographic footprint through increased investment in overseas sales channels, marketing efforts and customer support services. However, our expansion entails a number of inherent challenges and risks, including: (i) challenges in complying with a wide range of complex and evolving regulatory requirements across jurisdictions; (ii) geopolitical instability, trade protection or adverse changes in government policies; (iii) operational complexity and high resource demand; (iv) currency fluctuations; and (v) difficulties in gaining brand recognition and customer trust in new markets.

Failure to successfully navigate these risks or to adapt our business model to local market needs could limit our ability to grow internationally, adversely affect our global competitiveness and materially affect our reputation, business, financial condition and results of operations.

We may incur additional expenses to obtain, maintain or renew the necessary approvals.

We are required to obtain and maintain the requisite licenses and approvals for our business in China and other jurisdictions where we operate our business. The intelligent robot industry and the various industries of our clients to whom we provide our products are subject to the regulatory oversight of a number of governmental authorities. Obtaining, renewing or maintaining the necessary permits, licenses and certificates required for our business could lead to considerable time and financial costs, which could have a material adverse effect on our business, financial condition and operating results. The adoption of any new laws and regulations or any update to regulatory environment, may restrain our ability to expand our business. Furthermore, as we develop and expand our business, we may need to obtain additional permits and licenses and incur additional compliance costs.

If we fail to manage our inventory effectively, our business, financial condition, results of operations and liquidity may be materially and adversely affected.

We had inventories of RMB85.3 million, RMB94.9 million and RMB107.1 million as of December 31, 2023, 2024 and 2025, respectively. In 2023, 2024 and 2025, our inventory turnover days were 263 days, 186 days and 167 days, respectively. As of December 31, 2023, 2024 and 2025, impairment of inventories was RMB2.3 million, RMB4.9 million and RMB6.2 million, respectively. As the intelligent robot industry is characterized by evolving technologies, increasing competition, changing industry standards and changing market demands, our products may quickly become outdated due to fast-changing trends and constant technological advancements. Any mismanagement of inventory could lead to increased impairment directly impacting our profitability, tied-up capital in slow-moving inventory, reduced liquidity, and higher storage and handling costs pressuring our margins, which may adversely and materially affect our business, financial condition and results of operations.

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

Our ability to retain existing customers and attract new ones depends significantly on the quality of our after-sales services. As our customer base continues to grow and we expand into new geographic markets, we must scale our after-sales support network to meet rising and diverse customer expectations. We generally provide a warranty period of 14 months from the date of delivery or 12 months from the date of acceptance, whichever is earlier. However, we may face challenges in recruiting and retaining a sufficient number of qualified personnel with the experience and technical knowledge necessary to support our products effectively. If we are unable to respond promptly to customer inquiries or service requests, particularly during periods of heightened demand, our customers may experience dissatisfaction, leading to reduced trust in our brand and damage to our reputation. Additionally, expanding our service network into international markets may expose us to higher operating costs and compliance risks due to varying consumer protection laws and regional service standards.

Moreover, if we fail to adapt the scope or delivery of our after-sales services to evolving customer needs or to match the capabilities of our competitors, we may lose business opportunities. A perception of inadequate support, whether or not justified, could negatively affect customer satisfaction and reduce repeat business and referrals, ultimately impacting our revenue, profitability and growth prospects.

Our business development benefited from a favorable regulatory environment and supportive policies for the intelligent robot industry and government grants. Any future reductions or withdrawal of governmental support or grants could materially and adversely affect our business, financial condition and results of operations.

Our growth and business development have benefited, and are expected to continue to benefit, from supportive government policies that promote the advancement of the intelligent robot industry. However, there can be no assurance that such regulatory support will continue at the current level or at all. Any reduction, modification, or withdrawal of these policies due to changes in government priorities, budget constraints, shifts in political landscape, or macroeconomic conditions, may result in reduced demand for our products and adversely impact our business.

In 2023, 2024 and 2025, we recorded government grants of RMB3.7 million, RMB8.5 million and RMB8.5 million, respectively. If governmental authorities decide to reduce or cancel such government grants, or require us to repay part or all of the government grants we previously received pursuant to applicable laws and regulations, our business, financial condition and results of operations may be adversely affected. As these government grants are provided typically on a one-off basis, there is no guarantee that we will continue to receive or to benefit from them in the future. In addition, we may not be able to successfully or timely obtain government grants that may become available to us in the future, and such failure could adversely affect our business, financial condition and results of operations.

We are subject to supplier concentration risk during the Track Record Period.

We depend on a limited number of suppliers to provide us with components and manufacturing services. In 2023, 2024 and 2025, our five largest suppliers in each year during the Track Record Period accounted for, in the aggregate, 40.1%, 38.7% and 32.6%, respectively, of our total cost of sales for the same years, and our single largest supplier in each year during the Track Record Period alone accounted for 14.5%, 15.8% and 10.1%, respectively, of our total cost of sales for the same years. Our business operations may be materially and adversely affected if any of our major suppliers were to experience disruptions, increase prices significantly, reduce supply volumes, or cease to cooperate with us. In particular, if we are unable to identify and qualify alternative suppliers in a timely and cost-effective manner, we may face delays in delivery, increased procurement costs or challenges in meeting customer demand, any of which could negatively impact our business, financial condition and results of operations. Although we have been working to diversify our supply base, there is no assurance that we will be able to reduce our reliance on major suppliers or effectively mitigate the risks associated with supplier concentration.

If we fail to obtain or generate sufficient capital to maintain our operations and finance our growth strategies, or fail to do so on favorable or commercially acceptable terms to us, our operations and prospects could be negatively affected.

Our business and future strategies are capital-intensive and require substantial investments in areas including research and development and products promotion and marketing. As we scale our operations and pursue growth opportunities, our capital expenditure may increase significantly. Although we plan to fund these needs through internally-generated cash flows and external financing, our future capital requirements are subject to uncertainty and may exceed our current expectations. If we fail to obtain sufficient capital in a timely manner or on acceptable terms, or at all, we may be required to significantly reduce our spending, delay or cancel our planned activities, or substantially change our corporate strategy, which may materially and adversely affect our business, financial condition, results of operations and growth prospects.

In addition, our future capital needs and other business reasons could require us to issue additional equity or debt securities or obtain a credit facility. The issuance of additional equity or equity-linked securities could dilute our shareholders' interest and decrease the dividend per share. The incurrence of indebtedness would result in an increase in debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends to our shareholders.

We may not be able to protect our intellectual property rights globally, and our ability to compete could be harmed if our intellectual property rights are infringed by third parties.

Our success depends in large part on our ability to protect our proprietary technologies as well as our products from competition by obtaining, maintaining and enforcing our intellectual property rights. If we are not able to adequately protect or enforce the intellectual property rights relating to our robotic controllers, robots, software and other technologies, competitors could be able to access and use them, and our operations and financial condition could be adversely affected. We currently attempt to protect our technology through a combination of patent, copyright, trademark and trade secret laws, employee and third-party nondisclosure agreements and similar means. As of the Latest Practicable Date, we had 195 registered patents and filed 31 patent applications which were pending approval in China. See "Business — Intellectual Property Rights" for details.

However, our ability to obtain, maintain and enforce intellectual property protection is subject to various limitations and risks, especially in light of our operational model. In particular, we outsource the entire manufacturing process to third-party manufacturing partners, and cooperate with external parties for certain research and development activities. While we implement contractual safeguards, including confidentiality and IP assignment clauses, these arrangements may not be sufficient to prevent the unauthorized use or misappropriation of our proprietary technologies by such third parties. There is a risk that our manufacturing or R&D partners may use our trade secrets or technologies for their own benefit, disclose them to competitors, or fail to adequately safeguard them, intentionally or unintentionally. Any such breach may be difficult to detect or prove and could result in the dilution or outright loss of our intellectual property rights.

Moreover, our patent portfolio may not provide comprehensive protection for all aspects of our technology in all jurisdictions. The patent application process may be expensive and time-consuming, and we may not be able to file and prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner, if at all. We may not have adequate intellectual property rights in certain proprietary technology in jurisdictions that are important to the business or that one day may become important to the business where we do not currently own any issued or applied-for patents. In addition, the laws of some foreign countries do not protect our intellectual property rights as fully as do the laws of other countries, and our ability to protect our intellectual property rights will differ per jurisdiction. In addition, we may fail to identify patentable aspects of our research and development outputs before it is too late to obtain patent protection. As a result, we may not be able to prevent competitors from developing and commercializing competitive products in all such fields.

Patents may be invalidated, and patent applications may be denied for several reasons, including known or unknown deficiencies in the patent application or the lack of novelty in the underlying invention or technology. Even if our patent applications are successfully granted, the scope of protection may be limited and may not effectively prevent competitors from developing similar or alternative technologies or products without infringing our rights. As a result, granted patents may not offer meaningful protection or competitive advantage. Our patents may also be challenged in courts or by patent offices in China and other jurisdictions, and the grant of a patent does not guarantee its validity, scope, enforceability or rightful inventorship.

Further, the life of a patent and the protection it affords are limited. We may face competition for any approved products even if we successfully obtain patent protection once the patent life expires for such products. Any of the foregoing could materially and adversely affect our business, financial condition, results of operations and competitive position.

If third parties claim that we infringe upon their intellectual property rights, we may incur liabilities and redesign or discontinue selling relevant products.

Some of our competitors have large patent portfolios and may claim that the commercial use of our products has infringed upon their patents. These patents have broad claims, so it might be alleged that certain features of our products fall within the claims of such patents. Therefore, our competitors may initiate legal proceedings alleging that we are infringing upon, misappropriating or otherwise violating their intellectual property rights in connection with the commercialization of relevant products. We cannot assure you that we or our products will not infringe any intellectual property rights held by third parties in the future. We may face claims of infringement of third parties' proprietary rights or claims for indemnification resulting from infringement arising from our operations or the design, development and distribution of our products. In addition, we may be unaware of intellectual property registrations or applications relating to our products or business operations that may give rise to potential infringement claims against us. There may also be technologies licensed to and relied on by us that are subject to infringement or other corresponding allegations or claims by third parties.

Companies in the intelligent robot industry may use intellectual property litigation to gain a competitive advantage. Whether a product infringes upon a patent involves an analysis of complex legal and factual issues. We may hire employees who have previously worked for our competitors or other companies in relevant industries. We cannot guarantee that such employees will not use their previous employers' proprietary know-how or trade-secrets in their work for us, which could result in litigation against us. Our competitors may also have filed for patent protection which is not as yet a matter of public knowledge or claim trademark rights that have not been revealed through our searches of relevant public records. Our efforts to identify and avoid infringing upon third parties' intellectual property rights may not always be successful. Any claims of patent or other intellectual property infringement, regardless of their merit, could: (i) be expensive and time-consuming to defend; (ii) cause us to pay substantial damages to third parties; (iii) forbid us from making or selling products that incorporate the challenged intellectual property; (iv) require us to redesign, re-engineer or re-brand our products; (v) cause us to enter into royalty or licensing agreements in order to obtain the right to use a third-party intellectual property, which may not be available on terms acceptable to us or at all; (vi) divert the attention of our management; or (vii) result in customers terminating, deferring or limiting their purchase of the affected products until resolution of the litigation.

We may from time to time in the ordinary course of our business be confronted with claims or allegations relating to intellectual property infringement. Such claims may or may not escalate to legal proceedings, the outcomes of which are unpredictable. In case of any disputes or lawsuits, there can be no assurance that we will be able to prevail in our defense or reverse any unfavorable judgment, ruling or decision against us. Any of these or future proceedings or actions or claims, with or without merit, could be costly and distract our management from day-to-day operations. We may incur substantial legal expenses in defending against such infringement claims, regardless of their merits. If we fail to successfully defend against these claims or do not prevail in such proceedings, we may be prohibited from using certain intellectual property rights, subject to substantial amounts of damages, fines or penalties or ordered to cease operations of certain aspects of our business, which may in turn have a material and adverse effect on our business, financial condition and results of operations, as well as cause negative publicity and tarnish our reputation.

Obtaining and maintaining our patent protection depends on compliance with various procedural, documentary, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

The China National Intellectual Property Administration and various governmental patent agencies in other jurisdictions require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process and over the lifetime of the patent. Non-compliance events, including non-payment of periodic maintenance fees, and failure to properly legalize and submit formal documents, can result in abandonment or lapse of the patent or patent application, leading to partial or complete loss of patent rights in the relevant jurisdictions. In any such event, our competitors might be able to enter the market, which would materially and adversely affect our business, financial condition and results of operations.

Failure to fulfill our obligations in respect of contract liabilities could adversely affect our liquidity and financial condition.

Our contract liabilities mainly represent cash collections in advance of fulfilling performance obligations. We recorded contract liabilities of RMB45.2 million, RMB46.1 million and RMB37.1 million as of December 31, 2023, 2024 and 2025. See "Financial Information — Discussion of Certain Key Items on Consolidated Statements of Financial Position" for details. There is no assurance that we will be able to fulfill our obligations in respect of contract liabilities as the fulfillment of our performance obligations is subject to various factors that are beyond our control. If we are not able to fulfill our obligations with respect to our contract liabilities, the amount of contract liabilities will not be recognized as revenue, and we may have to refund the advance payment made by our customers. As a result, our liquidity and financial condition may be adversely affected.

We are exposed to credit risk related to defaults of our customers and the recoverability of our trade and notes receivables. If we fail to collect trade and notes receivables from our customers in a timely manner, our business, financial condition and results of operations may be materially and adversely affected.

We are exposed to credit risks related to delays in payment and defaults of our customers or related parties. As of December 31, 2023 and 2024 and 2025, we had trade and notes receivables of RMB53.7 million, RMB109.0 million and RMB169.6 million, respectively. Our trade receivables turnover days were 61 days, 81 days and 111 days in 2023, 2024 and 2025, respectively. We may not be able to collect all such trade and notes receivables due to various factors that are beyond our control, including the long payment cycle of certain of our suppliers, adverse operating conditions and financial condition of our customers. If our customers delay or default on their payments to us, we may have to make impairment provisions and write off the relevant receivables, and our liquidity and financial condition would be adversely affected.

We are subject to risk related to the prolonged cash conversion cycle.

During the Track Record Period, we experienced fluctuations in turnover days of inventories, which are 263 days, 186 days and 167 days in 2023, 2024 and 2025, respectively. In addition, our trade receivables turnover days were 61 days, 81 days and 111 days in 2023, 2024 and 2025, respectively. However, our trade payables turnover days were 82 days, 96 days and 127 days in 2023, 2024 and 2025, respectively. The mismatch between our cash inflows and outflows could adversely impact our liquidity and financial stability, resulting in the need to seek additional financing or use of working capital to cover operational expenses, potentially leading to increased financial costs or strain on our resources. Although we have made efforts to improve the collection of trade receivables and the turnover days by collecting and discussing repayment schedules with our customers, these efforts may not be successful. If our inventory turnover days and our trade receivables turnover days continue to increase or remain relatively high, it may lead to a longer cash conversion cycle, which could further add pressure to our cash flow and working capital. Our financial position, business and results of operations might be materially and adversely impacted.

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

We are exposed to risks associated with evolving international trade policies, geopolitical developments and trade protection measures. International trade policies, laws and regulations, including tariffs, trade restrictions, sanctions, export controls and other measures driven by national security or foreign policy considerations, are subject to changes. These measures are often shaped by broader geopolitical dynamics, including changes in the overall relationship between China and other countries and regions such as the United States. Any deterioration in such relationships, or the adoption of new or more restrictive trade-related measures, could disrupt global supply chains, increase costs of raw materials, components or technologies, reduce cross-border trade, investment and technology exchange, and affect our business prospects, business partners, suppliers, customers and access to capital. Such developments may also adversely affect global economic conditions, financial market stability and the trading price of our H Shares.

In addition, on October 28, 2024, the U.S. Department of the Treasury issued a final rule on outbound investment (the "**Final Rule**") to implement the executive order of August 9, 2023, which became effective on January 2, 2025. The Final Rule imposes investment prohibition and notification requirements on U.S. persons (as defined in the Final Rule) for a wide range of investments in entities associated with China (including Hong Kong and Macau), collectively defined as "covered foreign persons," that are engaged in activities relating to three sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) AI systems. U.S. persons subject to the Final Rule are prohibited from making, or required to report, certain investments in covered foreign persons, which are defined as "covered transactions," and include certain acquisitions of an equity interest, certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. However, the Final Rule contains exceptions for certain investments, including the Publicly Traded Securities Exception (the "**PTSE**"). The PTSE allows U.S. persons to purchase our publicly traded securities, as long as the investment made does not afford a U.S. person rights beyond standard minority shareholder protections.

As we are engaged in the development of AI systems used for the control of robotic systems, our activities may be viewed as falling within the scope of activities relating to AI systems under the Final Rule, and we may therefore be deemed a covered foreign person. Consequently, acquisition of our equity interests by U.S. persons may constitute a notifiable transaction, which imposes an obligation on U.S. persons to make a notification to the U.S. Department of the Treasury pursuant to the Final Rule. Although investments in our publicly traded H Shares, including purchasing our H Shares in this Global Offering, may fall within the PTSE, investors should consult their legal counsel regarding any potential notification obligations or other obligations as required by the Final Rule.

The Final Rule and other U.S. policies and regulations relating to outbound investment may continue to evolve, which may introduce new hurdles and uncertainties for cross-border collaborations, investments and financing activities involving China-based issuers, including us. On February 21, 2025, U.S. President Donald Trump issued a memorandum titled "America First Investment Policy," indicating that U.S. Executive Order 14105 is under review and that the U.S. administration will consider new or expanded restrictions, including by broadening the scope of covered sectors. We cannot rule out the possibility that the scope, interpretation or enforcement of the Final Rule or similar regulations may be expanded or otherwise modified in the future, or that we may become subject to additional restrictions or notification requirements as a result of such developments. Any such developments could adversely affect our ability to attract U.S. investors, raise capital from the U.S. market, pursue cross-border collaborations or strategic transactions involving U.S. persons, or otherwise access international capital markets.

As of the Latest Practicable Date, escalating U.S.-China tensions had not had a material adverse effect on our operations. However, given the rapidly evolving nature of relevant policies and regulatory measures, we cannot assure you that such developments will not materially and adversely affect our business, financial condition, results of operations, prospects or the trading price of our H Shares in the future.

Confidentiality agreements and non-compete covenants with employees may not adequately protect our proprietary rights.

We have taken multiple measures to protect our technology and know-how, including entering into confidentiality agreements and non-compete covenants with employees. There is no assurance that these agreements will not be breached, that we will have adequate remedies for any breach in time or at all, or that our self-developed technology, know-how or other intellectual property will not otherwise become known to third parties. In addition, others may independently discover trade secrets and proprietary information, limiting our ability to assert any proprietary rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our trade secrets and proprietary rights, and failure to obtain or maintain trade secret and proprietary information protection could adversely affect our competitive position.

Our success relies on key management and other highly qualified personnel with specialized skills.

Attracting and retaining key individuals, such as key management, technical staff, qualified executives and sales personnel, are critical to our business, research and development endeavors and the successful commercialization of our products. The expertise of our senior leadership and management team plays a vital role in our achievements. Competition for highly skilled employees in our industry is increasingly intense. Any changes in our management team could disrupt our operations, as we cannot predict whether key personnel will leave or whether we will be able to find qualified replacements.

We intend to hire additional qualified employees to support our business operations and planned expansion. Competition for qualified talent is intense. We compete with many other companies for engineers and research and development professionals with meaningful experience in designing and developing our products, as well as for skilled marketing, operations and support service professionals, and we may not be successful in attracting and retaining the professionals, qualified staff or other highly skilled employees to achieve our strategic objectives. If we fail to do so, our ability to achieve our strategic objectives may be adversely impacted and our business, financial condition and results of operations may be harmed.

If we are unable to maintain a diverse, inclusive and attractive working environment, or if our compensation and culture cease to be seen as competitive, our ability to attract and retain talent could be materially and adversely affected, which in turn would impact our business, financial conditions and results of operations.

Our business and prospects depend on our ability to build our brand and reputation, which could be harmed by negative publicity regarding our brand, Directors, employees, or products, whether warranted or not.

We believe that maintaining and enhancing our brand is of significant importance to the success of our business. Since we operate in a highly competitive market, brand maintenance and enhancement directly affect our ability to maintain our market position. The successful promotion of our brand will depend on the effectiveness of our marketing efforts and the number of word-of-mouth referrals we receive from satisfied customers. We may incur extra expenses in promoting our brand. However, we cannot assure you that these activities are and will be successful or that we can achieve the brand promotion effect we expect. In addition, negative publicity about our brand, Directors, employees, or products, whether warranted or not, may adversely affect our brand, reputation and business. Certain of such negative publicity may come from malicious harassment or unfair competition acts by third parties, either of which is beyond our control.

Our legal rights to some leased properties may be challenged.

We may not be able to successfully extend or renew our leases upon expiration of the current term on commercially reasonable terms, or at all, and may therefore be forced to relocate our affected operations. This could disrupt our operations and result in significant relocation expenses, which could adversely affect our business, financial condition and results of operations. In addition, we compete with other businesses for premises at certain locations or of desirable sizes. As a result, even though we could extend or renew our leases, rental payments may significantly increase as a result of the high demand for the leased properties. In addition, we may not be able to locate desirable alternative sites for our facilities as our business continues to grow, and failure in relocating our affected operations could adversely affect our business and results of operations.

As of the Latest Practicable Date, we were unable to file the lease agreements for registration with respect to four of our leased properties in China due to the lessors' failure to provide us with valid property ownership certificates or other necessary documents required for the registration. If these lessors are not the legal owners or have not obtained the proper authorization from the legal owners of such premises, the legal owners of such premises or third-party tenants that have leased from the legal owners will have ground to challenge the validity of our leasehold interest in the affected premises. Under the relevant PRC laws and regulations, the parties to a lease agreement have the obligation to register and file the executed lease agreement. According to the relevant PRC regulations, we may be ordered by the relevant government authorities to register the relevant lease agreements within a prescribed period, and we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each non-registered lease agreement if we fail to comply. We estimate that the maximum penalty we may be subject to for these unregistered lease agreements will be approximately RMB40,000, which we believe is immaterial. As advised by our PRC Legal Advisor, the validity and enforceability of the lease agreements are not affected by the failure to register or file the lease agreements with the relevant government authorities.

Additionally, if disputes or government actions due to title challenges arise, we may encounter difficulties in continuing to lease such properties and may be required to relocate. If any of our leases are terminated or voided as a result of challenges from third parties or government agencies, we would need to seek alternative premises and incur relocation costs. We cannot assure you that we will be able to relocate such operations to suitable alternative premises, and any such relocation may result in disruption to our business operations and result in loss of earnings. We also cannot assure you that we will be able to effectively mitigate the possible adverse effects that may be caused by such disruption, including loss and costs. Any such disruption, loss or costs could materially and adversely affect our business, financial condition and results of operations.

We may incur additional expenses to detect fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other third parties.

We are exposed to fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other third parties, which could subject us to liabilities, fines and other penalties imposed by government authorities and negative publicity. Monitoring and detecting such activities could lead to considerable time and financial costs, which could have a material adverse effect on our business, financial condition and operating results. Any illegal, fraudulent, corrupt or collusive activity by our employees, customers, suppliers or other third parties, including, but not limited to, violations of anti-corruption or anti-bribery laws, could subject us to negative publicity which could severely damage our brand and reputation and, if conducted by our employees, further subject us to significant financial and other liabilities to third parties and fines and other penalties imposed by government authorities.

We have granted, and may continue to grant, certain awards under our share incentive plans, which may result in increased share-based compensation expenses.

We have established share incentive plans to grant awards to our employees and other designated persons for the purpose of attracting and retaining suitable personnel to enhance our development. We recorded share-based payments expenses of RMB26.8 million, RMB31.7 million and RMB28.8 million in 2023, 2024 and 2025, respectively. We believe such share-based awards are important to our business development, and we may continue to grant share-based awards in the future. As a result, our share-based payment expenses may increase, which may further increase our share-based payments expenses, adversely affect our financial performance, and dilute existing Shareholders' stake. If we reduce the amount of share-based compensation awards, we may not be able to attract or retain key personnel by offering them incentives linked to the value of our Shares.

We are subject to the evolving regulatory requirements regarding the end markets of our products.

The intelligent robot industry is subject to relevant regulatory landscape in the jurisdictions in which we operate. These include, but are not limited to, regulations relating to product safety, data privacy and cybersecurity, labor standards, export controls and environmental protection. As the adoption of intelligent robotic products and solutions expands across industries and geographies, regulatory authorities may introduce new standards or tighten existing requirements to address emerging concerns regarding automation, human-robot interaction, or ethical and safety considerations.

Given the rapid development of the industry, applicable regulations may be evolving, we may incur substantial costs to comply with new regulatory requirements, or face delays or barriers in product development, certification or deployment. In particular, increased scrutiny of AI-related technologies, cross-border data flows or autonomous system safety could affect the design, production and sale of our products.

Failure to timely adapt to or comply with evolving regulatory standards may result in penalties, business interruptions, or reputational damage, which could in turn materially and adversely affect our business, financial condition, results of operations and growth 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.

Uncertainties about global economic conditions and regulatory changes and other factors, including fluctuation of interest rates, inflation level, unemployment, labor and healthcare costs, access to credit, consumer confidence and other macroeconomic factors may pose risks, and materially and adversely affect demand for our products. In addition, natural disasters such as floods, earthquakes, sandstorms, snowstorms, fire or drought, the outbreak of a widespread health epidemic or any severe epidemic disease such as SARS, Ebola, Zika or COVID-19, acts of war, terrorism or other force majeure events beyond our control may disrupt our research and development, manufacturing and commercialization activities and business operations, all of which could adversely affect our business, financial condition, results of operations and growth prospects.

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

We may be involved in legal proceedings and commercial or contractual disputes in the ordinary course of our business. We cannot assure you that we will not be involved in various legal and other disputes in the future, which may expose us to additional risks and losses. In addition, we may have to pay legal costs associated with such disputes, including fees relating to appraisal, auction, execution and legal advisory services. Litigation and other disputes may lead to inquiries, investigations and proceedings by regulatory authorities and other governmental agencies and may result in damage to our reputation, additional operating costs and diversion of resources and management's attention from our core business. The disruption of our business due to judgment, arbitration and legal proceedings against us or adverse adjudications in proceedings against our Directors, senior management or key employees may materially and adversely affect our reputation, business, financial condition and results of operations.

We have limited insurance coverage, which could expose us to operational risks.

Any uninsured occurrence of business disruption, litigation or natural disaster, or significant damages to our uninsured equipment or facilities could have a material adverse effect on our results of operations. Our current insurance coverage may not be sufficient to prevent us from any loss and there is no certainty that we will be able to successfully claim our losses under our current insurance policy on a timely basis, or at all. If we incur any loss that is not covered by our insurance policies, or the compensated amount is significantly less than our actual loss, our business, financial condition and results of operations could be materially and adversely affected. If such risks materialize, we may also suffer substantial losses.

Strategic alliances, investments or acquisitions may have a material and adverse effect on our business, financial condition and results of operations.

We may in the future enter into strategic alliances with various third parties. Strategic alliances with third parties could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance by the counterparty, and an increase in expenses incurred in establishing new strategic alliances, any of which may materially and adversely affect our business. We may have little ability to control or monitor their actions. To the extent strategic third parties suffer negative publicity or harm to their reputation from events relating to their business, we may also suffer negative publicity or harm to our reputation by virtue of our association with such third parties.

In addition, we may acquire additional assets, technologies or businesses that are complementary to our existing businesses. Future acquisitions and the subsequent integration of new assets, technologies and businesses into our own would require significant attention from our management and could result in a diversion of resources from our existing businesses, which in turn could adversely affect our business. Acquired assets, technologies or businesses may not generate the financial or operating results we expect. In addition, acquisitions could result in the use of substantial amounts of cash, dilutive issuances of equity securities, incurrence of debt, incurrence of significant goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business.

Our information technology networks and systems may encounter malfunctions, unexpected system failure, interruption, insufficiency or security breaches which could materially and adversely affect our reputation, business, financial condition and results of operations.

We rely on our information technology and software systems to effectively manage various customers' and suppliers' data, research and development data, and financial and human resources data. Any significant failure in our information technology and software systems could result in transaction errors, processing inefficiencies and loss of sales and customers, or lead to loss or leakage of confidential information. We may collect the business contact information from customers or suppliers, or process other business information that does not contain personal information. Any security and privacy breaches of customer information may damage our customer relations and our reputation and may expose us to legal liability.

Our information technology and software systems may be subject to damage or interruption, primarily due to unexpected emergency circumstances beyond our control, including power outages, fire, natural disasters, systems failures, security breaches, unauthorized access to our information systems, hackings intended to cause malfunctions, loss or corruption of data, software, hardware or other computer equipment, intentional or inadvertent transmission of computer viruses and other similar events. We may also encounter problems when upgrading our systems, which could disrupt our operations and adversely affect our results of operations.

The data privacy and data security laws in the jurisdictions where we operate are subject to rapid and evolving changes, imposing significant compliance requirements on us, and concerns about our practices or policies with respect to the processing of data, could materially and adversely affect our reputation, business, financial condition and results of operations.

During our business operation, we may possess business information and contact information from our customers, suppliers and other business partners. As a result, our operations are subject to laws and regulations on data privacy and security. Compliance with the evolving data protection laws in the PRC, as well as data security and privacy laws in jurisdictions where we intend to operate, may increase our compliance burden and require us to devote additional resources. Any actual or perceived inadequacy in our data privacy and security practices, including concerns from our customers, suppliers and other business partners with whom we conduct business, could damage our reputation and operating results. If we were to expand our business globally, we would increasingly become subject to various laws, regulations and standards, as well as contractual obligations relating to data privacy and security in the jurisdictions in which we were to operate. The regulatory and legal frameworks regarding data privacy and security issues in many jurisdictions are constantly evolving and developing and can be subject to significant changes from time to time, including in ways that may result in conflicting requirements among various jurisdictions. Interpretation and implementation standards and enforcement practices are similarly in a state of flux and are likely to remain uncertain for the foreseeable future. As a result, we may not be able to comprehensively assess the scope and extent of our compliance responsibility at a global level, and may fail to fully comply with the applicable data privacy and security laws, regulations and standards. Moreover, these laws, regulations and standards may be interpreted and applied differently over time and from jurisdiction to jurisdiction, and it is possible that they will be interpreted and applied in ways that may be inconsistent with our existing practices. We will need to maintain heightened internal control and risk management policies to ensure sound compliance with such evolving policies, which requires significant resources and efforts. The theft, loss, or misuse of data to run our business or by our partners could result in significantly increased security costs, damage to our reputation, regulatory proceedings, litigation, fines, investigations, remediation efforts, indemnification expenditures, disruption of our business activities or other increased costs related to defending legal claims.

In recent years, government authorities across the world have been increasingly focusing on privacy and data protection. Particularly in China, the substantial base of our business operations, the PRC government has enacted a series of laws and regulations on the protection of data and personal information. For instance, the PRC Cybersecurity Law (《中華人民共和國網絡安全法》) came into effect on June 1, 2017, the Standing Committee of the National People's Congress of China promulgated the PRC Data Security Law (《中華人民共和國數據安全法》) came into effect on September 1, 2021, and the Measures on Data Export Security Assessment (《網絡安全審查辦法》) came into effect on February 15, 2022. See "Regulatory Overview — Regulations on Information Security and Privacy Protection" for details.

We may be subject to laws and regulations regarding privacy and data protection in China and other areas and jurisdictions, if applicable. In addition, as our customers expand their footprints globally, they may leverage our products in other countries or territories outside China and are thus required to comply with laws and regulations regarding privacy and data protection in such jurisdictions. As a result, we may be required to upgrade our products to help them comply with such laws and regulations. As of the Latest Practicable Date, we had not been subject to any inspection, action, compulsory administrative measure or penalty from the PRC authorities or any other relevant regulatory bodies in relation to our compliance with privacy and data protection laws and regulations.

We have adopted various measures to ensure legal compliance. See "Business — Data Security and Privacy" for details. We cannot assure you that our privacy and data protection measures are, and will be, always considered sufficient under applicable laws and regulations.

In addition to government regulation, privacy advocates and industry groups have and may in the future propose self-regulatory standards from time to time. These and other industry standards may legally or contractually apply to us, or we may elect to comply with such standards. We expect that there will continue to be new proposed laws and regulations concerning data privacy and security, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. New laws, amendments to or reinterpretations of existing laws, regulations, standards and other obligations may require us to incur additional costs and restrict our business operations. If so, in addition to the possibility of fines, lawsuits, regulatory investigations, public censure, other claims and penalties, and significant costs for remediation and damage to our reputation, we could be materially and adversely affected if legislation or regulations are expanded to require changes in our data processing practices and policies or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively impact our business, financial condition and results of operations. Any inability to adequately address data privacy or security-related concerns, even if unfounded, or to comply with applicable laws, regulations, standards and other obligations relating to data privacy and security, could require significant resources and efforts, which can have a material effect on our business, financial condition and results of operations.

While we strive to comply with our published privacy policy as well as all applicable data privacy and security laws and regulations, and contractual obligations in respect of all data (including personal data), there is no assurance that we are able to comply with these laws, regulations and contractual obligations in all respects. Any actual or perceived failure by us, our customers or business partners to comply may result in investigations, proceedings or actions against us, including fines and penalties or enforcement orders (including orders to cease processing activities) being levied on us by government agencies or proceedings or actions against us by our business partners or customers, including class action litigation in certain jurisdictions, which could damage our reputation and discourage current and future business partners and/or customers from using our products.

We are subject to cybersecurity risks to our products and customer data processed by us or third-party vendors or suppliers, and any material weakness, interruption, cyber event, incident or breach of security could prevent us from effectively operating our business.

Our products feature complex information systems. We have designed and implemented security measures intended to prevent cybersecurity breaches and unauthorized access to our information technology systems, and we intend to introduce additional security measures as needed. Nevertheless, there is a possibility that hackers and other malicious actors might attempt to gain unauthorized access in the future, seeking to modify, alter or manipulate our products' software or access data stored within or generated by our products. Errors and vulnerabilities within our information technology systems may be subject to probing by third parties and could be exposed and exploited in the future, and remediation of such breaches may not be prompt or entirely successful.

Unauthorized access or control of our information systems, or any breach of data security, could result in various risks including harm to our customers, unsafe operational conditions or product failure, which could result in interruptions in our business, legal claims or proceedings that may not result in our favor and could subject us to significant liability. Moreover, regardless of their veracity, reports of unauthorized access to our information technology systems or data, as well as any perception that our products or systems are vulnerable to hacking or lack adequate safety controls, could have a material adverse effect on our business, financial condition, results of operations, growth prospects and cash flows.

Our operating and financial results are subject to seasonal fluctuations.

Many of our customers formulate their annual procurement plans in the first quarter of each year. Their actual purchases of our products usually generate revenue for us in the second half of each year. The degree of seasonality may vary from year to year due to conditions in the industry and other factors, which makes it difficult for us to predict the level of demand with precision. If seasonal demand exceeds our expectation, we may not have sufficient stock or arrange for timely production and delivery. If seasonal demand is lower than our expectation, we could be left with excess inventory, higher working capital and liquidity requirements, as well as the risk of impairment losses on our inventory. We expect to continue to experience seasonal fluctuations in our revenue, results of operations and financial condition, which could result in volatility and adversely affect the price of our H Shares.

The wide variety of payment methods that we accept subjects us to third-party payment processing-related risks.

The number of customers who settled payments through third-party channels, referred to as "Third-Party Settled Customers," was two, three and one in 2023, 2024 and 2025. We have ceased accepting any third-party payment as of August 31, 2025. See "Business — Third-party Payment Arrangement" for details. We are subject to the risks relating to such third-party payments, including potential money laundering risks as we have limited knowledge about the source and purpose of the funds utilized by the third-party payers. In the event of any claims or legal actions, whether civil or criminal, initiated against us by third-party payers or their liquidators regarding third-party payments or for violation or non-compliance of laws and regulations, we would need to allocate significant financial and managerial resources to defend ourselves, and we may be forced to comply with the court ruling and return the payment for the products that we sold and services that we provided, and our business, financial condition, results of operations, growth prospects and cash flows may be adversely affected.

We face exposure to foreign currency exchange rate fluctuations, and such fluctuations could adversely affect our financing arrangements, business, financial condition and results of operations.

Fluctuations in the exchange rate of Renminbi against Hong Kong dollar, U.S. dollar, Euros and other foreign currencies are affected by, among other things, the changes in China's and international political and economic conditions. The proceeds from the Global Offering will be denominated in Hong Kong dollars. As a result, any appreciation of Renminbi against U.S. dollar, Hong Kong dollar or any other foreign currencies may result in a decrease in the value of our foreign currency-denominated assets and our proceeds from the Global Offering. Conversely, any depreciation of Renminbi may adversely affect the value of, and any dividends payable on, our H Shares in foreign currencies. We have not utilized, and may not in the future utilize, any instrument to reduce our foreign currency risk exposure. All of these factors could affect our business, results of operations, financial condition and prospects, and could affect the value of, and dividends payable on, our H Shares in foreign currencies.

We are subject to changing laws and regulations regarding regulatory matters, corporate governance and public disclosure that have increased both our costs and the risk of non-compliance.

We are or will be subject to rules and regulations by various governing bodies, including, for example, once we have become a public company, the Stock Exchange and the SFC, which are charged with the protection of investors and the oversight of companies whose securities are publicly traded, as well as the various regulatory authorities in China, and to new regulatory measures under applicable law. Our efforts to comply with new laws and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. Any difficulties or delays in adapting to these regulations and any subsequent changes may increase our compliance costs, expose us to regulatory inquiries or actions, and adversely affect our business.

Expectations relating to environmental, social and governance considerations and related reporting obligations expose us to potential liabilities, increased costs, reputational harm, and other adverse effects on our business.

To identify, manage, and mitigate ESG risks, we may incur additional costs and expenses which could impact our financial performance. Given the nature of our business, we do not produce any material amount of emissions and wastes and we do not cause heavy pollutions. Nonetheless, we monitor environmental and climate-related risks that may impact our business, strategy and financial performance and evaluate the magnitude of the resulting impact over the short-, medium- and long-term horizons. We monitor a wide range of indicators such as power consumption, emission of greenhouse gas, water consumption and waste generation to manage our environmental and climate-related risks arising from our operations and are committed to providing adequate support to our employees to nurture a friendly and inspirational corporate culture. This commitment may entail incurring substantial additional costs and would potentially impact our profitability. See "Business — Environmental, Social and Governance" for details.

In addition, the increasing ESG-related regulatory requirements, including various ESG disclosure mandates in the jurisdictions where we operate, may lead to rising compliance costs. Failure to adapt to new regulations or meet evolving industry expectations and standards could result in consumers choosing products from other companies, which may materially and adversely affect our business, financial condition and results of operations.

Failure to make adequate contributions to various employee benefit plans as required by regulations may subject us to penalties.

In accordance with the PRC Social Insurance Law (《中華人民共和國社會保險法》) and the Regulations on the Administration of Housing Fund (《住房公積金管理條例》) and other relevant laws and regulations, China has established a social insurance system, including basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance, maternity insurance and housing fund system. An employer is required to make contributions to the statutory social insurance and housing fund for its employees in accordance with the rates provided under relevant regulations and withhold the contribution amounts to be paid by the employees themselves. However, during the Track Record Period and up to the Latest Practicable Date, we had not made social insurance and housing provident fund contributions for some of our employees in full in accordance with the relevant PRC laws and regulations. During the Track Record Period, the shortfall in social insurance contributions amounted to approximately RMB1,392 thousand, RMB1,402 thousand and RMB1,234 thousand, and the shortfall in housing provident fund contributions amounted to approximately RMB176 thousand, RMB432 thousand and RMB254 thousand. In addition, we engaged third-party human resource agencies to pay social insurance and housing provident funds for certain of our employees. Relevant PRC authorities might determine that we shall make up for social insurance and housing fund contributions or that we are subject to fines and legal sanctions in relation to our failure to make social insurance and housing fund contributions in full for our employees. During the Track

Record Period and up to the Latest Practicable Date, we had not been subject to any penalties for the social insurance non-compliances and therefore did not incur any administrative penalties. See "Business — Employees" for details.

On July 31, 2025, the Supreme People's Court promulgated the Interpretation (II) of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律若干問題的解釋(二)》) (the "**Interpretation**"), which came into effect on September 1, 2025, pursuant to which our employees may initiate litigations against us for our failure to make full social insurance and housing provident fund contributions. Our Directors believe that the Interpretation will not have a material adverse impact on our business or financial performance, having considered that (i) as advised by our PRC Legal Advisor, the Interpretation does not constitute a law or administrative regulation in the field of social insurance management, and therefore social insurance authorities are not expected to proactively rely on it as a basis for imposing administrative penalties, (ii) as further advised by our PRC Legal Advisor, the Interpretation does not contain provisions relating to housing provident funds and does not impose additional obligations on enterprises with respect to housing provident fund contributions, and (iii) our independent auditor and PRC Legal Advisor are of the view that no provision is required to be made in respect of the Interpretation. For our measures to fully comply with the Interpretation and relevant laws and regulations, see "Business — Employees" for details.

However, we cannot assure you that the relevant government authorities will not require us to pay the outstanding amount and impose late fees or fines on us. If we are otherwise subject to investigations related to non-compliance with labor laws and are imposed severe penalties or incur significant legal fees in connection with labor law disputes or investigations, our business, financial condition, results of operations and cash flows may be adversely affected.

Our business is subject to the risks of earthquakes, fire, floods and other natural catastrophic events, global pandemics and interruptions by man-made problems, such as network security breaches, computer viruses or terrorism. Material disruptions of our business or information systems resulting from these events could adversely affect our business, financial condition and results of operations.

A significant natural disaster, such as an earthquake, fire, flood or pandemic, occurring at our headquarters, at one of our local offices and facilities or where a business partner is located could adversely affect our business, financial condition and results of operations. Further, if a natural disaster or man-made problem were to affect our service providers, this could adversely affect the ability of our customers to use our products. In addition, natural disasters and acts of terrorism could cause disruptions in our or our customers' businesses, national economies or the world economy as a whole, as was the case with the COVID-19 pandemic. We also rely on our network and third-party infrastructure and enterprise applications and internal technology systems for our engineering, sales and marketing, and operations activities. In the event of a major disruption caused by a natural disaster or man-made problem, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our development activities, lengthy interruptions in service, breaches of data security and loss of critical data, any of which could adversely affect our business, financial condition and results of operations.

In addition, computer malware, viruses and computer hacking, fraudulent use attempts and phishing attacks have become more prevalent in our industry and may occur on our platform in the future. Any failure to maintain performance, reliability, security, integrity and availability of our products and services and technical infrastructure, including third-party infrastructure and services upon which we rely, may expose us to significant consequences, including legal and financial exposure and loss of customers, and give rise to litigation, consumer protection actions, or harm to our reputation, and as a result, may hinder our ability to retain existing customers and attract new customers.

RISKS RELATING TO DOING BUSINESS IN THE COUNTRIES AND REGIONS WHERE WE OPERATE

Changes in the economic, political or social conditions or government policies in the countries and regions where we operate could affect our business, financial condition and results of operations.

A vast majority of our revenue is derived from our businesses in the PRC during the Track Record Period. Accordingly, our financial condition, results of operations and prospects are, to a material extent, subject to economic, political, and legal developments in the PRC. Demand for our products and our ability to maintain operations are subject to the influence of macroeconomic conditions in China.

China's economy has experienced significant growth over the past decades since the implementation of reform and opening-up policy. In recent years, the PRC government has implemented measures emphasizing the utilization of market forces in economic reform and the establishment of sound corporate governance practices in business enterprises. The economic reform measures may be adaptively adjusted from industry to industry or across different regions of the country in the future. If the business environment changes, our business may also be materially and adversely affected.

You may have limited resources in effecting services of legal process or enforcing overseas judgments against us, our Directors and our senior management.

Substantially all of our business and operations are located in the PRC. In addition, substantially all of our Directors and officers reside in China and substantially all of their assets are located in China. It may be difficult for investors to effect service of process upon those persons residing in China or to enforce against us or them in China any judgments obtained from non-PRC courts. The PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts of most other jurisdictions. As a result, recognition and enforcement in the PRC of judgments of a court in any of these jurisdictions outside China may be difficult or even impossible.

On July 14, 2006, the Supreme People's Court of the PRC and the Government of the Hong Kong Special Administrative Region signed an Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters (《最高人民法院關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》) (the "**Arrangement**"). Under the Arrangement, a party with an enforceable final court judgment rendered by any designated people's court of China or any designated Hong Kong court requiring payment of money in a civil and commercial case according to a written choice of court agreement, may apply for recognition and enforcement of the judgment in the relevant people's court of China or Hong Kong court. A written choice of court agreement is defined as any agreement in writing entered into between parties after the effective date of the Arrangement in which a Hong Kong court or a PRC court is expressly designated as the court having sole jurisdiction for the dispute. Therefore, it may not be possible to enforce a judgment rendered by a Hong Kong court in China if the parties in the dispute did not agree to enter into a choice of court agreement in writing. As a result, it may be difficult or impossible for investors to effect service of process against certain of our assets or Directors in China in order to seek recognition and enforcement of foreign judgments in China.

On January 18, 2019, the Supreme People's Court of the PRC and Hong Kong entered into an agreement regarding the scope of judgments which may be enforced between China and Hong Kong (《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》) (the "**New Arrangement**"). The New Arrangement will broaden the scope of judgments that may be enforced between China and Hong Kong under the Arrangement. Whereas a choice of jurisdiction needs to be agreed in writing in the form of an agreement between the parties for the selected jurisdiction to have exclusive jurisdiction over a matter under the Arrangement, the New Arrangement provides that the court where the judgment was sought could apply jurisdiction in accordance with certain rules without the parties' agreement. The New Arrangement will replace the Arrangement when the former becomes effective. The New Arrangement became effective on January 29, 2024, both in China and in Hong Kong. Under the New Arrangement, any party concerned may apply to the relevant PRC court or Hong Kong court for recognition and enforcement of the effective judgments in civil and commercial cases subject to the conditions set forth in the New Arrangement.

We may be subject to additional regulatory requirements relating to new laws and regulations in connection with overseas securities offerings and listings.

On July 6, 2021, the relevant PRC government authorities issued the Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law (《關於依法從嚴打擊證券違法活動的意見》). These opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies and proposed to take effective measures, such as promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies. See "Regulatory Overview — Regulations on Securities and Overseas Listings" for details.

On February 24, 2023, the CSRC and other relevant government authorities published the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (《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》) (the "**Archives Rules**"), which came into effect on March 31, 2023. The Archives Rules require that, in relation to the overseas securities offering and listing activities of domestic enterprises, either in direct or indirect form, such domestic enterprises, as well as securities companies and securities service institutions providing relevant securities services, are required to strictly comply with relevant requirements on confidentiality and archives management, establish a sound confidentiality and archives system, and take necessary measures to implement their confidentiality and archives management responsibilities. Failure to comply with relevant rules may materially affect our business, results of operations or financial conditions.

Policies regarding foreign currency conversion may affect our foreign exchange transactions and our ability to pay dividends and meet other obligations.

The net proceeds from the Global Offering are expected to be deposited in currencies other than Renminbi until we obtain necessary approvals from relevant PRC regulatory authorities to convert these proceeds into onshore Renminbi. If we cannot convert the net proceeds into onshore Renminbi in a timely manner, our ability to deploy these proceeds efficiently may be affected as we will not be able to invest these proceeds in Renminbi-denominated assets onshore or deploy them in uses onshore where Renminbi is required, which could affect our business, results of operations, financial condition and prospects.

Payment of dividends or gains from the sale or other disposition of our H Shares is subject to taxation under PRC law.

Non-Chinese resident individual holders of H Shares whose names appear on the register of members of H Shares ("**Non-Chinese Resident Individual Holders**") are subject to Chinese individual income tax on dividends received from us. Pursuant to the Circular on Questions Concerning the Collection of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知(國稅函[2011]348號)) dated June 28, 2011, and issued by the State Tax Administration (the "**SAT**"), the tax rate applicable to dividends paid to Non-Chinese Resident Individual Holders of H Shares varies from 5% to 20% (usually 10%), depending on whether there is any applicable tax treaty between China and the jurisdiction in which the Non-Chinese Resident Individual Holder of H Shares resides, as well as the tax arrangement between China and Hong Kong. Non-Chinese Resident Individual Holders who reside in jurisdictions that have not entered into tax treaties with the PRC are subject to a 20.0% withholding tax on dividends received from us. See "Regulatory Overview — Regulations on Taxation" for details. In addition, under the Individual Income Tax Law of the PRC (中華人民共和國個人所得稅法) (the "**Individual Income Tax Law**") and its implementation regulations, Non-Chinese Resident Individual Holders of H Shares are subject to individual income tax at a rate of 20% on gains realized upon the sale or other disposition of H Shares. However, pursuant to the Circular Declaring that Individual Income Tax Continues to be Exempted over Income of Individuals from Transfer of Shares (關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知) issued by the Ministry of Finance and the SAT on March 30, 1998, gains of individuals derived from the transfer of listed shares of enterprises may be exempt from individual income tax. As of the Latest Practicable Date, none of the aforesaid provisions had expressly provided whether individual income tax shall be levied from non-Chinese

Mainland resident individual holders on the transfer of shares in Chinese Mainland resident enterprises listed on overseas stock exchanges. To the best of our knowledge, the Chinese tax authorities have not in practice sought to collect individual income tax on such gains. If such tax is collected in the future, the value of such individual holders' investments in H Shares may be materially and adversely affected.

Under the EIT Law and its implementation regulations, a non-Chinese resident enterprise is generally subject to enterprise income tax at a rate of 10% with respect to its income sourced from China, including dividends received from a Chinese company and gains derived from the disposition of equity interests in a Chinese company. This rate may be reduced under any special arrangement or applicable treaty between the China and the jurisdiction in which the non-Chinese resident enterprise resides. Pursuant to the Circular on Questions Concerning Withholding of Enterprise Income Tax for Dividends Distributed by Resident Enterprises in China to Non-resident Enterprises Holding H-shares of the Enterprises (Guo Shui Han [2008] No. 897) (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(國稅函[2008]897號)) promulgated by the SAT on November 6, 2008, we intend to withhold tax at 10% from dividends payable to non-Chinese resident enterprise holders of H Shares (including HKSCC Nominees). Non-Chinese resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty or arrangement will be required to apply to the Chinese tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the Chinese tax authorities' approval. See "Regulatory Overview — Regulations on Taxation" for details. There are uncertainties as to the interpretation and implementation of the EIT Law and its implementation rules by the Chinese tax authorities, including whether and how enterprise income tax on gains derived upon the sale or other disposition of H Shares will be collected from non-Chinese resident enterprise holders of H Shares. If such tax is collected in the future, the value of such non-Chinese resident enterprise holders' investments in H Shares may be materially and adversely affected.

Any uncertainties embedded in the legal systems of certain geographic markets where we operate could affect our business, financial condition and results of operations.

The legal systems of the jurisdictions where we operate vary significantly. Some jurisdictions have a civil law system based on written statutes and others are largely based on common law. Unlike common law systems where the case laws have binding effects, prior court decisions under civil law systems may be cited for reference but have limited precedential value. We are based in China and our business in China is governed by PRC laws and regulations. The PRC legal system is a civil law system based on written statutes. Failure to comply with relevant rules may affect the legal protections and remedies that are available to us and our investors.

Our payment of dividends is subject to restrictions under applicable laws and regulations.

Under PRC law, dividends may be paid only out of distributable profits. Distributable profits are defined as our profits after taxes as determined under PRC GAAP less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make. As a result, we may not have sufficient, if any, distributable profits to enable us to make dividend distributions to our Shareholders in the future, including periods for which our financial statements indicate that our operations have been profitable. Any distributable profits not distributed in a given year are retained and available for distribution in subsequent years.

Moreover, because the calculation of distributable profits under PRC GAAP is different from the calculation under IFRSs in certain respects, our subsidiaries may not have distributable profits as determined under PRC GAAP, even if they have profits for that year as determined under IFRSs, or vice versa. Accordingly, we may not receive sufficient distributions from our subsidiaries. Failure by our subsidiaries to pay dividends to us could have a negative impact on our cash flow and our ability to make dividend distributions to our Shareholders in the future, including those periods in which our financial statements indicate that our operations have been profitable.

Our operations are subject to, and may be affected by, development in tax laws and regulations in the countries and regions where we operate.

We are subject to periodic examinations on fulfillment of our tax obligations under the PRC tax laws and regulations by PRC tax authorities. We cannot assure you that we will maintain full compliance with all applicable PRC tax laws and regulations in the future, nor can we guarantee that our Directors, officers or employees will not be subject to any tax-related contingencies. If we or our Directors, officers or employees fail to comply with relevant tax laws and regulations in the future, we or the relevant persons may be subject to investigations by the PRC tax authorities in respect of the non-compliance, which may result in fines, other penalties or action that could adversely affect our business, financial condition and results of operations, as well as our reputation.

Under the Individual Income Tax Law, foreign nationals who have domiciles in the PRC, or have no domicile in China but have resided in the PRC for one year or more, would be subject to PRC individual income tax at progressive rates on their income gained within or outside the PRC. The Standing Committee of NPC has approved the amendment of the Individual Income Tax Law, which became effective on January 1, 2019. Under the Individual Income Tax Law, foreign nationals who have no domicile in China but have resided in the PRC for a total of 183 days or more in a tax year would be subject to PRC individual income tax on their income gained within or outside the PRC. Our business, financial condition and results of operations may be affected by such evolving laws and regulations.

Discontinuation of any government grants or preferential tax treatments could affect our business, financial condition and results of operations.

The provision for corporate income tax in China is based on the statutory rate of 25% of the taxable profits determined in accordance with the EIT Law. Our Company and one of our PRC subsidiaries are qualified as High-tech Enterprise and were entitled to a preferential income tax rate of 15% during the Track Record Period. Certain of our PRC subsidiaries which are small- and micro-profit enterprises with annual taxable income up to RMB1 million are entitled to a reduced corporate income tax rate of 20% and are permitted to calculate their income tax based on 12.5% of their taxable income, lowering their effective tax rate to 2.5%. See "Financial Information — Key Components of Our Consolidated Statements of Profit or Loss — Income Tax Expense" for details. We cannot assure you that the current preferential tax treatments we enjoy or will be entitled to enjoy will not be canceled. Moreover, we cannot assure you that our PRC subsidiaries will be able to renew the same preferential tax treatments upon expiration. If any such change, cancellation or discontinuation of preferential tax treatment occurs, the relevant PRC subsidiaries will be subject to the PRC enterprise income tax, or EIT, at a rate of 25% on taxable income. As a result, the increase in our tax charge could materially and adversely affect our results of operations.

We are subject to regulatory requirements in labor-related laws and regulations.

Pursuant to the PRC Labor Contract Law, or the Labor Contract Law, that became effective in January 2008 and was amended in December 2012, and its implementing rules that became effective in September 2008, employers are subject to stricter requirements in terms of signing labor contracts, minimum wages, paying remuneration, determining the term of employees' probation and unilaterally terminating labor contracts. We believe our current practice complies with the Labor Contract Law and its amendments. However, the relevant governmental authorities may take a different view and impose fines on us.

In accordance with relevant PRC laws and regulations, an employer shall pay basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance, maternity insurance and housing provident fund (collectively, the "**Employee Benefits**") for its employees in accordance with the rates and bases provided under relevant regulations and shall withhold the Employee Benefits that should be assumed by its employees. During the Track Record Period, we used third-party service providers to pay the Employee Benefits for some of our employees. Under the agreements between the third-party service providers and us, the third-party service providers have the obligation to pay the Employee Benefits for our relevant employees.

As advised by our PRC Legal Advisor, considering, among others, the facts stated above, based on the compliance certificates we have obtained, as well as the fact that we have not received any notice or inquiry from relevant government authorities, if the competent social insurance and housing provident fund authorities order us or any of our subsidiaries to rectify their non-compliance with the laws and regulations relating to social insurance and housing provident fund within a prescribed time limit and pay the late payment fee (if any), and if such entities complete the rectification and pay the late payment fee (if any) within the prescribed time limit as required by the competent social insurance and housing provident fund authorities, the risk of us being fined by such authorities is remote. As such, such matters would not have a material and adverse impact on our business, financial condition and results of operations.

Our employment practices could inadvertently violate labor-related laws and regulations in China, which may subject us to labor disputes or government investigations. If we are deemed to have violated relevant labor laws and regulations, we could be required to provide additional compensation to our employees and our business, financial condition and results of operations could be materially and adversely affected.

RISKS RELATING TO THE GLOBAL OFFERING

There has been no prior public market for our H Shares and the liquidity and market price of our H Shares may be volatile.

Prior to the Global Offering, there has been no public market for our H Shares. The Offer Price for our H Shares was the result of negotiations between us and the Overall Coordinators on behalf of the Underwriters, and the Offer Price may differ significantly from the market price for our H Shares following the Global Offering. We have applied for listing of, and permission to deal in, our H Shares on the Stock Exchange. A listing on the Stock Exchange, however, does not guarantee that an active and liquid trading market for our H Shares will develop, or if it does develop, that it will be sustained following the Global Offering or that the market price of our H Shares will not decline following the Global Offering. Furthermore, the market price and trading volume of our H Shares may be volatile. The following factors may affect the trading volume and market price of our H Shares: (i) actual or anticipated fluctuations in our operating performance and revenue; (ii) our failure to execute our strategies; (iii) an unexpected business interruption resulting from operational breakdowns, natural disasters, or major changes in our key personnel or senior management; (iv) adverse market reaction to any indebtedness that we may incur or securities that we may issue in the future; (v) announcements of competitive developments, acquisitions or strategic alliances in our industry; (vi) potential litigation or regulatory investigations; (vii) general market conditions or other developments affecting us or our industry; (viii) changes or proposed changes in laws or regulations, or differing interpretations thereof, affecting our ability to obtain or maintain regulatory approval for our products; (ix) inadequate protection of our intellectual property rights or legal proceedings brought against us for infringement of third parties' intellectual property rights; (x) the operating and stock price performance of other companies in our industry, and other events or factors beyond our control; and (xi) the release of lock-up or other transfer restrictions on our outstanding H Shares or sales or perceived sales of H Shares by us or other Shareholders.

Moreover, the capital market has from time to time experienced significant price and trading volume fluctuations that were unrelated or not directly related to the operating performance of the underlying companies in the market. These broad market and industry fluctuations may have a material and adverse effect on the market price and trading volume of our H Shares.

An active and liquid trading market for our H Shares may not develop.

Prior to the Global Offering, our H Shares were not traded on any other market. We cannot assure you that an active and liquid trading market for our H Shares will be developed or be maintained after the Global Offering. Liquid and active trading markets usually result in less price volatility and more efficiency in carrying out investors' purchase and sale orders. The market price of our H Shares could vary significantly as a result of a number of factors, some of which are beyond our control. In the event of a drop in the market price of our H Shares, you could lose a substantial part or all of your investment in our H Shares.

Because the Offer Price of our H Shares is substantially higher than the consolidated net tangible book value per share, purchasers in the Global Offering may experience immediate dilution.

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

The market price and trading volume of our H Shares may be volatile, which could result in substantial losses for investors that purchase our H Shares in the Global Offering.

Factors such as fluctuations in our revenue, earnings, cash flows, new investments, regulatory developments, additions or departures of key personnel, or actions taken by competitors could cause the market price of our H Shares or the trading volume of our H Shares to change substantially and unexpectedly. In addition, stock prices have been subject to significant volatility in recent years. Such volatility has not always been directly related to the performance of the specific companies whose shares are traded. Such volatility, as well as general economic conditions, may materially and adversely affect the prices of shares, and as a result investors in our H Shares may incur substantial losses.

Future sales or perceived sales of substantial amounts of our H Shares in the public market could have a material adverse effect on the prevailing market price of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholding.

Future sales of substantial amounts of our H Shares or other securities relating to our H Shares in the public market, or the issuance of new H Shares or other securities relating to our H Shares, or the perception that such sales or issuances may occur could all cause a decline in the market price of our H Shares. Future sales, or perceived sales, of substantial amounts of our securities or other securities relating to our H Shares, including part of any future offerings, could also materially and adversely affect the prevailing market price of our H Shares and our ability to raise capital in the future at a time and at a price which we deem appropriate.

Although our existing shareholders are subject to restrictions on their sales of H Shares within 12 months from the Listing Date as described in "History, Development and Corporate Structure," 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 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 upon the expiration of restrictions set out above.

We cannot assure you when, if and in what form or size we will pay dividends in the future.

We cannot guarantee when and in what form dividends will be paid on our H Shares following the Global Offering. The declaration of dividends is proposed by the Board and is based on, and limited by, various factors, including without limitation, our business and financial performance, capital and regulatory requirements, and general business conditions. We may not have sufficient or any profits to enable us to make dividend distributions to our Shareholders in the future, even if our financial statements indicate that our operations have been profitable. See "Financial Information — Dividends" for details.

If securities or industry analysts do not publish research reports about us, or if they adversely change their recommendations regarding our H Shares, the market price and trading volume of our H Shares may decline.

The trading market of our H Shares may be influenced by research reports that industry or securities analysts publish about us or our business. If one or more analysts who cover us downgrade our H Shares or publish negative opinions about us, the market price of our H Shares would likely decline regardless of the accuracy of the information. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which, in turn, could cause the market price or trading volume of our H Shares to decline.

We cannot guarantee the accuracy of facts, forecasts and other statistics obtained from official government sources contained in this prospectus.

This prospectus includes industry data and forecasts extracted from the report prepared by CIC, which was commissioned by us, and from various official governmental publications. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. However, we cannot assure you of the accuracy or completeness of information obtained from these sources. We have not independently verified any of the data, forecasts and other statistics from such sources, nor have we ascertained the underlying economic assumptions relied upon in those sources. The information from official government sources has not been independently verified by us or any other parties involved in the Global Offering, or any of our or their respective directors, senior management, representatives, advisers or any other persons involved in the Global Offering and no representation is given as to its accuracy. Moreover, such facts, forecasts and other statistics may not be prepared on the same basis or with the same degree of accuracy (as the case may be) in other publications or jurisdictions. For these reasons, the information from various government publications contained in this prospectus may not be accurate and should not be given undue reliance as a basis for making your investment in our H Shares. You should therefore not place undue reliance on such information. In addition, we cannot assure you that such information is stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. In any event, you should consider carefully the importance placed on such information or statistics.

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

This prospectus contains forward-looking statements with respect to our business strategies, operating efficiencies, competitive positions, growth opportunities for existing operations, plans and objectives of management, certain pro forma information and other matters.

The words “anticipate,” “believe,” “could,” “potential,” “continue,” “expect,” “intend,” “may,” “plan,” “seek,” “will,” “would,” “should” and the negative of these terms and other similar expressions identify a number of these forward-looking statements. These forward-looking statements, including, among others, those relating to our future business prospects, capital expenditure, cash flows, working capital, liquidity and capital resources, are necessary estimates reflecting the best judgment of our Directors and senior management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. As a result, these forward-looking statements should be considered in light of various important factors, including those set out in “Risk Factors” in this prospectus. Accordingly, such statements are not a guarantee of future performance, and 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.

You should read the entire prospectus carefully and we strongly caution you not to place any reliance on the information in press articles or other media coverage regarding us and the Global Offering.

Prior to the publication of this prospectus, there has been and there may also be, subsequent to the date of this prospectus but prior to the completion of the Global Offering, press and media coverage regarding us, our business, our industries 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 responsibility for the accuracy or completeness of such press articles or other media coverage. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of such projections, valuations or other forward-looking information about us. To the extent such statements are inconsistent with, or conflict with, the information contained in this prospectus, we disclaim responsibility for them. 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.

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

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 and Rule 19A.15 of the Listing Rules, a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong. This normally means that at least two of the new applicant's 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 may be waived by having regard to, among other considerations, the applicant's arrangements for maintaining regular communication with the Stock Exchange.

The Company's headquarters, management, business operations and assets are primarily located in the PRC. The executive Directors are based in the PRC as the Board believes it would be more effective and efficient for its executive Directors to be based in a location where the Company's significant operations are located. The executive Directors are not or will not be ordinarily resident in Hong Kong upon the proposed Listing. The Directors consider that relocation of the executive Directors to Hong Kong will be burdensome and costly for the Company, and it may not be in the best interests of the Company and the Shareholders as a whole to appoint additional executive Directors who are ordinarily resident in Hong Kong.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted the Company, a waiver from strict compliance with the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules, provided that the Company implements the following arrangements:

(a) pursuant to Rule 3.05 of the Listing Rules, the Company has appointed and will continue to maintain two authorized representatives (the "**Authorized Representatives**"), namely Ding Xia (丁霞) and Au Yeung Lai Yee (歐陽麗儀). The Authorized Representatives are authorized to communicate on the Company's behalf with the Stock Exchange. Each of the Authorized Representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone and email. As and when the Stock Exchange wishes to contact the Directors on any matters, each of the Authorized Representatives will have means to contact all of the Directors promptly at all times. The Company will inform the Stock Exchange promptly in respect of any change in the Authorized Representatives;

(b) the Company has provided the contact details of each Director (such as mobile phone numbers, office phone numbers and email addresses) to each of the Authorized Representatives and to the Stock Exchange. This will ensure that the Authorized Representatives and the Stock Exchange will have the means to contact any of the Directors (including the independent non-executive Directors) promptly as and when required, including means to communicate with the Directors when they are travelling;

(c) the Company confirms and will ensure that all 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; and

(d) the Company has appointed Gram Capital Limited as its Compliance Adviser, pursuant to Rule 3A.19 of the Listing Rules. The Compliance Adviser will have access at all times to the Authorized Representatives, Directors and senior management of the Company, and will act as an additional channel of communication between the Stock Exchange and the Company for the period commencing on the Listing Date and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the Listing Date. The Compliance Adviser will maintain constant contact with the Authorized Representatives, Directors and senior management of the Company through various means, including regular meetings and telephone discussions whenever necessary. The Authorized Representatives, Directors and other officers will provide promptly such information and assistance as the Compliance Adviser may reasonably require in connection with the performance of the Compliance Adviser's duties as set forth in Chapter 3A of the Listing Rules.

JOINT COMPANY SECRETARIES

Rule 8.17 of the Listing Rules provides that the issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that the issuer must appoint as its company secretary an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Paragraph 13 of Chapter 3.10 of the Guide provides that the Stock Exchange will consider waiver applications in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include: (a) whether the applicant has principal business activities primarily outside Hong Kong; (b) whether the applicant is able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 11 of Chapter 3.10 of the Guide) nor Relevant Experience (as defined under paragraph 11 of Chapter 3.10 of the Guide) as a company secretary; and (c) why the directors consider the proposed company secretary to be suitable to act as the applicant's company secretary.

Further, pursuant to Chapter 3.10 of the Guide, such waiver, if granted, will be for a fixed period of time (the "**Waiver Period**") and on the following conditions: (a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (b) the waiver can be revoked if there are material breaches of the Listing Rules by the issuer.

The Group's principal business operations are in the PRC. The Company considers that apart from being able to meet the professional qualification or the relevant experience requirements under the Listing Rules, its company secretary also needs to have (i) experience relevant to the Company's operations; (ii) nexus to the Board; and (iii) close working relationship with the management of the Company, in order to perform the function of a company secretary and to take the necessary actions in the most effective and efficient manner. It is for the benefit of the Company to appoint a person who is familiar with the Company's business and affairs as a company secretary.

The Company has appointed Mr. Fan Siqi (范思齊) ("**Mr. Fan**"), who is the secretary to the Board, head of the security affairs and director of investment and financing department of the Company, as one of its joint company secretaries. The Company believes that Mr. Fan has extensive experience in business management and corporate governance matters, as well as a thorough understanding of the daily operations, internal administration and financial management of the Group accumulated since his joining the Group. However, Mr. Fan currently 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, the Company has appointed Ms. Au Yeung Lai Yee (歐陽麗儀) ("**Ms. Au Yeung**"), a Chartered Secretary, a Chartered Governance Professional, an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, and a full member of Hong Kong Investor Relations Association, 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. Fan for an initial period of three years from the Listing Date to enable Mr. Fan 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. For details on Mr. Fan's and Ms. Au Yeung's qualifications and experience, see "Directors and Senior Management."

Given Ms. Au Yeung's professional qualification and experience, she will be able to explain to both Mr. Fan and the Company the relevant requirements under the Listing Rules and other applicable Hong Kong laws and regulations. Ms. Au Yeung will also assist Mr. Fan in organizing Board meetings and Shareholders' meetings of the Company as well as other matters of the Company which are incidental to the duties of a company secretary. Ms. Au Yeung is expected to work closely with Mr. Fan and will maintain regular contact with Mr. Fan, the Directors and the senior management of the Company. In addition, Mr. Fan will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules to enhance his knowledge of the Listing Rules during the three-year period from the Listing Date. Mr. Fan will also be assisted by the Company's compliance adviser and its legal advisors as to the Hong Kong laws on matters in relation to the Company's ongoing compliance with the Listing Rules and the applicable laws and regulations.

Since Mr. Fan does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, the Company has 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. Fan may be appointed as a joint company secretary of the Company. The waiver is valid for an initial period of three years from the Listing Date on the conditions that (a) Mr. Fan must be assisted by Ms. Au Yeung who possesses the qualifications and experience required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (b) the waiver will be revoked immediately if and when Ms. Au Yeung ceases to provide such assistance during the three-year period, and this waiver is subject to revocation in the event of any material breaches of the Listing Rules by the Company. Prior to the end of the three-year period, the Company will demonstrate and seek the confirmation from the Stock Exchange that Mr. Fan, having had the benefit of Ms. Au Yeung during the three years, has attained the relevant experience and is capable of discharging the functions of our company secretary.

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which the 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 (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to the Group. The 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 herein or this prospectus misleading.

CSRC FILING

According to the Trial Measures, we are required to complete the filing procedures with the CSRC in connection with the proposed Listing. The Company has received a notification from the CSRC on the Company's completion of such filing on May 15, 2026. No other approvals from the CSRC are required to be obtained for the Listing.

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 524,900 Offer Shares and the International Offering of initially 9,972,400 Offer Shares (subject to, in each case, reallocation on the basis as set out in "Structure of the Global Offering" and, in case of the International Offering, any exercise of the Offer Size Adjustment Option and the Over-allotment Option).

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 must not be relied upon as having been authorized by the 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, the Underwriters, any of our or their respective directors, officers, employees, advisors, agents or representatives, or any other persons or parties involved in the Global Offering.

Neither the delivery of this prospectus nor any offering, sale, delivery subscription or acquisition made in connection with the Offer Shares should, under any circumstances, constitute a representation or create any implication that there has been no change or development in our affairs since the date of this prospectus or that the information in this prospectus is correct as of any date subsequent to the date of this prospectus.

Details of the structure of the Global Offering, including its conditions, are set out in "Structure of the Global Offering", and the procedures for applying for Hong Kong Offer Shares are set out in "How to Apply for Hong Kong Offer Shares."

INFORMATION ON THE CONVERSION OF DOMESTIC SHARES INTO H SHARES

The Company has applied for the conversion of 100,000,000 Domestic Shares held by 17 Shareholders into H Shares and see "History, Development and Corporate Structure" and "Share Capital" in this prospectus for details of their interests in the Company and relevant procedures for the conversion of Domestic Shares into H Shares. Such H Shares to be converted from Domestic Shares are restricted from trading for a period of one year after the Listing. The Company has filed with the CSRC for the conversion of Domestic Shares into H Shares on May 29, 2025 and has received a notification from the CSRC on the Company's completion of such filing on May 15, 2026.

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/its acquisition of the Hong Kong Offer Shares to, confirm that he/she/it is aware of the restrictions on the offer and sale of the Hong Kong Offer Shares described in this prospectus and that he/she/it is not acquiring, and has not been offered, any Offer Shares in circumstances that contravene any such restrictions.

No action has been taken to permit a public offering of the Offer Shares outside Hong Kong or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, and 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 where such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation for subscription. The distribution of this prospectus and the offering and sale 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 Offer Shares have not been offered and sold, and will not be offered and sold, directly or indirectly, in the PRC.

Potential investors for Offer Shares should consult their financial advisors and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Potential investors for the Offer Shares should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

UNDERWRITING

The Listing is sponsored by the Sole Sponsor and the Global Offering is managed by the Overall Coordinators. Pursuant to the Hong Kong Underwriting Agreement, the Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms and conditions of the Hong Kong Underwriting Agreement. The International Offering is expected to be fully underwritten by the International Underwriters and subject to the terms and conditions of the International Underwriting Agreement. For further details on the Underwriters and the underwriting arrangements, see "Underwriting."

APPLICATION FOR LISTING OF THE H SHARES ON THE STOCK EXCHANGE

The Company has applied to the Stock Exchange 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 H Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option) and the H Shares to be converted from the Domestic Shares.

Dealings in the H Shares on the Stock Exchange are expected to commence on Wednesday, June 24, 2026. No part of our Shares is listed or dealt in on any other stock exchange, and no such listing or permission to list is being or proposed to be sought on any other stock exchange as of the date of this prospectus.

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, the H Shares on the Stock Exchange pursuant to this prospectus has been 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.

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 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 on 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 enabling 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 as such arrangements may affect their rights and interests.

H SHARE REGISTER AND STAMP DUTY

All H Shares issued pursuant to applications made in the Global Offering and converted from Domestic 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. 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.

DIVIDENDS PAYABLE TO HOLDERS OF H SHARES

Unless determined otherwise by the Company, dividends payable in Hong Kong dollars in respect of our H Shares will be paid to the Shareholders as recorded on our H Share register of members in Hong Kong and sent by ordinary post, at the Shareholders' risk, to the registered address of each Shareholder. Cash dividends to domestic investors of H-share "full circulation" shall be distributed through CSDC. An H-share listed company shall transfer RMB cash dividends to the designated bank account of the Shenzhen subsidiary of CSDC, who shall complete the clearing of cash dividends by distributing the cash dividends to investors through domestic securities companies.

REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF H SHARES

We have instructed our H Share Registrar, and it has agreed not to register the subscription, purchase or transfer of any H Shares in the name of any particular holder unless and until the holder delivers a signed form to our H Share Registrar in respect of those H Shares bearing statements to the effect that the holder:

- agrees with us and each of our Shareholders, and we agree with each Shareholder, to observe and comply with the PRC Company Law and our Articles of Association;
- agrees with us and each of our Shareholders that the H Shares are freely transferable by the holders thereof; and
- authorizes us to enter into a contract on his or her behalf with each of the Directors, managers and officers whereby such Directors, managers and officers undertake to observe and comply with their obligations to our Shareholders as stipulated in our Articles of Association.

Persons applying for or purchasing H Shares under the Global Offering are deemed, by their making an application or purchase, to have represented that they are not close associates of any of the Directors, or an existing Shareholder or a nominee of any of the foregoing.

PROFESSIONAL TAX ADVICE RECOMMENDED

You should consult your professional advisors if you are in any doubt as to the taxation implications of subscribing for, purchasing, holding, disposal of, dealing in or the exercise of any rights in relation to the H Shares. None of the 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, the Underwriters, any of our or their respective directors, officers, employees, advisors, agents or representatives, or any other persons or parties involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchase, holding, disposal of, dealing in, or the exercise of any rights in relation to, the H Shares.

LANGUAGE

If there is any inconsistency between the English version of this prospectus and the Chinese translation of this prospectus, the English version of this prospectus shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in the English prospectus that are not in the English language and are English translations, the names in their respective original languages shall prevail. For ease of reference, the names of the Chinese laws and regulations, government authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this prospectus in both the Chinese and English languages.

ROUNDING

Certain amounts and percentage figures, such as share ownership and operating data, included in this prospectus may have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

EXCHANGE RATE CONVERSION

Solely for your convenience, this prospectus contains translations among certain amounts denominated in Renminbi, Hong Kong dollars and U.S. dollars at specified rates.

Unless otherwise specified, the translation of Renminbi into Hong Kong dollars, of Renminbi into U.S. dollars and of Hong Kong dollars into U.S. dollars, and vice versa, in this prospectus was made at the following rates:

RMB0.8705 to HK$1.00

RMB6.8198 to US$1.00

HK$7.8345 to US$1.00

The RMB to HK$ and US$ to RMB exchange rates are quoted by the PBOC for foreign exchange transactions prevailing on the Latest Practicable Date. No representation is made that any amounts in RMB or Hong Kong dollars can be or could have been at the relevant dates converted at the above rate or any other rates or at all.

OTHER

Unless otherwise specified, all references to any shareholdings in the Company following the completion of the Global Offering assume that the Offer Size Adjustment Option and the Over-allotment Option are not exercised.

DIRECTORS

Name	Address	Nationality
Executive Directors		
Zhao Yue (趙越)	Room 701, 7/F, Unit 17, Huizhi-Yunjing, Pudong New Area, Shanghai, PRC	Chinese
Ding Xia (丁霞)	Room 701, 7/F, Unit 17, Huizhi-Yunjing, Pudong New Area, Shanghai, PRC	Chinese
Ye Yangsheng (葉楊笙)	Room 702, Building 18, Zhangshengyuan, Lane 738, Shengxia Road, Pudong New Area, Shanghai, PRC	Chinese
Wang Qun (王群)	Room 901, Unit 2, Building 3, Shoukai Longhu Yunzhu Phase III, No. 811, Yuyan Road, Shuangliu District, Chengdu, Sichuan Province, PRC	Chinese
Independent Non-executive Directors		
Cheng Lin (程林)	Room 1001, Building 11, No. 777, Biyun Road, Pudong New Area, Shanghai, PRC	Canadian
Liu Yong (劉勇)	No. 506, Unit 3, Building 1, Qiushi New Village, Xihu District, Hangzhou, Zhejiang Province, PRC	Chinese
Chen Fei (陳飛)	Room F, 15/F, Block 10, Park Avenue Tower, 18 Hoi Ting Road, Kowloon, Hong Kong	Chinese (Hong Kong)

For more information on the Directors, see "Directors and Senior Management."

PARTIES INVOLVED IN THE GLOBAL OFFERING

Sole Sponsor and Sponsor-Overall Coordinator	**China International Capital Corporation Hong Kong Securities Limited** 29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong
Overall Coordinators	**China International Capital Corporation Hong Kong Securities Limited** 29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong
	CMB International Capital Limited 45/F, Champion Tower 3 Garden Road Central Hong Kong

Joint Global Coordinator, Bookrunner, Lead Manager and Capital Market Intermediaries	**China International Capital Corporation Hong Kong Securities Limited** 29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong
	CMB International Capital Limited 45/F, Champion Tower 3 Garden Road Central Hong Kong
	Soochow Securities International Brokerage Limited Level 17, Three Pacific Place, 1 Queen's Road East, Hong Kong
Joint Bookrunners, Joint Lead Managers and Capital Market Intermediaries	**China International Capital Corporation Hong Kong Securities Limited** 29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong
	CMB International Capital Limited 45/F, Champion Tower 3 Garden Road Central Hong Kong
	Soochow Securities International Brokerage Limited Level 17, Three Pacific Place, 1 Queen's Road East, Hong Kong
	BOCI Asia Limited 26/F, Bank of China Tower, 1 Garden Road, Central, 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
	Zheshang International Financial Holdings Co., Limited Room 1703–06, 17th floor Infinitus Plaza 199 Des Voeux Road Central Sheung Wan Hong Kong

	ABCI Capital Limited *(in the capacity as a Joint Bookrunner only)* 11/F, Agricultural Bank of China Tower 50 Connaught Road Central Hong Kong
	ABCI Securities Company Limited *(in the capacity as a Joint Lead Manager only)* 10/F, Agricultural Bank of China Tower 50 Connaught Road Central Hong Kong
Legal Advisors to the Company	*As to Hong Kong and United States law:* **Cooley HK** 35/F, Two Exchange Square 8 Connaught Place Central Hong Kong
	As to PRC law: **AllBright Law Offices** 11, 12/F, Shanghai Tower No. 501, Yincheng Middle Road Pudong New Area Shanghai PRC
	As to International Sanctions law: **Hogan Lovells** 11th Floor, One Pacific Place 88 Queensway Hong Kong
Legal Advisors to the Sole Sponsor and the Underwriters	*As to Hong Kong and United States law:* **DLA Piper Hong Kong** 25/F, Three Exchange Square 8 Connaught Place Central Hong Kong
	As to PRC law: **Fangda Partners** 24/F, HKRI Centre Two HKRI Taikoo Hui 288 Shi Men Yi Road Shanghai PRC
Reporting Accountants and Independent Auditor	*Certified Public Accountants* *Registered Public Interest Entity Auditor* **Ernst & Young** 27/F, One Taikoo Place 979 King's Road Quarry Bay Hong Kong

Industry Consultant	**China Insights Industry Consultancy Limited** 10F, Block B, Jing'an International Center 88 Puji Road Jing'an District Shanghai PRC
Compliance Adviser	**Gram Capital Limited** Room 1209, 12/F, Nan Fung Tower 88 Connaught Road Central/ 173 Des Voeux Road Central Central Hong Kong
Receiving Banks	**CMB Wing Lung Bank Limited** 14/F, CMB Wing Lung Bank Building 45 Des Voeux Road Central Hong Kong
	Bank of China (Hong Kong) Limited 1 Garden Road Hong Kong

Registered Office	No. 11, Lane 2777, Jinxiu East Road Pilot Free Trade Zone Shanghai PRC
Headquarters and Principal Place of Business in the PRC	Building 3, 799 Dan Gui Road Pudong New Area Shanghai PRC
Principal Place of Business in Hong Kong	40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong
Company's Website	www.seer-robotics.ai *(The information contained on this website does not form part of this prospectus)*
Joint Company Secretaries	**Fan Siqi (范思齊)** No. 11, Lane 2777, Jinxiu East Road Pilot Free Trade Zone Shanghai PRC **Au Yeung Lai Yee (歐陽麗儀)** *An associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom* 40/F, Dah Sing Financial Centre 248 Queen's Road East Wanchai Hong Kong
Authorized Representatives	**Ding Xia (丁霞)** No. 11, Lane 2777, Jinxiu East Road Pilot Free Trade Zone Shanghai PRC **Au Yeung Lai Yee (歐陽麗儀)** 40/F, Dah Sing Financial Centre 248 Queen's Road East Wanchai Hong Kong
Audit Committee	Cheng Lin (程林) *(Chairman)* Liu Yong (劉勇) Chen Fei (陳飛)
Nomination Committee	Zhao Yue (趙越) *(Chairman)* Ding Xia (丁霞) Cheng Lin (程林) Liu Yong (劉勇) Chen Fei (陳飛)
Remuneration Committee	Liu Yong (劉勇) *(Chairman)* Zhao Yue (趙越) Cheng Lin (程林)

H Share Registrar	**Computershare Hong Kong Investor Services Limited** Shops 1712–1716, 17th Floor Hopewell Centre 183 Queen's Road East Wan Chai, Hong Kong
Principal Bank	**China Merchants Bank Corporation Shanghai Pilot Free Trade Zone Branch** No. 56, Bohang Road Pudong New Area Shanghai PRC

OVERVIEW

The Group's history can be traced back to the establishment of Company's predecessor, Shanghai Seer Intelligent Technology Limited Corporation (上海仙工智能科技有限公司) ("**Shanghai Seer Ltd.**") in April 2020 under the PRC Company Law. On March 24, 2025, the Company was converted from a limited liability company into a joint stock limited company with its corporate name changed to Shanghai Seer Intelligent Technology Co., Ltd. (上海仙工智能科技股份有限公司). As of the Latest Practicable Date, the registered capital of the Company was RMB100,000,000, divided into 100,000,000 Shares, with a nominal value of RMB1.00 each.

MILESTONES

The following sets out a summary of our key development milestones:

Year	Milestone(s)
2020	The predecessor of the Company, Shanghai Seer Ltd., was established
	Launched lifting robot, robot controller SRC-2000 and intelligent forklifts
2021	Officially launched our overseas operations at scale
	Full range of software hit the market, completing the software product matrix layout
2022	Drove commercialization of 3D SLAM technology
2023	Launched the SRC-3000FS (Forklift Edition) and SRC-2000-F(S) robot controllers, and the SRC-880 robot controller; introduced new carton transfer and cleaning robots; launched the 3D robot visualization software Meta-Map Pro, setting a benchmark in robot visualization
2024	Introduced the all-in-one M4 smart scheduling and management system, which greatly enhances the convenience of robot operation
	Launched the Nebula system, an innovative robot configuration model that significantly lowers the barrier to robot adoption
	Released the controller integrating embodied AI, SRC–5000, marking the industry's first achievement of whole-body-control
2025	We ranked first globally in terms of robotic controller sales volume for three consecutive years, according to CIC
	First applied VLA and end-to-end navigation models to both intelligent forklifts and wheeled humanoid robots
	Introduced a new line of embodied intelligent robots based on the SRC-5000 controllers; introduced the SRC-1000 series robot controllers to cover more robot types such as legged robots
	Accredited as a National-Level Specialized and New Key "Little Giant" Enterprise (國家級專精特新重點「小巨人」企業)

OUR MAJOR SUBSIDIARY

Shanghai Seer Soft Information Technology Co., Ltd. (上海仙軟信息科技有限公司) ("**Shanghai Seer Soft**") is our major subsidiary. Incorporated in Shanghai, PRC on April 28, 2018, Shanghai Seer Soft is a wholly-owned subsidiary of the Company, with a registered capital of RMB1,000,000. Shanghai Seer Soft primarily engages in the development and sales of robots and software for robot controllers. For details of other subsidiaries, see Note 1 of the Accountants' Report set out in Appendix I to this prospectus.

ESTABLISHMENT AND CORPORATE DEVELOPMENT

Establishment and Early-stage Developments

On April 22, 2020, the predecessor of the Company, Shanghai Seer Ltd. was established under the laws of the PRC with a registered capital of RMB1,000,000 by Shanghai Xianban Enterprise Management Partnership (Limited Partnership) (上海仙班企業管理合夥企業(有限合夥)) ("**Shanghai Xianban**") (an entity controlled by Mr. Zhao), Mr. Zhao, Mr. Dai Xiaohe (戴藡何), Mr. Ye Yangsheng (葉楊笙) and Mr. Wang Qun (王群), holding approximately 56.20%, 25.03%, 6.26%, 6.26% and 6.26% of the Company's then registered capital, respectively. On July 13, 2020, the Company's registered capital was increased from RMB1,000,000 to RMB2,000,000 and the increased amount was subscribed by our founding Shareholders proportionally at nominal value.

Our co-founders possessed substantial prior industry experience and technical expertise in robotics, and had identified clear development directions and key R&D priorities prior to the Company's establishment, enabling the Group to commence product development immediately upon incorporation.

The Group has also benefited from favorable industry developments since 2020, including increasing demand for automation and supportive government policies, such as the "14th Five-Year Plan" for Robot Industry Development encouraging the applications of the robots in manufacturing sectors, which has accelerated the adoption of our products and supported our growth and market positioning.

Series A Financing

The Company underwent series A financing through capital increases and equity transfers (the "**Series A Financing**").

Pursuant to the capital contribution agreement ("**Series A Financing Agreement**") dated September 16, 2020, entered into among the Company, the Series A Financing investors set forth below and our then Shareholders, the Series A Financing investors agreed to subscribe the increased registered capital of the Company and acquire certain registered capital of the Company from Shanghai Xianban ("**Shanghai Xianban Transfers**"):

Subscribers/Transferees	Registered capital subscribed for	Consideration paid for subscription	Registered capital acquired from Shanghai Xianban	Consideration paid for share transfer[(1)]
	(RMB)	*(RMB)*	*(RMB)*	*(RMB)*
Zhuhai Yinshan Modern Logistics Industry Equity Investment Fund (Limited Partnership) (珠海隱山現代物流產業股權投資基金(有限合夥)) ("**Zhuhai Yinshan**")	245,734[(2)]	28,998,130	203,799	24,049,634
Ningbo Meishan Bonded Port Area Huilidaoqin Investment Management Center (Limited Partnership) (寧波梅山保稅港區匯利道勤投資管理中心(有限合夥)) ("**Ningbo Huilidaoqin**")	166,493[(2)]	19,647,273	138,081	16,294,489
Ecovacs (Hainan) Investment Co., Ltd. (科沃斯(海南)投資有限公司) ("**Ecovacs Investment Hainan**") (formerly known as Ecovacs Robotics (Suzhou) Co., Ltd. (科沃斯機器人(蘇州)有限公司))	87,638[(3)]	10,341,936	115,739	13,657,940
Pingtan Huiyin Equity Investment Partnership (Limited Partnership) (平潭惠銀股權投資合夥企業(有限合夥)) ("**Huiyin Investment**")	/	/	98,204	11,588,721
Suzhou Hanhai Haoxing Investment Management Co., Ltd. (蘇州瀚海皓星投資管理有限公司) ("**Suzhou Hanhai**")	42,371[(4)]	5,000,000	/	/

(1) The consideration of Shanghai Xianban Transfers was fully settled on November 30, 2020.

(2) Included Zhuhai Yinshan's and Ningbo Huilidaoqin's subscriptions by way of converting their respective loans to the Company of RMB19,486,729 and RMB13,202,958 to the Company's increased registered capital of RMB165,133 and RMB111,883, respectively, at the price based on Company's valuation in Series A Financing pursuant to a convertible bond agreement entered among Zhuhai Yinshan, Ningbo Huilidaoqin, the Company and its then shareholders dated April 26, 2020 and the Series A Financing Agreement.

(3) Included Ecovacs Investment Hainan's subscription by way of converting its loan to the Company of RMB4,852,769 to the Company's increased registered capital of RMB41,123, at the price based on Company's valuation in Series A Financing pursuant to a convertible bond agreement entered among Ecovacs Investment Hainan, the Company and its then shareholders dated April 30, 2020 and the Series A Financing Agreement.

(4) Included Suzhou Hanhai's subscription by way of converting its loan to the Company of RMB1,836,715 to the Company's increased registered capital of RMB15,565, at the price based on Company's valuation in Series A Financing pursuant to a convertible bond agreement entered among Suzhou Hanhai, the Company and its then shareholders dated April 23, 2020 and the Series A Financing Agreement.

Capitalization of capital reserve in 2020

On November 23, 2020, the registered capital of the Company was increased from RMB2,542,236 to RMB10,000,000 as a result of capitalization of RMB7,457,764 from Company's capital reserve.

Share Transfers prior to Series A+ Financing

Pursuant to an equity transfer agreement dated November 25, 2020, Mr. Dai Xiaohe transferred all of his equity interests in the Company to Shanghai Xianban, at a consideration of RMB14,567,200 and ceased to be a Shareholder. The consideration was determined with reference to the Company's valuation in its Series A Financing and was fully settled on December 7, 2020.

In December 2020, Shanghai Xianyi was established as an employee incentive platform of the Company and Shanghai Xiansan was established as a holding vehicle for the co-founders (i.e. Mr. Zhao, Mr. Ye Yangsheng and Mr. Wang Qun), with Mr. Zhao being the general partner of each. Pursuant to an equity transfer agreement dated December 30, 2020, Shanghai Xianban transferred its approximately 18.27% and 9.00% equity interests in the Company to Shanghai Xianyi and Shanghai Xiansan, at a consideration of RMB5,481,802 and RMB2,700,026, respectively, and ceased to be a Shareholder. The consideration was determined with reference to Company's valuation in its Series A Financing, taking into account the fact that such transfers were conducted for employees incentive purpose and in recognition of the co-founders' contributions to the Company, and the consideration was fully settled on March 31, 2021.

In February 2021, Shanghai Xianliu and Shanghai Xianqi were established as holding vehicles for Mr. Wang Qun and Mr. Ye Yangsheng, respectively, with Mr. Zhao being the general partner of each. Pursuant to equity transfer agreements dated March 1, 2021 and supplemental agreements thereto dated December 1, 2022, Mr. Wang Qun and Mr. Ye Yangsheng transferred all of their respective equity interests in the Company to Shanghai Xianliu and Shanghai Xianqi for a consideration of RMB2,386,224.31 each. The consideration was determined with reference to Company's then net assets. Shanghai Xianliu and Shanghai Xianqi Restructuring was undertaken for the wealth planning purposes of Mr. Wang Qun and Mr. Ye Yangsheng.

Series A+ Financing

Pursuant to the investment agreement dated March 31, 2021, entered into among the Company, Tianjin Dehui Investment Management Partnership (Limited Partnership) (天津德輝投資管理合夥企業(有限合夥)) ("**Tianjin Dehui**") and our then Shareholders, Tianjin Dehui agreed to acquire RMB105,263 of the Company's registered capital held by Shanghai Xianliu for a consideration of RMB4,000,000 ("**Shanghai Xianliu Transfer**"), and to subscribe for RMB526,316 of increased registered capital of the Company for a consideration of RMB32,000,000 (the "**Series A+ Financing**"). The consideration of Shanghai Xianliu Transfer was fully settled on April 7, 2021.

Series B Financing

The Company underwent series B financing through capital increases and equity transfers (the "**Series B Financing**").

Subscription of increased registered capital in Series B Financing

Pursuant to the capital contribution agreement dated December 22, 2021, entered into among the Company, the Series B Financing investors set forth below and our then Shareholders, the following Series B Financing investors agreed to subscribe the increased registered capital of the Company:

Subscribers	**Registered capital subscribed for**	**Consideration**
	(RMB)	*(RMB)*
Nanjing SAIF Equity Investment Fund (L.P.) (南京賽富股權投資基金(有限合夥)) ("**Nanjing SAIF**")	212,985	44,000,000
Jiaxing Tengyuan Investment Partnership (Limited Partnership) (嘉興騰元投資合夥企業(有限合夥)) ("**Jiaxing Tengyuan**")	29,043	6,000,000
Hangzhou Fuyang SAIF Yi'an Equity Investment Partnership (Limited Partnership) (杭州富陽賽富億安股權投資合夥企業(有限合夥)) ("**SAIF Yi'an**")	96,811	20,000,000
Nanjing SAIF Yulin Equity Investment Partnership Enterprise (Limited Partnership) (南京賽富雨林股權投資合夥企業(有限合夥)) ("**SAIF Yulin**")	48,406	10,000,000
Hangzhou Xiaoshan Haolan Equity Investment Fund Partnership Enterprise (Limited Partnership) (杭州蕭山浩瀾股權投資基金合夥企業(有限合夥)) ("**Hangzhou Haolan**")	145,217	30,000,000
Tianjin Dehui	32,270	6,666,667

Equity Transfers in Series B Financing

Pursuant to the equity transfer agreement dated March 8, 2023, entered into among SAIF Yi'an, the Company, our co-founders and their holding vehicles, our employee incentive platforms, and relevant transferors set forth below, SAIF Yi'an agreed to acquire registered capital of the Company, and the consideration was fully settled on April 12, 2023:

Transferors	**Transferee**	**Registered capital acquired**	**Consideration**	**Basis of consideration**
		(RMB)	*(RMB)*	
Mr. Zhao	SAIF Yi'an	43,275	8,940,000	Determined based on arm's length negotiations among the relevant parties with reference to Company's valuation in its Series B Financing
Shanghai Xianliu	SAIF Yi'an	11,617	2,400,000	
Shanghai Xianqi	SAIF Yi'an	10,456	2,160,000	

Capital Increase in June 2022

In October 2021, Shanghai Xianwu was established as an employee incentive platform of the Company. For employees incentive purpose and in recognition of the co-founders' contributions to the Company, on June 23, 2022, Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi and Mr. Zhao subscribed for RMB91,363, RMB45,000, RMB247,542, RMB19,349, RMB24,612 and RMB98,450 of the increased registered capital of the Company, respectively, all at nominal value ("**Capital Increase in June 2022**").

Yuanqiao Transfers in January 2024

Pursuant to the equity transfer agreements dated January 29, 2024 entered into between Hangzhou Yuanqiao Zhixing Venture Capital Partnership Enterprise (Limited Partnership) (杭州遠橋智行創業投資合夥企業(有限合夥)) ("**Hangzhou Yuanqiao**") and relevant transferors set forth below, Hangzhou Yuanqiao agreed to acquire registered capital of the Company from Huiyin Investment and Suzhou Hanhai:

Transferors	Transferee	Registered capital acquired	Consideration	Basis of consideration
		(RMB)	*(RMB)*	
Suzhou Hanhai	Hangzhou Yuanqiao	166,667	21,519,554	Determined based on arm's length negotiations among the relevant parties taking into account the timing of the transfers and exit plan of Suzhou Hanhai and Huiyin Investment
Huiyin Investment	Hangzhou Yuanqiao	386,290	49,876,500	

The consideration was fully settled on May 23, 2024 and upon completion of the Yuanqiao Transfers, Suzhou Hanhai and Huiyin Investment ceased to be Shareholders.

Conversion into a Joint Stock Company

On March 24, 2025, the Company was converted into a joint stock company with its corporate name changed to Shanghai Seer Intelligent Technology Co., Ltd. (上海仙工智能科技股份有限公司). Upon the completion of the conversion, the registered capital of the Company became RMB11,617,364, divided into 11,617,364 Shares with a nominal value of RMB1.00 each.

Series C Financing

Pursuant to the capital contribution agreement dated April 20, 2025 entered into among the Company, our then Shareholders and the series C financing investors set forth below, the following series C financing investors agreed to subscribe for newly issued Shares (the "**Series C Financing**"):

Subscribers	Number of Shares subscribed for	Consideration
		(RMB)
Wuxi Liangxi Science and Technology City Hongtai Xinzhi Investment Partnership Enterprise (Limited Partnership) (無錫市梁溪科技城洪泰新智投資合夥企業(有限合夥)) ("**Hongtai Investment**")	189,745	50,000,000
Nanjing SAIF	75,898	20,000,000

Capital Increase in May 2025

On May 6, 2025, Shanghai Xiansan, Shanghai Xianwu, Mr. Zhao, Shanghai Xianqi and Shanghai Xianliu subscribed for RMB42,815, RMB350,977, RMB91,700, RMB22,943 and RMB17,881 of the increased registered capital of the Company, respectively, all at nominal value ("**Capital Increase in May 2025**") for employees incentive purpose and in recognition of the co-founders' contributions to the Company.

Capitalization of capital reserve in 2025

On May 6, 2025, the registered capital of the Company was increased to RMB100,000,000 as a results of capitalization of RMB87,590,677 from the Company's capital reserve.

Tax Payment for Historical Equity Transfers

In 2021 and 2023, our Company underwent equity changes in its share capital ("**Historical Equity Transfers**"). During the Historical Equity Transfers, our Company's staff in charge of tax filings who assisted Mr. Zhao, Mr. Ye Yangsheng and Mr. Wang Qun (the "**Relevant Directors**") in their tax affairs miscalculated the personal income taxes required to be paid by the Relevant Directors due to their unfamiliarity with PRC tax regulations. As a result, the Relevant Directors underpaid a portion of their individual income taxes. In preparation for the proposed Listing, the Relevant Directors conducted a review of their tax compliance and identified the underpayment of individual income taxes derived from the Historical Equity Transfers. Despite the fact that no relevant tax authority has issued notifications to demand payment of the aforementioned outstanding taxes, each of Mr. Zhao, Mr. Ye Yangsheng and Mr. Wang Qun, on a voluntary basis, paid the outstanding taxes and late payment surcharges to the relevant tax authority in May 2025, in the aggregate amount of RMB40.36, RMB685,139.91 and RMB2,006,134.84, respectively.

The Company has adopted and implemented enhanced internal control measures based on the internal control consultant's advice, including formulating and implementing the Policy for Tax Management, stipulating the requirements on tax registration, filing, payments, planning and record keeping.

The Directors are of the view that the late payments by Mr. Zhao, Mr. Ye Yangsheng and Mr. Wang Qun in connection with the Historical Equity Transfers (the "**Incident**") have not negatively impugned the suitability of the Relevant Directors under Rules 3.08 and 3.09 based on the following reasons:

(a) The late payments of the relevant taxes in the Incident were inadvertent as a result that the relevant personnel who assisted the Relevant Directors with their tax affairs miscalculated their personal income taxes required to be paid in connection with Historical Equity Transfers;

(b) The Relevant Directors had paid the outstanding taxes and late payment surcharges to the competent tax authority on May 23, 2025 which is evident by tax payment receipts issued by the Shanghai Pudong New Area Taxation Bureau of State Taxation Administration (the "**Bureau**") to the Relevant Directors in connection with the tax payments;

(c) The Company and its PRC Legal Advisor consulted with a staff representative from the Bureau, a competent authority as confirmed by the Company's PRC Legal Advisor and the staff representative is authorized to accept the consultation on behalf of the competent authority. The staff representative confirmed that no administrative penalties have been or would be imposed on the Relevant Directors in connection with the Historical Equity Transfers;

(d) The Company's PRC Legal Advisor is of the view that, based on the opinion issued by the tax advisor and taking into account the consultation with the Bureau and given the Relevant Directors' voluntary payments of the aforementioned taxes and late payment surcharges, the risk of the Relevant Directors being subject to administrative penalties by PRC tax authorities is remote;

(e) After consulting with our internal control consultant, our directors believe that the enhanced internal control measures are adequate and effective to prevent recurrence of similar incidents; and

(f) None of the Relevant Directors has any record of violating laws and no tax authority has concluded that their late tax payments in the Incident constituted violation of PRC tax laws.

Based on the consultation with the Bureau, the view of the Company's PRC Legal Advisor, and the Sole Sponsor's independent due diligence, nothing has come to the Sole Sponsor's attention that would cause it to reasonably cast doubt on the Directors' view as stated above.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

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

PRE-IPO INVESTMENTS

Summary of Pre-IPO Investments

The following table sets forth a summary of the details of the Pre-IPO Investments:

	Series A Financing	Series A+ Financing	Series B Financing	Series C Financing
Amount of registered capital or number of Shares subscribed for	RMB542,236	RMB526,316	RMB564,732	265,643 Shares
Amount of consideration paid	RMB63,987,339	RMB32,000,000	RMB116,666,667	RMB70,000,000
Pre-money valuation of the Company	RMB236,012,661	RMB568,000,000	RMB2,283,333,333	RMB3,200,000,000
Post-money valuation of the Company	RMB300,000,000	RMB600,000,000	RMB2,400,000,000	RMB3,270,000,000
Date of payment of full consideration	November 26, 2020	April 7, 2021	January 18, 2022	April 30, 2025
Cost per Share paid under the Pre-IPO Investment (approximate)	RMB118.01(1)	RMB60.80(1)(2)	RMB206.59(1)	RMB263.51
Adjusted cost per Share paid under the Pre-IPO Investment (3) (approximate)	RMB3.72(1)	RMB7.18(1)	RMB25.64(1)	RMB32.70
Discount to the Offer Price(4)	95.79%	91.88%	71.01%	63.03%
Basis of consideration	The consideration for each round of the Pre-IPO Investments were determined based on arm's length negotiations among the relevant parties taking into consideration the timing of the investments and the Company's development stage.			
Use of proceeds and whether they have been fully utilized	We utilized the proceeds from the Pre-IPO Investments for our principal business, including but not limited to the growth and expansion of our Company's business and general working capital purposes. As of the Latest Practicable Date, all net proceeds from the Pre-IPO Investments had been utilized.			
Reasons for fluctuations in valuation in the Pre-IPO Investments	The increase in valuation from the Series A Financing to the Series A+ Financing was mainly due to our launch of lifting robot, robot controller SRC-2000 and intelligent forklifts, which raised our market visibility. The increase in valuation from the Series A+ Financing to the Series B Financing was mainly due to (i) official launch of our overseas operations on a significant scale; (ii) our full range of software (including MWMS Smart Logistics Management System, RDS and Meta Series Visualization Software) hitting the market, completing our software product matrix layout; and (iii) our rapid growth of revenue during the stage of Series B Financing, indicating our commercialization potential. The increase in valuation from the Series B Financing to the Series C Financing was mainly due to (i) expansion of our product portfolio, including but not limited to, launch of SRC-3000FS (Forklift Edition) and SRC-2000-F(S) robot controllers for forklifts, the SRC-880 robot controller for lifting robots, new carton transfer and cleaning robots and the 3D robot visualization software Meta-Map Pro; and (ii) our rapid growth of revenue during the stage of Series C Financing, indicating our commercialization potential. The increase in valuation upon the Listing from the Series C Financing was mainly due to further business expansion we made, alongside achieving further key business milestones including, among others, (i) release of the controller integrating embodied AI, SRC-5000, which, through its gradual commercialization, marked the industry's first achievement of whole-body-control; (ii) first application of advanced end-to-end navigation model and VLA to both intelligent forklifts and wheeled humanoid robots; and (iii) introduction of a new line of embodied intelligent robots including wheeled humanoid robots based on the SRC-5000 controllers and the SRC-1000 series robot controllers to cover more robot types such as legged robots, reflecting our efforts to further grow our business and commercialize our services.			
Strategic benefits	At the time of the Pre-IPO Investments, the Directors were of the view that (i) the Company would benefit from the additional capital provided by the Pre-IPO Investors and their market influence, knowledge and experience and (ii) the Pre-IPO Investments demonstrated the Pre-IPO Investors' confidence in our operation and development.			

(1) Taking into account of the Company's conversion into a joint stock limited company on March 24, 2025.
(2) The decrease in the cost per Share in the Series A+ Financing, despite an increase in the Company's valuation, was due to the capitalization of capital reserve prior to the Series A+ Financing, which significantly increased the Company's registered capital. See "— Establishment and Corporate Development — Capitalization of capital reserve in 2020" for details.
(3) The adjusted cost per Share is adjusted with reference to the capitalization of capital reserve of the Company in 2020 and 2025 as set out in the section headed " Establishment and Corporate Development" above.
(4) Calculated based on the Offer Price of HK$101.60, as compared with the adjusted cost per Share.

Rights of the Pre-IPO Investors

The Pre-IPO Investors were granted certain special rights, including but not limited to redemption rights, pre-emptive rights, director nomination rights, rights to be consented prior to certain corporate actions, anti-dilution rights and information right. All special rights granted to our Pre-IPO Investors have been terminated in compliance with Chapter 4.2 of the Guide. No Pre-IPO investor exercised redemption rights during the Track Record Period. For details, please refer to note 30 of the Accountants' Report.

Except for the redemption rights, anti-dilution rights and liquidation preference granted by the Company, all the other special rights shall be restored if the Listing does not take place, including but not limited to any such failure as a result of the withdrawal, rejection, return or lapse of a listing application.

Article 143 of the Civil Code stipulates that a civil legal act is valid if it is conducted by parties with the requisite capacity for civil conduct, is based on genuine intent, and does not contravene mandatory provisions of laws, administrative regulations, or public order and morals. Adhering to the principle of autonomy of will, the supplemental agreement dated May 19, 2025, pursuant to which all parties agreed that the redemption rights previously granted by the Company have been irrevocably terminated and shall be *void ab initio*, represents a consensual rescission arrangement among all relevant parties. Such retrospective termination arrangement does not contravene any mandatory provisions under PRC laws or administrative regulations, and should be legally binding on the parties. Based on the above, the PRC Legal Advisor is of the view that the redemption rights agreed upon by the Company and the Pre-IPO Investors have been irrevocably terminated and shall be deemed *void ab initio*.

Sole Sponsor's Confirmation

On the basis that (i) the consideration for the Pre-IPO Investments was irrevocably settled no less than 120 clear days before the Listing Date, and (ii) all the special rights granted to the Pre-IPO Investors as set out above have been terminated prior to the date of first filing of the listing application with the Stock Exchange and no special rights of the Pre-IPO Investors will exist after the Listing, the Sole Sponsor confirms that the Pre-IPO Investments are in compliance with Chapter 4.2 of the Guide.

The Sole Sponsor has conducted the following due diligence on the accounting treatment of the redemption rights adopted by the Reporting Accountants:

(i) the Sole Sponsor reviewed the Pre-IPO Investment Agreements and the supplemental agreement for termination of Pre-IPO Investors' special rights and noted that all the redemption rights granted by the Company to the relevant Pre-IPO Investors have been irrevocably terminated and shall not be restored;

(ii) the Sole Sponsor reviewed Note 30 to the Accountants' Report to assess the rationale for and reasonableness of presenting the redemption rights as equity instead of financial liabilities;

(iii) the Sole Sponsor conducted expert due diligence interview with the Reporting Accountants to evaluate the knowledge, skill and experience of the Reporting Accountants, the adequacy of the underlying bases for its opinions, and the reasonableness of the assumptions and qualifications adopted;

(iv) the Sole Sponsor discussed with our Company's PRC Legal Advisor, which confirmed that the redemption rights had been terminated irrevocably pursuant to the supplemental agreement for termination of Pre-IPO Investors' special rights; and

(v) the Sole Sponsor discussed this matter with its own PRC legal advisor, who concurs with the view of our Company's PRC Legal Advisor as stated above.

Information about our Pre-IPO Investors

The background information of our Pre-IPO Investors (including Sophisticated Independent Investors (all being Pathfinder SIIs)) is set out below.

Our Pathfinder SIIs and Sophisticated Independent Investors

Zhuhai Yinshan

Zhuhai Yinshan is a limited partnership established in the PRC, primarily engaged in equity investment, investment management and asset management. It has two general partners, namely GLP (Zhuhai) Equity Investment Management Co., Ltd. (普洛斯(珠海)股權投資管理有限公司) ("**GLP (Zhuhai)**") and Zhuhai Puyou Investment Consulting Co., Ltd. (珠海普郵投資諮詢有限公司) ("**Zhuhai Puyou**"). GLP (Zhuhai) is wholly-owned by Unity CMC Holdings Limited ("**Unity CMC**"), which is indirectly controlled by GLP Pte. Ltd. ("**GLP**"), a leading global thematic investor and business builder focusing on sectors with large addressable markets and strong secular growth drivers, including logistics, digital infrastructure, and renewable energy. Zhuhai Puyou is wholly-owned by Shanghai Yinshan Puheng Enterprise Management Co., Ltd. (上海隱山普衡企業管理有限公司) ("**Shanghai Yinshan**"), which is in turn owned as to 65.00% by Unity CMC and 35.00% by Zhuhai Yinshan Lingchuang Investment Consulting Co., Ltd. (珠海隱山領創投資諮詢有限公司) ("**Zhuhai Yinshan Lingchuang**"), respectively. Zhuhai Yinshan Lingchuang is owned as to 40.00% by Dong Zhonglang (董中浪), who has extensive experience in logistics investment, and 40.00% by Zhuhai Dongfang Zeyu Business Consulting Co., Ltd. (珠海市東方澤宇商務諮詢有限公司) ("**Zhuhai Dongfang Zeyu**"), respectively. Zhuhai Dongfang Zeyu is wholly-owned by HIGASHI MICHIHIRO (東方浩), an experienced industry expert with extensive experience in logistics and strategy consulting. Zhuhai Yinshan has 32 limited partners, with its largest limited partner, Zhuhai Puyin Logistics Industry Equity Investment Partnership (Limited Partnership) (珠海普隱物流產業股權投資合夥企業(有限合夥)) ("**Zhuhai Puyin**"), holding approximately 34.19% of the partnership interests. Zhuhai Puyin is managed by its general partner Shanghai Yinyuan Enterprise Management Co., Ltd. (上海隱圓企業管理有限公司), which is wholly-owned by Shanghai Yinshan and in turn ultimately controlled by GLP as mentioned above. None of the other 31 limited partners directly holds more than 13.10% of the partnership interests.

The Company established a relationship with Zhuhai Yinshan through its financing activities, with Zhuhai Yinshan initiating contact for potential investment opportunities. Zhuhai Yinshan will be a substantial shareholder of the Company upon the Listing, and therefore a connected person of the Company under the Listing Rules.

The assets under management ("**AUM**") of GLP was over US$89 billion and US$120 billion as of June 30, 2020(1) and December 31, 2024(2), respectively. As the general managers that manage Zhuhai Yinshan are ultimately controlled by GLP, whose AUM meets the threshold set out in Chapter 2.5 of the Guide, and the investment decisions of Zhuhai Yinshan are ultimately controlled and managed by GLP through the investment committee, where GLP representatives hold all the seats in the investment committees of Zhuhai Yinshan and the resolutions can be passed by a simple majority of the committee members, Zhuhai Yinshan qualifies as a Sophisticated Independent Investor. In compliance with Rule 18C.05 of the Listing Rules, Zhuhai Yinshan held approximately 14.25% and 15.22% of the total issued share capital of our Company of May 27, 2025 (being the date of submission of the Company's first listing application) and throughout the pre-application 12-month period, respectively.

Ecovacs Investment Hainan

Ecovacs Investment Hainan is a limited liability company established in the PRC, primarily engaged in investments, and is wholly owned by Ecovacs Robotics Co., Ltd. (科沃斯機器人股份有限公司) ("**Ecovacs**", a company listed on the Shanghai Stock Exchange (stock code: 603486)). Ecovacs stands as a leader and pioneer in the service robot and high-end smart appliances industries with a strong focus on independent research and development towards robot and AI innovation.

The Company established a relationship with Ecovacs Investment Hainan through its financing activities, with Ecovacs Investment Hainan initiating contact for potential investment opportunities. To the best knowledge of the Directors, each of Ecovacs Investment Hainan and its ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company.

According to CIC, in terms of gross merchandise volume from home service robots sales in the PRC, Ecovacs ranked first in the first half of 2020 and in 2024, and was a key participant in the downstream service robot industry of the Company as of June 30, 2020[(1)] and December 31, 2024[(2)], respectively, with the top three players collectively accounting for approximately 70.0% market share in 2024 and market size reaching approximately RMB19 billion. In compliance with Rule 18C.05 of the Listing Rules, Ecovacs Investment Hainan held approximately 6.45% and 6.89% of the total issued share capital of our Company of May 27, 2025 (being the date of submission of the Company's first listing application) and throughout the pre-application 12-month period, respectively.

SAIF SIIs

Nanjing SAIF, SAIF Yi'an, SAIF Yulin and Jiaxing Tengyuan (collectively, "**SAIF SIIs**") are limited partnerships established in the PRC, primarily engaged in equity investment and venture capital.

Nanjing SAIF is managed by Nanjing SAIF Equity Investment Management Center (Limited Partnership) (南京賽富股權投資管理中心(有限合夥)), which is in turn managed by Tianjin SAIF Shengyuan Investment Management Center (Limited Partnership) (天津賽富盛元投資管理中心(有限合夥)) ("**Tianjin SAIF**"), which is mainly engaged in private equity investment management. Nanjing SAIF has 12 limited partners with none of them holding more than 19.61% of the partnership interests.

SAIF Yi'an is managed by Hangzhou Fuyang SAIF Jiayuan Equity Investment Partnership Enterprise (Limited Partnership) (杭州富陽賽富嘉元股權投資合夥企業(有限合夥)), which is in turn managed by Tianjin SAIF. SAIF Yi'an has two limited partners, being Hangzhou Fuyang Xinmingjian Equity Investment Partnership Enterprise (Limited Partnership) (杭州富陽鑫明健股權投資合夥企業(有限合夥)) ("**Hangzhou Fuyang Xinmingjian**") and Hangzhou Fuyang Bitwang Equity Investment Partnership (Limited Partnership) (杭州富陽比特旺股權投資合夥企業(有限合夥)) ("**Fuyang Bitwang**"), holding approximately 69.44% and 27.78% of the partnership interests, respectively. Hangzhou Fuyang Xinmingjian is managed by its general partner Gongqingcheng Xinmingjian Investment Co., Ltd. (共青城鑫明健投資有限公司), which is in turn ultimately controlled by Li Xiaoming (李曉明). Fuyang Bitwang is managed by its general partner, Qingtian Wangte Enterprise Management Partnership (Limited Partnership) (青田旺特企業管理合夥企業(有限合夥)), which is in turn managed by its general partner, Shan Erte (單爾特).

SAIF Yulin is managed by Nanjing SAIF Yulin Equity Investment Management Center (Limited Partnership) (南京賽富雨林股權投資管理中心(有限合夥)) ("**Nanjing SAIF Yulin**"), which is in turn managed by Tianjin SAIF. SAIF Yulin has two limited partners, being Nanjing SAIF Jinfu Equity Investment Partnership Enterprise (Limited Partnership) (南京賽富金複股權投資合夥企業(有限合夥)) ("**Nanjing SAIF Jinfu**") and Nanjing Qilin Entrepreneurship Investment Co., Ltd. (南京麒麟創業投資有限公司) ("**Nanjing Qilin Entrepreneurship**"), holding 65.00% and 30.00% of the partnership interests, respectively. Nanjing SAIF Jinfu is managed by its general partner Nanjing SAIF Yulin, which is in turn managed by Tianjin SAIF. Nanjing Qilin Entrepreneurship is ultimately controlled by Nanjing Municipal People's Government State-owned Assets Supervision and Administration Commission (南京市人民政府國有資產監督管理委員會).

Jiaxing Tengyuan is managed by Tianjin SAIF and has one limited partner, being Andrew Y. Yan (閻焱), holding approximately 98.94% of the partnership interests. Tianjin SAIF is managed by Tianjin Xima Laya Investment Co., Ltd. (天津喜瑪拉雅投資諮詢有限公司), which is in turn owned as to 50.00% and 50.00% by Zhao Jun (趙鈞) and Li Jia (李佳), respectively.

The Company established a relationship with SAIF SIIs through its financing activities, with SAIF SIIs initiating contact for potential investment opportunities. To the best knowledge of the Directors, each of SAIF SIIs and their ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company.

The AUM of Tianjin SAIF was over RMB17.79 billion and RMB18.55 billion as of June 30, 2021[(1)] and December 31, 2024[(2)], respectively. Each of the SAIF SIIs is ultimately managed by Tianjin SAIF, which directs the investment decisions of such funds through their respective investment committees or as the executive partner. To be specific, (i) Tianjin SAIF representatives hold all the seats in the investment committees of Nanjing SAIF and SAIF Yi'an; (ii) Yulin SAIF's investment decisions shall be approved by three or more (out of five) of the investment committee members in accordance with its partnership agreement, where Tianjin SAIF representatives hold three seats and the resolutions can be passed by a simple majority of the committee members; and (iii) Jiaxing Tengyuan's investment decisions are entirely directed by Tianjin SAIF as its executive partner. As a result, the different shareholding entities are purely different funds managed by the same fund manager and should be aggregated as one Pathfinder SII pursuant to Chapter 2.5 of the Guide. In compliance with Rule 18C.05 of the Listing Rules, the SAIF SIIs held approximately 4.26% and 3.90% of the total issued share capital of our Company of May 27, 2025 (being the date of submission of the Company's first listing application) and throughout the pre-application 12-month period, respectively.

(1) Being a date not more than six months prior to the date of signing of the first definitive agreement for their investment in the Company.
(2) Being a date not more than six months prior to the first listing application of the Company.

Our other Pre-IPO Investors

Ningbo Huilidaoqin

Ningbo Huilidaoqin is a limited partnership established in the PRC, primarily engaged in investment management and consulting, and is managed by its general partners Ningbo Meishan Bonded Port Area Minheng Qizhi Investment Management Center (Limited Partnership) (寧波梅山保稅港區民恒啓智投資管理中心(有限合夥)) ("**Ningbo Minheng Qizhi**") and Ningbo Meishan Bonded Port Hengmin Information Consulting Co., Ltd. (寧波梅山保稅港區恒旻信息諮詢有限公司) ("**Ningbo Hengmin**"). Ningbo Minheng Qizhi is managed by Xizang Dazi Zhiyuan Huicai Investment Management Co., Ltd. (西藏達孜致遠匯才投資管理有限公司) ("**Xizang Zhiyuan Huicai**"). Xizang Zhiyuan Huicai is owned as to 51.00% and 49.00% by Wu Haiyan (吳海燕) and Wang Daoping (王道平), respectively. Ningbo Hengmin is owned as to 90.00% by Li Lianzhu (李聯珠). Ningbo Huilidaoqin has 48 limited partners, with its largest limited partner, Ningbo Meishan Bonded Port Area Ruizhao Mingyuan Investment Management Center (Limited Partnership) (寧波梅山保稅港區瑞兆明遠投資管理中心(有限合夥)) ("**Ningbo Ruizhao Mingyuan**"), holding approximately 89.65% of the partnership interests. Ningbo Ruizhao Mingyuan is managed by its general partner Ningbo Minheng Qizhi.

To the best knowledge of the Directors, each of Ningbo Huilidaoqin and its ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company.

Tianjin Dehui

Tianjin Dehui is a limited partnership established under the laws of the PRC, primarily engaged in investment management, with Shenzhen Yueqi Enterprise Management Partnership (Limited Partnership) (深圳越奇企業管理合夥企業(有限合夥)) ("**Shenzhen Yueqi**") being its general partner. The general partner of Shenzhen Yueqi is Xizang Yueqi Enterprise Management Co., Ltd. (西藏越奇企業管理有限公司) ("**Xizang Yueqi**"). The ultimate beneficial owners of Xizang Yueqi are Niu Kuiguang (牛奎光), Li Jianguang (李建光) and Wang Jingbo (王靜波). Tianjin Dehui has two limited partners, being Suzhou Hexie Chaoyue Phase II Investment Center (Limited Partnership) (蘇州和諧超越二期投資中心(有限合夥)) ("**Suzhou Hexie Chaoyue Phase II Center**") and Shenzhen Hexie Chaoyue Phase II Equity Investment Fund Partnership (Limited Partnership) (深圳和諧超越二期股權投資基金合夥企

業(有限合夥)) ("**Shenzhen Hexie Chaoyue Phase II Fund**"), holding approximately 60.39% and 39.61% of the partnership interests, respectively. Both of Suzhou Hexie Chaoyue Phase II Center and Shenzhen Hexie Chaoyue Phase II Fund are managed by their respective general partner Shenzhen Yueqi.

To the best knowledge of the Directors, each of Tianjin Dehui and its ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company or other Pre-IPO Investors.

Hangzhou Yuanqiao

Hangzhou Yuanqiao is a limited partnership established in the PRC, primarily engaged in venture capital, and is managed by Hangzhou Yuanqiao Zhengming Private Fund Management Co., Ltd. (杭州遠橋正明私募基金管理有限公司) ("**Hangzhou Yuanqiao Zhengming**"). Hangzhou Yuanqiao Zhengming is respectively owned as to approximately 51.00% and 36.38% by Zhou Xiaole (周曉樂) and Yuanqiao Investment (Suzhou) Co., Ltd. (遠橋投資(蘇州)有限公司), which is ultimately controlled by Zhou Xiaole. Hangzhou Yuanqiao has six limited partners, with its largest limited partner, Jiaxing Zhiyu Equity Investment Partnership (Limited Partnership) (嘉興智宇股權投資合夥企業(有限合夥)) ("**Jiaxing Zhiyu**"), holding approximately 55.25% of the partnership interests. Jiaxing Zhiyu is managed by its general partner Hangzhou Yuanqiao Zhengming. None of the other five limited partners holds more than 21.75% of the partnership interests.

To the best knowledge of the Directors, each of Hangzhou Yuanqiao and its ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company or other Pre-IPO Investors.

Hangzhou Haolan

Hangzhou Haolan is a limited partnership established in the PRC, primarily engaged in equity investment, and is managed by Shanghai Senrui Investment Management Co., Ltd. (上海森鋭投資管理有限公司) ("**Shanghai Senrui**"). Shanghai Senrui is owned as to 40.00% by Shanghai Shiyu Enterprise Management Partnership (Limited Partnership) (上海時煜企業管理合夥企業(有限合夥)) and as to 60.00% by two other shareholders each holding not more than 30.00% of the equity interests. Shanghai Shiyu Enterprise Management Partnership (Limited Partnership) is managed by Chen Yu (陳鬱). Hangzhou Haolan has nine limited partners, with its largest limited partner, Zhuji Haoyue Equity Investment Partnership Enterprise (Limited Partnership) (諸暨浩越股權投資合夥企業(有限合夥)) ("**Zhuji Haoyue**"), holding approximately 35.20% of the partnership interests. Zhuji Haoyue is managed by its general partner Shanghai Senrui. None of the other eight limited partners holds more than 16.81% of the partnership interests.

To the best knowledge of the Directors, each of Hangzhou Haolan and its ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company or other Pre-IPO Investors.

Hongtai Investment

Hongtai Investment is a limited partnership established in the PRC, primarily engaged in venture capital, and is managed by Wuxi Xingxin Co Creation Investment Co., Ltd. (無錫市星鑫共創投資有限公司), which is in turn wholly-owned by Qingdao Xinchen Science and Technology Innovation Industry Co., Ltd. (青島鑫宸科創實業有限公司). Qingdao Xinchen Science and Technology Innovation Industry Co., Ltd. is directly owned as to 60.00% by Sheng Xitai (盛希泰) and as to 40.00% by four other shareholders each holding not more than 20.00% of the equity interests. Hongtai Investment has two limited partners, being Wuxi Keyi Investment Development Group Co., Ltd. (無錫市科益投資發展集團有限公司) ("**Wuxi Keyi Investment**"), and Wuxi Liangxi Science and Technology City Innovation Investment Co., Ltd. (無錫市梁溪科技城創新投資有限公司) ("**Wuxi Liangxi Technology**"), each holding approximately 49.92% of the partnership interests. Wuxi Keyi Investment is ultimately controlled by Wuxi Liangxi District People's Government State-owned Assets Supervision and Administration Office (無錫市梁溪區人民政府國有資產監督管理辦公室) ("**Wuxi Liangxi SASAO**").

Wuxi Liangxi Technology is ultimately owned as to approximately 38.54% by Wuxi Liangxi SASAO and as to approximately 28.90% by Wuxi Municipal People's Government State-owned Assets Supervision and Administration Commission (無錫市人民政府國有資產監督管理委員會), respectively.

To the best knowledge of the Directors, each of Hongtai Investment and its ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company or other Pre-IPO Investors.

Meaningful Investment from Sophisticated Independent Investors

We have received meaningful investments from three Sophisticated Independent Investors (all being Pathfinder SIIs), each having invested in the Group for at least 12 months prior to the first submission of our listing application to the Stock Exchange. In accordance with Chapter 2.5 of the Guide, each of the Pathfinder SIIs held more than 3%, and in aggregate more than 10%, of the issued share capital of the Company as of the date of our listing application and throughout the pre-application 12-months period.

As of the Latest Practicable Date, our Sophisticated Independent Investors held, in aggregate, approximately 24.95% in the total issued share capital of the Company. Upon the Listing, such Sophisticated Independent Investors will hold, in aggregate, no less than 20% in the total issued share capital of the Company.

LOCK-UP PERIOD

Pursuant to the applicable PRC law, within the 12 months following the Listing Date, all existing Shareholders (including our Pre-IPO Investors) are prohibited from disposing of any of the Shares held by them.

The following Shares will also be subject to disposal restrictions pursuant to Rules 18C.13 and 18C.14 of the Listing Rules at the time of the Listing:

Name	Capacity	Aggregate number of Shares held immediately following the completion of the Global Offering(1)	Aggregate shareholding in the total issued share capital of our Company following the completion of the Global Offering(1)	Lock-up period for a Commercial Company
Key persons(2) and their close associates/Controlling Shareholders Group				
Mr. Zhao	Founder, chairman of the Board, executive Director and chief executive officer of the Company	17,050,617	15.43%	Commencing on the date of this prospectus and ending on expiry of 12 months from the Listing Date
Shanghai Xianyi	Employee Incentive Platform managed by Mr. Zhao where the Company's senior management and core R&D team members hold limited partnership interest	15,461,117	13.99%	
Shanghai Xiansan	Holding vehicle controlled and managed by Mr. Zhao where Mr. Ye Yangsheng and Mr. Wang Qun hold limited partnership interest	7,960,265	7.20%	
Shanghai Xianwu(3)	Employee Incentive Platform managed by Mr. Zhao where the Company's senior management and core R&D team members hold limited partnership interest	4,823,140	4.36%	
Shanghai Xianliu	Holding vehicle controlled and managed by Mr. Zhao where Mr. Wang Qun hold limited partnership interest	3,324,871	3.01%	

Name	Capacity	Aggregate number of Shares held immediately following the completion of the Global Offering[(1)]	Aggregate shareholding in the total issued share capital of our Company following the completion of the Global Offering[(1)]	Lock-up period for a Commercial Company
Shanghai Xianqi	Holding vehicle controlled and managed by Mr. Zhao where Mr. Ye Yangsheng hold limited partnership interest	4,265,688	3.86%	
Pathfinder SIIs				
Zhuhai Yinshan	Pathfinder SII	14,249,432	12.90%	Commencing on the date of this prospectus and ending on expiry of six months from the Listing Date
Ecovacs Investment Hainan	Pathfinder SII	6,446,709	5.83%	
SAIF SIIs	Pathfinder SII	4,258,822	3.85%	

(1) Assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised.

(2) The Company determined the key personnel, namely Mr. Zhao, Mr. Wang Qun, Mr. Ye Yangsheng, Dr. Huang Qiangsheng and Dr. Zhang Tengyu, based on their roles and expertise in leading the development of our core technologies in relation to the Specialist Technology Products and their seniority within the R&D department of the Company. These key personnel play critical roles in driving the Company's product innovation and overall business development. See "Business — Research and Development — R&D Team and Core Members" for further details of their biographies. The key personnel directly or indirectly hold the Shares through Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi, Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2, and all the respective ultimate beneficial interests in these platforms held by the key personnel shall be subject to disposal restrictions pursuant to Rules 18C.14 of the Listing Rules at the time of the Listing.

(3) Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2 are two limited partners of Shanghai Xianwu, and Mr. Zhao acted as the general partner of each of them.

PREVIOUS ENTREPRENEURIAL ENDEAVOR BY OUR CO-FOUNDERS

Establishment and Deregistration of Shanghai Seer Robotics

Before the Company's establishment in April 2020, our co-founders (i.e. Mr. Zhao, Mr. Ye Yangsheng and Mr. Wang Qun), together with other two business partners, started up business in the robot industry by founding Shanghai Seer Robotics Co., Ltd. (上海仙知機器人科技有限公司) ("**Shanghai Seer Robotics**") in 2015 as first entrepreneurial endeavor. Shanghai Seer Robotics focused on robot and robot controller R&D and only recorded sales on no significant scale.

During the development of Shanghai Seer Robotics, differences and disagreements gradually developed among founders over the corporate management and development philosophy, which is not uncommon for startup teams. Such differences and disagreements affected the pace of Shanghai Seer Robotics' business development and reduced the efficiency of its internal operations and management. In addition, it also led to difficulties for Shanghai Seer Robotics to secure financing, which became even more pressing given Shanghai Seer Robotics' precarious financial condition. As a result, the shareholders of Shanghai Seer Robotics resolved to liquidate and deregister the company at a shareholders' meeting held in March 2020. Subsequently, our co-founders decided to embark on a new business venture by launching the Company in April 2020.

During the deregistration process of Shanghai Seer Robotics, to maximize shareholders value, Shanghai Seer Robotics transferred all its intangible assets (primarily being intellectual properties, including 46 trademarks, 24 patents, 11 copyrights and one domain name, some of which were pending registration) and fixed assets (primarily being office equipment such as computers) and a portion of inventories (primarily being spare parts) to its subsidiary, Shanghai Seer Soft, for cash consideration of approximately RMB6.6 million. The cash was later distributed to the then shareholders of Shanghai Seer Robotics. The consideration for such transfer was determined with reference to a valuation report prepared by an independent valuer for the purpose of deregistration.

Shanghai Seer Soft was later acquired and became a subsidiary of the Company. However, the material granted patents for our core technologies in relation to our Specialist Technology Products were independently developed by the Company, none of which were derived from Shanghai Seer Soft's existing intellectual properties. Our co-founders all come from professional backgrounds relevant to the Company's practice. See "Directors and Senior Management." Leveraging the accumulated experience, expertise and know-how in the robotics industry, the development of the Company as a new venture has progressed smoothly since its establishment, with product development and commercialization advancing in an orderly manner. In addition, the rapid growth of the robotics industry in recent years has further fueled the Company's expansion, enabling it to reach its current scale.

Save as disclosed below, there were no other relationships (including business, financing or otherwise) between the Group and Shanghai Seer Robotics:

(a) Certain historical investors of Shanghai Seer Robotics (i.e., Huiyin Investment and Ecovacs Investment Hainan) demonstrated strong confidence in our co-founders and subsequently invested in the Company;

(b) There was a certain degree of personnel overlap between Shanghai Seer Robotics and the Company. Such overlap arose from employees voluntarily joining the new venture based on their professional trust in our co-founders, rather than as a result of any coordinated transfer or planned continuation of employment between the two entities;

(c) There was a certain degree of overlap in customers and/or suppliers between Shanghai Seer Robotics and the Company. This overlap is attributable to the fact that both companies operate in the same industry segment, resulting in some common upstream and downstream counterparties. However, unlike the Company, which serves over 2,000 downstream integrators and end customers, Shanghai Seer Robotics primarily provided customized, project-based services with much smaller customer base. Therefore, the Company's customers overlap with Shanghai Seer Robotics is limited; and

(d) As mentioned above, during the deregistration process, Shanghai Seer Robotics transferred all its intangible assets and fixed assets and a portion of inventories to Shanghai Seer Soft.

Tax Incidents of Shanghai Seer Robotics

Shanghai Seer Robotics has been involved in certain tax incidents as set out below (the "**Tax Incidents**"). The Tax Incidents were not attributable to our co-founders, nor did it arise from any willful intent to commit tax evasion.

(a) *Underpaid Individual Income Tax:* From March 2016 to December 2018, to alleviate the personal income tax burden for employees and at their request, Shanghai Seer Robotics' human resources department adopted a salary-splitting arrangement under which a portion of employee compensation was paid through a third-party agency. This arrangement was implemented without knowledge of its non-compliance. Such tax underpayment occurred multiple times in small amounts within about three years. Our co-founders were not involved in or aware of such arrangements in respect of such small amounts in any capacity.

(b) *Underpaid VAT:* In 2019, an individual customer purchased products from Shanghai Seer Robotics and, without prior communication, made payment of RMB100,000 directly to Mr. Zhao Yue (Shanghai Seer Robotics's general manager at that time), who, in good faith, passed the amount to personnel in the sales and project departments, believing they would properly handle the funds. Unfortunately, such personnel erroneously used the amount as a contingency fund, and as a result, such funds were not recognized as revenue and consequently, the company failed to declare and pay the applicable VAT.

In October 2020, the Shanghai Tax Bureau issued a tax treatment decision and an administrative penalty decision to Shanghai Seer Robotics, ordering it to (i) make up the underpaid individual income tax of RMB558,062.47 and the associated late payment interest; (ii) pay the underpaid VAT of RMB16,000 and VAT surcharge, along with the corresponding late payment interest; and (iii) pay a fine of RMB287,111.24 (representing 50% of the aforesaid underpaid tax). As of October 16, 2020, all the relevant taxes and late payment fees in the total amount of RMB866,393.47 had been fully settled.

As confirmed by our PRC Legal Advisor, (i) the making up of underpaid taxes and the associated late payment interest required in the tax treatment decision do not constitute an administrative penalty; and (ii) the fine imposed on Shanghai Seer Robotics in the administrative penalty decision was at the minimum level of the statutory penalty range.

PUBLIC FLOAT

Pursuant to Rule 19A.13A(1) of the Listing Rules, assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised, based on the Offer Price of HK$101.60 per Offer Share, our expected market capitalization upon the Listing is HK$11.23 billion, and the minimum prescribed public float percentage applicable to our Shares is 15.0%.

Apart from 67,135,130 H Shares held by Mr. Zhao, Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi and Zhuhai Yinshan to be converted from the Domestic Shares, all the H Shares will be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules upon completion of the Global Offering and conversion of the Domestic Shares into H Shares, assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised.

Upon completion of the Global Offering and conversion of the Domestic Shares into H Shares, assuming that (i) 10,497,300 H Shares being issued in the Global Offering; (ii) the Offer Size Adjustment Option and the Over-allotment Option are not exercised; (iii) 100,000,000 Domestic Shares being converted to H Shares; and (iv) 110,497,300 Shares are issued and outstanding in the share capital of the Company upon completion of the Global Offering, 43,362,170 Shares, representing approximately 39.24% of the total issued Shares, will be counted towards the public float and is in compliance with the requirement under Rule 19A.13A(1) of the Listing Rules.

FREE FLOAT

Rule 19A.13C of the Listing Rules provides that, where a new applicant is a PRC issuer with no other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 10% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (b) have an expected market value at the time of listing of not less than HK$600,000,000.

Take into consideration the number of issued share capital of the Company, Offer Shares to be issued under the Global Offering, the Shares held by the existing Shareholders subject to lock-up requirement under the PRC laws and regulations, and the Shares to be allocated to cornerstone investors, the expected market value of the H Shares being held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise) at the time of Listing would amount to approximately HK$604.31 million (on the basis of the Offer Price of HK$101.60 per Offer Share, and the Offer Size Adjustment Option and the Over-allotment Option are not exercised). Accordingly, our Company will comply with the free float requirement under Rule 19A.13C of the Listing Rules at the time of the Listing.

CAPITALIZATION OF THE COMPANY

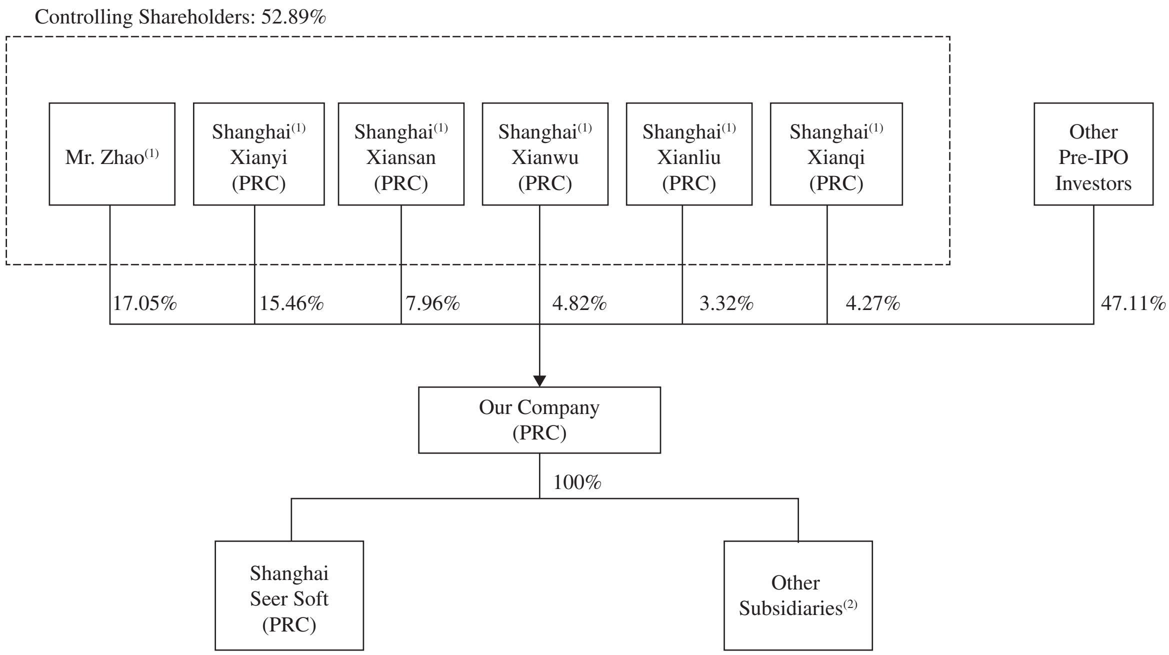
The following table is a summary of the capitalization of the Company:

	As at the Latest Practicable Date		Immediately following the completion of the Global Offering and conversion of the Domestic Shares into H Shares (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)					
Shareholder	**Number of Shares**	**Shareholding in the Shares**	**Number of Domestic Shares**	**Shareholding in the Domestic Shares**	**Number of H Shares**	**Shareholding in the H Shares**	**Number of Total Shares**	**Shareholding in the Total Issued Share Capital**
Mr. Zhao	17,050,617	17.05%	–	–	17,050,617	15.43%	17,050,617	15.43%
Shanghai Xianyi	15,461,117	15.46%	–	–	15,461,117	13.99%	15,461,117	13.99%
Shanghai Xiansan	7,960,265	7.96%	–	–	7,960,265	7.20%	7,960,265	7.20%
Shanghai Xianwu	4,823,140	4.82%	–	–	4,823,140	4.36%	4,823,140	4.36%
Shanghai Xianliu	3,324,871	3.32%	–	–	3,324,871	3.01%	3,324,871	3.01%
Shanghai Xianqi	4,265,688	4.27%	–	–	4,265,688	3.86%	4,265,688	3.86%
Sub-total	52,885,698	52.89%	–	–	52,885,698	47.86%	52,885,698	47.86%
Zhuhai Yinshan	14,249,432	14.25%	–	–	14,249,432	12.90%	14,249,432	12.90%
Ningbo Huilidaoqin	9,654,483	9.65%	–	–	9,654,483	8.74%	9,654,483	8.74%
Ecovacs Investment Hainan	6,446,709	6.45%	–	–	6,446,709	5.83%	6,446,709	5.83%
Tianjin Dehui	5,349,599	5.35%	–	–	5,349,599	4.84%	5,349,599	4.84%
Hangzhou Yuanqiao	4,455,980	4.46%	–	–	4,455,980	4.03%	4,455,980	4.03%
Nanjing SAIF	2,327,951	2.33%	–	–	2,327,951	2.11%	2,327,951	2.11%
SAIF Yi'an	1,306,751	1.31%	–	–	1,306,751	1.18%	1,306,751	1.18%
Hangzhou Haolan	1,170,225	1.17%	–	–	1,170,225	1.06%	1,170,225	1.06%
SAIF Yulin	390,078	0.39%	–	–	390,078	0.35%	390,078	0.35%
Jiaxing Tengyuan	234,042	0.23%	–	–	234,042	0.21%	234,042	0.21%
Hongtai Investment	1,529,052	1.53%	–	–	1,529,052	1.38%	1,529,052	1.38%
Sub-total	47,114,302	47.11%	–	–	47,114,302	90.50%	47,114,302	90.50%
Investors taking part in the Global Offering	–	–	–	–	10,497,300	9.50%	10,497,300	9.50%
Total	**100,000,000**	**100%**	**–**	**–**	**110,497,300**	**100%**	**110,497,300**	**100%**

CORPORATE STRUCTURE

Corporate Structure Immediately before Completion of the Global Offering

The following chart illustrates the shareholding structure and simplified corporate structure of the Group immediately prior to the completion of the Global Offering and conversion of the Domestic Shares into H Shares:



(1) Mr. Zhao, Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi, Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2 are a group of Controlling Shareholders. Shanghai Xianyi and Shanghai Xianwu are employee incentive platforms of our Group with Mr. Zhao being the general partner of each. None of limited partners holds more than 10% limited partnership interests in Shanghai Xianyi. Shanghai Xianwu has three limited partners, namely Mr. Ye Yangsheng, Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2, holding approximately 0.02%, 37.36% and 49.34% limited partnership interests, respectively. Mr. Zhao is the general partner of Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2, respectively.

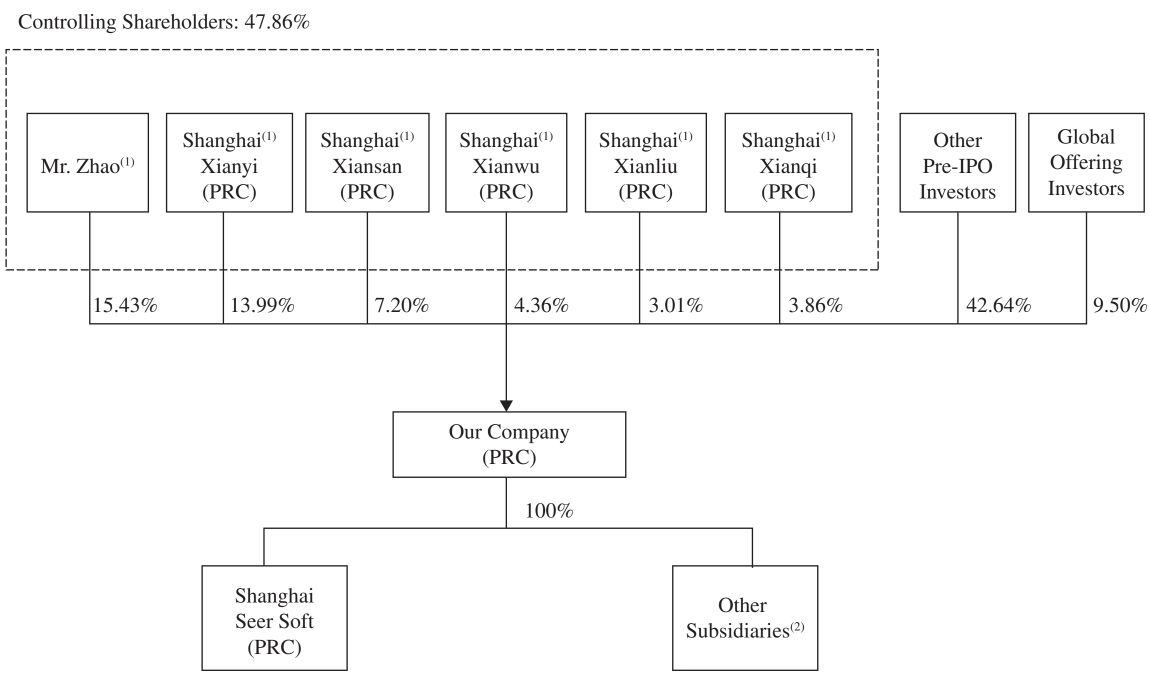
Shanghai Xiansan, Shanghai Xianliu and Shanghai Xianqi are holding vehicles for Mr. Zhao, Mr. Wang Qun and Mr. Ye Yangsheng, with Mr. Zhao as their respective general partner holding approximately 55.56%, 0.01% and 0.01% partnership interest, respectively. Shanghai Xiansan has two limited partners, namely Mr. Ye Yangsheng and Mr. Wang Qun, holding approximately 22.22% limited partnership interests, respectively. Shanghai Xianliu has one limited partner, namely Mr. Wang Qun, holding approximately 99.99% limited partnership interests. Shanghai Xianqi has one limited partner, namely Mr. Ye Yangsheng, holding approximately 99.99% limited partnership interests.

Pursuant to the respective partnership agreements of Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu and Shanghai Xianqi, Mr. Zhao, as the general partner of each of these partnerships, has full authority to control and direct their decision-making processes. None of the limited partners has any authority to participate in the management of the partnerships, nor are the limited partners involved in the execution of partnership affairs.

(2) We also have other seven wholly-owned subsidiaries including two operating subsidiaries engaged in robot sales business and five subsidiaries with no actual business operation.

Corporate Structure Immediately Following Completion of the Global Offering

The following chart illustrates the shareholding structure and simplified corporate structure of the Group immediately following the completion of the Global Offering and conversion of the Domestic Shares into H Shares (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised):



(1)–(2) Please see the details contained in the preceding pages.

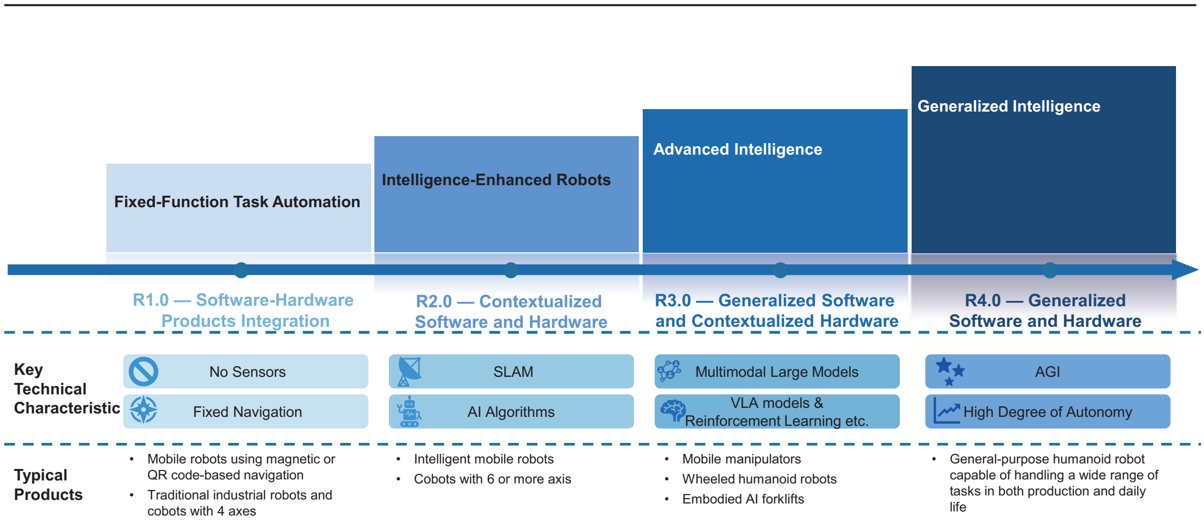
*The information and statistics set out in this section and other sections of this prospectus were extracted from different official government publications, available sources from public market research and other sources from independent suppliers, and the independent industry report prepared by CIC. We engaged CIC to prepare an independent industry report in connection with the Global Offering (the "**CIC Report**"). The information from official government sources has not been independently verified by us, the Sole Sponsor, Overall Coordinators, Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers, any of the Underwriters, any of their respective directors and advisers, or any other persons or parties involved in the Global Offering, and no representation is given as to its accuracy.*

OVERVIEW OF THE INTELLIGENT ROBOT INDUSTRY

Introduction of Robots

A robot refers to a programmable machine built with mechanical components that allow movement across two or more axes. Starting from the 2010s, the robot industry has been rapidly progressing from fixed-function machines to intelligent robots capable of perception and decision-making, driven by advances in AI, machine learning and large-scale data processing. The evolution of robots is categorized into four generations, each of which is defined by the progression of software-hardware integration and contextualization.

Evolution of Global Robot Industry



Source: CIC

The table below sets forth the characteristics of robots from each generation:

	R1.0 — Software-Hardware Products Integration	R2.0 — Contextualized Software and Hardware	R3.0 — Generalized Software and Contextualized Hardware	R4.0 — Generalized Software and Hardware
Technical Characteristics . .	Relied entirely on rigid programming, following hardcoded instructions with no ability to adjust behavior after deployment and with no sensors, perception, or learning ability. Navigation followed predetermined routes, and their execution logic was mechanical and inflexible, making them incapable of handling variability, complexity, or irregular inputs.	Introduced sensors and basic AI algorithms to perceive and respond to their surroundings. The ability to detect environmental changes and adjust movements improved accordingly. They gained basic decision-making capabilities and could vary their responses based on context.	Marked a shift toward cross-task adaptability by leveraging knowledge acquired from prior experiences in other settings. With large-scale multimodal data, including inputs from vision, speech, touch and movement, robots gained deeper environmental understanding. VLA and end-to-end navigation models enable perception, decision-making and execution to operate within a single AI framework, advancing cross-task learning and task transfer in embodied AI.	R4.0 represents a forward-looking phase of technological evolution in which robots are envisioned to achieve full autonomous reasoning, continuous self-optimization, and generalized adaptability in both software and hardware.

	R1.0 — Software-Hardware Products Integration	R2.0 — Contextualized Software and Hardware	R3.0 — Generalized Software and Contextualized Hardware	R4.0 — Generalized Software and Hardware
Application Scenarios	Limited to controlled environments and highly repetitive, low-complexity tasks. Incapable of adapting beyond predefined instructions.	Deployed in a wider range of commercial, industrial and public service environments. Capable of operating autonomously in specific scenarios and managing moderately complex tasks within trained parameters.	Capable of handling diverse tasks across structured and unstructured settings, from factories and warehouses to healthcare facilities and outdoor service environments. Robots can support more specialized workflows by adapting to specific user preferences, organizational requirements or localized environmental conditions, enabling autonomous operation with enhanced generalization across varied real-world scenarios.	In this future stage, such robots are expected to exhibit universal applicability across nearly all business and consumer-facing contexts, enabling collaboration with humans and real-time adaptation to diverse scenarios.

The global robot market has seen significant growth as it transitions from R2.0 to R3.0. In terms of revenue, the size of the global robot market increased from RMB267.6 billion in 2021 to RMB456.6 billion in 2025, representing a CAGR of 14.3% from 2021 to 2025, and is projected to reach RMB1,037.3 billion by 2030, representing a CAGR of 19.4% from 2026 to 2030. In terms of sales volume, the size of the global robot market grew from 1,180 thousand units in 2021 to 2,084 thousand units in 2025, representing a CAGR of 15.3% from 2021 to 2025. The market is projected to expand further to reach 5,214 thousand units by 2029, representing a CAGR of 21.4% from 2026 to 2030.

Introduction of Intelligent Robots

Intelligent robots emerged during what is referred to as the R2.0 generation, where hardware and software are developed in close alignment to create intelligence-enabled robotic systems. An intelligent robot refers to a robot that exhibits intelligent behavior by using technologies such as AI, machine learning and computer vision to simulate human cognition and physical coordination, according to the *2023 White Paper on Intelligent Robot Technology and Industry Development*.

Intelligent robots can be categorized by functionality and use case into several types, including (i) AMRs, which are primarily used for indoor transport of goods, (ii) cobots with six or more axes, which are designed to work safely alongside humans, (iii) humanoid robots, which are built to replicate human movement and interaction, (iv) commercial service robots, which assist with tasks such as customer service, delivery, cleaning or healthcare tasks in public settings, and (v) others, which mainly refer to specialized robots.

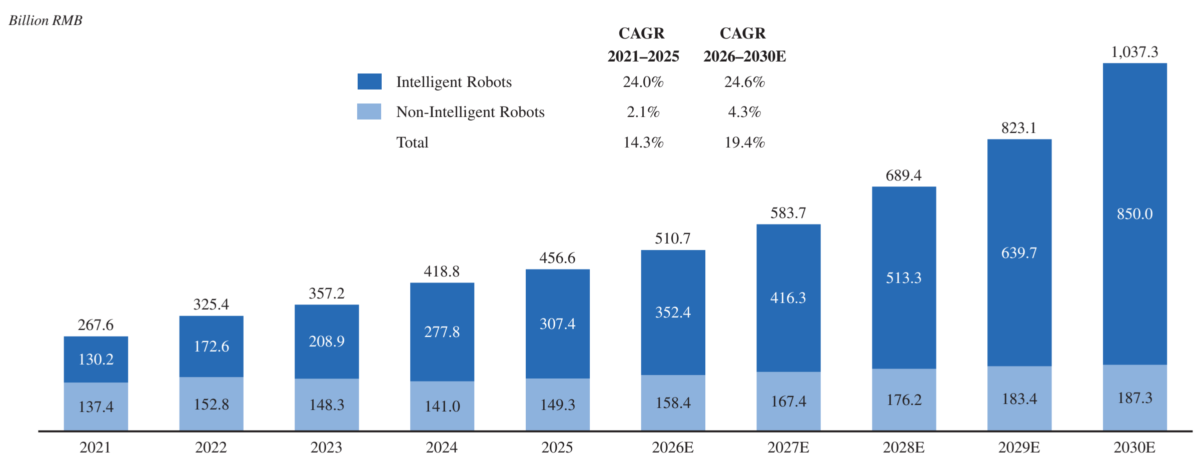
Intelligent robots are typically equipped with advanced technologies such as SLAM, multi-modal sensing and decision-making algorithms, enabling them to navigate complex spaces, make real-time operational decisions and collaborate with humans. Representative examples include AMRs used in smart factories and logistics centers, which can dynamically plan routes and avoid obstacles in real time, as well as six-axis or seven-axis collaborative robotic arms that work alongside human operators in assembly or inspection tasks without the need for physical barriers.

In contrast, non-intelligent robots rely on predefined rules and fixed navigation systems and typically lack environmental awareness or adaptive decision-making capabilities. For example, mobile robots that use magnetic strips or QR codes for moving along fixed tracks using visual markers, or four-axis robotic arms used for repetitive sorting tasks, fall into this category. These robots are suitable for structured environments with limited variability but cannot respond autonomously to changes in surroundings or task requirements.

As AI technologies mature, particularly in the areas of perception, motion planning and autonomous decision-making, robots are increasingly capable of operating in complex, unstructured environments. The global penetration rate of intelligent robots increased from 43% in 2021 to 64% in 2025, and is projected to reach 81% by 2030, reflecting the growing demand for robots that can perform complex, dynamic tasks beyond repetitive, pre-programmed operations.

Driven by advancements in AI and rising demand for automation across sectors, which is primarily fueled by increasing labor costs, continued shortages of skilled workers, and the heightened need among enterprises to improve operational efficiency, productivity, and process reliability, the global intelligent robot industry has entered a period of rapid growth. In terms of revenue, the size of the global intelligent robot market increased from RMB130.2 billion in 2021 to RMB307.4 billion in 2025, representing a CAGR of 24.0% from 2021 to 2025, and is projected to reach RMB850.0 billion by 2030, representing a CAGR of 24.6% from 2026 to 2030. In terms of sales volume, the size of the global intelligent robot market grew from 506.2 thousand units in 2021 to 1,341.1 thousand units in 2025, representing a CAGR of 27.6% from 2021 to 2025. The market is projected to expand further to reach 4,237.9 thousand units by 2030, representing a CAGR of 27.4% from 2026 to 2030.

Global Robot Market Size, by Intelligent Robots and Non-Intelligent Robots, in Terms of Sales Revenue, 2021–2030E



Sources: IFR, Mobile Robot and AGV/AMR Industry Alliance, CIC

Introduction of Industrial Intelligent Robots

Industrial scenarios have now become one of the key application scenarios for intelligent robots. Typical industrial sectors where intelligent robots are widely deployed include, among others, (i) 3C, (ii) automotive, (iii) automation equipment, (iv) new energy, (v) semiconductors, (vi) construction machinery, and (vii) biopharmaceuticals.

Industrial intelligent robots refer to intelligent robots applied in the industrial scenarios. Industrial intelligent robots, primarily AMRs and cobots, are increasingly deployed in manufacturing environments to support functions such as precision assembly and quality inspection. The projected growth of the industrial intelligent robot market is supported by both supply-side advancements and demand-side momentum. On the supply side, for example, according to China's National Bureau of Statistics, the production volume of industrial robots in China increased by 28.0% from 2024 to 2025, reflecting strong manufacturing activity and rising automation penetration. On the demand side, sectors such as 3C electronics and automotive manufacturing are driving adoption. In 2025, global 3C product sales (including smartphones, tablets, and computers) exceeded 1.7 billion units, and are projected to grow to over 1.8 billion units by 2030, propelled by continued innovation and replacement cycles.

As these industries continue to integrate robotic solutions, industrial intelligent robots are playing a crucial role in streamlining operations and improving precision. In terms of revenue, the size of the global industrial intelligent robot market increased from RMB10.0 billion in 2021 to RMB28.6 billion in 2025, representing a CAGR of 29.9% from 2021 to 2025, and is projected to reach RMB198.5 billion by 2030, representing a CAGR of 48.6% from 2026 to 2030. In terms of sales volume, the size of the industrial intelligent robot market grew from 51.2 thousand units in 2021 to 160.9 thousand units in 2025, representing a CAGR of 33.1% from 2021 to 2025. The market is projected to expand further to reach 994.8 thousand units by 2030, representing a CAGR of 44.9% from 2026 to 2030. The growth of the global industrial intelligent robot market has outpaced that of the non-industrial segment, which recorded a CAGR of 26.9% from 2021 to 2025 and is projected to be 23.8% from 2026 to 2030 respectively.

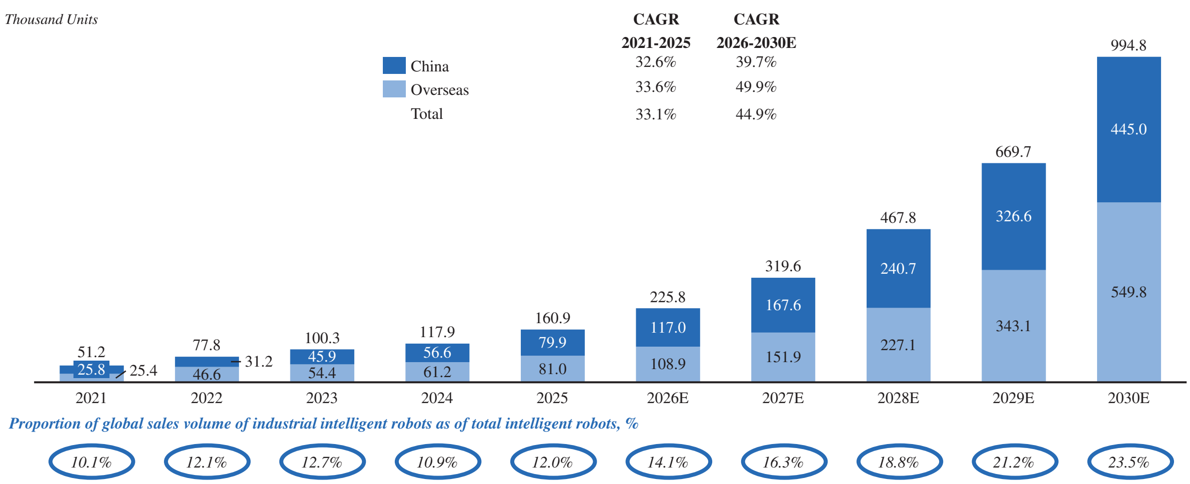
Industrial and non-industrial application scenarios for intelligent robots differ primarily in terms of application environments, operational objectives, performance requirements and safety standards.

- Industrial application scenarios refer to manufacturing environments such as automotive, electronics and machinery, where intelligent robots, such as AMRs and cobots, are deployed to execute tasks autonomously. For example, in an automotive plant, AMRs navigate factory floors to transport components between welding and assembly stations, replacing manual carts and improving workflow efficiency. Cobots are deployed on electronic production lines to assist in high-precision screw fastening, component insertion or visual inspection, working alongside human operators while meeting safety standards. As for application scenarios in 2025, 3C, automotive, semiconductor and new energy application scenarios hold dominant positions. 3C accounted for around 30% of the global industrial intelligent robot market. In terms of the sales revenue, the global market for 3C industrial intelligent robots reached RMB9.3 billion in 2025 and is projected to grow to RMB61.4 billion by 2030, representing a CAGR of 50.2% from 2026 to 2030. Automotive represents another major application scenario, accounting for over 15% of the global market share in 2025. The global market for automotive industrial intelligent robots reached RMB4.5 billion in 2025 and is expected to grow to RMB44.6 billion by 2030, with a CAGR of 64.5% from 2026 to 2030. Semiconductor and new energy are emerging as key growth drivers, demonstrating substantial application potential. Their respective market sizes in 2025 were RMB3.0 billion and RMB2.5 billion, and they are projected to reach RMB31.6 billion and RMB15.3 billion by 2030.

- Non-industrial application scenarios refer to logistics and commercial environments, including distribution centers, hotels, hospitals and other public spaces. Intelligent robots in these environments focus on service delivery, dynamic navigation and frequent interaction with humans. For instance, in an e-commerce fulfillment center, AMRs autonomously retrieve inventory bins and deliver them to picking stations. In hotels or office buildings, delivery robots are used to carry items between floors, using elevators, avoiding obstacles and interacting with users via voice or touchscreen interfaces. In terms of sales revenue, the global market for business and hospitality service intelligent robots reached RMB13.1 billion in 2025 and is projected to grow to RMB124.3 billion by 2030. Driven by continuous growth in e-commerce penetration and the intelligent transformation of new retail and third-party logistics, the warehouse logistics[1] sector has maintained steady growth. The global market for intelligent robots in this segment reached RMB16.3 billion in 2025 and is expected to expand to RMB72.2 billion by 2030. Furthermore, supported by accelerated industry–academia collaboration and increased R&D investment in cutting-edge technologies such as humanoid robots, the scientific research and education sector also demonstrates strong demand. Its market size reached RMB8.8 billion in 2025 and is anticipated to grow to RMB70.4 billion by 2030. Driven by accelerated digital transformation, rising labor costs, and the growing demand for service quality and operational efficiency, intelligent robots are increasingly penetrating non-industrial domains.

1. Warehouse logistics focus on managing the distribution pipeline for goods, primarily encompassing warehouse scenarios in industries such as e-commerce, apparel and footwear, FMCG, and third-party logistics.

Global Industrial Intelligent Robot Market Size, in Terms of Sales Volume, by China and Overseas, 2021–2030E



Sources: IFR, Mobile Robot and AGV/AMR Industry Alliance, CIC

China represents a critical hub for the global intelligent robot industry. In terms of sales revenue, the Chinese intelligent robot market reached RMB114.3 billion in 2025 and is projected to grow to RMB287.2 billion by 2030, reflecting a CAGR of 21.7% from 2026 to 2030. During this period, China accounted for over 30% of the global intelligent robot market. Particularly in the industrial intelligent robot sector, China's market demonstrates even stronger growth momentum. The market size reached RMB9.8 billion in 2025 and is expected to expand to RMB67.4 billion by 2030, representing a CAGR of 43.7% from 2026 to 2030, leading global growth in this sector. This expansion is driven by the accelerated intelligent transformation of China's industrial industry, supportive government policies for advanced manufacturing, and the continuous enhancement of industrial chain synergies. China will maintain approximately 34% of the global industrial intelligent robot market during the next five years.

Entry Barriers for Industrial Intelligent Robots

- *Proprietary core technologies and continuous innovation.* Industrial intelligent robots are complex integrated systems involving mechanical design, AI algorithms, and software engineering. Leading companies must possess end-to-end capabilities, from core algorithms to hardware design, to enable precise motion control, dynamic perception, and multi-modal interaction.

- *High reliability and system intelligence.* Industrial environments demand long-term, high-intensity operations under complex and diverse conditions. Robots must be dust-proof, shock-resistant, and capable of sustained high-load performance with minimal downtime. Through long-term deployment, market players accumulate a hybrid real-simulation dataset for continuous algorithm training, driving system-level intelligence and adaptability.

- *Comprehensive product portfolio and market responsiveness.* Industrial application scenarios are highly fragmented, and a single product type cannot meet the diverse needs of all use cases. Robot companies must therefore build a diverse product matrix encompassing multiple types and specifications to address various industries and application settings. Companies need to adopt a modular design approach to create standardized hardware platforms and reusable functional modules, enabling fast adaptation to customer-specific requirements and continuous product upgrades.

- *Trust forged by brand equity and industry certification.* End customers are extremely cautious when selecting suppliers and typically favor those with strong industry reputations and proven deployment success. By obtaining quality and safety certifications, leading companies gradually build a trusted professional image and technological.

Threats and Challenges for Industrial Intelligent Robots

Industrial intelligent robots present a high degree of complexity and development challenges, rendering it likely that technological advancements will not proceed as anticipated. Small and medium-sized enterprises, with limited funds, may worry about an overly long payback period or not achieving expected returns, which in turn affects the development progress of this field to certain extent.

Value Chain of the Intelligent Robot Industry

The intelligent robot industry can be broken down into three primary segments within the value chain: (i) the development of components, encompassing controllers, sensors and chips; (ii) the design and development, manufacturing, assembly and integration of complete robotic systems; and (iii) the application of robotic systems into specific industries and end customers. These segments are underpinned by a range of algorithms and software which drive iterative progress across the value chain.

The intelligent robot industry is undergoing rapid transformation driven by both technological advancement and evolving market needs. In this shifting landscape, industry players are no longer confined to narrowly defined roles. Many players participate across multiple segments of the value chain, and such convergence has introduced additional complexity and diversity into the robotics supply chain, leading to the emergence of differentiated and personalized applications.

Pain Points in the Intelligent Robot Industry

The intelligent robot industry is experiencing rapid growth but continues to face structural challenges, including fragmented customer demand, complex application environments and limited interoperability between hardware and software systems. These challenges increase integration costs, lengthen development cycles and constrain cross-platform collaboration. Moreover, the need for significant multidisciplinary capabilities and capital investment creates high entry barriers, particularly for smaller integrators, thereby slowing broader industry adoption and technological diffusion.

Key Drivers for the Intelligent Robot Industry

- ***Advancements in AI.*** The rapid development of AI is revolutionizing the intelligent robot industry. By integrating deep learning, reinforcement learning, natural language processing and computer vision, AI has significantly enhanced robot autonomy, learning and decision-making capabilities, enabling intelligent robots to transition from specialized robots to general-purpose robots.

- ***Mature Supply Chains and Cost Savings.*** With the localization of hardware and the scale-up of production, hardware costs have significantly decreased, and lead times have shortened. On the software side, the rapid iteration of algorithms and the rise of open-source ecosystems have improved the stability of intelligent robots and lowered development costs.

- ***Upgraded Demand for Customization.*** As the demand for intelligent robots grows, integrators and end customers are shifting from seeking single-function machines to full-scale, customizable solutions. Integrators nowadays require more efficient tools to streamline deployment and maintenance processes, while end customers seek highly intelligent and bespoke services.

- ***Government Support.*** Governments worldwide are providing significant support to the intelligent robot industry through favorable policies and initiatives. For instance, China's "14th Five-Year Plan" prioritizes intelligent manufacturing, the United States promotes robotics innovation through the "National Robotics Initiative," and the European Union's "Horizon 2020" program provides substantial funding for robotics research. The "14th Five-Year Plan" for Intelligent Manufacturing, jointly issued by eight ministries, including the Ministry of Industry and Information Technology ("**MIIT**"), emphasizes accelerating innovation and achieving technological breakthroughs in industrial robotics and other smart equipment. Similarly, the "14th Five-Year Plan" for Robot Industry Development, sets clear targets to double the robot density in China's manufacturing sector by 2025 and cultivate a number of internationally competitive leading enterprises. The "Robot+" Application Action Plan, introduced by seventeen departments, focuses on ten key sectors, including manufacturing, healthcare, and logistics. It aims to develop over 200 typical application scenarios, achieve breakthroughs in over 100 innovative robotic application technologies and solutions, support foundation of model robotic enterprises, establish application experience centers, and pilot verification centers to accelerate the commercialization.

OVERVIEW OF ROBOTIC CONTROL SYSTEM INDUSTRY

Introduction of Robotic Control System

The control system is the core of an intelligent robot, often referred to as its "brain." It consists of two key parts: the embedded controller inside the robot and cloud-based software that manages coordination and task assignment, which together enable the robot to operate autonomously and adapt to its environment. From perception to execution, the control system underpins every major function, making it a critical component in the development of intelligent robots. The embedded controller integrates essential algorithms for motion control, localization (such as SLAM) and sensor management, allowing the robot to perceive its surroundings and move with accuracy. The cloud-based software uses intelligent scheduling and optimization to distribute tasks and coordinate multiple robots as a fleet. Such hybrid architecture supports both individual autonomy and collaborative efficiency.

Evolution of Robotic Control System

Early robotic control systems used simple technologies such as microcontrollers and programmable logic controllers ("**PLCs**") for basic industrial tasks. In the 1970s, first-generation ACC series vehicle controllers enabled magnetically guided robots to operate in more structured environments. Around 2016, SLAM-based control systems were introduced to allow robots to perceive and localize themselves in dynamic environments with improved autonomy. Since 2024, advancements in AI have led to control systems that incorporate foundation models and advanced reasoning capabilities, moving robots toward cognitive-level autonomy where they can understand goals, adapt to changing conditions and collaborate with other systems.

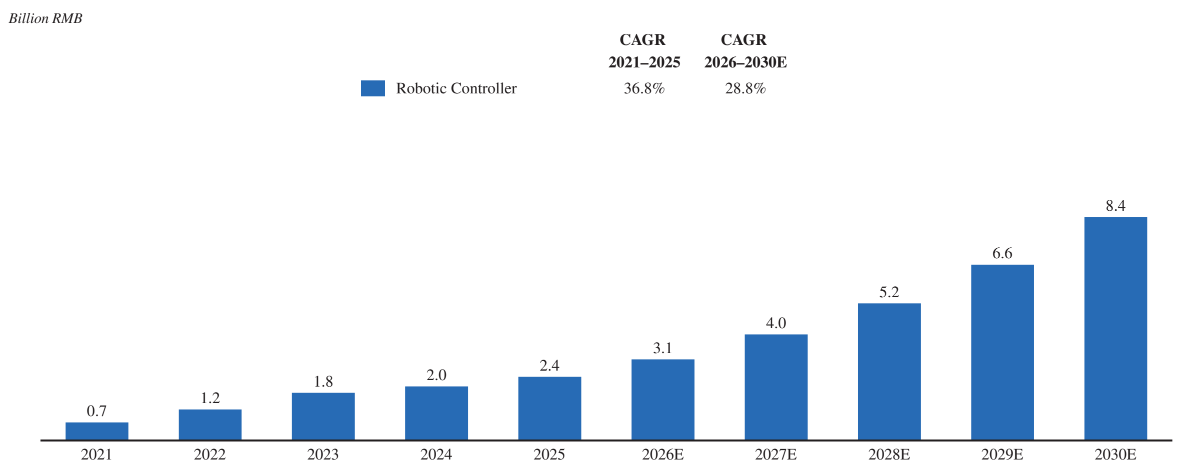
Global Market of Robotic Controller

As robots become more autonomous and widespread, global demand for high-performance control systems has been rising and is expected to continue growing. The global total addressable market for robotic control systems is estimated to be RMB100.0 billion in 2025, based on the assumption that robotic control systems comprise 10% to 20% of a robot's total bill of materials ("**BoM**"). Controllers, as the physical components of robotic control systems, are offered by providers through two sales models: (i) embedded within robots and (ii) sold as standalone products. Under the second sales model, controller providers typically generate revenue through providing integrated robotic solutions (combining hardware, software and controllers, all of which are integral to a bundled package) rather than individual controller sales (functioning as a separate revenue stream).

The market's expansion is primarily driven by two structural forces: (i) the increased deployment of intelligent robots across industrial and non-industrial sectors and (ii) the growing complexity and intelligence requirements of robotic tasks. The penetration rate of global robotic controllers, defined as the aggregate amount of commercially sold robotic controllers by providers engaged in standalone robotic controller sales, has increased from 1.2% in 2021 to 3.7% in 2025, and is projected to reach 7.3% by 2030. This shift reflects the growing importance of control systems not just as enablers of basic functionality, but as differentiators in terms of intelligence and reliability.

In the global robotic controller market, the number of controllers supplied by providers engaged in standalone controller sales increased from 6.0 thousand units in 2021 to 49.7 thousand units in 2025, with a CAGR of 69.8% from 2021 to 2025, and is expected to reach 308.3 thousand units by 2030, with a CAGR of 41.6% from 2026 to 2030. In terms of revenue, the market size of global robotic controllers increased from RMB0.7 billion in 2021 to RMB2.4 billion in 2025, with a CAGR of 36.8% from 2021 to 2025, and is expected to reach RMB8.4 billion by 2030, with a CAGR of 28.8% from 2026 to 2030. China stands at the forefront of the global robotic controller market, demonstrating leadership in terms of market adoption. The number of controllers supplied by providers engaged in standalone controller sales in China increased from 25.7 thousand units in 2025 and is projected to grow to 151.0 thousand units by 2030, reflecting a CAGR of 40.2% from 2026 to 2030. Throughout this period of rapid growth, China has consistently maintained a dominant position in the global market, accounting for approximately 50% of the total robotic controller market share.

Global Robotic Controller Market Size, in Terms of Sales Revenue, 2021–2030E



Note: The robotic control system market size includes only commercially sold controller units by third -party providers, excluding controllers used internally by robot manufacturers.

Note:

(1) Represents the aggregate sales of (a) controllers installed on robots and (b) robotic controllers sold as standalone products, which are sold by providers engaged in standalone controller sales. The robotic controller market size includes only revenue generated from commercially sold controller units by providers engaged in standalone controllers, excluding controllers used internally by robot manufacturers.

Sources: Mobile Robot and AGV/AMR Industry Alliance, CIC

Entry Barriers for Robotic Controllers

- *Advanced algorithm capabilities and system-level technical barriers.* Leading players must possess sustained R&D capabilities in key algorithm domains, including dynamic path planning, multi-sensor fusion, and adaptive decision-making, enabling robots to operate reliably in complex, changing environments. Furthermore, the development of proprietary real-time operating systems and control frameworks is essential to ensure overall system stability and performance.

- *Ecosystem interoperability.* Robotic controllers must support a broad range of communication protocols and hardware interfaces to ensure compatibility with a wide array of sensors, actuators, and automation components.

Threats and Challenges for Robotic Controllers

The robotic controller market faces challenges in keeping pace with the evolving demands of intelligent robotics, particularly due to technical rigidity and fragmented ecosystems. In addition, the absence of unified development frameworks across different robot types may increase integration complexity and, to some extent, constrain the market's development potential.

Key Drivers and Trends for the Robotic Controller Industry

- ***Decentralization of Application Scenarios.*** The diverse demands across a variety of industries make it difficult for a single company to develop customized control systems that cater to all these varying needs. Many manufacturers are opting to purchase mature controllers and control systems from external suppliers, which allows for faster product iteration and easier adaptation to different application scenarios.

- ***Maturity of Supply Chain and Breakthroughs in Core Technologies.*** With the stabilization of raw material costs and ongoing advancements in production processes, the hardware manufacturing costs of controllers are expected to continue declining. Additionally, breakthroughs in core technologies, particularly the integration of AGI into control system algorithms, have significantly enhanced the intelligence and collaborative capabilities of robots.

COMPETITIVE LANDSCAPE OF INDUSTRIAL INTELLIGENT ROBOT AND ROBOTIC CONTROLLER INDUSTRIES

The global robot market remains fragmented. Industrial scenarios have now become one of the key application scenarios for intelligent robots. In terms of revenue from sales of industrial intelligent robots in 2025, the Company ranked seventh globally in 2025, according to CIC. In terms of the number of industrial intelligent robots equipped with their controllers in 2025, the Company ranked second globally among the industrial intelligent robotic enterprises, according to CIC. In the robotic controller industry, the Company ranked first globally in terms of robotic controller sales volume in 2025, according to CIC.

Rank	Company	Revenue from sales of industrial intelligent robots in 2025, Global *(Hundred million RMB)*	Market share
1	Company A[(1)]	13.0	4.6%
2	Company B[(2)]	11.8	4.1%
3	Company C[(3)]	4.0	1.4%
4	Company D[(4)]	3.7	1.3%
5	Company E[(5)]	3.4	1.2%
	Subtotal of Top 5		12.6%
7	**The Company**	**3.0**	**1.1%**

Notes:

(1) Founded in 2005 and headquartered in Denmark, Company A, a subsidiary of a company listed on the New York Stock Exchange, is a global leader in collaborative robots, used across a wide range of industries.

(2) Founded in 2016 and headquartered in China, Company B, a subsidiary of a company listed on the Shenzhen Stock Exchange, is a global leader in machine vision and mobile robot products and solutions, primarily serving industrial applications.

(3) Founded in 2017 and headquartered in China, Company C, a privately owned company, is a global leader in autonomous mobile robotic solutions, primarily serving photovoltaic sector.

(4) Founded in 2015 and headquartered in Taiwan, Company D, is a subsidiary of a company listed on the Emerging Stock Market in Taiwan, is a global leader in cobots with embedded visual systems, software and application-based solutions to the market.

(5) Founded in 2015 and headquartered in China, Company E, a privately owned company, is a global leader in collaborative robots, used across a wide range of industries.

Sources: Mobile Robot and AGV/AMR Industry Alliance, annual reports of industry players, expert interviews, and CIC

The Company, Company B and Company C mainly focus on AMRs within the industrial intelligent robot industry, whereas other competitors predominantly focus on collaborative robots. In 2025, the Company achieved ±2mm SLAM positioning accuracy with its robots and maintained a 38.4% gross product margin. By comparison, Company B reached ±5mm SLAM accuracy and an approximate 35.0% gross margin for its robotic offerings.

The table below sets forth the top five robotics enterprises in the global industrial intelligent robot industry, ranked by the number of industrial intelligent robots equipped with their controllers, according to CIC. The number of industrial intelligent robots equipped with controllers supplied by these five enterprises accounted for approximately 32.3% of all industrial intelligent robots in 2025.

Rank	Company	Number of industrial intelligent robots in 2025(1), Global *(units in thousands)*	Market share(2)
1	Company B	15.0	9.3%
2	**The Company(3)**	**12.3**	**7.7%**
3	Company A	8.7	5.4%
4	Company F(4)	8.5	5.3%
5	Company C	7.4	4.6%
Subtotal		52.0	32.3%

Notes:

(1) Represents the total number of industrial intelligent robots equipped with controllers supplied by the respective enterprises.

(2) The market share is calculated based on the total number of industrial intelligent robots globally, being 160.9 thousand units in 2025.

(3) Represents 7,924 of standalone robotic controllers and 4,421 of robotic controllers integrated into robots and robotic chargers, which generated a total revenue of RMB385.1 million in 2025.

(4) Founded in 2019 and headquartered in China, Company F, a privately owned company, is a global leader in collaborative robots, primarily serving industrial applications.

Sources: Annual reports of industry players, expert interviews, and CIC

The table below sets forth the top five providers of industrial intelligent robots in the industrial intelligent robot industry in China. According to CIC, in China, the Company ranked third in terms of revenue from sales of industrial intelligent robots in 2025, and second in terms of the number of industrial intelligent robots equipped with controllers supplied by the respective enterprises in 2025.

Rank	Company	Revenue from sales of industrial intelligent robots in 2025, China *(Hundred million RMB)*	Market share
1	Company B	7.8	8.0%
2	Company C	3.8	3.9%
3	**The Company**	**2.5**	**2.5%**
4	Company E	2.4	2.4%
5	Company G(1)	2.2	2.3%

Note:

(1) Founded in 2014 and headquartered in China, Company G, a privately owned company, is a global leader in collaborative robots, used across a wide range of industries.

Rank	Company	Number of industrial intelligent robots in 2025(1), China *(units in thousands)*	Market share(2)
1	Company B	13.5	16.9%
2	**The Company**	**11.6**	**14.6%**
3	Company F	7.4	9.2%
4	Company C	7.2	9.0%
5	Company E	4.8	6.0%

Notes:

(1) Represents the total number of industrial intelligent robots equipped with controllers supplied by the respective enterprises.

(2) The market share is calculated based on the total number of industrial intelligent robots in China, being 79.9 thousand units in 2025.

Sources: Annual reports of industry players, expert interviews, and CIC.

The table below sets forth the top five providers of robotic controllers in the global robotic control system industry, who engage in standalone robotic controller sales, according to CIC. In terms of sales volume of controllers for industrial intelligent robots in 2025, the Company ranked first both globally and in China, according to CIC.

Rank	Company	Sales volume of controllers for intelligent robots in 2025(1) *(units in thousands)*	Market share(2)
1	**The Company**	**12.3**	**24.8%**
2	Company H(3)	9.2	18.5%
3	Company I(4)	4.5	9.1%
4	Company J(5)	1.5	3.0%
5	Company K(6)	1.0	2.0%
Subtotal		28.5	57.4%

Notes:

(1) Represents the aggregate amount of (a) controllers installed on intelligent robots, and (b) robotic controllers sold as standalone products.

(2) The market share is calculated based on total robotic controller sales volume of providers engaged in standalone controller sales, being 49.7 thousand units in 2025.

(3) Founded in 1916 and headquartered in the U.S., Company H, a subsidiary of a company listed on the New York Stock Exchange, is a global leader in motion control systems and components, providing robotic controllers for mobile robots.

(4) Founded in 2020 and headquartered in China, Company I, a privately owned company, is a global leader in robotic controllers and integrated solution.

(5) Founded in 2001 and headquartered in Switzerland, Company J, a privately owned company, is a global leader in robotic controllers, specializing in the development of natural feature navigation technology for mobile robots.

(6) Founded in 2005 and headquartered in France, Company K, a privately owned company, is a global leader in intelligent robots, specializing in logistics and warehouse automation solutions.

Sources: Annual reports of industry players, expert interviews, and CIC

The Company's robotic controller leads the industry as the first to achieve functional safety certification, and its controllers offer compatibility with over 400 component types, around four times the capacity of competitors such as Companies H, I, J and K, which support no more than 100 component types.

The following table(1) illustrates the key performance parameters of the top five players:

	SLAM positioning accuracy(2)	Functional safety certifications(3)	Number of compatible component types(4)
The Company	±2 mm ~ ±5 mm	Yes	400+
Company H	±2 mm ~ ±10 mm	No	N/A
Company I	±5 mm ~ ±10 mm	Yes	100+
Company J	±10 mm	N/A	N/A
Company K	N/A	N/A	N/A

Notes:

(1) The above information is based on the release of the companies as of December 31, 2025. N/A refers to not available or not applicable for public release, whereas no indicates the absence of such a configuration.

(2) The positioning accuracy of SLAM technology is of vital importance to the autonomy and reliability of robots. It directly determines whether robots can safely and efficiently complete tasks in unknown environments. High-precision positioning ensures that robots can accurately perceive their real-time positions and postures in the environment. This not only relates to the accuracy of the robot's navigation path, avoiding collisions or getting lost, but is also the foundation for its execution of all advanced tasks.

(3) Functional safety certification serves as a key metric for robotic reliability and safety, representing a systematic, internationally standardized safety assurance framework. This certification proves that the robot's design and control system can automatically enter a predefined safe state in the event of a malfunction, thereby minimizing the risk of harm to personnel, equipment, or the environment.

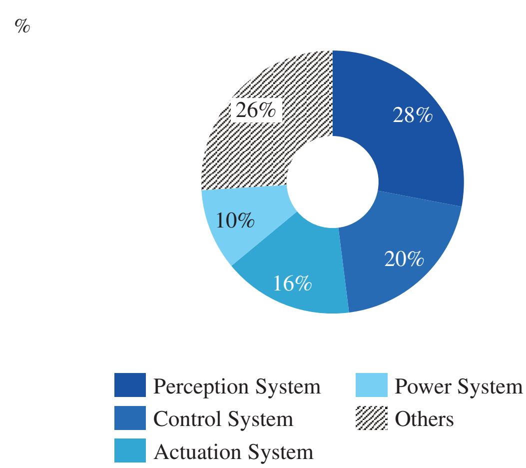
(4) The number of compatible component types directly determines the integration capability and application scope of the system. A wide range of compatibility means that the controller can interact with more types of sensors, actuators, and peripheral devices, thereby significantly enhancing the flexibility of system construction and reducing the complexity of integration. This not only reduces the need for customized development for specific components, but also facilitates future system expansion and upgrade. Therefore, the number of compatible types is a key technical indicator for evaluating the universality, scalability, and overall value of the controller. The information of the Company is as of December 31, 2025.

Sources: Public information, expert interviews, and CIC

COST ANALYSIS OF MAJOR COMPONENTS OF INTELLIGENT ROBOTS

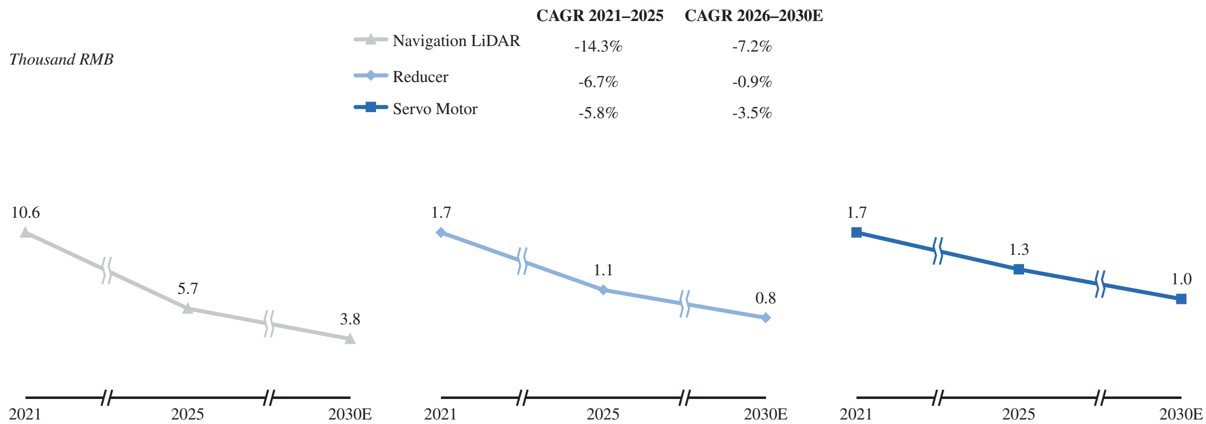
The rapid growth of the intelligent robot industry is closely related to the capabilities and development of its component supply chain. The cost structure of industrial intelligent robots can be categorized into perception systems, control systems, actuation systems, power systems, and other components. Taking AMRs as a representative example, the combined cost of perception, control, actuation, and power systems accounts for over 70% of the total. As component technologies advance, the supply chain for industrial intelligent robots has been significantly strengthened. The cost of key components, such as navigation LiDAR, has continued to decline, with the average price dropping from RMB10.6 thousand in 2021 to RMB5.7 thousand in 2025, and is expected to continue to decline to RMB3.8 thousand by 2030. This downward trend is largely driven by mature technology, well-established and standardized production processes, highly integrated modules and scaled domestic production.

Cost Structure of AMR's Core Components, 2025



Note: Others include structural components, communication modules, and other parts.

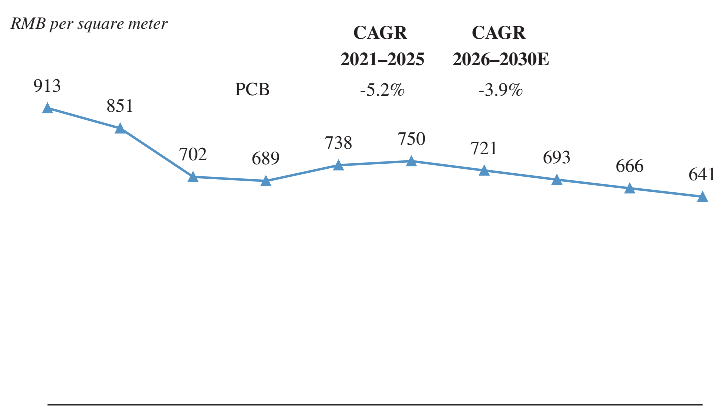
Historical and Projected Trends of the Average Price of the Core Components in Intelligent Robot Industry, 2021–2030E (Taking AMR as an example)



Sources: Mobile Robot and AGV/AMR Industry Alliance, CIC

The robotic control system serves as the "brain" of intelligent robots, and every robot is equipped with a control system as an essential component. The control system accounts for 10% to 20% of the robot's total BoM cost. Robotic control systems depend on a wide array of electronic components, such as printed circuit boards ("**PCB**"), integrated circuit ("**IC**") chips, transistors, resistors and capacitors. In the cost structure of controllers, the PCB accounts for over 30% of the BoM cost, making it one of the key raw materials. Chinese Mainland, as the world's largest PCB production base, contributes more than 50% of the global output value. The product range is comprehensive, and prices vary significantly depending on the technical complexity, material costs, and process requirements of different PCB types. Technological advancements have led to improvements in production efficiency and reductions in unit material costs, further creating room for price decreases. The average unit price of PCB in China has declined from RMB913 per square meter in 2021 to RMB738 per square meter in 2025. The fluctuations in the average price of PCB between 2021 and 2026 were primarily driven by volatility in raw materials due to pandemic, and expansion of demand from downstream applications such as embodied intelligence, AI servers, automotive electronics among others. Looking ahead, the average PCB price is expected to stabilize and decline steadily as demand and supply normalize, supplemented by expanded production capacity, and is expected to further decrease to RMB641 per square meter by 2030.

Historical and Projected Trends of the Average Price of the Core Components in Robotic Controller Industry, 2021–2030E (Using PCB as an Example)



Sources: Prismark, CIC

SOURCE OF THE INDUSTRY INFORMATION

CIC was commissioned to conduct an analysis of, and to report on the global robot industry at a fee of RMB750,000. The commissioned report has been prepared by CIC, independent of the influence of the Company and other interested parties. CIC's services include, among others, industry consulting, commercial due diligence and strategic consulting.

CIC conducted both primary and secondary research using a variety of resources. Primary research involved conducting consumer surveys and interviewing key industry experts and leading industry participants. Secondary research involved analyzing data from various publicly available data sources, such as the National Bureau of Statistics of China, information released by other Chinese government authorities, annual reports published by industry participants, industry organizations, as well as CIC's internal database.

The market projections in the commissioned report are based on the following key assumptions: (i) that the overall global social, economic and political environment is expected to maintain a stable trend over the next decade; (ii) that related key industry drivers are likely to continue driving growth in the industry during the forecast period; and (iii) that there is no extreme force majeure or set of industry regulations in which the market situation may be affected either dramatically or fundamentally.

Our Directors confirm that, after making reasonable enquiries, there is no material adverse change in the market information since the date of the CIC Report which may qualify, contradict or have an impact on the information in this section.

This section provides an overview of the major PRC laws, regulations and rules relevant to our business. The information contained herein shall not be interpreted as a comprehensive summary of all laws and regulations applicable to us.

REGULATIONS AND POLICIES ON ROBOTS

In accordance with the *"14th Five-Year Plan" for Robot Industry Development* (《"十四五"機器人產業發展規劃》) promulgated by the Ministry of Industry and Information Technology (the "**MIIT**") on December 21, 2021 and came into effect on the same date, the strategic objectives for robotics development aim to establish China as a global hub for robotics innovation, a high-end manufacturing cluster, and a new frontier for integrated applications by 2025. The plan emphasizes coordinated efforts across industry regulators, science and technology, fiscal, and financial authorities to pool resources and strengthen policy support for the innovative advancement of the robotics industry.

The MIIT promulgated the *Industrial Robot Industry Specification Standards (2024 Edition)* (《工業機器人行業規範條件(2024版)》) (the "**Specification Standards**") and the *Implementation Measures for the Management of Industrial Robot Industry Specification Standards (2024 Edition)* (《工業機器人行業規範條件管理實施辦法(2024版)》) (the "**Implementation Measures**") on July 29, 2024, with an effective date of August 1, 2024. The Specification Standards focus on raising industry entry thresholds, clarifying basic requirements for enterprises in technological R&D, product quality, and safety management. The Implementation Measures stipulate that MIIT will implement announcement-based management for qualified industrial robot enterprises, with applications processed on a voluntary basis, while refining application procedures, dynamic evaluations, and exit mechanisms to ensure compliance. The Specification Standards and the Implementation Measures are industry guidance documents aimed at promoting technological advancement and standardized development within the sector. They do not serve as a precondition for administrative approval nor carry mandatory force. Enterprises may voluntarily apply for compliance announcements based on these provisions. We are in the process of proactively seeking recognition of our products under the Specification Standards.

Among the national standards applicable to the robotics industry, there are two categories: Recommended National Standards (GB/T) and Mandatory National Standards (GB). Recommended standards are not mandatory for compliance. We meet all applicable mandatory national standards, including: Robots for industrial environments — Safety requirements — Part 1: Robot (《工業環境用機器人 — 安全要求 — 第1部分：機器人》) and Electromagnetic compatibility (EMC) — Generic standards — Part 4: Emission for industrial environments (《電磁兼容 — 通用標準 — 第4部分：工業環境中的發射》).

In accordance with the *Guiding Catalogue for Industrial Structure Adjustment (2024 Edition)* (《產業結構調整指導目錄(2024年本)》) promulgated by the National Development and Reform Commission on December 27, 2023 and came into effect on February 1, 2024, robots and integrated systems are under the encouraged category.

REGULATIONS ON INFORMATION SECURITY AND PRIVACY PROTECTION

In accordance with the *State Security Law of the PRC* (《中華人民共和國國家安全法》) promulgated by the SCNPC on July 1, 2015 and came into effect on the same date, the PRC government shall safeguard the sovereignty, security and development interests of the state cyberspace, and shall establish a review and regulation system and mechanism for State security, and carry out State security review against foreign investment, specific items and key technologies and network information technology products and services that affect or may affect State security, projects relating to State security matters and other material matters and events.

On November 7, 2016, the SCNPC promulgated the PRC Cybersecurity Law (《中華人民共和國網絡安全法》) which was amended on October 28, 2025 and became effective on January 1, 2026 and applies to the construction, operation, maintenance and use of networks as well as the supervision and administration of cybersecurity in the PRC.

In accordance with the *Data Security Law of the PRC* (《中華人民共和國數據安全法》) (the "**Data Security Law**") promulgated by the SCNPC on June 10, 2021 and came into effect on September 1, 2021, any data processing activities and security supervision and regulation of such activities within the territory of the PRC shall be governed by the Data Security Law. The Data Security Law mainly sets forth regulations on the establishment of data security systems, including categorized and classified system, risk assessment system, monitoring and early warning system, and emergency disposal system.

In accordance with the *Measures for Cybersecurity Review* (《網絡安全審查辦法》) promulgated and revised by the Cyberspace Administration of China (the "**CAC**") and other twelve PRC regulatory authorities on December 28, 2021 and came into effect on February 15, 2022, (i) a CIIO procurement of any network product and service or a network platform operator that engages in data processing activities that affect or may affect national security shall be subject to the cybersecurity reviews applied by the Cybersecurity Review Office, the department which is responsible for the implementation of cybersecurity review under the CAC; (ii) a network platform operator with personal information of more than one million users which seek to list in a foreign country is obliged to apply for a cybersecurity review by the Cybersecurity Review Office; and (iii) the relevant regulatory authorities may initiate cybersecurity review if such regulatory authorities determine that the issuer's network products or services, or data processing activities affect or may affect national security.

In accordance with the *Administrative Measures for Data Security in the Industrial and Information Technology Field (for Trial Implementation)* (《工業和信息化領域數據安全管理辦法(試行)》) (the "**MIIT Data Security Measures**"), which was promulgated by the MIIT on December 8, 2022 and came into effect on January 1, 2023, data processing activities in the industrial and information technology fields within the territory of the PRC are subject to these measures. These activities include data collected and generated during the processes of research and development, production and manufacturing, operation and management, operation and maintenance, and platform operation in the industrial sector.

REGULATIONS ON FOREIGN INVESTMENT

In accordance with the *Foreign Investment Law of the PRC* (《中華人民共和國外商投資法》) promulgated by the National People's Congress on March 15, 2019 and taking effect on January 1, 2020, and the *Implementation Rules for the Foreign Investment Law of the PRC* (《中華人民共和國外商投資法實施條例》) promulgated by the State Council on December 26, 2019 and taking effect on January 1, 2020, the "foreign investment" refers to the investment activities in China carried out directly or indirectly by foreign natural persons, enterprises or other organizations.

Investments activities in China by foreign investors are principally governed by the *Encouraged Industries Catalog for Foreign Investment (Catalog 2025 version)* (《鼓勵外商投資產業目錄(2025年版)》) which was promulgated by the Ministry of Commerce and the National Development and Reform Commission on December 15, 2025 and became effective on February 1, 2026, and the *Special Administrative Measures for Foreign Investment Access (Negative List 2024)* (《外商投資准入特別管理措施(負面清單)(2024年版)》) which were promulgated by the Ministry of Commerce and the National Development and Reform Commission on September 6, 2024 and became effective on November 1, 2024. This catalog and negative list set forth the industries in which foreign investments are encouraged, restricted and prohibited. Industries that are not listed in any of these three categories are generally open to foreign investment unless otherwise specifically restricted by other PRC rules and regulations. The Research and Development and application of artificial intelligence technologies, such as intelligent devices and robotics, fall within the scope of the *Catalog 2022 version*, so the foreign investors are encouraged to invest in our Group's business. Our business does not fall within the *Negative List 2024* where foreign investment is restricted or prohibited.

In accordance with the *Measures on Reporting of Foreign Investment Information* (《外商投資信息報告辦法》), which was promulgated by the Ministry of Commerce and State Administration for Market Regulation on December 30, 2019 and came into effect on January 1, 2020, foreign investors or foreign investment enterprises shall submit investment information to the commerce administrative authorities through the Enterprise Registration System and the National Enterprise Credit Information

Publicity System. In accordance with the Measures for the *Security Review of Foreign Investments* (《外商投資安全審查辦法》), which was promulgated by the National Development and Reform Commission and Ministry of Commerce on December 19, 2020 and came into effect on January 18, 2021, the office of the working mechanism for the security review of foreign investments is set up under the National Development and Reform Commission, which is led by the National Development and Reform Commission and the Ministry of Commerce to undertake he routine work of the security review of foreign investments.

REGULATIONS ON LEASING

In accordance with the *Civil Code*, an owner of immovable or movable property is entitled to possession, use, earnings, and disposal of such property in accordance with the law. Subject to the consent of the lessor, the lessee may sublease the leased premises to a third party. Where a lessee subleases the premises, the lease contract between the lessee and the lessor remains valid. The lessor is entitled to terminate the lease if the lessee subleases the premises without the consent of the lessor. In addition, if the ownership of the leased premises changes during the lessee's possession in accordance with the terms of the lease contract, the validity of the lease contract shall not be affected. Moreover, pursuant to the Civil Code, if the mortgaged property has been leased and transferred for occupation prior to the establishment of the mortgage right, the original tenancy shall not be affected by such mortgage right.

In accordance with the *Administrative Measures on Leasing of Commodity Housing* (《商品房屋租賃管理辦法》) promulgated by the Ministry of Housing and Urban-Rural Development on December 1, 2010 and became effective on February 1, 2011, the lessor and the lessee are required to complete property leasing registration and filing formalities within 30 days from execution of the property lease contract with the development authorities or real estate authorities of the municipality or county where the leased property is located. If a company fails to do as aforesaid, it may be ordered to rectify within a stipulated period, and if such company fails to rectify, a fine ranging from RMB1,000 to RMB10,000 may be imposed on each lease agreement.

In accordance with the *Interpretation of the Supreme People's Court on Several Issues concerning the Application of Law in the Trial of Cases about Disputes Over Lease Contracts on Urban Buildings (2020 version)* (《最高人民法院關於審理城鎮房屋租賃合同糾紛案件具體應用法律若干問題的解釋(2020修正)》), which took effect on January 1, 2021, if the ownership of the leased premises changes during lessee's possession in accordance with the terms of the lease contract, and the lessee requests the assignee to continue to perform the original lease contract, the PRC court shall support it, except that the mortgage right has been established before the lease of the leased premises and the ownership changes due to the mortgagee's realization of the mortgage right.

REGULATIONS ON INTELLECTUAL PROPERTY

Trademark

In accordance with the *Trademark Law of the PRC* (《中華人民共和國商標法》) promulgated by SCNPC on August 23, 1982, most recently amended on April 23, 2019 and effective from November 1, 2019, and the *Implementation Regulation of the Trademark Law of the PRC* (《中華人民共和國商標法實施條例》) promulgated by the State Council on August 3, 2002, later amended on April 29, 2014 and effective from May 1, 2014, registered trademarks are granted a term of ten years which may be renewed for consecutive ten-year periods upon request by the trademark owner.

Copyright

In accordance with the *Copyright Law of the PRC* (《中華人民共和國著作權法》) promulgated by the SCNPC, which was latest amended in November 2020, and its related Implementing Regulations, Chinese citizens, legal persons, or other organizations shall, whether published or not, own copyright in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software. Copyright owners of protected works enjoy personal rights and property rights with respect to publication, authorship, alteration, integrity, reproduction, distribution, lease, exhibition, performance, projection, broadcasting, dissemination via information network, production, adaptation, translation, compilation, and other rights shall be enjoyed by the copyright owners.

In accordance with the *Regulations on Computer Software Protection* (《計算機軟件保護條例》) promulgated by the State Council on June 4, 1991 and latest amended on January 30, 2013, with the latest revision effective on March 1, 2013, Chinese citizens, legal entities or other organizations enjoy copyright in the software which they have developed, including the right of divulgation, the right of developership, the right of alteration, the right of reproduction, the right of distribution, the right of rental, the right of communication through information network, the right of translation and other rights which shall be enjoyed by software copyright owners, regardless of whether such software has been published.

Patent

In accordance with the *Patent Law of the PRC* (《中華人民共和國專利法》), promulgated by the SCNPC, which was latest amended in October 17, 2020 and became effective on June 1, 2021, and its Implementation Rule, patent is divided in to 3 categories, i.e., invention patent, design patent and utility model patent. The duration of invention patent right, design patent right and utility model patent right shall be 20 years, 15 years and 10 years, respectively, which all calculated from the date of application. Implementation of a patent without the authorization of the patent holder shall constitute an infringement of patent rights, and shall be held liable for compensation to the patent holder and may be imposed a fine, or even subject to criminal liabilities.

Domain Names

The *Measures on Administration of Internet Domain Names* (《互聯網域名管理辦法》) was promulgated by the MIIT in 2017, which adopts "first to file" rule to allocate domain names to applicants, and provide that the MIIT shall supervise the domain names services nationwide and publicize the PRC domain name system. After completion of the registration procedures, the applicant will become the holder of the relevant domain name.

REGULATIONS ON EMPLOYMENT AND SOCIAL WELFARE

Employment

The major PRC laws and regulations that govern employment relationship are the *Labor Law of the PRC* (《中華人民共和國勞動法》), the Labor Contract Law and its implementation, which impose stringent requirements on the employers in relation to entering into fixed-term employment contracts, hiring of temporary employees and dismissal of employees.

The Labor Contract Law, which became effective on July 1, 2013, primarily aims at regulating rights and obligations of employment relationships, including the establishment, performance, and termination of labor contracts. 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. Employers are prohibited from forcing employees to work above certain time limits and employers must pay employees for overtime work in accordance with national regulations. In addition, employee wages must not be lower than local standards on minimum wages and must be paid to employees in a timely manner.

Social Insurance

The *Social Insurance Law of the PRC* (《中華人民共和國社會保險法》) (the "**Social Insurance Law**") issued by the SCNPC in 2010 and latest amended on December 29, 2018, has established social insurance systems of basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance and has elaborated in detail the legal obligations and liabilities of employers who fail to comply with relevant laws and regulations on social insurance. According to the Social Insurance Law and the *Provisional Regulations on Collection and Payment of*

Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on January 22, 1999 and most recently amended on March 24, 2019 and effective from the same date, enterprises shall register social insurance with local social insurance and pay or withhold relevant social insurance for or on behalf of its employees. Any employer that fails to make social insurance contributions may be ordered to rectify the non-compliance and pay the required contributions within a prescribed time limit and be subject to a late fee. If the employer still fails to rectify the failure to make the relevant contributions within the prescribed time, it may be subject to a fine ranging from one to three times the amount overdue.

The "Interpretation (II) of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of 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)》) was promulgated by the Supreme People's Court on July 31, 2025, and came into effect on September 1, 2025. This Interpretation addresses common practices such as subcontracting, labor outsourcing, nominal affiliation, mixed employment arrangements, and failure to contribute to social insurance schemes. It aims to regulate unlawful behaviors whereby contractors, affiliated entities, or nominally associated parties evade responsibilities by shifting liabilities to each other or to entities without actual solvency. The interpretation safeguards workers' fundamental rights, including remuneration, occupational safety and health, and social insurance benefits, in accordance with the law.

Housing Provident Fund

In accordance with the *Regulations on the Administration of Housing Provident Funds* (《住房公積金管理條例》) promulgated by the State Council on April 3, 1999, and amended on March 24, 2002, and March 24, 2019, enterprises must register at the designated administrative centers and open bank accounts for depositing employees' housing provident funds. Employers and employees are also required to pay and deposit housing provident funds, with an amount no less than 5% of the monthly average salary of the employee in the preceding year in full and on time. In case of overdue payment or underpayment by employers, orders for payment within a specified period will be made by the housing fund management center. Where employers fail to make payment within such period, enforcement by the people's court will be applied.

In case of failure to register and open accounts for depositing employees' housing provident funds, the housing fund management center shall order employers to go through the formalities within a specified period, where employers fail to do such formalities within the prescribed time, a fine of not less than RMB10,000 nor more than RMB50,000 shall be imposed.

REGULATIONS ON FOREIGN EXCHANGE

Regulations relating to Foreign Currency Exchange

The principal regulations governing foreign currency exchange in China are the *Foreign Exchange Administration Regulations of the PRC* (《中華人民共和國外匯管理條例》), most recently amended in August 5, 2008. Under the PRC foreign exchange regulations, payments of current account items, such as profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the SAFE, by complying with certain procedural requirements. By contrast, approval from or registration with appropriate government authorities is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital account items, such as direct investments, repayment of foreign currency-denominated loans, repatriation of investments and investments in securities outside of China.

The SAFE issued the *Circular on Reforming of the Management Method of the Settlement of Foreign Currency 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金結匯管理方式的通知》) (the "**SAFE Circular 19**") on March 30, 2015, and it became effective on June 1, 2015, which was partially repealed on December 30, 2019, and latest amended on March 23, 2023. The SAFE Circular 19 expands a pilot reform of the administration of the settlement of the foreign exchange capitals of foreign-invested enterprises nationwide. In June 2016, SAFE further promulgated the *Circular on 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, among other things, amends certain provisions of SAFE Circular 19. Pursuant to SAFE Circular 19 and SAFE Circular 16, the flow and use of the Renminbi capital converted from foreign currency denominated registered capital of a foreign-invested company is regulated such that Renminbi capital may not be used for business beyond its business scope or to provide loans to persons other than affiliates unless otherwise permitted under its business scope.

According to the *Circular on Optimizing Administration of Foreign Exchange 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**"), issued by SAFE in April 2020, 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, eligible enterprises are allowed to make domestic payments by using their capital funds, foreign credits and the income under capital accounts of overseas listing, without prior provision of the evidentiary materials concerning authenticity to the bank for each transaction. The handling banks shall conduct spot checks afterwards in accordance with the relevant requirements. The interpretation and implementation in practice of SAFE Circular 28 and SAFE Circular 8 are still subject to substantial uncertainties given they are newly issued regulations.

REGULATIONS ON TAXATION

Enterprise Income Tax

In accordance with the *Enterprise Income Tax Law of the PRC* (《中華人民共和國企業所得稅法》), which was promulgated by the SCNPC and was latest amended on December 29, 2018, and the *Regulation on the Implementation 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》), which was promulgated by the State Council and was latest amended in December 2024, collectively referred to as the Enterprise Income Tax Law, a uniform 25% enterprise income tax rate is imposed to both foreign invested enterprises and domestic enterprises, except where tax incentives are granted to special industries and projects. The enterprise income tax rate is reduced to 20% for qualifying small low-profit enterprises. The high-tech enterprises that need full support from the PRC's government will enjoy a reduced tax rate of 15% for Enterprise Income Tax.

Value-added Tax

According to the PRC Value-Added Tax Law (《中華人民共和國增值稅法》), which was promulgated by the SCNPC on December 25, 2024 and effective on January 1, 2026, all entities and individuals engaged in sale of goods or provision of processing, repair and maintenance services or importation of goods in Chinese Mainland are subject to the 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.

Dividends Distribution

The principal laws, rules and regulations governing dividend distributions by foreign-invested enterprises in the PRC are the Company Law, promulgated in 1993 and latest amended in 2023, and the Foreign Investment Law and its Implementing Regulations. Under these requirements, foreign-invested enterprises may pay dividends only out of their accumulated profit, if any, as determined in accordance with PRC accounting standards and regulations. A PRC company is required to allocate at least 10% of their respective accumulated after-tax profits each year, if any, to fund certain capital reserve funds until the aggregate amount of these reserve funds have reached 50% of the registered capital of the enterprises. A PRC company is not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

Preferential Tax Policy for Software Industry

For taxpayers of the value-added tax who sell self-developed software products, the Ministry of Finance and the State Taxation Administration issued the Notice of the *Ministry of Finance and the State Administration of Taxation on Value-added Tax Policies for Software Products* (《財政部、國家稅務總局關於軟件產品增值稅政策的通知》), effective on January 1, 2011, which sets forth that the refund-upon collection policy is applied to self-developed software products, which is typically the portion of the taxpayers of the value-added tax actually paid that exceeds 3% of the taxpayers of the value-added tax taxable income.

REGULATIONS ON SECURITIES AND OVERSEAS LISTINGS

Securities Laws and Regulations

The *Securities Law of the PRC* (《中華人民共和國證券法》), which was promulgated by the SCNPC on December 29, 1998, and was latest amended on December 28, 2019 and took effect on March 1, 2020, comprehensively regulating activities in the PRC securities market including issuance and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of securities regulatory authorities, etc. The Securities Law further regulates that a domestic enterprise issuing securities overseas directly or indirectly or listing their securities overseas shall comply with the relevant provisions of the State Council and for subscription and trading of shares of domestic companies using foreign currencies, detailed measures shall be stipulated by the State Council separately. 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.

Overseas Listings

On February 17, 2023, the CSRC released several regulations regarding the management of filings for overseas offerings and listings by domestic companies, including the Overseas Listing Trial Measures together with 5 supporting guidelines (together with the Overseas Listing Trial Measures, collectively referred to as the "**Overseas Listing Regulations**"). Under Overseas Listing Regulations, PRC domestic companies that seek to offer and list securities in overseas markets, either in direct or indirect means, are required to file the required documents with the CSRC within three working days after its application for overseas listing is submitted.

The Overseas Listing Regulations provides that no overseas offering and listing shall be made under any of the following circumstances: (i) such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) 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) 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) 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; or (v) 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. Additionally, the Overseas Listing Regulations stipulates that after an issuer has offering and listing securities in an overseas market, the issuer shall submit a report to the CSRC within three working days after the occurrence and public disclosure of (i) a change of control thereof, (ii) investigations of or sanctions imposed on the issuer by overseas securities regulators or relevant competent authorities, (iii) changes of listing status or transfers of listing segment, and (iv) a voluntary or mandatory delisting. Overseas offering and listing by domestic companies shall be made in strict compliance with relevant laws, administrative regulations and rules concerning national security in spheres of foreign investment, cybersecurity, data security and etc., and duly fulfill their obligations to protect national security.

On February 24, 2023, the CSRC and three other relevant government authorities jointly promulgated the Archives Rules. Pursuant to the Archives Rules, where a domestic enterprise provides or publicly discloses any document or material that involving state secrets and working secrets of state agencies to the relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, it shall report to the competent department with the examination and approval authority for approval in accordance with the law, and submit to the secrecy administration department of the same level for filing.

Regulations on the H-share Full Circulation

"Full circulation" refers to the circulation of domestically unlisted shares of H-share listed companies on the stock exchange, including domestically unlisted shares held by domestic shareholders prior to overseas listing, additional domestically unlisted shares issued after overseas listing and unlisted shares held by holders of foreign shares, etc. On November 14, 2019, the CSRC issued 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**"), which was revised on August 10, 2023.

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 the said application for full circulation.

On December 31, 2019, CSDC and the Shenzhen Stock Exchange jointly announced the *Measures for Implementation of H-share "Full Circulation" Business* (《H股"全流通"業務實施細則》) (the "**Measures for Implementation**"). The businesses of cross-border transfer registration, maintenance of deposit and holding details, transaction entrustment and instruction transmission, settlement, management of settlement participants, services of nominal holders, etc. in relation to the H-share "full circulation business", are subject to the Measures for Implementation.

In order to fully promote the reform of H-shares "full circulation" and clarify the business arrangement and procedures for the relevant shares' registration, custody, settlement and delivery, the Shenzhen subsidiary of CSDC issued the Guidelines for H-share "Full Circulation" Business of China Securities Depository and Clearing Corporation Limited Shenzhen Branch in June 2025. which specified the business preparation, account arrangement, cross-border share transfer registration and overseas centralized custody, etc. In September 2024, China Securities Depository and Clearing (Hong Kong) Co., Ltd. ("**CSDC (Hong Kong)**") also promulgated the *Guide to the Program for Full Circulation of H-shares* (《中國證券登記結算(香港)有限公司H股"全流通"業務指南》), which specifies the business preparation, account arrangement, cross-border share transfer registration and overseas centralized custody, and other relevant matters.

PRC LAWS AND REGULATIONS ON THE IMPORT AND EXPORT OF GOODS

Foreign Trade Law of the People's Republic of China and the Measures for the Filing and Registration of Foreign Trade Operators

The Foreign Trade Law of the People's Republic of China (《中華人民共和國對外貿易法》) was promulgated by the SCNPC on May 12, 1994, implemented on July 1, 1994, and most recently amended on December 27, 2025 and implemented on March, 1, 2026, and the Measures for the Filing and Registration of Foreign Trade Operators (《對外貿易經營者備案登記辦法》) were issued by the MOFCOM on June 25, 2004, implemented on July 1, 2004, and most recently issued and implemented on May 10, 2021. As per these laws, regulations and measures, the state permits the free import and export of goods and technology.

Regulations on the Administration of the Filing of Customs Declaration Entities of the People's Republic of China

The Regulations on the Administration of the Filing of Customs Declaration Entities of the People's Republic of China (《中華人民共和國海關報關單位備案管理規定》) were promulgated by the General Administration of Customs on November 19, 2021, and implemented on January 1, 2022. According to these regulations, consignees and consignors of import and export goods and customs declaration enterprises shall obtain the qualifications of market entities if they apply for filing.

The Regulations on the Administration of the Import and Export of Goods of the People's Republic of China

In accordance with the Regulations on the Administration of the Import and Export of Goods of the People's Republic of China (《中華人民共和國貨物進出口管理條例》) issued by the State Council on December 10, 2001, implemented on January 1, 2002, and most recently revised on March 10, 2024 and implemented on May 1, 2024, goods that are prohibited from being imported are not allowed to be imported, and goods that are prohibited from export are not allowed to be exported.

The Import and Export Commodity Inspection Law of the People's Republic of China and the Implementation Regulations of the Import and Export Commodity Inspection Law of the People's Republic of China

According to The Import and Export Commodity Inspection Law of the People's Republic of China (《中華人民共和國進出口商品檢驗法》) promulgated by the SCNPC on February 21, 1989, and most recently revised and implemented on April 29, 2021, and the Implementation Regulations of the Import and Export Commodity Inspection Law of the People's Republic of China (《中華人民共和國進出口商品檢驗法實施條例》) issued by the former State Bureau of Import and Export Commodity Inspection on October 23, 1992 and most recently amended on March 29, 2022 and implemented on May 1, 2022 by the State Council, consignees or consignors of import and export commodities may handle inspection procedures themselves or entrust an agent inspection application enterprise to do so. When consignees or consignors of import and export commodities handle inspection procedures, they must file with the entry-exit inspection and quarantine authorities in accordance with the law.

SANCTIONS LAWS AND REGULATIONS

United States

OFAC is the primary agency responsible for administering U.S. sanctions programmes against targeted countries, entities, and individuals. "Primary" U.S. sanctions apply to "U.S. persons" or activities involving a U.S. nexus (e.g., funds transfers in U.S. currency even if performed by non-U.S. persons), and "secondary" U.S. sanctions apply extraterritorially to the activities of non-U.S. persons even when the transaction has no U.S. nexus. Generally, U.S. persons are defined as entities organized under U.S. law (such as companies and their U.S. subsidiaries); any U.S. entity's domestic and foreign branches (sanctions against Iran and Cuba also apply to U.S. companies' foreign subsidiaries or other non-U.S. entities owned or controlled by U.S. persons); U.S. citizens or permanent resident aliens ("**green card**" holders), regardless of their location in the world; individuals physically present in the United States; and U.S. branches or U.S. subsidiaries of non-U.S. companies.

Depending on the sanctions program and/or parties involved, U.S. law also may require a U.S. company or a U.S. person to "block" (freeze) any assets/property interests owned, controlled or held for the benefit of a sanctioned country, entity, or individual when such assets/property interests are in the United States or within the possession or control of a U.S. person. Upon such blocking, no transaction may be undertaken or effected with respect to the asset/property interest — no payments, benefits, provision of services or other dealings or other type of performance (in case of contracts/agreements) — except pursuant to an authorization or license from OFAC.

OFAC's comprehensive sanctions programmes currently apply to Cuba, Iran, North Korea, Syria, the Crimea region of Russia/Ukraine, and the self-proclaimed Luhansk People's Republic ("**LPR**") and Donetsk People's Republic ("**DPR**") regions (the comprehensive OFAC sanctions programme against Sudan was terminated on October 12, 2017). OFAC also prohibits virtually all business dealings with persons and entities identified in the SDN List. Entities that a party on the SDN List owns (defined as a direct or indirect ownership interest of 50% or more, individually or in the aggregate) are also blocked, regardless of whether that entity is expressly named on the SDN List. Additionally, U.S. persons, wherever located, are prohibited from approving, financing, facilitating, or guaranteeing any transaction by a non-U.S. person where the transaction by that non-U.S. person would be prohibited if performed by a U.S. person or within the United States.

United Nations

The United Nations Security Council (the "**UNSC**") can take action to maintain or restore international peace and security under Chapter VII of the United Nations Charter. Sanctions measures encompass a broad range of enforcement options that do not involve the use of armed force. Since 1966, the UNSC has established 30 sanctions regimes.

The UNSC sanctions have taken a number of different forms, in pursuit of a variety of goals. The measures have ranged from comprehensive economic and trade sanctions to more targeted measures such as arms embargoes, travel bans, and financial or commodity restrictions. The UNSC has applied sanctions to support peaceful transitions, deter non-constitutional changes, constrain terrorism, protect human rights and promote non-proliferation.

There are 14 ongoing sanctions regimes which focus on supporting political settlement of conflicts, nuclear non-proliferation, and counter-terrorism. Each regime is administered by a sanctions committee chaired by a non-permanent member of the UNSC. There are ten monitoring groups, teams and panels that support the work of the sanctions committees.

United Nations sanctions are imposed by the UNSC, usually acting under Chapter VII of the United Nations Charter. Decisions of the UNSC bind members of the United Nations and override other obligations of United Nations member states.

European Union

Under European Union sanction measures, there is no "blanket" ban on doing business in or with a jurisdiction targeted by sanctions measures. It is not generally prohibited or otherwise restricted for a person or entity to do business (involving non-controlled or unrestricted items) with a counterparty in a country subject to European Union sanctions where that counterparty is not a Sanctioned Person and not engaged in prohibited activities, such as exporting, selling, transferring or making certain controlled or restricted products available (either directly or indirectly) to, or for use in a jurisdiction subject to sanctions measures, provided that no funds and economic resources are made available to the Sanctioned Persons.

United Kingdom and United Kingdom overseas territories

As of January 1, 2021, the United Kingdom is no longer an EU member state. EU law including EU sanctions measures continued to apply to and in the United Kingdom until December 31, 2020. EU sanctions measures had also been extended by the United Kingdom on a regime-by-regime basis to apply in the United Kingdom overseas territories, including the Cayman Islands. Starting from January 1, 2021, the United Kingdom applies its own sanctions programs and has extended its autonomous sanctions regimes to apply to and in the United Kingdom overseas territories.

Australia

The Australian restrictions and prohibitions arising from the sanctions laws apply broadly to any person in Australia, any Australian anywhere in the world, companies incorporated overseas that are owned or controlled by Australians or persons in Australia, and/or any person using an Australian flag vessel or aircraft to transport goods or transact services subject to United Nations sanctions.

U.S. EXPORT CONTROLS

The United States has increased export controls restrictions through the Export Administration Regulations (the "**EAR**"), administered by the Bureau of Industry and Security of the U.S. Department of Commerce (the "**BIS**"). The EAR maintains a list of commodities, including items, software, and technology, that are subject to export controls (the "**Commerce Control List**"), which set out the level of restrictions that the listed commodities are subject to, based on the nature of the product, i.e. type of commodity, software or technology and its respective technical parameters, as stated under each Export Control Classification Number ("**ECCN**") in the Commerce Control List. The export restrictions can be determined by the level of restrictions (i.e. the reason for such control) that the listed commodities are subject to, for example anti-terrorism and regional stability.

During the Track Record Period, the Group procured certain types of products classified as ECCNs 5A991 or 5A992.c. ECCN 5A991 covers certain listed telecommunications and information security equipment. ECCN 5A992.c covers certain listed information security systems, equipment and components that are classified as mass market encryption items. ECCN 5A991 and ECCN 5A992.c are controlled for anti-terrorism reasons ("**AT Controlled Products**"). For AT Controlled Products, a license application for exports to the following destinations or end-users is required: (i) any entity designated on the Entity List, Denied Persons List, or Unverified List maintained by the U.S. Department of Commerce's BIS (collectively, the "**BIS Lists**"); and/or (ii) any entity headquartered in, ordinarily resident in, or owned or controlled by governments of any Comprehensively Sanctioned Countries, as well as Russia and Belarus. However, when ECCN 5A992.c items meet or exceed the performance parameters defined in ECCN 3A090 (which covers certain listed integrated circuits) or 4A090 (which covers certain listed computers and certain related equipment, electronic assemblies and components), they are categorised as ECCN 5A992.z, such as servers. Items categorised as ECCN 5A992.z are controlled for Regional Stability ("**RS**") and Anti-Terrorism ("**AT**") reasons. Under the RS control, it imposes a license requirement for exports, reexports and transfers (in-country) to or within China, and the license application is subject to presumption of denial, Under the AT control, these items are prohibited (i) from exports, reexports and transfers (in-country) to Comprehensively Sanctioned Countries, and (ii) entities designated on the BIS Lists.

U.S. TARIFFS

On May 14, 2024, the Office of the United State Trade Representative announced a plan to raise the tariff rate applicable to U.S. imports of electric vehicles from China from 25% to 100%. On September 13, 2024, the United States Trade Representative announced the final Section 301 tariff increases on imports from China, which imposed a tariff rate of 100% effective from September 27, 2024. China responded with increased tariffs. Since February 2025, both countries raised reciprocal tariffs on each other's imported goods to 125%. However, on May 12, 2025, both the U.S. and China modified these tariff measures: the U.S. removed the 125% tariff and temporarily reduced tariffs on Chinese goods to 10% by suspending a 24% duty for 90 days. The PRC government announced the same tariff adjustments, removing the 125% retaliatory tariff and cutting tariffs on U.S. goods from 34% to 10% for the same period. On August 12, 2025, both the U.S. and China announced to extend these tariff measures for another 90 days. The applicable Section 301 Tariff rates on our products imposed by the U.S. government are 7.5% or 25% (in addition to any of the applicable most favored nation rate and reciprocal tariff rate, which are applied cumulatively). On November 1, 2025, the U.S. government announced that the 10% reciprocal tariff will be maintained until November 10, 2026.

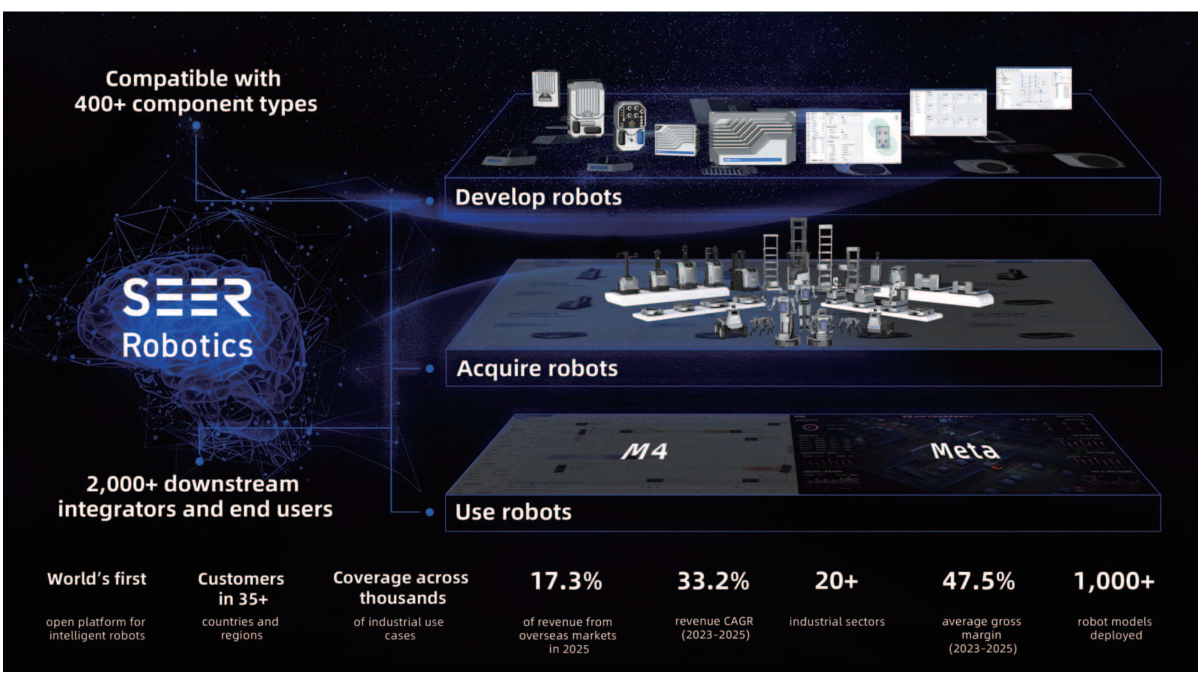
OVERVIEW

We are an intelligent robotics company defined by our robotic control systems, or what we call the "robot brain." As a key differentiator of our business, our proprietary robotic control technologies form the foundation of our intelligent robot offerings. Leveraging our market position and technology in the robot brain, we develop and sell robots, controllers, software and accessories, enabling one-stop development, acquisition and use of intelligent robots across real-world scenarios.

At the core of every intelligent robot is its control system, which consists of the embedded robotic controller within the robot and the software deployed in the cloud. The controller governs core robotic functions such as perception, positioning, decision-making and motion control, and operates through a layered technology stack that includes VLA, reinforcement learning, end-to-end navigation models and SLAM, orchestrating sensors and actuators to enable autonomous operation. The cloud-based software uses advanced scheduling and optimization algorithms to assign tasks to a wide range of robots through a unified communication interface, which coordinates robot actions among different robot types to enable efficient execution at both individual and fleet levels.

AI accelerates the development of adaptive learning and autonomous decision-making capabilities in intelligent robots, driving a new wave of growth throughout the global robot market. The size of the global intelligent robot market exceeded RMB307.4 billion in 2025 and is projected to reach RMB850.0 billion by 2030, representing a CAGR of 24.6% from 2026 to 2030.

Despite strong momentum, the intelligent robot industry continues to encounter structural barriers to development, acquisition and use. These challenges are rooted in the complexity and variability of industrial operating conditions, where requirements differ significantly across jobsites and use cases. In the upstream supply chain, components such as LiDAR, cameras, motors and batteries are supplied by a vast and diverse array of suppliers, whereas downstream, over 10,000 integrators serve end customers, yet the lack of interoperability between robots from different suppliers in diverse deployment environments hinders fleet coordination and reduces operational efficiency.



Founded on our expertise in robotic control systems and data accumulated from thousands of distinct operating conditions, we enable integrators and end customers to adopt intelligent robots with ease. We have built a broad customer base of over 2,000 integrators and end customers spanning more than 35 countries and regions. In 2025, we generated 82.7% of our revenue in the Chinese Mainland, with the remaining portion derived from overseas markets. Integrators incorporate our products into broader automation solutions by adding components, software and custom engineering to meet their clients' specific application needs. End customers include enterprises in various industries. Serving both segments allows us to stay attuned to evolving industrial demands, refine our products for diverse applications, expand our market reach and deepen industry expertise. To date, more than 2,000 robot models have been deployed through our platform in over 20 sectors, including 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals.

Our Products

We offer controllers, software, robots and accessories all under one roof to simplify development, acquisition and use for a wide spectrum of industries and applications.

Robotic Controllers

The SRC series controllers, developed in-house and embedded within the robot as the "brain," execute core functions such as perception, positioning, decision-making and motion control. They support advanced capabilities such as SLAM, navigation in changing environments, obstacle avoidance, visual-semantic recognition and robot and model parameter configuration. By integrating these core functions within a unified architecture, our SRC series controllers orchestrate and execute substantially all mission-critical functions of intelligent robots. With broad interface compatibility, the controllers connect to a wide array of sensors and actuators and run a fusion of intelligent algorithms spanning visual-language mapping, VLA, reinforcement learning and end-to-end navigation models to drive autonomous behavior in intelligent robots.

Built to industrial-grade standards, each SRC series controller integrates chips and coprocessors within a heterogeneous architecture that delivers high-stability, low-latency performance and strong generalization for various deployment types. As of December 31, 2025, our controllers are compatible with more than 400 component types, enabling customers to build their own robots like stacking functional blocks without requiring in-depth knowledge of hardware compatibility or robotics engineering and thereby accelerating development cycles.

Our robotic controllers achieved higher sales volumes and maintained substantially higher gross margins than robots throughout the Track Record Period, with gross margins of 85.2%, 81.0% and 79.8% in 2023, 2024 and 2025, respectively. While robots contributed a larger portion of our revenue due to their higher selling prices arising from the inclusion of mechanical structures and other physical components, revenue contribution alone may not fully reflect the breadth of deployment and technological value delivered through our robotic controllers.

Software

Our proprietary software, hosted on cloud servers and acting as the cloud-based "brain" of the robot, functions as the central command system for robot fleet operations. It enables full-cycle digital operations ranging from mission planning, project simulation, intelligent scheduling, decision support and human–robot collaboration. Our software suite, typically deployed on customers' private clouds, includes the M4 smart scheduling and management system and the Meta series of visualization software. It integrates with enterprise systems to receive operational instructions and connects with robots to allocate tasks and report execution status. Using a unified communication interface and standardized controller protocols, the suite enables centralized coordination among heterogeneous fleets in varied use cases.

Our M4 system innovates to integrate the functions of FMS, WCS and WMS into an all-in-one platform. M4 combines advanced scheduling algorithms, optimization algorithms and an easy-to-use development framework, allowing large robot fleets to respond and execute promptly and adapt to changing business needs. Meta-World, our flagship visualization software powered by 3D rendering and visualization technologies, creates a synchronized, real-time virtual replica of physical environments, enabling visualization of operational status and simulation of process adjustments, thereby enhancing monitoring efficiency through real-time anomaly detection and improving control efficiency by allowing pre-deployment testing of modifications in a secure environment. Additionally, we have developed a simulation platform based on world models, which enables the construction of virtual environments for intelligent robot operation and supports data generation within simulated scenarios.

Robots

Our Nebula system curates a catalog of over 1,000 robot models equipped with SRC series controllers, covering wheeled humanoid robots, legged robots, lifting robots, pallet trucks, stacker forklifts, counterbalanced forklifts, carton transfer autonomous robots, cleaning robots and all-terrain robots. Each robot in our portfolio is equipped with our proprietary SRC series controllers, through which we commercialize and scale our control technologies across diverse deployment scenarios. Through a "what-you-see-is-what-you-get" interface, our customers configure robots by selecting functions, components and appearance in real time, similar to vehicle customization. Once configured, the system immediately generates corresponding pricing, lead time and lifecycle service details.

We coordinate with manufacturing partners within our robotic ecosystem to produce robots featuring customer-selected configurations. In the case of our wheeled humanoid robots, for example, our component arsenal includes key modules such as joint motors, vision sensors and dexterous hands. Using a 3D visual configurator, our customers can complete a full humanoid configuration in a short time. Our operational systems connect directly to the configured robots equipped with SRC series controllers to enable real-time scheduling and command execution in on-site deployments.

The key features of our intelligent robots include:

- *Reliable navigation and positioning functions*. Our intelligent robots support multiple positioning and navigation technologies, including SLAM, 3D feature positioning and visual simultaneous localization and mapping ("**VSLAM**"). Even in highly variable environments, they are able to move accurately and stably by using natural features for spatial recognition. These capabilities deliver reliable performance in real-world scenarios and support steady and smooth operations in challenging and dynamic environments.

- *Fleet-wide collaboration*. Empowered by the SRC series controllers and software, different robot models can seamlessly interoperate within the same scenario. Customers can manage multiple robots in parallel, which raises operational efficiency and reduces the cost of automation.

- *Advanced visual perception and autonomous execution*. Our intelligent robots leverage 2D/3D visual technologies to deliver real-time environmental intelligence, enabling identification of pallets, material racks, QR codes and complex geometries through deep learning-enhanced shape detection. We also support spatial intelligence such as visual segmentation, object pose estimation and hand–eye calibration for accurate spatial interaction, and autonomous execution of environment-aware operations after recognition (such as grasping, placement, navigation adjustments) which minimizes customized, environmental retrofits and manual intervention.

We enable our customers to build and deploy fully customized intelligent robots with a compact team of electrical and mechanical engineers. Robots available through our Nebula system are applied in over 20 sectors under distinct operating conditions, offering fast configuration, flexibility and reduced technical constraints.

Accessories

To enhance the functionality and adaptability of our robotic controllers and robots, we provide a wide range of peripheral accessories, including sensors, power modules and end-effectors. While these accessories are developed and manufactured by third parties, we incur substantial technical costs to ensure seamless interoperability with our robotic controllers and robots. We maintain a dedicated technical team responsible for adaptation and integration, which includes setting specific technical requirements for suppliers and adjusting our robotic systems to achieve optimal compatibility. The configuration, customization and integration of these accessories are led by us to ensure system-level consistency. In addition, we provide after-sales services for accessories, including installation support and technical assistance, to help customers tailor robotic solutions adaptive to evolving operational scenarios.

Beyond broadening application flexibility, our accessories also simplify the acquisition and use processes. By delivering a comprehensive portfolio of ready-to-use accessories, we reduce integration barriers, shorten lead times and streamline robot assembly, thereby strengthening our one-stop robotic platform.

Our Technological Capabilities

Our products combine reliability, ease of use and cross-industry adaptability into a single robotic control system. Our technological strengths are reflected in three key dimensions: reliability, usability and generalization.

Reliability	
High Precision	We are the first in the intelligent robot industry to achieve SLAM accuracy at ±2 mm validated through deployment in diverse industrial conditions. Our robotic control system supports a range of localization and navigation technologies, including LiDAR-based SLAM, real-time kinematic ("**RTK**") positioning for outdoor use, 3D feature-based localization and VSLAM, to deliver high-precision results with as little as approximately 10% reference points required in the environment.
High Efficiency	Our proprietary software integrates multi-robot scheduling with enterprise systems to enable coordinated management and task optimization within heterogeneous fleets. In actual deployments, our software orchestrates robot operations through distinct factory zones spanning production lines, line-side storage and warehouses using a unified scheduling engine, which elevates cross-functional task coordination and execution efficiency in multiple deployment scenarios.

High Durability	Our industrial-grade robotic controllers are technically validated through a series of key international safety and performance standards, including CE-EMC, CE-LVD, CE-MD and Underwriters Laboratories ("**UL**"), which, according to CIC, indicate that our controllers deliver superior usability and operating stability in demanding industrial applications. These certifications demonstrate the controllers' robust durability by effectively mitigating electromagnetic interference, protecting against electrical hazards, preserving mechanical integrity and reducing unplanned downtime. Our robotic control systems adapt flexibly to diverse configurations and deliver stable performance under challenging operating conditions.
High Consistency	Through our self-calibration algorithms which enable sensors to automatically compute internal and external parameters by scanning environmental objects, our robotic control system reduces systematic errors arising from variations in configuration, mechanics and assembly. As a result, robots operating in the same environment can deliver consistent performance, which elevates uniformity among different models within a fleet.
High Safety	According to CIC, our robotic control system is the first in the industry globally to achieve functional safety certifications, including ISO 13849, IEC 61508 and IEC 62061, which validate its application in safety-critical industrial scenarios. Our safety modules draw on validation across thousands of diverse application scenarios supported by a software control layer to simplify safety management.

Usability	
Easy Development	Our SRC series controllers are compatible with over 400 component types, which offer customers significant flexibility in hardware selection. Complemented by our Roboshop and Robocare software, integrators can easily configure robots and perform development tasks (such as sensor calibration, navigation path configuration and custom function setup) by using simple graphical operations. This reduces customer dependency on low-level programming and at the same time eliminates the need for specialized expertise in control theories or algorithmic principles. Furthermore, the open-script framework allows engineers to utilize script-based interfaces for complex action customization and extend robot functionality through secondary development modules, which effectively reduces the development cycle.
Easy Acquisition	Our proprietary Nebula system enables non-technical users of integrators and end customers (such as procurement teams and production managers) to quickly select and configure robots to their exact needs through intuitive controls. Beyond core development tasks, Nebula simplifies the selection and configuration of complete robots through user-friendly model selection, hardware option matching and cosmetic feature customization. Customers configure critical operational parameters such as shuttle width, payload envelope dimensions and laser navigation settings in real time, seeing how choices affect their configuration. This live-adjustment capability generates deployment-ready robots with accelerated commissioning timelines. Nebula also provides production-to-deployment tracking, which allows customers to track progress at every milestone and accelerate field deployment of intelligent robots.

Easy Use	We offer a suite of proprietary software, such as the M4 smart scheduling and management system and the Meta series of visualization software, built for multi-environment deployment. These systems enable full-cycle digital operations ranging from mission planning, project simulation and intelligent scheduling to decision support and human–robot collaboration. Our software accommodates both graphical low-code development and code-based customization in any programming language. Customers can choose their preferred development methods based on technical preferences to build navigation paths and specialized features. Within a short training period, technical teams can complete robot solution customization, which enhances development efficiency compared to traditional workflows and thus makes it easier to adopt customized robotic applications.

Generalization	
High-Generalization Capability	As the robot industry advances into the R3.0 generation, the shift toward software generalization and hardware contextualization has become increasingly pronounced. Generalization is thereby one of the core technological capabilities of robotics companies. Drawing on deep experience across sectors including 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals, our high generalization capability is manifested across robot and software domains. ***Robots with High Generalization Capability.*** Our VLA architecture gives different robot types access to a unified model backbone, allowing a single model to support varied tasks across multiple environments. We train VLA using data from intelligent forklifts and other mobile platforms, then extend the model to higher-degree-of-freedom systems through transfer learning, including humanoid robots. VLA-driven embodied forklifts are already deployed in unstructured settings and can follow natural-language instructions to complete material-handling tasks. Our wheeled humanoid robots are also undergoing pilot runs at customer sites, collecting operational data that further strengthens the model's generalization capability. ***Software System with High Generalization Capability.*** Our software stack supports mixed scheduling of multi-brand, multi-model robots and enables out-of-the-box deployment across different operating scenarios. The in-house low-code engine uses a modular, building-block approach to help customers build and adjust workflows and interfaces quickly as production conditions change. With integrated large language model capability, the system interprets natural-language descriptions of user needs and auto-generates low-code modules, scripts and interfaces, increasing adaptability to varied business scenarios. We also developed a world model-based simulation platform that provides virtual operating environments for robot training, data generation and data collection, accelerating generalization across different tasks and conditions.

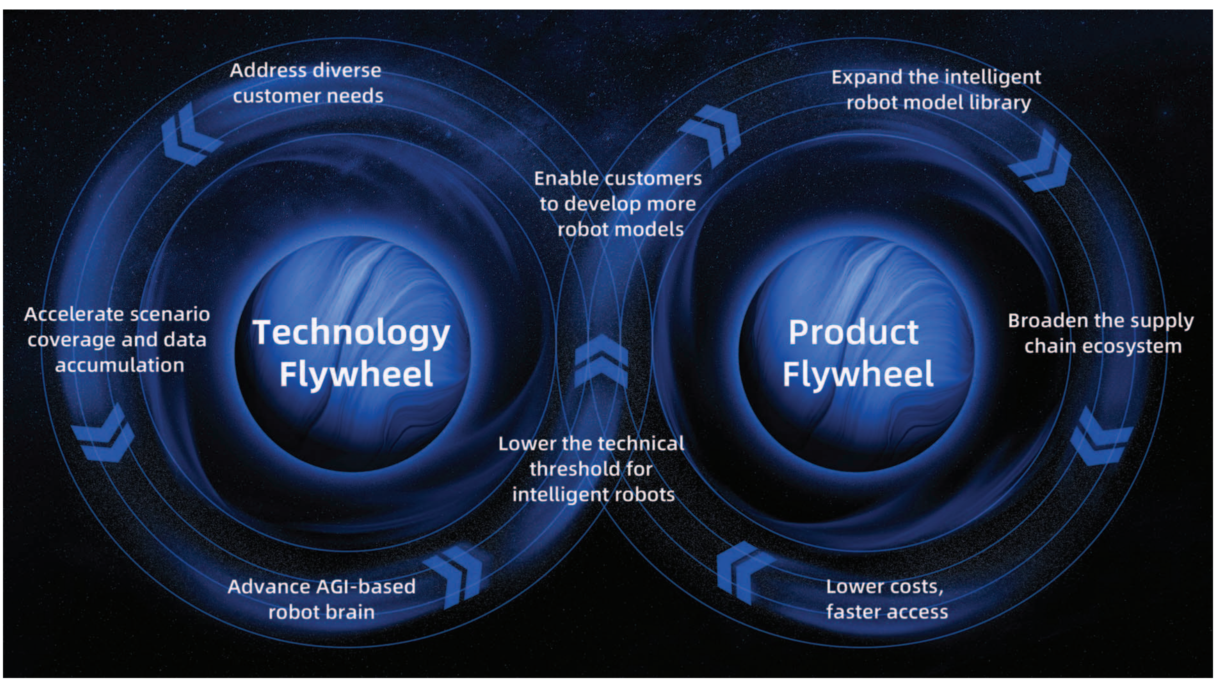
Our Business Model

We facilitate the sale of integrated robotic products, robotic components and accessories, streamlining the development, acquisition and use of intelligent robots. We provide a wide range of options to meet diverse customer needs, spanning building customized robots, selecting pre-configured models, managing robotic operations and accessing toolchain and knowledge base for continuous improvement.

We collaborate closely with integrators, end customers and suppliers to deliver comprehensive robotics products spanning controllers, robots, software and accessories. Through these partnerships, we gain deep insight into customer requirements and application environments, enabling precise definition of technical parameters and tailored hardware configurations. Across all product categories, we retain full ownership of designing, developing and integrating core technologies and engaging external partners for manufacturing and component sourcing. For robotic controllers, we lead product architecture and hardware design alongside proprietary software and algorithm development. Manufacturing and assembly are outsourced to qualified partners under our strict quality verification protocols. For robots, we lead product design, engineering solutions and industrial design, while external manufacturers execute mechanical design, structural fabrication, and assembly under our quality management oversight. Our software products, which are typically bundled with our controllers and robots, are fully self-developed, covering design, software and algorithm development and testing. For accessories such as LiDAR and cameras, we define technical parameters and conduct several rounds of testing to ensure compatibility with our products. Only after passing this process are the accessories made available for customer purchase. Throughout our integrated workflow, we sustain active technical engagement and implement independent quality control to fulfill customer expectations.

Our Dual-Flywheel Strategy

We operate under the dual flywheels of "technology + product," synergizing customer-specific adaptation with scalable deployment across industries. Our business model has strengthened our ability to commercialize robotics solutions in a wide range of industrial environments and operational settings.



Our technology flywheel strengthens the advancement of our AI-powered robotic brain. This cycle begins with our high-reliability, AI-based control system, the "brain" underpinning all our intelligent robots. The continuous refinement and optimization of our technology progressively lower both the technical thresholds and deployment barriers for customers, enabling them to adopt robotic products and solutions with ease. The wider adoption of our products across different application scenarios generates operational data and customer feedback. We use these insights to improve our products and technology, which enhances robotic performance and expands functionalities. These enhancements further reduce barriers and encourage even broader deployment, further accelerating the momentum of the flywheel.

Our product flywheel leverages the growing adoption of our products to empower the entire robot industry value chain. By reducing acquisition costs and shortening delivery timelines, our technology enables downstream stakeholders to rapidly deploy a wide array of intelligent robots. Stakeholders efficiently integrate diverse functionalities into their chosen robots by utilizing our software and toolchains for component selection, adaptation and collaborative co-development with third-party manufacturers, which optimizes our supply chain network and enhances industry-wide production efficiency, thereby stimulating product adoption and solidifying the virtuous cycle.

Case Study

Our AI-powered carton transfer autonomous robots can identify and grasp cartons using QR code scanning, a capability that has already been successfully deployed in real-world scenarios. However, as we expanded our customer base, we observed that end customers in manufacturing and logistics industries could not always apply QR codes due to operational challenges, such as irregular carton surfaces or dynamic workflows. In response, we developed a machine learning-based vision system capable of QR code-free visual recognition and grasping, which eliminated dependency on coded labels. This innovation allowed us to replace standard QR cameras with RGB cameras as the default configuration, which enhanced flexibility and broadened applicability across more complex environments.

To further simplify adoption, we introduced a data training module on Roboshop allowing end customers to upload sample carton data prior to deployment. Based on such data, the module is trained to recognize and handle diverse carton types, reducing the time required for deployment and adaptation. Continuous optimization has since reduced deployment time while improving pick-and-place accuracy, which reinforces our robots' AI-powered adaptability.

By improving the generalization capability of our carton transfer autonomous robots, we not only enriched our robot portfolio but also reinforced the broader supply chain ecosystem, driving down procurement costs for automotive part integrators and end customers who operate in QR code-free environments, cutting lead times for RGB-camera robot deployments and accelerating the widespread adoption of codeless visual recognition technology in carton transfer autonomous robots.

Our commercialization capabilities are closely linked to the dual flywheels. Leveraging our self-developed control system, we equip stakeholders within our ecosystem with robotic products and solutions applicable for various sectors such as 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals. Our solutions span various robotic types, ranging from lifting robots and intelligent forklifts to wheeled humanoid robots, each featuring unified communication interfaces that simplify deployment for different use cases. During the Track Record Period, we experienced steady and strong growth. Our revenue increased from RMB249.0 million in 2023 to RMB339.3 million in 2024, and further to RMB441.9 million in 2025, representing a CAGR of 33.2% from 2023 to 2025. In 2023, 2024 and 2025, our gross profit margin was 49.2%, 45.9% and 47.4%, respectively. We recorded a net loss of RMB47.7 million, RMB42.3 million and RMB47.1 million in 2023, 2024 and 2025, respectively, and our adjusted net loss (non-IFRS measure) was RMB20.9 million, RMB10.6 million and RMB2.9 million, respectively.

OUR STRENGTHS

The Intelligent Robot Engine Built on Deep Technical Infrastructure

We enable one-stop development, acquisition and use of intelligent robots across real-world scenarios. According to CIC, we ranked first globally in terms of robotic controller sales volume in 2025, with a market share of 24.8%. The number of customers from whom we generated revenue increased from 587 in 2023 to 832 in 2024, and further to 1,150 in 2025, and we served over 2,000 customers as of December 31, 2025, which underscores the continued momentum and value of our platform.

According to CIC, we are the first in the intelligent robot industry to independently build a full-process development toolchain for intelligent robots, which, together with our Nebula system and data repository, forms the foundation of our business. Our toolchain powers the entire development cycle, ranging from coding, simulation, performance analysis, debugging, testing, building, deployment and operations, enabling developers to build, deploy and manage robots within a single platform. Our Nebula system connects customers with upstream suppliers within our ecosystem and delivers them workflow-ready robotic solutions. Our data repository complements these efforts by offering end-to-end automation for data collection, cleaning, labeling, storage and management, creating a solid foundation for model training and deployment that advances AI development and propels our technology flywheel.

Our knowledge base, built from operational experience and technical know-how gained through deployments across varied industrial scenarios, is the first open-access, structured knowledge framework in the intelligent robot industry, according to CIC. It empowers stakeholders within the entire value chain and continuously evolves through robot log data generated by customers. With our AI capabilities, we iteratively enhance our robotic control systems to deliver solutions that satisfy high standards of reliability, usability and generalization. High reliability meets the precision and safety demands of industrial use cases, usability allows customers to flexibly configure robotic applications for specific tasks, and generalization supports deployment in more than 20 sectors, each with unique technical and operational constraints.

By anchoring our ecosystem on a unified set of robotics capabilities, we bring efficiency to every layer of the robotics value chain and accelerate innovation at scale. For integrators and end customers, we significantly shorten development cycles and increase flexibility in robot design and deployment, thereby making it easier for intelligent robot development, acquisition and use. For upstream component suppliers, we aggregate fragmented hardware capabilities and connect them with our advanced control systems and software, which expands access to enterprises in multiple industries and fosters growth throughout the ecosystem. As our business scales and our technical capabilities advance, our ecosystem continues to expand, amplify network effects and enable broader industrial adoption.

Strong Technological Capabilities Powering Robotics Innovation

We are widely recognized in the intelligent robot industry for our continuous innovation and first-of-their-kind breakthroughs.

We are advancing and implementing physical AI to enhance how robots perceive, reason and act within the physical world. According to CIC, we introduced the SRC-5000, the first controller integrating embodied AI in the world, which addresses long-standing challenges in synchronizing hand–eye–foot movements and introduces a complete perception, decision-making and execution architecture. In May 2025, our debut of the world's first embodied intelligent forklift brought embodied AI from the robotic controller to an industrial machine. According to the same source, we are also among the first in the intelligent robot industry to deploy large multimodal models onboard robots, applying visual-language mapping, VLA and end-to-end navigation models in intelligent forklifts and wheeled humanoid robots, which enables a closed technical loop.

We have advanced software capabilities in the intelligent robot industry. Our integrated software is built around deep insights into frontline industrial use and brings together scheduling, operational management and development tooling into a unified system. Adopted by global leaders in sectors including 3C, automotive, automation equipment and new energy, our solutions have reduced material handling labor demand by up to 50% compared to pre-deployment levels, which indicates a productivity gain ranked among the highest in the industry, according to CIC. Powered by machine learning-driven optimization, our operations system supports one of the broadest sets of deployment scenarios in the intelligent robot industry, according to CIC. In addition, our low-code engine delivers industrial-grade usability through a modern technical stack and interface framework, which enables workflow customization and interface development at more than twice the speed of traditional models, according to CIC.

Dual Flywheels Powering AI Capabilities and Commercial Success

Our dual-flywheel strategy driven by both technology and product flywheels has created a self-reinforcing engine of growth.

The technology flywheel advances the foundation of our robotic control system, expanding scenario coverage and enabling adaptive optimization at scale, which supports reliable task execution in varied operational settings and promotes cross-industry generalization. Powered by deep learning and adaptive algorithms, our "robot brain" delivers robust performance in demanding and variable environments, which lowers deployment thresholds and extends the reach of intelligent robots within industrial operations.

The product flywheel has accelerated ecosystem development through an open, modular architecture. We offer an expanding portfolio of robot models, ranging from lifting robots and intelligent forklifts to wheeled humanoids, each interoperable with a broad range of components. Through selective integration and joint development with component suppliers, we have established a supply chain network that reduces deployment costs, shortens time to deployment and increases access to robotics solutions for more enterprises. The number of customers from whom we generated revenue increased from 587 in 2023 to 1,150 in 2025, and our controllers are compatible with over 400 component types as of December 31, 2025. Over the same period, applicable industrial scenarios increased from around 1,000 in 2023 to several thousand in 2025, and the number of robot models expanded from over 300 as of January 1, 2023, to over 2,000 as of December 31, 2025.

The compounding effect of this dual-flywheel strategy is reflected in our commercial performance. Our revenue increased from RMB249.0 million in 2023 to RMB441.9 million in 2025, at a CAGR of 33.2% from 2023 to 2025. Over the same period, our gross profit margin remained above 45.0%, which positioned us among the top players in the intelligent robot industry, according to CIC. The convergence of deep technical capability and a scalable infrastructure has reinforced both near-term business growth and long-term value creation.

Widespread Deployment by High-Profile Enterprises

As global demand for intelligent robots accelerates, the need for flexible, high-performance robotic solutions continues to grow in major markets. In China, we continue to scale to provide integrated solutions that combine robotic controllers, software and robots. Since 2021, we have expanded our footprint beyond China into Europe, North America and Asia. Growing international demand has created new opportunities for China-based robotics companies, although industry-wide adoption remains constrained by the lack of standardized interfaces and limited interoperability among robotics companies. Our modular, standards-aligned solutions built on core technical strengths have helped overcome these constraints. We have obtained a series of key international certifications, including CE-EMC, CE-LVD, CE-MD and UL, which reinforce product credibility and enable faster global rollouts, positioning us as a leader in the global adoption of China-made intelligent robots, according to CIC. Backed by high-reliability, high-usability and high-generalization capabilities, and bolstered by a resilient nationwide supply chain, we have served customers in over 35 countries and regions. As of December 31, 2025, we served over 2,000 customers spanning more than 20 sectors, including 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals.

During the Track Record Period, we have completed successful deployments for several global industrial leaders. In the Netherlands, our intelligent forklifts are deployed at a Philips facility, where they automate rack transfers, enhance warehouse efficiency and reduce manual labor requirements. For Schneider Electric, we facilitated a smart factory upgrade through our Resource Dispatching System ("**RDS**"), which allocates tasks in real time and coordinates robot movement, thereby contributing to significant expected annual cost savings. With FAW-Volkswagen, we entered into a strategic partnership to supply SRC series control systems for robotic development within its engine plant as part of its broader digital transformation efforts. These projects reflect our ability to address sophisticated industrial demands and reinforce our leadership in the global intelligent robot industry.

Seasoned Management with Technical Expertise over 15 Years and Market Insights

Our management team brings extensive experience in intelligent robots blending deep technical knowledge with market foresight. Mr. Zhao, our founder and chief executive officer, holds a bachelor's degree in electronic information engineering and a master's degree in control science and engineering, both from Zhejiang University. He led the university's team to two victories in 2013 and 2014 at the RoboCup World Championship in robotic football. His experience spans system architecture and deep learning, with a profound background across hardware and software systems. Mr. Zhao has been recognized among Zhejiang University's most influential alumni and has received honors including the Shanghai Emerging Industry Talent and the Mingzhu Leading Talent Award for Pudong New Area.

Mr. Ye Yangsheng, our co-founder and head of product research and development, holds a bachelor's degree in control science and engineering (automation) and master's degree in industrial design engineering from Zhejiang University. He has extensive experience in robotic system architecture, machine learning, task scheduling and software development.

Ms. Ding Xia, our head of strategy and marketing, holds a master's degree from Soochow University and is an EMBA candidate at China Europe International Business School. Prior to joining our company, she served as an investment director at ECOVACS Robotics (603486.SH) and a general manager of the X-MAN Accelerator, where she gained broad exposure to both capital operations and commercialization in robotics.

Our management team is among the most experienced and pioneering in China's intelligent robot industry. With a deep understanding of industry trends and potential opportunities, they have crafted a long-term vision underpinned by an agile organizational model. Our management team makes decisions based on real-time operational data, which allows them to quickly adjust to market changes and meet customer demands. Their leadership in technology, business strategy and supplier networks fuels the development of a scalable, globally competitive intelligent robotics company.

OUR STRATEGIES

Continue R&D Efforts to Drive Robotics Innovation

We intend to continue to invest in the development of robotic technologies, strengthening our technological leadership and competitiveness. Our commitment to innovation is evident in the following key initiatives.

Advance AI Technology

We are focused on advancing AI technology to drive our core competitiveness in the long run. Our R&D efforts in AI are focused on the integration and application of multimodal models — combining large language models and visual models — within robots with an aim to advance robots from task execution to cognitive intelligence. Through our investments in AI technology, we are committed to developing robots with autonomous decision-making and natural interaction capabilities, ultimately realizing the possibility of achieving artificial general intelligence ("**AGI**").

As the robot industry advances into the R3.0 generation, we aim to lead the development of the "robot brain" by leveraging our wealth of cross-scenario data and AI technology. We believe the integration of software for different robot types and the consolidation of control systems into a single framework provides a clear development path for the intelligent robot industry.

Enhance Intelligent Robot Infrastructure

We are building the foundational infrastructure and an end-to-end toolchain that will support the development of the entire intelligent robot industry. We are investing in a highly reliable, easy-to-use and adaptable toolchain that simplifies robot development and deployment for end customers. We aim to make deployment intuitive and quick, offering an "out-of-the-box" experience even for robot users without specialized training. By establishing industry benchmarks, we aim to simplify the acquisition process, foster widespread growth, and create a de facto standard that shapes industry practices, which will expand access to intelligent robots and unlock new opportunities for component suppliers, integrators and end customers throughout the robotics value chain.

Our efforts center around scaling the deployment of our robotic controllers and expanding our customer base. With key infrastructure such as the Nebula system, our end-to-end development toolchain and a data repository, we are strengthening network effects and enhancing our value as robot adoption grows.

Advance Embodied AI

We are committed to advancing core technologies for humanoid, bipedal, quadruped and wheeled robots to establish a strong foundation in the field of embodied AI. Our R&D investments in embodied AI are focused on enhancing the robot's ability to operate in complex environments in the real world. We achieved initial commercialization of embodied intelligent robots by beginning to receive customer orders for our wheeled humanoid robots in April 2025. We aspire to advance human–robot collaboration that combines perception, decision-making and execution, which enables future factories to operate as interconnected systems of intelligent robots working side by side with humans to solve real-world challenges.

By integrating interdisciplinary technologies, we aim to broaden robot applications from basic material handling to higher-value industrial tasks, including intelligent manufacturing and precision assembly. We plan to support this expansion through investment in our multifunctional center that integrates R&D, operation, assembly and testing functions, as well as acquisitions of and investments in enterprises in the upstream and downstream segments of the robotics value chain. We believe that our first-mover advantage in this arena will create a deep AI moat and market advantages to reinforce our competitive edge.

Build a Collaborative and Inclusive Robotics Ecosystem for Industry-wide Innovation

We are building an open and diversified robotics ecosystem to foster long-term collaboration within the robotics value chain. Our platform connects hardware, software, application scenarios and operational services into a unified framework, which enables the expansion of robot and service model diversity while providing full-spectrum support for our partners.

Through cross-sector collaboration, we are exploring how robots can accelerate innovation in various industries, including retail, healthcare, education, security and general services, which will create solutions catering to distinct operational needs and promote the widespread adoption of robotics across industries and use cases. By developing intelligent, sustainable solutions engineered for specific sectors, we contribute to industrial transformation and social advancement.

We believe a strong, inclusive platform is key to driving industry-wide adoption and innovation. To achieve this, we focus on strengthening the ecosystem surrounding our "robot brain" through in-house developed products and services. We intend to pursue strategic investments and incubation opportunities to empower the growth of emerging companies, particularly in fields such as sensing systems, execution systems and integration solutions, which will foster deeper collaboration within the ecosystem and accelerate its evolution.

Expand Our Product Portfolio and Market Presence

We are focused on expanding our product portfolio, transitioning from AMRs to embodied intelligent robots, with a particular emphasis on humanoid, bipedal and quadruped robots. This strategic shift aligns with the R3.0 generation of the robot industry, and we aspire to capitalize on emerging opportunities. For instance, our wheeled humanoid robot, equipped with the SRC-5000 controller, panoramic cameras, 3D sensors and a semantic segmentation model, supports multimodal perception, semantic understanding and sophisticated task execution. Utilizing multiple cameras, the robot's visual SLAM system allows for real-time mapping and precise location pinpointing. Additionally, our proprietary visual-language mapping and VLA enable robots to understand natural language, identify target positions and perform intricate tasks with high-generalization capabilities. By deepening our involvement in the field of embodied AI, we aim to solidify our leadership position and accelerate the widespread adoption of humanoid robots in various industries.

We will continue to reinforce our market position in the industrial scenarios such as automation equipment, 3C and new energy. At the same time, we are expanding into high-potential verticals, including automotive, semiconductors and construction machinery. Our strategic push will diversify our portfolio and increase our market share in rapidly growing sectors. To support these initiatives, we plan to establish a multifunctional center for research and development, operation, assembly and testing, which will enhance our ability to develop and scale intelligent robots.

Broaden Geographic Presence and Enhance Customer Support

We will continue to expand our global business to support customers in the intelligent and unmanned transformation of their factories worldwide, while enhancing the global influence of our brand. Our global strategy focuses on optimizing supply chain, sales and services based on specific market demands and efficiency from a global perspective. We will focus on high-growth regions and flagship customers, accelerate our penetration in Europe and North America as well as emerging markets. Specifically, we plan to further strengthen our presence in markets such as the United States, Germany, Japan, and Thailand. Our initial focus will be on building a global sales and service network. Next, we will gradually develop localized supply chain systems in key markets. Finally, we will establish localized product and R&D teams in major markets to better address the unique needs of customers in those areas.

To enhance customer service experiences in China and globally, we will continue to enhance and refine our operations and backend systems for intelligent robots while expanding our global after-sales service network. By addressing obstacles to robot maintenance and after-sales support, we aim to improve overall service efficiency. Simultaneously, we will optimize sales processes to reduce customer response times and improve service quality, creating a more effective global customer support system.

Develop a Global Talent Network for Innovation and Growth

Talent is a cornerstone of our long-term development. By attracting, nurturing and retaining top talent worldwide, we aim to build a robust team that drives ongoing progress. Our efforts will prioritize recruiting leading technical experts, particularly in critical areas such as AI and robotic control. Through a diverse, international research and development team, we will foster technological advancements and sustain our competitive position within the industry.

As we expand globally, we will focus on local talent development and encourage collaboration among international teams to form a global talent network. By implementing cross-cultural teamwork practices, we will harness intellectual resources from various geographies, thereby enhancing our competitiveness in international markets.

To drive long-term growth, we will enhance our incentive programs, including stock options, to enable key personnel to share in our success and foster a strong sense of team cohesion. Our transparent performance evaluation system will offer clear career development paths and growth opportunities and motivate employees to realize their full creative potential and contribute with enthusiasm.

OUR PLATFORM

We enable one-stop development, acquisition and use of intelligent robots across real-world scenarios and throughout the entire robotics lifecycle. Our platform is underpinned by a suite of tools, guidance materials and development resources, including our Nebula system, toolchain, technical knowledge base and a curated library of industry use cases. Together, they contribute to streamlined and user-friendly robot development experiences.

We operate in multiple segments along the industry value chain, encompassing component development, design and development of robots and development of algorithms and software. In addition to technical support, we offer a comprehensive product matrix spanning advanced robotic controllers, robots, software and accessories, all designed for smooth integration, flexible configuration and instant use. Backed by a reliable end-to-end supply chain, these off-the-shelf products enable customers to assemble robots and scale robotic solutions in line with their operational requirements. Whether customers are building robots from the ground up, sourcing ready-to-deploy models or managing large-scale robot fleets, we are able to offer full-spectrum support.

Easy Development

We are committed to enabling our customers to build customized robots with ease, regardless of their technical expertise or business size. Our platform offers a full suite of development tools and resources, centered around four core pillars:

- *Robotic controller as the robot brain.* Our SRC series robotic controllers function as the robot brain, pre-integrated with core modules such as perception, positioning, decision-making and motion control. Designed for general-purpose use and ease of integration, our controllers are compatible with hundreds of components and enable deployment across various application scenarios and industries.

- *Toolchain consisting of software such as Roboshop and Robocare.* Our development toolchain, including Roboshop and Robocare, streamlines the full development, operation and maintenance cycle. Roboshop consolidates key workflows into a single intuitive interface, effectively shortening development cycles. Robocare supports post-deployment operations and maintenance through visualized log management, automated issue detection and diagnostic tools.

- *Broad component compatibility.* Our platform supports more than 400 component types, giving customers the freedom to configure hardware based on functional requirements and assemble robotic systems in a modular manner like building blocks.

- *Comprehensive knowledge base.* Our platform provides a multilingual library of technical documentation, frequently asked questions and case studies across over 20 sectors. Even if customers are new to robotics, they can access step-by-step guidance during the development process.

Easy Acquisition

We lower the barrier to robot acquisition through an integrated ecosystem that simplifies robot selection, configuration and procurement. Built upon our robotic control system, our platform enables customers to acquire their ideal robots without grappling with complex supply chains.

- *Nebula system.* Our Nebula system curates a catalog of over 1,000 ready-to-deploy robot models across diverse categories. With its user-friendly interface, customers input their desired functions, components and design preferences. The system then instantly provides detailed information of the optimal robot model, including pricing, lead times and full lifecycle information, enabling informed decision-making and seamless procurement.

- *Robust supply chain capabilities.* Our platform is supported by a mature and resilient supply chain. We collaborate with component suppliers to secure stable access to over 400 component types. In addition, we focus on the design and development of robots, and partner with third-party manufacturers to produce high-quality robots that satisfy diverse demands from our customers and deliver in a timely manner. Our supply chain management system enables real-time coordination of inventory, logistics and production schedules, ensuring faster delivery and reduced costs.

Easy Use

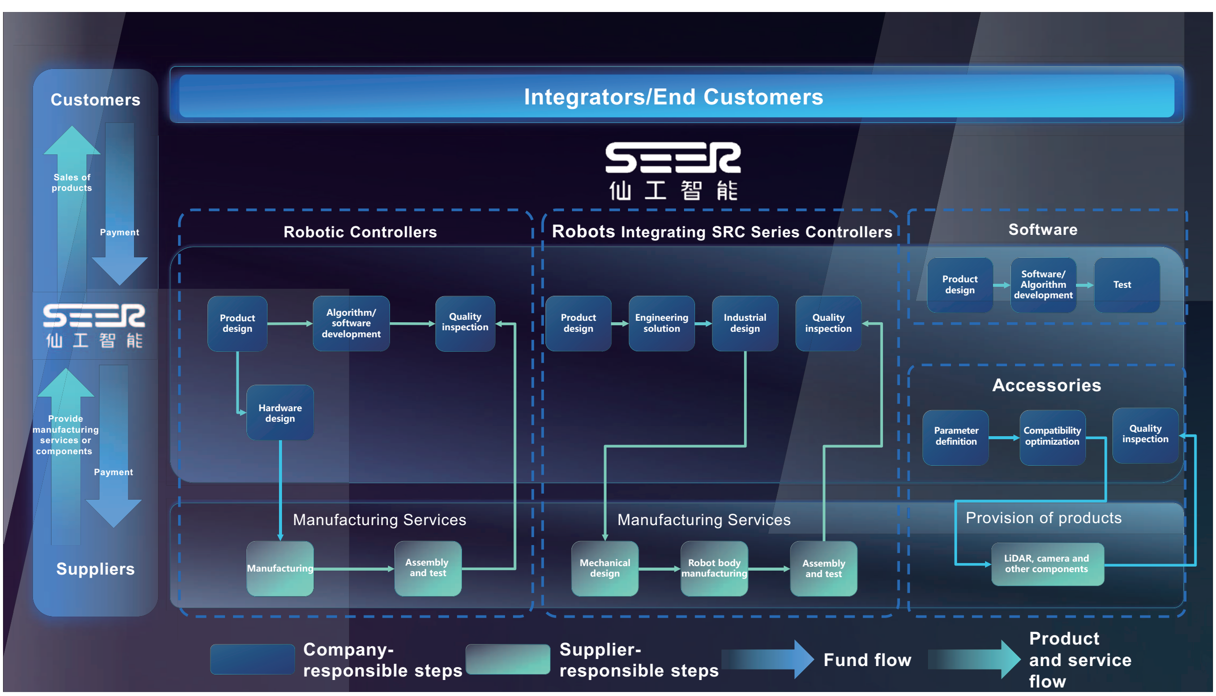
We make operating and managing robots simple with our software suite, particularly the M4 smart scheduling and management system and the Meta series of visualization software. The software supports end-to-end digital management from mission planning, project simulation and intelligent scheduling to decision-making and human–robot interaction.

- *M4 smart scheduling and management system improves robot responsiveness.* Our M4 smart scheduling and management system unifies fleet management, warehouse control, and warehouse management into a single system, providing all-in-one solutions to satisfy customers' diverse business needs. Featuring high-flexibility and low-code customization, M4 enables customers to tailor workflows and interfaces to specific demands.

- *Meta series of visualization software simplifies robot monitoring and management.* Powered by 3D rendering and digital twin technologies, our Meta series of visualization software delivers a real-time digital representation of real-world layouts and robot movements. Customers are able to monitor robot status, task progress and inventory information within a visual interface, which provides clear and real-time oversight.

Our platform unifies advanced technologies, practical tools and comprehensive resource that support the full cycle of intelligent robots from development and acquisition to day-to-day use. By lowering technical and operational barriers, it empowers customers across over 20 sectors to access and benefit from robotics.

The following chart sets forth business collaboration flows among our customers, suppliers and us. It generally takes approximately 100 days, 20 days, 130 days and 40 days from order placement to acceptance for robots, robotic controllers, software and accessories, respectively.



OUR PRODUCTS

We offer robotic controllers, robots integrating our SRC series controllers, software, and various accessories through our platform. The following table sets forth a breakdown of our revenue by product offerings for the years indicated:

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
	(RMB in thousands, except for percentages)					
Robots	148,667	59.8	235,763	69.5	299,911	67.9
Robotic controllers	66,059	26.5	57,413	16.9	85,165	19.3
Software	16,530	6.6	20,297	6.0	23,414	5.3
Accessories[(1)]	17,767	7.1	25,850	7.6	33,387	7.5
Total	**249,023**	**100.0**	**339,323**	**100.0**	**441,877**	**100.0**

Note:

(1) Consists primarily of LiDARs, cameras and motors.

Robotic Controllers

We began our journey in the intelligent robot industry with a dedicated focus on developing advanced robotic controllers, laying the technical foundation for our industry leadership. Our robotic controllers are standardized products, playing a pivotal role in orchestrating robots' core functions, including perception, positioning, decision-making and motion control, enabling robots to respond efficiently to complex real-world tasks. In 2023, 2024 and 2025, we sold 2,553, 4,055 and 7,924 robotic controllers as standalone products, respectively. We believe our controllers outperform competing products in the following key areas:

- *The robot brain.* Our robotic controllers function as the brain of intelligent robots, processing environmental data, interpreting sensory input and making decisions. They also manage whole-body coordination, path planning and motion control. This integrated control system empowers robots to perceive, decide and act seamlessly, delivering stable, adaptive and intelligent performance across dynamic environments.

- *Industrial-grade architecture and performance.* Our controllers adopt a multi-core heterogeneous architecture and high-performance processors delivering real-time responsiveness, powerful computing and stable performance in complex industrial environments. This architecture supports modular scalability, robust safety features and broad compatibility, making it adaptable to a wide range of applications.

- *Plug-and-play design for instant use.* Designed for ease of use, our controllers are compatible with over 400 types of components, including sensors and actuators. Supporting multiple industrial bus protocols, our controllers enable customers to assemble and configure robots as easy as building blocks. Our controllers support rapid setup and deployment for different types of robots, which enable flexible adaption to varied scenarios.

- *Broad compatibility.* Our robotic controllers are designed with open architecture and flexible integration capabilities, enabling seamless compatibility with third-party software. Through open application programming interface ("**API**"), Python-based scripting and Codesys plugins, our controllers can be connected with external scheduling or management software. They also support multiple protocols including Modbus TCP and RTU and feature transparent transmission scripting for connectivity with external devices. In addition, customers are able to operate the robots via their own local area network, without continuous connection to our proprietary operating system.

Robotic Controllers by Product Series

The following table sets forth an overview of our robotic controllers with different technical requirements, supporting a wide spectrum of robotics use scenarios:

	SRC-880 Series	SRC-1000 Series	SRC-2000 Series	SRC-3000 Series	SRC-5000 Series
Product Image					
Positioning	Entry-level controller for differential wheeled robots	Cost-effective controller for forklifts and dual-steering-wheel robot	High-performance general-purpose controller	Functional safety robotic controller	Controller integrating embodied AI
Navigation Mode(1)	QR code, 2D SLAM	2D SLAM, 3D SLAM	2D SLAM, 3D SLAM and RTK	2D SLAM, 3D SLAM, RTK	3D SLAM, VSLAM and end-to-end navigation
Sensor Support(2)	Two LiDARs, and one 3D obstacle avoidance camera	Three LiDARs, one 3D obstacle avoidance camera and one 3D recognition camera	Four LiDARs, one 3D obstacle avoidance camera and one 3D recognition camera	Three LiDARs, one 3D obstacle avoidance camera and one 3D recognition camera	Five LiDARs, one 3D obstacle avoidance camera, one 3D recognition camera and three VSLAM cameras
Certifications(3)	CE-LVD, CE-EMC, ETL(4)	CE-LVD, CE-EMC, ETL(4)	CE-EMC	CE-RED, CE-LVD, CE-MD, ETL(4), FCC(5)	CE-LVD, CE-EMC
Maximum motors supported(6)	4	8	8	12	64
EtherCAT(7)	/	✓	✓	/	✓

Notes:

(1) The type of navigation determines the controller's adaptability to different environments. For instance, QR code-based navigation requires environmental changes, such as placing QR markers on the ground. 3D SLAM offers stronger adaptability to dynamic environments as compared to 2D SLAM. RTK supports high-precision navigation in outdoor settings, while VSLAM enables automatic map updates in fully dynamic environments. End-to-end navigation is built on semantic understanding of the environment and enables intelligent and path-free movement.

(2) The number and type of LiDARs and cameras directly determines the robot's perception range and object recognition capabilities. For example, the SRC-5000 series controller is equipped with five LiDAR units and three VSLAM cameras to build multidimensional semantic maps and support dynamic obstacle avoidance and task planning. The SRC-2000 series controller supports four LiDARs and two 3D cameras for nearly 360° perception, ensuring navigation safety and enabling visual target recognition. The SRC-880 series controller features a "two LiDARs + one camera" configuration for basic obstacle avoidance, balancing cost and functionality.

(3) The SRC-3000 series controller is among the first controllers globally to obtain CE-MD certification. It features full integration of safety modules and core control system and supports dynamic safety zone management. The variance in safety certifications across various robotic controllers is primarily attributable to different regulatory requirements in the respective target markets. Functional safety certification is a prerequisite for sales in Europe.

(4) Electrical Testing Laboratories mark, proof of product compliance to North American safety standards.

(5) Federal Communications Commission certification, a compulsory certification indicating that a product complies with Federal Communications Commission requirements and gain access to the U.S. market.

(6) The number of motors supported determines how many actuators a controller can manage. The SRC-5000 series robotic controller supports up to 64 drivers, suitable for complex robots with a higher level of degree of freedom. The SRC-2000 series controller supports up to eight drivers, supporting most robot models, while the SRC-880 series controller supports four drivers and is designed for simpler differential-drive robots.

(7) EtherCAT capability allows for high-precision and real-time communication and coordination between different components of robotic controllers with a 1 ms controller cycle and a 250 μs synchronization cycle. It enables compatibility with higher-performance drivers, enhances motion control, and simplifies internal electrical architecture. Controllers not supporting EtherCAT offer relatively lower levels of real-time responsiveness and motion control precision.

Robots

We focus on the R&D and design of our robots and work closely with third-party manufacturers to support on-schedule delivery and reliable product quality. Built on our SRC series controllers, our robots offer a high degree of flexibility, allowing customers to customize features such as navigation mode, cameras, sensors, battery and payload. Built-in interfaces also support the connection of various external devices, enabling adaptation to diverse applications. Over the years, we have developed an extensive portfolio of robot models to meet the complex and evolving demands for intelligent automation. Our robots have been adopted by global customers across more than 20 industries, including 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals, which reflects the breadth of our application capabilities. In 2023, 2024 and 2025, we sold 1,229, 2,576 and 3,168 robots fitted with our SRC series robotic controllers, respectively. The key features of our robots include:

- *Comprehensive and modular design*. We have deployed over 2,000 robot models which cover all mainstream types and use cases. Each model is built on a modular architecture, enabling customers to easily adjust parameters such as size, payload and functions to fit their specific needs. The modular design simplifies robot configuration and acquisition, making them readily accessible and scalable across diverse use cases.

- *Reliable navigation and positioning functions*. Our robots support multiple positioning and navigation technologies, including SLAM, 3D feature positioning and VSLAM. Even in highly variable environments, they are able to move accurately and stably by using natural features for spatial recognition. These capabilities deliver reliable performance in real-world scenarios and support steady and smooth operations in challenging and dynamic environments.

- *Fleet-wide collaboration*. Empowered by our SRC series controllers and software, different robot models can seamlessly interoperate within the same scenario. Customers can manage multiple robots in parallel, which raises operational efficiency and reduces cost of automation.

- *Advanced safety standards and certifications*. Safety remains central to our robot design. All robot models are equipped with industrial-grade sensors and intelligent safety algorithms for obstacle recognition, emergency stop and dynamic security zone management. Many of our robots are certified under international recognized standards, such as CE marking and ISO 3691-4.

- *High extensibility*. Our robots support flexible secondary development through scripting and protocol-level customization. With access to over 400 component types, customers can expand robot functionality with our toolchain, adapt robots to specific needs and seamlessly integrate robots into existing enterprise systems.

Key Product List of Robots

Lifting Robots

Our lifting robots are designed for high-intensity material handling and transportation in flexible manufacturing and warehousing environments. Our product portfolio includes standard, omnidirectional and ultra-thin lifting robots, supporting payloads from 150 kg to 30 tons. They offer modular configurations, high-precision positioning accuracy of up to ±5 mm and extended operational runtimes. It achieves 360° protection with LiDAR and 3D cameras and obtained CE certification and SGS TÜV SAAR functional safety certification.

Intelligent Forklifts

Designed for autonomous transportation of materials, our intelligent forklifts are able to recognize a variety of pallets, racks and cages, enabling load and unload with high precision. With multi-mode navigation that delivers positioning accuracy of up to ±10 mm, our intelligent forklifts adapt seamlessly to complex warehouses, production lines and outbound scenarios. They are equipped with comprehensive safety features, including LiDAR, 3D cameras and proximity sensors to ensure 360° protection. The following table sets forth the specifications of some of our most popular intelligent forklift models.

	Pallet Trucks	**Stacker Forklifts**	**Counterbalanced Forklifts**
			
Use scenarios	Flat transportation of stringer pallets	Vertical stacking and transportation of stringer pallets	Vertical stacking and transportation of stringer and block pallets
Navigation	SLAM	SLAM	SLAM
Lifting heights	70 ~ 230 mm	1,600 ~ 3,000 mm	3,000 ~ 4,000 mm
Turning radius	Small	Medium	Large
Load capacities	300 ~ 3,000 kg	1,400 ~ 2,000 kg	1,000 ~ 3,000 kg
Incline	<3% ~ <5%	<5%	<3% ~ <5%

Carton Transfer Autonomous Robots

Designed for efficient carton transportation in warehouses and along production lines, our carton transfer autonomous robots are able to recognize a variety of cartons with high precision. With dual front and rear LiDAR for comprehensive safety protection and robust passability, our carton transfer autonomous robots ensure stable performance in demanding settings. The number and color of carton racks can be flexibly customized, making them suitable for a wide range of scenarios.

Cleaning Robots

Tailored for industrial environments, our cleaning robots deliver powerful cleaning performance through fully automated operations. These robots autonomously complete charging, water refilling and waste discharge, minimizing manual intervention. Equipped with high-power motors, they can navigate slopes of up to 8°, detect obstacles up to 30 meters away and operate effectively on both hard and software surfaces. With a compact design and minimum passable width of just 900 mm, they are ideally suited for factory floors, production workshops, logistics hubs and warehouse cleaning.

All-Terrain Robots

Engineered for indoor and outdoor operations across complex terrains, our all-terrain robots are equipped with independent suspension systems for enhanced stability and smooth navigation under demanding conditions. With omnidirectional four-wheel drive, they effortlessly traverse slopes of up to 15°, while achieving precise positioning accuracy of ± 2 cm. Multiple onboard sensors provide 360° safety coverage. With water and dust resistance capabilities, they perform reliably in harsh environments. The all-terrain robots support rapid battery swapping with up to eight hours of runtime. Designed for versatility, they can support applications scenarios such as material transport and autonomous inspection.

New Business Initiatives

To strengthen our leadership in the intelligent robot industry and capture emerging opportunities, we are actively expanding into new product categories that complement our existing product lines. As part of our new business initiatives, we have launched three robot models: wheeled humanoid robots, legged robots and embodied intelligent forklifts. While still in the early stages of commercialization, these models target rising demand for flexible and intelligent robots in increasingly complex and dynamic use scenarios.

Wheeled Humanoid Robots

Powered by our advanced SRC-5000 series robotic controller, our wheeled humanoid robots offer high reliability and high-generalization capability. With intelligent material recognition and task-level grasping functions, they are able to perform complex tasks such as loading and unloading, sorting, maintenance and transportation. In addition, our wheeled humanoid robots feature 20+ degrees of freedom, dual-arm payload capacity of up to 25 kg, total body load capacity exceeding 100 kg, and a vertical lift range up to 40 cm. They are built with full-body sensor coverage for safety, dual-battery systems for extended runtime and coordination capabilities for multi-robot operation, allowing them to adapt to high-intensity environments with consistent performance.

Legged Robots

Our legged robots offer high mobility and intelligence, integrating 3D autonomous navigation, teleoperation capability and advanced embodied AI technologies. With our toolchain, customers can quickly develop and deploy legged robots. Their active disturbance rejection algorithms, based on reinforcement learning, allow them to maintain balance even in rough terrain or unpredictable environments. These features make them well-suited for a wide range of scenarios, including education and research, autonomous inspections and outdoor operations.

Legged Robots in Different Execution Modes

Embodied Intelligent Forklifts

Our embodied intelligent forklifts are powered by our latest SRC-5000 series robotic controller, delivering a new level of generalization and intelligence to robotic systems. Through multi-layer semantic mapping, our embodied intelligent forklifts interpret task instructions and complete actions through natural language interactions. VLA and end-to-end navigation models enable the forklifts to avoid obstacles, navigate freely and execute complex tasks across different scenarios and environments. With rule-free control, customers can quickly configure and deploy the forklifts. The embodied intelligent forklifts make a significant advancement in perception, decision-making and execution, and deliver consistently adaptable performance in real-world applications.

Embodied Intelligent Forklift from Different Angles

These new initiatives reflect our continued investment in R&D and our ability to bring highly adaptable intelligent robots to the market. With a comprehensive and evolving robot portfolio, we are well-positioned to serve evolving demands from customers across industrial sectors.

Software

Our software suite is built to simplify the deployment, coordination and management of robots across a wide range of industrial scenarios. With a strong focus on scalability and ease of use, this suite lowers the technical barriers to automation, whether for a single robot or a large robot fleet, and helps customers capture the full value of robotic automation. Within this suite, we currently charge service fees and primarily generate revenue from three software series: the M4 smart scheduling and management system, the Meta series of visualization software, and RDS. While the software is available for standalone purchase, customers generally acquire software together with our robotic controllers or robots, since it is designed for seamless integration with our proprietary products. Our software is also compatible with third-party robots that are equipped with our SRC series controllers. In 2023, 2024 and 2025, the sales volume of our software amounted to 668, 701 and 759, respectively.

M4 Smart Scheduling and Management System

Our M4 smart scheduling and management system is an integrated system developed for warehousing and logistics automation, primarily used by customers' automation engineers and other technical personnel. By unifying dispatching and business operations, it supports coordinated management across diverse warehouse scenarios, including single robot deployment, robot fleet coordination and warehouse management. The M4 smart scheduling and management system supports intelligent task assignment, route planning, traffic control and inventory management, allowing enterprises to improve automation efficiency and streamline warehouse operations.

- *M4 QuickGo.* M4 QuickGo is a lightweight intelligent dispatching system designed for single-robot scheduling without complex traffic management requirements. Designed to enhance operational agility, it allows customers to monitor robot status and assign tasks in real time via smart devices such as smartphones, tablets and computers, without the need to deploy servers. It supports open-loop motion control, adjustable speed settings, and mechanism-specific actions, such as lifting, loading and unloading, for various robot types such as intelligent forklifts, lifting robots and carton transfer autonomous robots.

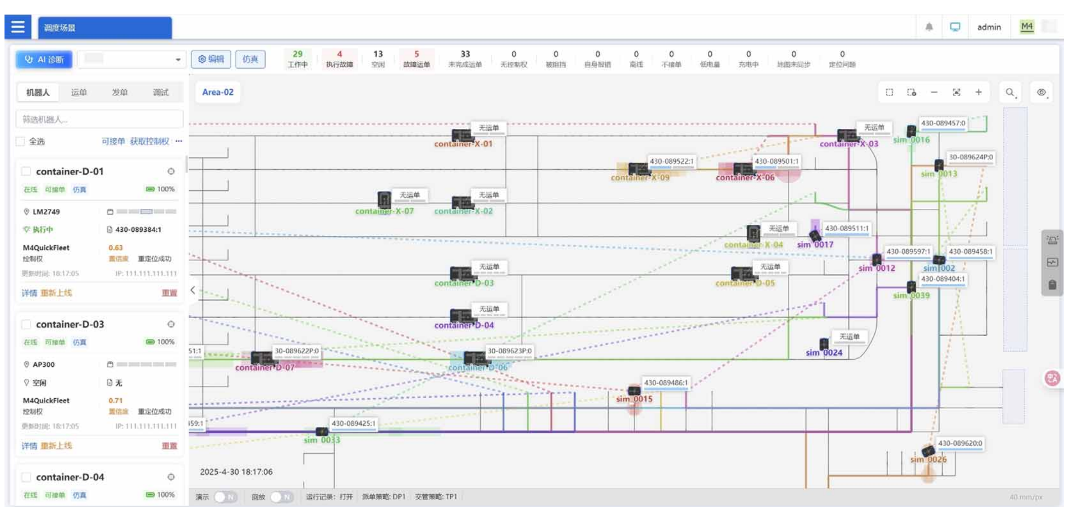
M4 QuickGo is pre-installed on our SRC series controllers and is compatible with all of our robot models. It is particularly suited for single-robot control, offline environments and material loading and unloading, offering an accessible yet powerful solution for various industrial settings.

Interface for Single-Robot Intelligent Dispatching

- *M4 QuickStore.* M4 QuickStore is a warehouse and logistics distribution management system designed to support intelligent robot-assisted automation. Seamlessly integrating WMS and WCS functionalities, it enables full-process material flow management across inbound, storage, transfer and outbound tasks. Its operation and maintenance dashboards visualize inventory, task statuses and robot actions in real time. Leveraging AI-driven operational optimization algorithms, M4 QuickStore optimizes storage, sorting and outbound processes based on parameters such as batch, frequency, inventory level and order priority. The system supports both fully automated and hybrid human–robot operations and leverages real-time perception and navigation capabilities for intelligent material handling. With cross-platform support for mobile and industrial terminals and compatibility with all robot models equipped with our SRC series controllers, M4 QuickStore enhances logistics responsiveness and delivers a comprehensive warehouse-to-distribution automation solution.

Interface for Intelligent Warehouse Management

- *M4 QuickFleet*. Based on our existing RDS software, we developed M4 QuickFleet, a new-generation multi-robot dispatching system designed for efficient coordination among various types of robots in dynamic industrial settings. It retains all the functions of RDS while delivering upgrades in performance. M4 QuickFleet supports AI-driven task assignment, globally optimized path planning, traffic control, deadlock avoidance, dynamic order batching, automated charging and cross-floor scheduling. Leveraging intelligent multi-agent collaboration algorithms, M4 QuickFleet enables seamless multi-robot operation across multiple areas and floors, ensuring smooth traffic flow and task continuity even under high-congestion scenarios. It also features a robust script-based extension mechanism for deep integration with third-party factory equipment, such as elevators, automatic doors and PLC systems. Fully compatible with robots equipped with our SRC series controllers, including humanoid wheeled robots, legged robots, and intelligent forklift, M4 QuickFleet enhances scalability and responsiveness for automated logistics and production environments.



Interface for Multi-Robot Intelligent Dispatching

Meta Series of Visualization Software

We offer a comprehensive visualization software suite, including Meta-Map, Meta-Map Pro, and Meta-World, designed to recreate real-world industrial environments in a virtual space using advanced 2D and 3D modeling and rendering technologies, and primarily used by customers' automation engineers and other technical personnel. These tools enable customers to gain holistic operational visibility and support them to make informed and data-driven decisions by replicating accurate representation of physical settings.

- *Meta-Map.* Meta-Map is an industrial-grade 2D visualization software designed to replicate factory layouts and monitor robotic operations across complex environments. Based on data imported from our SRC series controllers, Meta-Map provides intuitive visual representations of robot statuses, movement trajectories and material or inventory locations. It features interactive functions such as map scaling, multi-screen display, floor switching, and area positioning to support dynamic monitoring needs. Meta-Map highlights abnormal events with alerts and diagnostic information. It also offers standard data visualization tools, including pie charts, bar graphs, and trend lines, to illustrate robot utilization, task efficiency and faults. Compatible with various standard industrial communication protocols and with minimum hardware requirement, Meta-Map can be flexibly deployed in both our proprietary robots or third-party devices to enable cost-effective robot management.

- *Meta-Map Pro.* Meta-Map Pro advances factory visualization through 2.5D mapping technologies that offer a more detailed and layered representation of facility layouts. Integrating real-time data from our SRC series controllers, it visualizes robot movements, task execution and on-site status across various floors and zones with enhanced spatial awareness. The software enables customers to monitor robot operations with high precision, quickly identify and respond to abnormal conditions and maintain high efficiency in complex industrial environments.

- *Meta-World.* Meta-World leverages advanced 3D modeling and digital twin technologies to create an immersive replica of real-world factory environments. It synchronizes in real time with physical conditions, including robot tasks, inventory positions and equipment status, enabling large-screen visualization and swift diagnosis of abnormal issues. Through high-precision 3D rendering, it offers an immersive interface, allowing customers to virtually navigate the facility, monitor robot trajectories and material flow and analyze operational data such as task progress and execution efficiency. Seamlessly compatible with robots equipped with our SRC series controllers, Meta-World supports digital management of factories.

Resource Dispatching System

Our RDS is a resource dispatching platform that enables unified scheduling and coordination across multiple robot types, zones and automation equipment such as elevators, conveyor lines and stackers. Designed for complex industrial environments and primarily used by customers' automation engineers and other technical personnel, RDS supports real-time task scheduling, path planning and dynamic traffic control. It enhances resource dispatching efficiency through ride-sharing and task pre-assignment mechanisms. Fully integrated with robots equipped with our SRC series controllers, RDS enables real-time decision-making and execution based on robots' perception. It works seamlessly with Roboshop and Meta series of visualization software to support immersive monitoring and management of factories.

Together, this powerful software suite forms an integrated digital backbone that works seamlessly with our robotic controllers and robots. It enables customers to efficiently plan, operate, and scale intelligent robotic operations across their factories. With strong compatibility and adaptability, the software allows customers to respond quickly to dynamic business operations, enhance efficiency, and realize advanced automation.

Case Study

Company X is a prominent player in the new energy materials sector, specializing in lithium-ion battery R&D and full lifecycle management of power batteries. To strengthen its market leadership, Company X established a disassembly line capable of processing used vehicle power batteries. However, Company X faced growing operational challenges stemming from traditional manual workflows, particularly in managing the complexity and scale of its disassembly and warehousing operations. In 2023, Company X partnered with us to implement a comprehensive automation solution comprising 27 intelligent robots, including lifting robots and intelligent forklifts, supported by a fully integrated software suite. This collaboration enabled end-to-end automation and significantly improved operational efficiency.

Our software played a critical role in this transformation:

- M4 QuickStore was seamlessly integrated with Company X's manufacturing execution system to deliver unified management of warehousing, logistics and production. Through dynamic storage allocation and intelligent task dispatching, customers coordinate key processes such as raw material inbounding, disassembly operations and product sorting with M4 QuickStore.
- Meta-Map delivers real-time transparency into robot status and task execution via an interactive data dashboard, supporting data-driven decision-making and fast response to on-site conditions.
- M4 QuickFleet enables intelligent scheduling and coordination across diverse robot models through deep integration with our SRC series robotic controllers. Lifting robots were tasked with material transfer in buffer and handover zones, while intelligent forklifts handled pallet movements and automated stacking in sorting areas.

Key outcomes:

- Efficiency and cost saving: Labor demand in material handling was largely reduced, resulting in significant operational cost reduction.
- Scalable standardization: The solution served as a replicable model for standardized multi-robot deployment across diverse operational scenarios, supporting rollout across other Company X's facilities.
- Technology synergy: The integration of our solutions with Company X's self-developed, high-performance lithium batteries expanded our robotics component library and promoted intelligent automation.

Accessories

To enhance the functionality and adaptability of our robotic controllers and robots, we provide a wide range of peripheral accessories, including sensors, power modules and end-effectors. Our accessories are primarily sold to integrators and end customers for replacing and upgrading components of existing robots. While these accessories are developed and manufactured by third parties, we incur substantial technical costs to ensure seamless interoperability between our robotic controllers, robots and accessories. We maintain a dedicated technical team responsible for screening, adapting and integrating of these accessories. Customers receive accessories that are already prevalidated and are fully compatible with our robots. In addition, we provide after-sales services for accessories, including maintenance, replacement of accessories and upgrading on-device software drivers during the warranty period, to help customers tailor robotic solutions adaptive to evolving operational scenarios. During the Track Record Period, we sold 68,937, 78,919 and 255,046 accessories, respectively.

Beyond broadening application flexibility, our accessories also simplify the acquisition and use processes. By delivering a comprehensive portfolio of ready-to-use accessories, we reduce integration barriers, shorten lead times and streamline robot assembly, thereby strengthening our one-stop robotic platform.

Our Major Contracts

The following table sets forth the details of our top five completed contracts in terms of sales volume as of December 31, 2025.

Contract	Products Provided	Associated Technologies	Use Scenarios of the Products	Customer Background	Contract Value
					(RMB in thousands)
Contract A	Robotic controllers and accessories	(i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies and (v) functional safety technologies	Industrial factory	An integrator mainly offer products for the automobile manufacturing industry	16,996
Contract B	Robotic controllers, software and accessories	(i) AI technologies, (ii) positioning and navigation technologies, (iii) machine vision technologies, and (iv) functional safety technologies	Industrial factory	An integrator mainly offer products for the factory automation industry	8,138
Contract C	Robotic controllers and accessories	(i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies and (v) functional safety technologies	Industrial factory	An integrator mainly offer products for 3C and new energy industries	4,988
Contract D	Robotic controllers, software and accessories	(i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies and (v) functional safety technologies	Industrial factory	An integrator mainly offer products for the 3C and new energy industries	3,400
Contract E	Robotic controllers and accessories	(i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies and (v) functional safety technologies	Industrial factory	An integrator mainly offer products for 3C industry	2,100

The following table sets forth the details of our top five on-going contracts in terms of sales volume as of December 31, 2025.

Contract	Products Provided	Associated Technologies	Use Scenarios of the Products	Customer Background	Milestone	Backlog	Contract Value
						(in units)	*(RMB in thousands)*
Contract F	Robots and accessories	(i) AI technologies, (ii) positioning and navigation technologies, (iii) machine vision technologies, and (iv) functional safety technologies	Industrial factory	An integrator mainly offer products for the manufacturing automation industry	Partially fulfilled	787	51,300

Contract	Products Provided	Associated Technologies	Use Scenarios of the Products	Customer Background	Milestone	Backlog	Contract Value
						(in units)	(RMB in thousands)
Contract G	Robots, software and accessories	(i) AI technologies, (ii) positioning and navigation technologies, (iii) machine vision technologies, (iv) functional safety technologies, and (v) software system architecture	Industrial factory	An integrator mainly offer products for the textile industry	Partially fulfilled	272	14,075
Contract H	Robotic controllers and accessories	(i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies and (v) functional safety technologies	Industrial factory	An integrator mainly offer products for 3C and new energy industries	Partially fulfilled	290	6,000
Contract I	Robotic controllers and accessories	(i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies and (v) functional safety technologies	Industrial factory	An integrator mainly offer products for 3C and new energy industries	Partially fulfilled	295	3,250
Contract J	Robotic controllers and accessories	(i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies and (v) functional safety technologies	Industrial factory	An integrator mainly offer products for 3C and new energy industries	Partially fulfilled	194	1,980

OUR INFRASTRUCTURE AND TOOLCHAIN

We have developed our proprietary infrastructure and toolchain to support our customers across the entire intelligent robotic lifecycle from robot development and acquisition to use. Our key offerings include the Nebula system, Roboshop and Robocare, each designed to reduce technical barriers, and improve efficiency and accessibility of robotic automation.

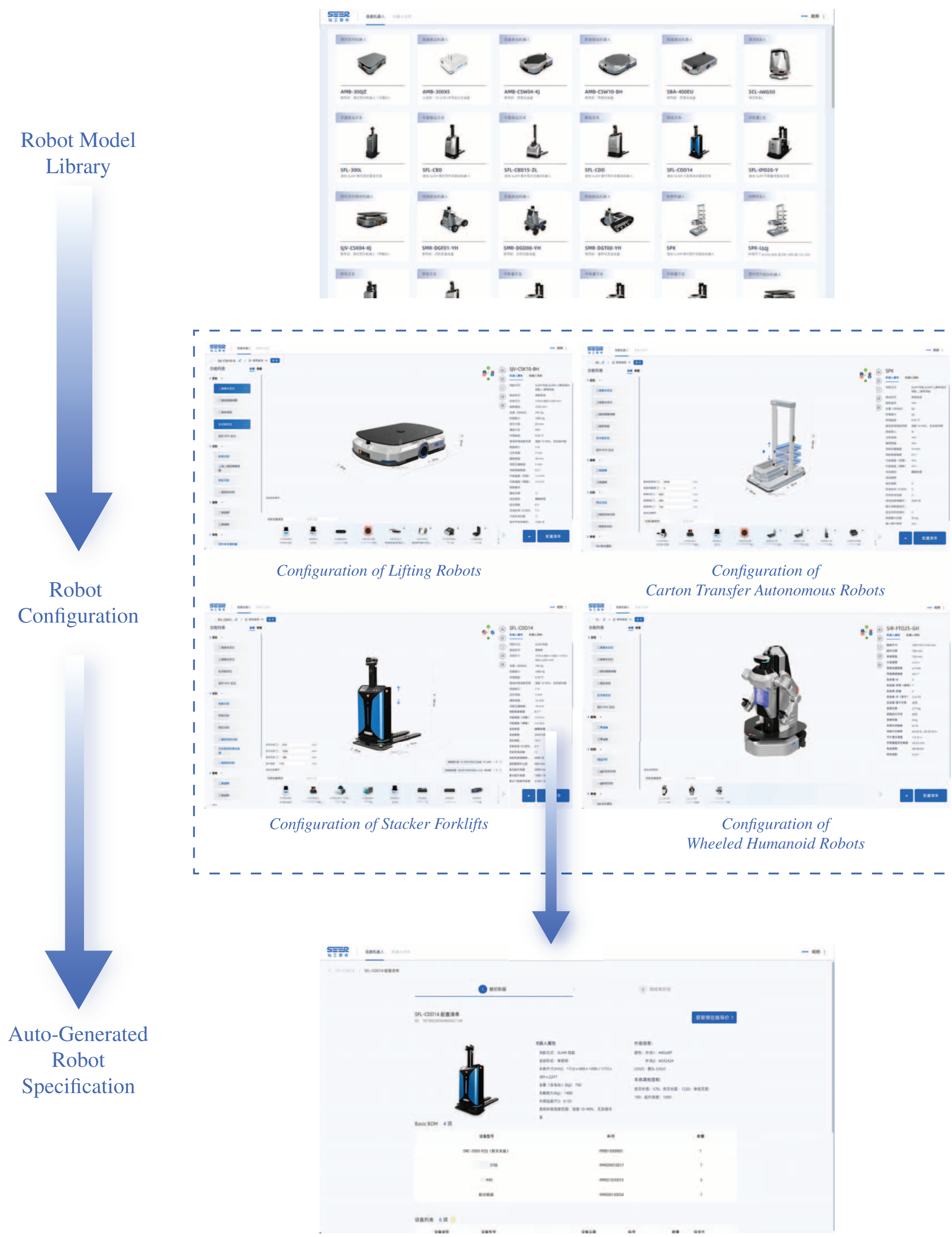
The Nebula system serves as our infrastructure, and Roboshop, Robocare and other software comprise our toolchain. The infrastructure and toolchain together make it easy to develop and acquire robots and elevate customer experience across various scenarios. Integrated with our robotic controllers, robots, software and accessories, the infrastructure and toolchain strengthen our scalability and enhance our ability to satisfy diverse customer needs.

Nebula System

Launched in September 2024, our Nebula system is a cloud-based, one-stop digital tool designed to address the growing complexity of customer needs and the limitations of the traditional supply chain in the intelligent robot industry. Tailored for customers across more than 20 sectors, the Nebula system curates a library of over 1,000 field-proven robot models selected from our more than 2,000 models historically deployed by us, together with over 400 compatible components, enabling full-spectrum services from model selection to deployment and maintenance.

At its core, the Nebula system features an intelligent recommendation engine powered by advanced algorithms and extensive deployment data. Based on customers' inputs, such as operating environment, task complexity, payload and functional needs, it automatically matches optimal robot models, each accompanied by detailed description. Customers can then enter a visual 3D configuration interface, which allows them to select key modules such as sensors based on their preference, and instantly generate a detailed specification report. This mechanism reduces the need for engineering support and lowers the technical barriers for customers' procurement staff and other non-technical personnel when selecting robot models. Once configuration is completed, customers can obtain real-time updates on production and logistics status in the Nebula system through multiple devices, reducing project delays.

Working with our software suite, the Nebula system also enhances efficiency in robot management. Users of M4 smart scheduling and management system may use configuration parameters from Nebula system and 3D models generated by Meta-World for robot deployment and task scheduling. Such data can also be imported into Roboshop for further customization via low-code tools. The Nebula system serves as our infrastructure, working in tandem with other software to accelerate widespread adoption of intelligent robots.



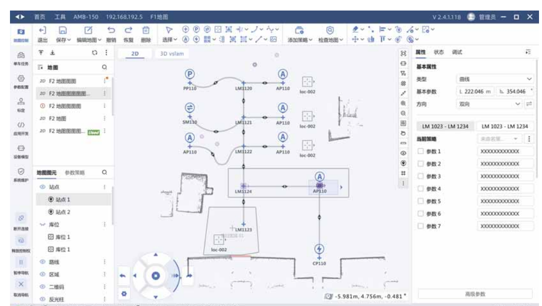
Roboshop

Roboshop is our proprietary one-stop robot development and deployment tool that supports robot configuration, testing, deployment and maintenance, primarily used by customers' automation engineers and other technical personnel. Designed to serve robots equipped with our SRC series robotic controllers, Roboshop integrates all essential features, including model configuration, map editing, path planning, calibration, task scripting and real-time diagnostics, into a single interface, eliminating the need for switching between multiple tools and significantly reducing technical barriers.

Roboshop supports drag-and-drop configuration of robot models and intuitive edit of operational workflows via low-code scripting tools. Customers can customize over 400 types of components, execute secondary development for specific functions and preview results in real time. Built-in auto-calibration tools ensure deployment consistency across robots, while remote control and simulation functions support debugging, task verification and remote monitoring through various devices. Roboshop supports complex industrial scenarios with large-scale maps of up to 400,000 square meters. It is compatible with multi-floor and multi-zone layouts and provides batch parameter management for streamlined control.

Roboshop synchronizes configuration data with the M4 smart scheduling and management system, and uses runtime data from the M4 system for diagnostics and optimization. It supports both our proprietary robots and third-party robots integrating with SRC series controllers, accelerating robot development.

Robot Model Editing Interface



Map Editing Interface

Configuration and Control Interface for Wheeled Humanoid Robots

Robocare

Robocare is our post-deployment diagnostics and maintenance software developed to streamline robot operation analysis and improve on-site troubleshooting efficiency, primarily used by customers' automation engineers and other technical personnel. Robocare supports automated issue identification, visual playback of robot behavior, data visualization and multi-platform access, helping customers quickly locate faults and restore operations with minimal downtime. At the core of Robocare is an intelligent diagnostic engine that automatically analyzes robot operation logs voluntarily shared by our customers when they encounter technical issues, and pinpoints issues, such as navigation errors, sensor failures and task execution interruptions. Robocare generates structured reports containing causes and recommended solutions tailored to robot models and configuration profiles, enhancing maintenance efficiency.

Robocare features a high-resolution playback function that reconstructs the full spatial and temporal trajectory of the robot's actions. This visual record allows customers to trace abnormal behavior, understand causes and evaluate robot performance in real-world environments. It also converts key operational data, such as positioning accuracy, power usage and task completion efficiency, into intuitive charts for performance monitoring and optimization.

Based on data stored in our SRC series controllers, including proprietary data generated from robot operations in our testing center and in-house simulation environments, and data voluntarily shared by customers with their consent, Robocare enables precise visualization of system performance and helps refine control algorithms. Robocare uses configuration data from both Roboshop and the Nebula system for analysis. Robocare's diagnostic insights can also be fed back into Roboshop and the M4 system to support iterative improvements of robots.

Case Study

Company Y is a major player in the electric vehicle, lithium battery and 3C electronics sectors, with manufacturing facilities across Guangdong, Fujian and Jiangsu. Company Y had deployed multiple robots, including lifting robots, forklifts and carton transfer autonomous robots. To address system fragmentation, inefficient coordination and long robot development cycles, in 2023, Company Y began working with us to establish a unified robot control infrastructure. Through the adoption of our SRC series controllers, including the SRC-880 and SRC-2000, together with the supporting toolchain software, Company Y was able to independently develop, deploy and manage customized robots across its facilities.

Our software suite played a key role in this transformation:

- Roboshop: With Roboshop's drag-and-drop interface and Python-based customization capabilities, Company Y customized parameters, navigation paths and workflows tailored for battery workshops.
- Robocare: Robocare provided automated diagnostics through a structured reporting mechanism based on data collected by controllers. It identified root causes and suggested resolutions for different robot types, enhancing maintenance efficiency and accuracy.

Key benefits to Company Y:

- Easy management: Integration of our controllers and toolchain has enabled Company Y to standardize robot development, deployment and maintenance across business lines, which streamlined Company Y's management of robots and its operations.
- Scalable solution: Our solution has been extended to Company Y's other production bases, significantly improving deployment efficiency for new sites.
- Enhanced in-house capabilities: Through our open controller architecture, Company Y has independently developed multiple customized robots for specialized industrial use cases, accelerating the digital transformation of its production systems.

COMMERCIALIZATION

We are seeking listing under Chapter 18C of the Listing Rules. We are primarily engaged in the design, development and commercialization of robotic controllers, robots, software and accessories. All of our four product segments are designated Specialist Technology Products as defined under Chapter 18C of the Listing Rules. Our Directors are of the view that our robotic controllers, robots, software and accessories fall within an acceptable sector of a Specialist Technology Industry as defined under Chapter 18C of the Listing Rules as robotics and automation on the following basis: (i) our robotic controllers integrate essential algorithms for perception, positioning, intelligent decision-making and motion control, (ii) our robots are programmable machines that exhibit intelligent behavior by using technologies such as AI, machine learning and computer vision, (iii) our software, designed to streamline the deployment, coordination and management of robots, integrate dozens of programs and algorithms for dispatching and factory automation, and (iv) our accessories involve the engineering of robots for the improved performance and product compatibility in automation processes. We have adopted a transaction-based model for the sales of our products. The following table sets forth a summary of how all of our products fall within an acceptable sector of a Specialist Technology Industry as defined under Chapter 18C of the Listing Rules:

Specialist Technology Products	Specialist Technology Industry Acceptable Section	Main Function Analysis	Major Customer Type and Customer Demand Drivers
Robotic controllers	Robotics and automation (robot technology)	Robotic controllers are the core of robot technology. Together with the software deployed in the cloud, they serve as the brain of robots, integrating essential algorithms and executing core functions that are fundamental to the operation of intelligent robots. Our robotic controllers integrate perception, positioning, decision-making and motion control algorithms, allowing robots to sense their environment, determine their location, make intelligent decisions based on the input and execute precise movements. For example, in a manufacturing setting, a robot equipped with our SRC series controllers can accurately pick and place components by perceiving their shape and position, deciding on the appropriate grip, and moving to the correct location. The robotic controllers support advanced capabilities like SLAM, navigation in changing environments, obstacle avoidance, visual-semantic recognition, and multi-model configuration, which enables a single controller to be flexibly adapted and reconfigured for different types of robots and application scenarios. SLAM enables robots to create a map of an unknown environment while simultaneously determining their own location within it. This is crucial for autonomous navigation in dynamic settings such as factories where the layout may change frequently. With broad interface compatibility, the controllers can connect to a wide array of sensors and actuators. This allows for the collection of diverse data from the environment, which is then processed by a fusion of intelligent algorithms including reinforcement learning and end-to-end navigation models. For instance, reinforcement learning algorithms can enable robots to learn from experience and improve their performance over time, while end-to-end navigation models can simplify the control process and enhance the robot's ability to navigate complex paths.	Our customers operate across a diverse range of industries, including, but not limited to, manufacturing industries covering automotive manufacturing, 3C manufacturing, mechanical manufacturing and semiconductor fabrication. According to the CIC, the development of the intelligent robot industry is primarily driven by several pivotal factors. Technological innovations, notably AI integration, elevate robot capabilities and enable evolution from task-specific to general-purpose robots. The refinement and maturity of supply chains drive down costs and streamline production, while diverse industrial demands and applications accelerate market adoption and expansion.

Specialist Technology Products	Specialist Technology Industry Acceptable Section	Main Function Analysis	Major Customer Type and Customer Demand Drivers
Robots	Robotics and automation (robot technology)	Our robots, equipped with AI, machine learning and computer vision technologies, are designed to meet the evolving demands of the industrial "robotics and automation" sector. In industrial production, there is a growing need for robots that can handle complex tasks, work collaboratively with human workers and adapt to changing production requirements. The robots are capable of satisfying these demands. Our robots support various positioning and navigation technologies such as SLAM, 3D feature positioning, and VSLAM. The integration of advanced navigation technologies enables our robots to operate efficiently in dynamic environments shared with human workers and other equipment while maintaining the precision needed for industrial applications such as assembly line feeding. The robots' modular design allows customization for specific payloads and operational requirements across different industrial scenarios.	
Software	Robotics and automation (robot technology)	Our software functions as the cloud-based "brain" of the robot by integrating programs for dispatching and factory automation, designed to streamline robot deployment, coordination and management. The software enables full-cycle digital operations ranging from mission planning, project simulation, intelligent scheduling, decision support, and human–robot collaboration. In a manufacturing plant, mission planning can help optimize the production schedule, while project simulation can be used to test different scenarios before implementation, reducing the risk of errors and downtime. Intelligent scheduling ensures that robots are assigned tasks efficiently, maximizing their utilization. The software suite integrates FMS, WCS, and WMS functions. It combines advanced scheduling algorithms, optimization algorithms, and a low-code development framework. This integration allows large robot fleets to respond and execute promptly and adapt to changing business needs. The software works seamlessly with our robotic controllers and robots, enabling customers to efficiently plan, operate, and scale intelligent robotic operations across their factories. It also facilitates efficient robot teamwork, task allocation, and production process optimization. For instance, in a complex assembly line, the software can coordinate the actions of multiple robots to ensure that components are assembled correctly and efficiently.	
Accessories	Robotics and automation (robot technology)	Accessories such as LiDARs, cameras, and motors are critical components that enhance robot capabilities and adaptability in automation. They are an integral part of robot technology as they provide the necessary sensory and actuation capabilities for robots to interact with their environment and perform tasks. LiDARs and cameras provide perception capability for object detection and task execution. Motors are the driving forces behind robot movement. They enable robots to perform physical tasks such as picking, placing, and moving objects. Engineered for compatibility with our products through technology integration, these accessories support diverse configuration needs. Customers can tailor robotic solutions adaptive to evolving operational scenarios by incorporating different accessories.	
		We devote significant efforts to ensure seamless interoperability between our robotic controllers, robots and accessories. We maintain a dedicated technical team responsible for the screening, adapting and integrating of these accessories. Before any accessory reaches customers, this team defines technical requirements and works closely with suppliers to enhance accessory functionality. All accessories undergo internal adaptation and multiple rounds of testing to ensure plug-and-play usability with our robots. Through these efforts, customers receive accessories that are already prevalidated and fully compatible with our robots.	

* For more information on the tasks our products are capable of for the improved performance of tasks and automation processes, see "— Our Products" for details. For the pricing of our Specialist Technology Products, see "— Our Revenue and Pricing Model — Pricing" for details.

Based on the above analysis, CIC confirms and our Directors are of the view that each of our robotic controllers, robots, software and accessories fall within an acceptable sector of a Specialist Technology Industry as defined under Chapter 18C of the Listing Rules. Based on the above analysis and the aforementioned view of CIC, nothing has come to the Sole Sponsor's attention that would cause it to reasonably cast doubt on the Directors' view as stated above.

The following table sets forth the timeline of our commercialization of each of our Specialist Technology Products:

Product	Robotic controllers	Robots	Software	Accessories
Commencement of revenue generation	June 2020	July 2020	July 2020	June 2020

OUR REVENUE AND PRICING MODEL

Revenue Model

We have adopted a transaction-based model for sales of our products. A majority of our revenue is derived from the sales of robots integrating our SRC series robotic controllers, which have demonstrated a constant growth trend throughout the Track Record Period. In addition, a significant portion of our revenue is generated from sales of robotic controllers. Furthermore, we generate a smaller portion of the revenue from sales of software and accessories. The absolute amount of revenue generated from software has been steadily increasing during the Track Record Period. We typically charge one-off fees on a per-license basis for our software. Maintenance services are provided free of charge during the warranty period of generally one year. Upgrade services, however, are not included within the scope of free maintenance and, if requested by customers, are subject to additional fees based on the working hours incurred. Accordingly, customers are required to pay for all upgrade services. As a key complementary product to our robotic controllers and robots, software also plays a critical role in boosting the sales of other products. In addition to these revenue-generating products, we provide infrastructure and toolchain to customers, including the Nebula system, Roboshop and Robocare. See also "Financial Information — Key Components of Our Consolidated Statements of Profit or Loss — Revenue" for details.

Pricing

When determining the price for our robotic controllers, robots as well as accessories, we primarily adopt a cost-plus approach to ensure coverage of development, procurement and outsourcing costs, including component costs and third-party manufacturing expenses. We also reference prevailing market prices of and the pricing strategies for comparable products offered by local and international competitors to ensure our offerings remain competitive. Within these parameters, our sales team is authorized to exercise pricing flexibility, factoring in the procurement volume and the length of collaboration with specific customers. We apply a tiered pricing structure to offer more favorable terms to customers with larger order volumes or long-term partnerships.

For our software, we adopt a pricing strategy based on the specific features and functionalities selected by each customer and the number of robots to be managed or controlled under each software module. Pricing is guided by market benchmarks, customer expectations and the value our solutions deliver. We also consider actual cost input, particularly staff costs associated with development and support, to determine the price of our software.

RESEARCH AND DEVELOPMENT

Our ability to develop new technologies, design new products and solutions, and enhance existing products and solutions is critical to maintaining our market position. We have established interdisciplinary research and development capabilities that draw upon a diverse range of fields, such as software engineering, electronic engineering, control science, AI, computer vision and machine learning. Our in-house research and development team strives to expand the available functionalities and use cases of our controllers, robots and software to accommodate specific needs of various sectors. During the Track Record Period, our research and development expenses were RMB63.7 million, RMB71.3 million and RMB79.2 million, respectively, representing 25.6%, 21.0% and 17.9% of our revenue in the respective years. All of these expenses were solely related to our Specialist Technology Products. Of these amounts, research and development expenses in connection with outsourced R&D activities, which are solely standard and supporting functions, accounted for 1.5%, 0.4% and 0.2% of our total research and development expenses, respectively. Such outsourced activities primarily involved the provision of standardized design and engineering services performed strictly in accordance with our instructions. For example, we engaged certain third parties to assist with basic PCB layout work, specifically fundamental steps like component placement and trace routing. These activities did not involve any of our core technologies.

R&D Team and Core Members

Established in 2020, our in-house R&D department currently consists of a robotic controller R&D center and a digitalized R&D center, with 193 personnel as of December 31, 2025, a vast majority of whom hold a bachelor's degree or above. The robotic controller R&D center focuses on foundational technologies such as robotic control systems, motion control navigation algorithms, and software integrated into our controllers, while the digitalized R&D center focuses on upper-layer software development, including intelligent scheduling, visualization and resource dispatching software. Both centers are structured by technical disciplines and product modules, and R&D projects are executed through flexible, project-designated teams that may span across or reside within the two centers depending on the technical requirements. For projects involving both hardware and software integration, such as robotic controllers bundled with M4, Meta or RDS, dedicated cross-functional teams are formed to coordinate efforts across the centers, ensuring efficient collaboration. Our research and development team is led by five core members, with details set forth in the following table:

Core Research and Development Members	Portfolio
Mr. Zhao	Mr. Zhao is our founder and chief executive officer, bringing approximately 15 years of experience in robotic system architecture and deep learning algorithms, which aligns with our ongoing efforts to realize the possibility of integrating AGI algorithms into robotic controllers. He obtained his bachelor's degree in electronic information engineering and master's degree in control science and engineering from Zhejiang University and has been recognized among Zhejiang University's most influential alumni. Mr. Zhao twice led the Zhejiang University team as captain to victory in the RoboCup World Championship. He spearheaded the development of our SRC series controllers, holding 43 invention patents as of December 31, 2025. His visionary leadership has driven multiple technological innovations and forward-looking technological deployments, setting the direction for our future R&D activities. Mr. Zhao has received numerous prestigious awards, including Shanghai Emerging Industry Talent, Shanghai Oriental Talent Program, Mingzhu Leading Talent Award for Pudong New Area, Keeping Miracles — X • 36 under 36 Class S Entrepreneurs and the Fortune China 40 Under 40 Business Elite.
Mr. Wang Qun	Mr. Wang Qun is our co-founder, with approximately 15 years of experience in software and hardware design of robotic controllers and systematic solutions, which aligns with our ongoing development of robotic controllers. He obtained his bachelor's degree in electrical engineering and automation and master's degree in electrical engineering from Zhejiang University. As a core team member, Mr. Wang contributed to winning the RoboCup World Championship. As a key developer, Mr. Wang played a critical role in the development of our SRC series controllers, the Robokit operating system and our RDS. He also led the team in launching our intelligent forklift solution, machine vision-based warehouse management and Nebula system. His contributions have been instrumental in driving the commercialization of our products. Mr. Wang was recognized as a member of the Shanghai Oriental Talent — Youth Program.
Mr. Ye Yangsheng	Mr. Ye Yangsheng is our co-founder, possessing approximately 12 years of experience in robotic system architecture, machine learning and software engineering. Mr. Ye's experience supports our R&D focus on cloud-based software, a significant component of robot control system, and Nebula system. He obtained his bachelor's degree in control science and engineering (automation) and master's degree in industrial design engineering from Zhejiang University. As a core team member, Mr. Ye contributed to winning the RoboCup World Championship twice. As a core R&D leader, he spearheaded the development of our key software, including Robokit operating system, Roboshop, RDS, M4 smart scheduling and management system, Meta series of visualization software and Nebula system. His contributions established the foundation for our software product matrix and set direction for our R&D activities.

Core Research and Development Members	Portfolio
	Mr. Ye was selected as Mingzhu Elite Talent for Pudong New Area and the Emerging Figure of the Year in China's Robotics Industry at the Vico Cup • OF week 2020 Awards.
Dr. Huang Qiangsheng	Dr. Huang Qiangsheng is our senior algorithm expert, holding a bachelor's degree in information engineering and a Ph.D. in optical engineering from Zhejiang University. Dr. Huang possesses approximately nine years of experience in robotic motion control and multi-robot collaboration, which supports our ongoing efforts to realize the possibility of integrating AGI algorithms into robotic controllers. During his doctoral studies, he published five SCI papers and multiple EI conference articles. Dr. Huang served as a distinguished associate researcher at Shanghai Institute for Advanced Study of Zhejiang University, focusing on advanced technologies in robotic motion control and multi-robot collaboration. Dr. Huang led our R&D team in the development and iteration of advanced navigation planning algorithms, driving breakthroughs in key areas such as sensor fusion, path optimization, dynamic obstacle avoidance, end-to-end navigation model and VLA. His contributions have solidified our leadership in these technologies. Additionally, Dr. Huang served as a key expert in drafting the national standard for Technical Requirements for Robotic Adaptive Capabilities (GB/T 44589-2024).
Dr. Zhang Tengyu	Dr. Zhang Tengyu is our senior algorithm expert, holding a bachelor's degree in survey engineering from Wuhan University and a Ph.D. in astrometry and celestial mechanics from the University of Science and Technology of China, with primary research focus on global positioning, navigation and related applications. Dr. Zhang possesses approximately nine years of experience in sensor fusion and semantic mapping algorithms, which aligns with our R&D focus on AGI technologies applied in controllers. During his doctoral studies, he published five SCI papers and multiple EI conference articles. As the core developer of our SLAM technology, Dr. Zhang has specialized in fusion algorithms for 2D/3D lasers and visual sensors. He successfully implemented high-precision mapping technologies for large-scale industrial applications. Through visual-language mapping technologies, he significantly enhanced our robots' capabilities in environmental perception and understanding. Under his leadership, our positioning and navigation technologies achieved millimeter-level accuracy in complex environments, providing essential technical support for autonomous robotic mobility and solidifying our market position in this field.

To retain our core R&D members and mitigate the impact of potential departures, we have implemented a multifaceted talent management strategy. We provide share-based compensation to key R&D personnel to align their long-term interests with our growth. To sustain motivation and innovation, we rotate core R&D staff through different managerial positions and project responsibilities, encouraging continued technical advancement and personal achievement. We are also committed to expanding our R&D team and cultivating a strong talent pipeline by actively recruiting and developing future R&D leaders. In each major technical domain, we assign multiple team members to conduct parallel research and regularly consolidate their progress, ensuring that critical knowledge and outcomes are not concentrated in the hands of a single individual. In addition, we adopt a modular approach to R&D, under which no individual holds access to all codes or technical materials, thereby reducing risks associated with employee turnover.

The salient terms of agreements with management and R&D staff are set out below:

- *Non-Conflict of Interest.* During employment, the employee is prohibited from engaging in any form of employment, whether full-time or part-time, with third parties without our consent, especially in companies or roles that compete with our business.

- *Inventions Arrangement.* All intellectual property, including inventions, designs, know-how and trade secrets developed during the term of employment, belong solely to us. The employee shall disclose these inventions promptly and ensure all rights are transferred to us.

- *Proprietary information arrangement.* All our proprietary information, including all business, technical and financial information, as well as customer and employee data, that the employee learns or develops during their employment shall be kept confidential and only used for our business purposes.

- *Confidentiality.* Employees shall maintain the confidentiality of the employer's technical secrets, trade secrets and any confidential business information both during and after employment.

- *No Competition.* We have the right to enforce a non-competition period of six to 24 months after the termination of employment. During this period, the employee is not allowed to work for competitors listed in the agreement, start competing businesses, or solicit our customers and suppliers.

Our Ongoing R&D Projects

We are committed to investing in research and development to strengthen our technological leadership across core areas of robotics, including end-to-end navigation, functional safety and human–robot interaction. Our current initiatives include a mix of internal innovation and strategic academic collaborations. All projects involved collaborations with independent third parties do not involve our material technologies.

We are developing an end-to-end and real-time autonomous navigation system for forklifts. This R&D project focuses on the construction of a deep neural network capable of autonomous control and a panoramic fisheye camera-based mapping model. Additionally, we are integrating large language models into the system to allow customers to control forklifts through natural language instructions, thereby improving accessibility and operational intuitiveness.

We are also developing a functional safety controller to meet evolving safety requirements. This initiative focuses on research into safety-compliant industrial bus technologies and system architecture integrating advanced safety mechanisms. This controller will incorporate modular safety features compliant with the latest functional safety regulations. We are working on creating safety configuration software to support flexible and safe robot deployment for multiple types of robots.

In collaboration with a prestigious university, we are working on semantic model and navigation technologies combining visual-language mapping with SLAM. The technologies enable controllers to generate dynamic multi-layer semantic maps containing object semantics, states and spatial relationships in real time, which support task planning and management through semantic-level understanding.

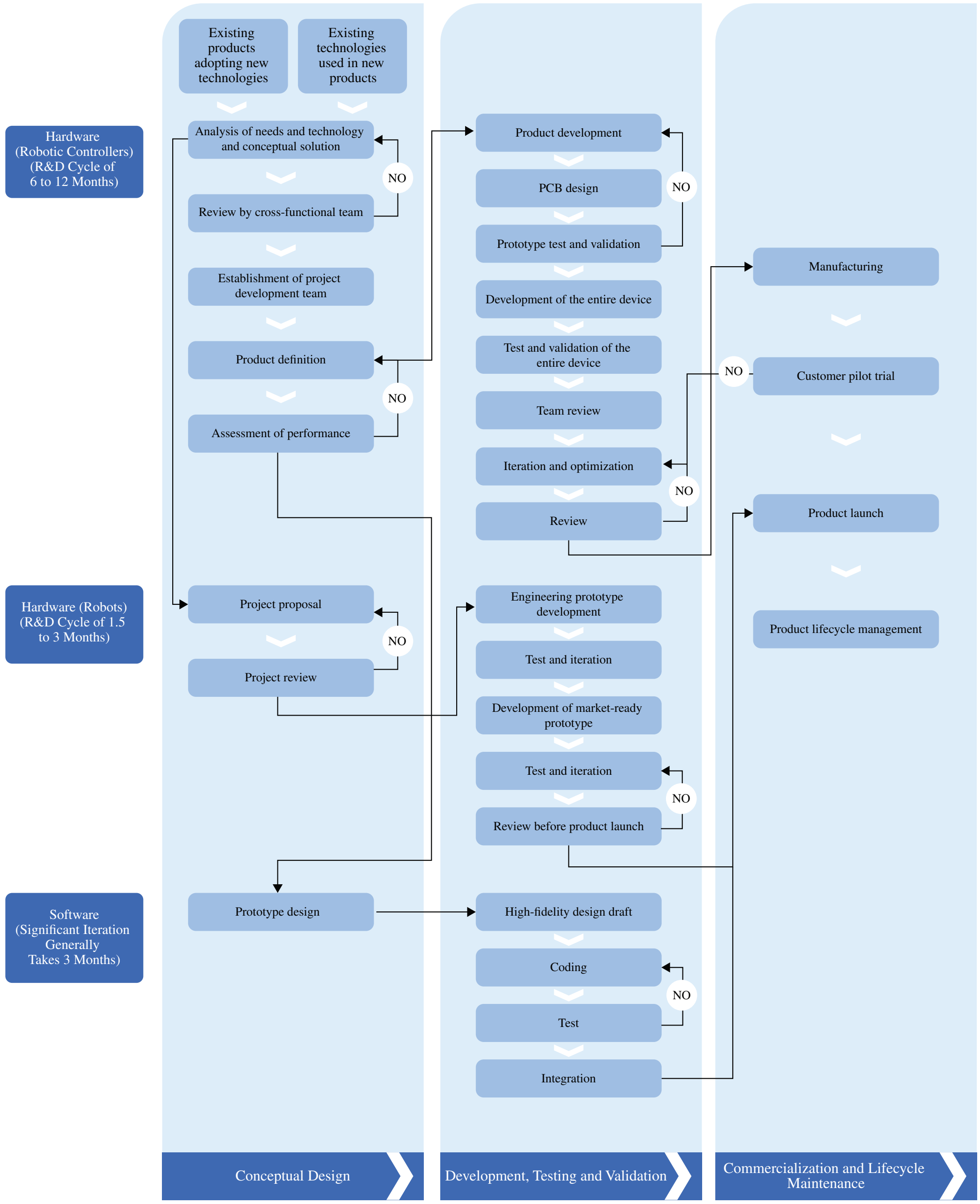
These projects reflect our ongoing commitment to advancing the intelligent robot industry through both foundational research and application-oriented innovation.

Our In-house R&D Process

Our R&D process follows a structured development framework that integrates technology research with product application scenarios and commercialization considerations, and is tailored to different types of products, robotic controllers, robots and software.

Our R&D cycles vary depending on the technical complexity and development needs of each product. Typically, robotic controllers require a development cycle of approximately of six to 12 months. Development of a robot usually requires a period of time ranging from one and half months to three months, and the iteration of the major version of software usually takes three months. From initial research to full-scale commercialization, we take a holistic approach to innovation:

This collaborative process helps validate that our innovations are market-ready and aligned with customer expectations.



The following table sets forth a breakdown of the number of our research and development personnel by product types for the years indicated.

	As of December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
Robotic controller	52	46.0	56	36.4	63	32.6
Robot	15	13.3	28	18.2	68	35.2
Software	38	33.6	63	40.9	57	29.5
Accessories	8	7.1	7	4.5	5	2.6
Total	**113**	**100.0**	**154**	**100.0**	**193**	**100.0**

OUR TECHNOLOGY

Leveraging our interdisciplinary research and development capabilities, we have developed proprietary technologies that cover all the key aspects in the intelligent robotic life cycle. Our core technology capabilities can be broadly categorized into seven technology clusters, including (i) AI technologies, (ii) robotic control technologies, (iii) positioning and navigation technologies, (iv) machine vision technologies, (v) functional safety technologies, (vi) electronic circuit design, and (vii) software system architecture.

AI Technologies

Our AI technologies are built on an advanced multimodal model, data-driven deep learning frameworks and high-performance edge AI systems. Core innovations in our AI technologies include multi-layer semantic mapping, end-to-end navigation, VLA and reinforcement learning technologies.

- Our multi-layer semantic mapping integrates a 3D point cloud layer and an environmental semantic layer, which enable natural language task interactions and precise perception in diverse environments, thereby supporting generalization and industrial-grade reliability.

- We developed the first end-to-end navigation model in the intelligent robot industry, which integrates perception, prediction, planning and control into a unified model. It enables robots to directly translate raw sensor inputs to control commands, allowing for real-time navigation in indoor environments.

- Our VLA and reinforcement learning technologies combine VLA with reinforcement learning and data collected from real-world operations to enable autonomous task optimization, improving robots' success rate in recognition, picking and handling scenarios.

We have also built a data-driven R&D framework, covering standardized data collection and annotation and model training and deployment. Our teleoperation system is compatible with multiple robot types, enabling efficient collection of diverse real-world operation data and providing a strong data foundation for imitation learning. In addition, we developed world models generation technology based on 3D Gaussian algorithms for simulation, data collection and annotation purposes, accelerating the generalization of our algorithms.

Robotic Control Technologies

We have developed a high-performance and modular robot control framework consisting of advanced motion control and whole-body control technologies, which enable precise, stable and efficient robot operation across a wide range of robotic configurations, from conventional AMRs to intelligent forklifts and complex humanoid robots.

Motion Control

Our robotic controllers are built to support a comprehensive range of mainstream motion models, such as two-wheel and four-wheel differential drives, single- and multi-steering wheels and triple omni-wheels. In addition, our controllers support multi-degree-of-freedom motion in 3D space, such as movement of multi-axis robotic arms, torso posture adjustment and coordinated joint control, which enables robots to execute complex spatial tasks with precision.

With multi-core heterogeneous architecture, our controllers achieve hardware-level real-time task management scheduling, which enables rapid response to control commands. We formed a deterministic and low-latency control network optimized for high-speed and high-precision robotic operations based on EtherCAT industrial real-time communication bus.

Whole-Body Control

Our advanced whole-body control system is engineered to support complex robot models, such as wheeled humanoid robots, that require high-performance coordination across multiple limbs. Built on our integrated controller framework, the system synchronizes sensor inputs and actuator commands across the robot's head, arms, torso and chassis. Our real-time task management and scheduling mechanism ensures all actuators operate precisely and harmoniously.

The architecture supports multimodal perception, including vision and force, allowing for overall optimization of environment perception, path planning and task execution. The central controller orchestrates all modules in real time, enabling coordinated motion planning, adaptive posture, and safe human–robot interaction in collaborative scenarios. The intelligent and real-time algorithms allow for rapid adaptation to different scenarios while maintaining safety and efficiency.

Machine Vision Technology

Machine vision is one of the core technologies applied in our robots. Our proprietary vision recognition algorithms based on machine learning enhance robots' environment perception, object detection and decision-making capabilities, significantly improving system intelligence and operational efficiency. Equipped with such technology, robots are able to accurately detect and determine the position and posture of target objects and adjust their own positions to efficiently perform tasks such as lifting, forking, transporting and grasping.

We also have developed advanced material and position recognition technology for robots with robotic arms. By collecting material data through visual sensors and analyzing data through deep learning models, our robots are capable of recognizing different material types, thereby enabling flexible grasping and improving automation and adaptability across various scenarios. Our visual servoing capabilities allow robots to dynamically adjust motion paths in real time based on visual feedback, enhancing both adaptability and precision during operations.

Furthermore, we have established a machine vision R&D framework covering data collection, annotation, training, deployment and optimization. Through quantization, pruning and edge deployment techniques, we significantly improve the efficiency of our machine vision system to deliver stable and low-latency performance of robots. Such advancements not only enhance the generalization capabilities of robotic operations, but also help our customers reduce costs and improve efficiency.

Positioning and Navigation Technologies

We have developed a robust and versatile suite of navigation technologies focused on reliability, stability, safety and ease of use, especially in highly dynamic and complex environments:

- Our proprietary SLAM technology delivers superior usability and stability, achieving stable navigation without artificial markers by identifying fixed environmental features.

- Our globally advanced 3D SLAM and feature positioning technology leverages multi-line LiDARs to identify stable environmental features, enabling high-precision, high-robustness localization even in changing environments with only approximately 10% fixed reference points, greatly enhancing deployment flexibility.

- Our VSLAM is a pure vision-based positioning method that complements LiDAR-based SLAM and performs well in dynamic, repetitive, or open environments. Built on this technology, we have achieved automatic map updates even in totally dynamic environments.

- Supported by efficient self-calibration algorithms and strict calibration processes, our robots achieve an outstanding repeatable positioning accuracy of ±2 mm, thereby ensuring consistent and repeatable accuracy across different robots.

- Our full-perception fusion technology uses data from multiple types of sensors to enhance robots' ability to perceive and understand their environment, laying a foundation for autonomous decision-making and operation.

- Our navigation algorithms employ a proprietary multi-layer decision-making framework that adapts to changes in robot form, load size and environmental conditions. The algorithm automatically adjusts the robot's collision detection model when the robot's shape or load dimensions change, ensuring that the robot avoids obstacles and arrives at destinations fast and safely.

- Our distributed multi-agent coordination algorithms synchronize localization and status data among multiple robots, and support real-time negotiation of navigation paths, enabling them to autonomously follow traffic rules and queuing logic without relying on centralized dispatch systems. This significantly enhances deployment flexibility in certain application scenarios and expands the boundaries of robotic applications.

Functional Safety Technologies

We have developed a smart, cost-effective safety module integrated into our SRC-3000FS controller to meet stringent functional safety standards. By embedding safety features directly into the controller and allowing configuration through software interfaces, we have significantly reduced the cost and complexity of deploying safety functions in robotic applications.

The safety system is built on a dual-MCU architecture that complies with international safety standards such as IEC 61508 SIL2 and ISO 13849-1 Category 3. It includes cross-monitoring, dual-channel signal processing and feedback mechanisms to maintain reliable performance. Key safety functions include:

- *Dynamic Safety Zoning.* Our robots are typically equipped with safety-grade components such as laser scanners, encoders and safety-related input and output modules to adjust the scope of warning and protection zones around the robot in real time. For example, the protective area expands when the robot moves at higher speeds and contracts when it flows down with reduced false alarms. With 12 digital input/output channels, the system allows switching between eight predefined protective areas.

- *Emergency Stop.* The system supports Category 0 emergency stops, which cut off power immediately within 5 milliseconds. It uses dual safety relays or a safe torque-off signal to immediately disable the robot's motors without shutting down the entire system.

- *Obstacle Avoidance.* The obstacle avoidance function uses a Category 3-compliant laser to detect nearby obstacles and triggers an instant safe shutdown to provide quick response to unexpected situations.

- *Redundant Speed and Position Monitoring.* The system uses dual-encoder interfaces to track wheel speeds and relies on dual proximity switches to monitor mechanical limits, which helps prevent unsafe movements or structural overreach.

Our system delivers a high level of safety with a performance level d under ISO 13849-1 ("**PLd**") and a probability of dangerous failure per hour below 1×10^{-6}, making us among the few players in the intelligent robot industry that have achieved the PLd safety performance level. All key signal channels are protected against overcurrent, short circuits and overheating. The safety software adopts a layered design that strictly isolates safety logic from non-safety functions and uses multiple integrity checks to verify data accuracy and maintain system stability.

Electronic Circuit Design

We design and integrate complex electronic systems independently, with capabilities covering circuit design, embedded platforms, system integration, thermal and electromagnetic compatibility design. These capabilities are widely applied in autonomous mobile robots and wheeled humanoid robots that require high reliability, fast processing and real-time control.

We have built a modular and scalable embedded platform consisting of both microcontroller-based platform and high-performance computing platform that supports robotic control, sensing and decision-making tasks. Our advanced circuit board design is able to handle complex systems with multiple communication protocols and comprehensive bus design. With high-speed interface design, we achieve rapid data transmission across modules. To adapt to industrial and electromagnetically complex environments, we developed anti-electromagnetic interference and electromagnetic compatibility, covering component layout, shielding and protection strategies.

To ensure product reliability and consistency, we have built four specialized testing platforms covering communication, sensors, electrostatic discharge, and environmental adaptability. These platforms enable automated testing, stress simulation, and pre-mass production screening for product consistency from R&D to delivery.

Software System Architecture

With years of experience in software architecture, we have developed a suite of software, including the M4 smart scheduling and management system, Meta series of visualization software, RDS and Nebula system, which have been deployed across thousands of industrial scenarios. Our software stack consists of:

- *Metadata Modeling.* Our architecture adopts metadata-driven design, enabling dynamic data model configuration, reducing hardcoded logic, increasing development flexibility and supporting complex system designs.

- *Low-Code Engine.* Our engine allows users to quickly build workflows and user interfaces using drag-and-drop tools with minimal scripting. Users can monitor task execution visually and adapt the system easily to changing business demands.

- *Script Engine.* We have developed a flexible script engine that supports multiple programming languages, such as Python, JavaScript, TypeScript and Go. It enables seamless integration with external systems and supports the development of custom logic through open-API.

- *Intelligent Scheduling Algorithms.* Based on advanced multi-agent pathfinding algorithms, our system supports path planning that avoids deadlocks, produces optimal results, and manages spatial conflicts dynamically. It also enables free detour planning without relying on predefined routes. These features allow for highly efficient coordination among robots.

- *Smart Task Assignment.* Using a range of optimization algorithms, we enable intelligent and flexible real-time task allocation. Features such as dynamic batching, ridesharing for tasks and priority-based assignment allow the system to make decisions based on real-time inventory and robot status, improving operational efficiency significantly.

- *3D Rendering & Reconstruction.* We apply real-time 3D rendering technologies for realistic digital twin applications. Combined with 3D Gaussian reconstruction, we can quickly recreate the operating environment, enabling simulation and AI training based on world models.

- *All-in-One Architecture.* We integrate complex systems such as FMS, WCS, and WMS into a unified architecture. This architecture allows customers to manage their entire operations with a single system, simplifying the use of software and ensuring consistent user experience across various business scenarios.

Through this technology framework, we have established a solid technological foundation that supports the development and deployment of robots across diverse industrial environments. Through continuous investment in proprietary innovation and by leveraging the scalability of our platform model, we are well-positioned to drive innovations in the intelligent robot industry.

OUR CUSTOMERS

Over the years, we have cultivated a broad and geographically diversified customer base spanning over 35 countries and regions, with a strong presence in both China and international markets. We sell our products exclusively through direct sales by members of our Group based in Chinese Mainland, which allows us to maintain close relationships with our customers and promote a high level of service and responsiveness. We identify and engage with prospective customers through a variety of approaches, including participating industry exhibitions and through online platforms. In addition, we are gradually strengthening our overseas sales capabilities and maintaining our relationships with overseas customers by exploring localized talent recruitment. Our sales team plays a critical role in shaping our brand image by directly engaging with customers to present product features, address inquiries and gather real-time feedback. Equipped with deep product knowledge, our sales force also communicates with customers to understand their evolving preferences, quality expectations and emerging market demands, contributing insights that feed directly into our product development and marketing strategies.

In 2023, 2024 and 2025, we generated revenue from 587, 832 and 1,150 customers, respectively. Our customers comprise: (i) integrators, who integrate our products into broader automation solutions by adding components, software and custom engineering to serve the end applications of their clients, and (ii) end customers, which include corporate customers across a range of industries such as 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals. Generally, end users of our integrator customers are not directly involved in the selection of our products. However, in some cases, end users may play an active role, such as by requesting the use of specific brands for key components or accessories. By serving both integrators and end customers, we are able to remain attuned to the evolving needs of complex industrial scenarios and refine products to address diverse market demands, thereby expanding our market reach and deepening our industry exposure.

The following table sets forth certain operating metrics by customer type for the years indicated:

	For the Year Ended December 31,		
	2023	2024	2025
Revenue (RMB in thousands)			
— Integrators	195,451	263,531	366,375
— End customers	53,572	75,792	75,502
Revenue contribution (%)			
— Integrators	78.5	77.7	82.9
— End consumers	21.5	22.3	17.1
Gross profit (RMB in thousands)			
— Integrators	100,526	120,284	179,700
— End customers	21,900	35,401	29,595
Gross profit margin (%)			
— Integrators	51.4	45.6	49.0
— End customers	40.9	46.7	39.2

The gross profit margin from integrators decreased from 51.4% in 2023 to 45.6% in 2024, primarily due to the decrease in revenue contribution from robotic controllers, which carry a higher gross profit margin. The gross profit margin from integrators increased from 45.6% in 2024 to 49.0% in

2025, primarily due to (i) the increase in the gross profit margin of robots, which accounted for a significant portion of revenue from integrators, and (ii) the increase in revenue contribution from robotic controllers.

The gross profit margin from end customers increased from 40.9% in 2023 to 46.7% in 2024, primarily due to the increase in the gross profit margin of robots, which accounted for a significant portion of revenue from end customers. The gross profit margin from end customers decreased from 46.7% in 2024 to 39.2% in 2025, primarily due to (i) the decrease in revenue contribution from intelligent forklifts, which carry a higher gross profit margin, and (ii) the decrease in the gross profit margin of lifting robots, whose revenue contribution increased during the same period.

The following table sets forth the movement of the outstanding contract value of our project backlog during the Track Record Period:

	As of/For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Balance as of the beginning of the year	126,707	187,960	243,165
Addition	335,734	432,297	612,353
Completed	274,481	377,092	494,838
Balance as of the end of the year	**187,960**	**243,165**	**360,680**

Note: The contract value of our project backlog is calculated based on the outstanding balance as of the end of the relevant year and does not take into account any subsequent adjustments to the underlying contracts.

Key terms of our agreements with customers include:

- *Product Delivery.* We are responsible for delivering products to the customer's designated location.
- *Product Acceptance.* Customers must inspect and accept the products within a period as agreed in the contract.
- *Payment Terms.* Customers make full payment or pay in installments based on milestones such as contract signing, shipment, delivery and final acceptance.
- *Liability*. We assume full liability for quality issues and related customer claims.
- *Warranty.* Products are covered by a standard warranty of 14 months from delivery or 12 months from acceptance, whichever is earlier.
- *Termination.* We have the right to terminate the agreement if a customer's payment is overdue for a specified period or a customer commits a material breach of the agreement terms.

Our Major Customers

Over the years, we have forged relationships with companies across over 20 industries. We have built up a broad and geographically diversified customer base in China and globally, spreading across over 35 countries and regions. In 2023, 2024 and 2025, our aggregate revenue from the five largest customers in each year during the Track Record Period was RMB51.7 million, RMB63.3 million and RMB68.2 million, respectively, accounting for 20.8%, 18.6% and 15.4% of our total revenue, respectively. In the same years, our revenue from the single largest customer in each year during the Track Record Period was RMB18.2 million, RMB35.5 million and RMB19.1 million, accounting for 7.3%, 10.4% and 4.3% of our total revenue, respectively.

The following tables set forth the details of our top five customers in each year during the Track Record Period:

Customer	Products provided	Year of commencement of business relationship	Payment method	Settlement method	Customer type	Revenue	Percentage of total revenue
						(RMB'000)	
For the year ended December 31, 2023							
Customer A[(1)]	Robotic controllers, robots, software and accessories	2023	Prepayment	Wire transfer or accepted bill	Integrator	18,170	7.3%
Customer B[(2)]	Robotic controllers, robots, software and accessories	2021	Prepayment	Wire transfer or letter of credit	Integrator	11,821	4.7%
Customer C[(3)]	Robotic controllers, robots, software and accessories	2022	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	9,604	3.9%
Customer Group D[(4)]	Robotic controllers, robots, software and accessories	2022	Payment by installments within a three-month period	Wire transfer or accepted bill	End customer	6,156	2.5%
Customer Group E[(5)]	Robotic controllers, robots, software and accessories	2021	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	5,950	2.4%
Total						**51,701**	**20.8%**

Notes:

(1) A private company providing manufacturing automation solutions. It is incorporated in South Korea.

(2) A private company focusing on the design and manufacture of industrial vehicles. It is incorporated in Spain.

(3) A private company focusing on industrial robot manufacture based in Suzhou, Jiangsu Province. Its registered capital amounted to RMB52.5 million.

(4) A powertrain system manufacturing group with operations in Tianjin; Wuxi, Jiangsu Province; Xuzhou, Jiangsu Province; Wujiang, Jiangsu Province; and Suzhou, Jiangsu Province. All of the group members having business relationships with us are private entities. The registered capital of the holding company of the group is US$150.0 million.

(5) A private manufacturing automation equipment provider with operations in Wuxi, Jiangsu Province and Shenzhen, Guangdong Province. Its registered capital is RMB1,000.0 million.

Customer	Products provided	Year of commencement of business relationship	Payment method	Settlement method	Customer type	Revenue	Percentage of total revenue
						(RMB'000)	
For the year ended December 31, 2024							
Customer C	Robotic controllers, robots, software and accessories	2022	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	35,523	10.4%
Customer Group F[(1)]	Robotic controllers, robots, software and accessories	2021	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	7,449	2.2%
Customer Group G[(2)]	Robots, software and accessories	2021	Payment by installments within a three-month period	Wire transfer or accepted bill	End customer	7,131	2.1%
Customer Group H[(3)]	Robotic controllers, robots, software and accessories	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	7,110	2.1%
Customer I[(4)]	Robots, software and accessories	2023	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	6,042	1.8%
Total						**63,255**	**18.6%**

Notes:

(1) A private tobacco machinery manufacturer with operations across Shanghai and Suzhou, Jiangsu Province. Its registered capital amounted to RMB1,295.1 million.
(2) A public company listed on Shenzhen Stock Exchange, providing integrated circuit packaging services, headquartered in Shanghai. Its registered capital amounted to RMB320.4 million.
(3) A private company focusing on industrial robot manufacture based in Shenzhen, Guangdong Province. Its registered capital amounted to RMB5.6 million.
(4) A private company providing internet of things technology service based in Chongqing. Its registered capital amounted to RMB5.0 million.

Customer	Products provided	Year of commencement of business relationship	Payment method	Settlement method	Customer type	Revenue	Percentage of total revenue
						(RMB'000)	
For the year ended December 31, 2025							
Customer Group J[(1)]	Robotic controllers, robots, software and accessories	2021	Payment by installments within a three-month period	Wire transfer or accepted bill	End customer	19,057	4.3%
Customer C	Robots, software and accessories	2022	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	16,395	3.7%
Customer K[(2)]	Robotic controllers, robots, software and accessories	2020	Prepayment	Wire transfer or accepted bill	Integrator	12,582	2.9%
Customer L[(3)]	Robot controllers, robots and accessories	2023	Payment by installments within a three-month period	Wire transfer or accepted bill	Integrator	10,103	2.3%
Customer M[(4)]	Robotic controllers, robots, software and accessories	2024	Prepayment	Wire transfer or accepted bill	Integrator	10,076	2.3%
						68,213	**15.4%**

Notes:

(1) A state-owned group focusing on industrial components and machine manufacture based in Jinan, Shandong Province. Its registered capital amounted to RMB3.0 billion.
(2) A private company providing information technology services based in Suzhou, Jiangsu Province. Its registered capital amounted to RMB52.4 million.
(3) A private company providing intelligent technology and robotics solutions, based in Shanghai. Its registered capital amounted to RMB50.0 million.
(4) A private company providing automation solutions mainly in the automotive industry. It is incorporated in India.

To the best of our knowledge, all of our five largest customers in each year during the Track Record Period were independent third parties. As of the Latest Practicable Date, none of our Directors, their 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 customers in each year during the Track Record Period.

After-Sales Services

We strive to deliver all-round after-sales services that cater to the evolving needs of our customers. Our after-sales services include:

- ***Warranty-based repair and maintenance.*** During the warranty period, we provide free repair services in accordance with customers' requests, including two complementary maintenance services.

- ***Post-warranty services.*** After the warranty expires, we continue to provide responsive and reliable support. While replacement parts are charged at cost, labor remains free.

- ***24/7 support.*** Our after-sales service team operates around the clock to ensure uninterrupted support. We respond to customer requests within 24 hours, and complete repairs within seven calendar days.

- ***Technical consultation and support.*** We offer ongoing technical support through technical manuals, online lectures and on-site visits, helping customers better understand and use our products.

These services reflect our long-term commitment to supporting customers beyond the point of sale. By ensuring reliable, responsive and cost effective after-sales support, we help customers reduce operational disruptions and derive sustained value from our products.

SUPPLY CHAIN MANAGEMENT

Our suppliers primarily consist of (i) providers of components for the development and production of our robot and robotic controllers and (ii) third-party manufacturers to produce our robotic controllers and robots. We select leading suppliers in the relevant sectors in order to promote the availability and quality of such components and services. Our procurement process is under constant review for higher efficiency and cost-control purposes without jeopardizing the quality of deliverables.

Components

Currently, we only procure components in our supply chain, including key sensors, batteries, drivers, motors and other components of robotic controllers. We generally require the suppliers to develop and manufacture the components based on our specifications with quality standards satisfactory to us.

To ensure the quality, reliability and efficiency of our component supply, we adopt a rigorous supplier selection and evaluation process. We assess each supplier's technical capabilities, including their ability to meet our product specifications and offer customized solutions. We also evaluate their quality management systems, delivery reliability, service responsiveness, pricing competitiveness and financial health. Only those suppliers who can demonstrate consistent performance across all these dimensions are selected. This stringent process enables us to build a resilient and high-performing supply chain that underpins the quality and delivery standards of our products.

We place purchase orders with suppliers on a case-by-case basis. Key terms of our agreements for the purchase of components include:

- *Quality Control.* All components must comply with applicable national and industry standards as well as our technical specifications. We conduct inspections upon delivery and reserve the right to reject, rework or return non-compliant goods.

- *Delivery.* Suppliers are generally responsible for delivering the components to our designated locations in accordance with the agreed delivery schedule.

- *Payment.* Payments are subject to satisfactory completion of our inspection process and formal acceptance of the delivered components.

- *After-Sales Service.* Suppliers are required to provide warranty coverage for generally 12 months from the date of acceptance.

- *Liability.* Suppliers assume full responsibility for any damages or claims resulting from defects or delayed delivery of components.

- *Confidentiality*. Suppliers must keep all technical and commercial information confidential, both during and after the term of the agreement.

- *Termination.* We have the right to terminate the supply agreement under specific circumstances, such as force majeure and a breach of material terms by the supplier.

Third-Party Manufacturers

During the Track Record Period, we outsourced the entire manufacturing process of our robotic controllers and robots to third-party manufacturers. According to CIC, it is not uncommon for players in the intelligent robot industry to outsource their manufacturing process. For robotic controllers, we mainly procure core components including integrated circuits, Ethernet transceivers and industrial control board modules, while other components provided by the third-party manufacturers. For robots, except for our SRC series robotic controllers and major components such as LiDARs, our third-party manufacturers are responsible for sourcing components. As of December 31, 2023, 2024 and 2025, we had cooperated with 28, 34 and 42 third-party manufacturers, respectively. We maintained business relationships with such third-party manufacturers for an average of over four years.

We mainly evaluate and select these manufacturers through a comprehensive process focused on six key dimensions: technical capabilities, quality control, supply chain and delivery capability, commercial terms, service support and financial stability. We prioritize third-party manufacturers with proven experience in assembling similar products, the ability to interpret technical documents and the flexibility to support design optimization and engineering changes based on our requirements. We also require them to operate under established quality systems, such as ISO 9001, and demonstrate sound inspection procedures and issue-resolution mechanism. Only those with strong production capability, consistent delivery performance, responsive after-sales service and sound financial conditions are selected to ensure long-term and sustainable partnerships.

We maintain strong relationships with our third-party manufacturers through frequent and open communication. There was no material delay in delivery of services by third-party manufacturers during the Track Record Period. Key terms of our agreements with third-party manufacturers included:

- *Manufacturing*. We engage third-party manufacturers to produce and/or assemble robots and robotic controllers based on our proprietary designs and specifications. In many cases, we provide the manufacturers with certain key components to be used in the manufacturing process, such as modules and printed circuit board assembly used in manufacturing robotic controllers, and robotic controllers and LiDARs used in manufacturing robots. Other than the components and/or materials provided by us, the manufacturers need to procure the remaining components to be used in producing controllers and/or robots based on our requirements.

- *Pricing*. The unit price that is agreed by the third party manufacturers and us for the items to be manufactured usually is a combination of (i) the costs of components and packaging materials that the manufacturers purchase and use in manufacturing the items required by us (excluding the components and/or materials supplied by us) and (ii) the costs of their manufacturing services.

- *Product Quality*. Final products are required to meet applicable national and industry standards, as well as our requirements. We conduct inspections upon delivery and reserve the right to reject, request repairs or return any non-conforming goods.

- *Delivery*. Third-party manufacturers are responsible for delivering the finished goods to us or directly to our customers.

- *Term*. Our agreements with third-party manufacturers are generally project-based and may be renewed or terminated based on performance and evolving business needs.

- *Intellectual Property*. All intellectual property, including designs and technical documentation, remains our sole property. Third-party manufacturers are not permitted to use or share any related intellectual properties without our written consent.

- *Warranty*. Core components as specified in the agreements sourced from third-party suppliers carry a two-year warranty, while other parts carry a one-year warranty. Third-party suppliers are responsible for providing repairs, replacements, and 24/7 technical support during the warranty period.

- *Liability*. Third-party manufacturers assume full liability for quality issues, delivery delays, and related customer claims.

- *Confidentiality*. Third-party manufacturers must keep all technical and commercial information strictly confidential, both during and after the term of the agreement.

- *Termination.* We have the right to terminate the supply agreement under specific circumstances, such as force majeure, a breach of material terms by the third-party manufacturer or mutual consent.

Our Major Suppliers

Our major suppliers are manufacturing services and components providers, all of which are located in Chinese Mainland. In 2023, 2024 and 2025, our aggregate purchase from the five largest suppliers in each year during the Track Record Period was RMB50.7 million, RMB71.0 million and RMB75.8 million, respectively, accounting for 40.1%, 38.7% and 32.6% of our total cost of sales, respectively. For the same years, our purchase from the single largest supplier in each year during the Track Record Period amounted to RMB18.4 million, RMB29.0 million and RMB23.4 million, accounting for 14.5%, 15.8% and 10.1%, respectively, of our total cost of sales.

The following tables set forth the details of our top five suppliers in each year during the Track Record Period:

Supplier	Products/services provided	Year of commencement of business relationship	Payment method	Settlement method	Purchase	Percentage of total cost of sales
					(RMB'000)	
For the year ended December 31, 2023						
Supplier A[(1)]	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	18,392	14.5%
Supplier Group B[(2)]	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	12,714	10.0%
Supplier C[(3)]	Components	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	6,830	5.4%
Supplier D[(4)]	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	6,505	5.2%
Supplier E[(5)]	Components	2021	Payment by installments within a three-month period	Wire transfer or accepted bill	6,283	5.0%
Total					**50,724**	**40.1%**

Notes:

(1) A private company focusing on material handling equipment manufacture based in Jiaxing, Zhejiang Province. Its registered capital amounted to RMB42.0 million.

(2) A private company focusing on industrial robot manufacture based in Shenzhen, Guangdong Province. Its registered capital amounted to RMB5.6 million.

(3) A private company focusing on electronic component manufacture based in Guangzhou, Guangdong Province. Its registered capital amounted to €1.2 million.

(4) A private company focusing on industrial robot manufacture based in Suzhou, Jiangsu Province. Its registered capital amounted to RMB5.0 million.
(5) A private company focusing on electronic component manufacture based in Shanghai. Its registered capital amounted to €4.0 million.

Supplier	Products/services provided	Year of commencement of business relationship	Payment method	Settlement method	Purchase	Percentage of total cost of sales
					(RMB'000)	
For the year ended December 31, 2024						
Supplier A	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	29,005	15.8%
Supplier Group B	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	16,315	8.9%
Supplier Group F(1)	Manufacturing services	2021	Payment by installments within a three-month period	Wire transfer or accepted bill	10,467	5.7%
Supplier G(2)	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	7,721	4.2%
Supplier H(3)	Manufacturing services	2024	Payment by installments within a three-month period	Wire transfer or accepted bill	7,520	4.1%
Total					**71,028**	**38.7%**

Notes:
(1) A private company focusing on forklift and relevant component manufacture based in Hefei, Anhui Province. Its registered capital amounted to RMB5.0 million.
(2) A private company focusing on industrial equipment manufacture based in Shanghai. Its registered capital amounted to RMB5.0 million.
(3) A private company focusing on industrial robot manufacture based in Wuxi, Jiangsu Province. Its registered capital amounted to RMB1.5 million.

Supplier	Products/services provided	Year of commencement of business relationship	Payment method	Settlement method	Purchase	Percentage of total cost of sales
					(RMB'000)	
For the year ended December 31, 2025						
Supplier A	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	23,428	10.1%
Supplier C	Components	2020	Monthly installment	Wire transfer or accepted bill	16,933	7.3%
Supplier I(1)	Manufacturing services	2023	Payment by installments within a three-month period	Wire transfer or accepted bill	11,937	5.1%
Supplier Group B	Manufacturing services	2020	Payment by installments within a three-month period	Wire transfer or accepted bill	11,891	5.1%
Supplier J(2)	Manufacturing services	2023	Payment by installments within a three-month period	Wire transfer or accepted bill	11,659	5.0%
Total					**75,848**	**32.6%**

Notes:

(1) A private company focusing on forklift and relevant component manufacture based in Hefei, Anhui Province. Its registered capital amounted to RMB5.0 million.

(2) A private company providing intelligent factory solutions and logistics robots, based in Suzhou, Jiangsu Province. Its registered capital amounted to RMB22.0 million.

We have proactively diversified our supply chain by engaging multiple suppliers for all key components, each offering comparable terms and cost structures. These alternative sources allow us to maintain stable supply chain or source key components or manufacturing services from other suppliers without material impact on pricing, continuity or quality in the event of any supply disruption. Based on the foregoing, although our top five suppliers for each year during the Track Record Period accounted for a considerable portion of our total cost of sales for the same years, our Directors are of the view that we do not rely on any single supplier.

Our Directors confirm that we had not experienced any significant material fluctuation in prices set by our suppliers, material breach of contract on the part of our suppliers or delay in delivery of our orders from our suppliers during the Track Record Period. As of the Latest Practicable Date, none of our Directors, their associates nor 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 top five suppliers in each year during the Track Record Period.

SALES AND MARKETING

We employ a comprehensive, multi-channel marketing strategy to enhance brand visibility, engage with customers and drive adoption of our products across both domestic and international markets:

- *Online Marketing.* Our digital marketing efforts are tailored to resonate with regional audiences. In China, we leverage platforms such as Baidu for sustained brand visibility and utilize content-driven channels such as Zhihu, Bilibili and Toutiao to engage potential customers. For international outreach, we deploy targeted campaigns through Google Ads to capture global search traffic and use LinkedIn for strategic engagement.

- *Offline Engagement.* We actively participate in key industry exhibitions across North America, Asia and Europe, including ProMat, Automate, LogiMAT, China International Industry Fair, CeMAT Asia and the South China International Industry Fair. We also have established a showroom providing immersive experiences, allowing visitors to interact with our products firsthand and reinforcing our brand's credibility.

- *Industry Advocacy.* We actively contribute to the development of widely recognized industry publications and technical standards. Notably, we participated in the formulation of the national standard Technical Requirements for Robot Adaptability (GB/T 44589-2024), and we are currently contributing to the drafting of the national standard Data Interface Requirements for Industrial Mobile Robot Dispatch Systems. We also served as co-editor of the 2022 Blue Book on Industrial Mobile Robot (AGV/AMR) Controllers, a frequently cited reference across the sector. Through the continuous delivery of professionally curated content, we seek to enhance customer confidence and reinforce global brand recognition.

THIRD-PARTY PAYMENT ARRANGEMENT

During the Track Record Period, we accepted payments made by third parties to settle the amounts that several customers owed to us in connection with their purchases of our products. The customers who settled payments through third-party channels are referred to as "Third-Party Settled Customers." We accepted third-party payments primarily to facilitate our collection of trade receivables. The third parties who made the payments to us under these third-party payment arrangements during the Track Record Period, referred to as "Third-Party Payers," were primarily (i) the entities that had existing business relationships with the Third-Party Settled Customers, and (ii) individuals who are the controlling shareholders of Third-Party Settled Customers who initially purchased the products from us or family members of such Third-Party Settled Customers. In 2023, 2024 and 2025, the aggregate amount settled through such third-party payments was RMB77.6 thousand, RMB790.8 thousand and

RMB10.1 thousand, respectively, representing less than 0.1% of our total revenue for the corresponding periods. The number of Third-Party Settled Customers was two, three and one in 2023, 2024 and 2025, respectively. The amount of third-party payment increased from 2023 to 2024 primarily due to our business growth. We have ceased accepting any third-party payment as of August 31, 2025, which resulted in a decrease in the amount of third-party payment in 2025. According to CIC, it is not uncommon that enterprises in the intelligent robot industry engage in third-party payment arrangements. As advised by our PRC Legal Advisor, our Directors are of the view that the cessation of the third-party payment arrangements would not have any material adverse impact on us. After consulting with the internal control consultant, the Directors are of the view that our enhanced internal control measures are adequate to prevent recurrence of third-party payment arrangements. Based on the views of the Company's PRC Legal Advisor and industry consultant and the consultation with the internal control consultant, as well as the Sole Sponsor's independent due diligence, nothing has come to the Sole Sponsor's attention that would cause it to reasonably cast doubt on the Directors' view as stated above.

We identified the relationships between the Third-Party Payers and the Third-Party Settled Customers and the legality of the arrangements through publicly available online information, verification by sales personnel and supporting documents provided by the customers.

During the Track Record Period and up to the Latest Practicable Date, (i) we had not encountered any disputes with, nor received any refund request from, any Third-Party Settled Customer or Third-Party Payer, (ii) we had not been subject to any administrative penalties by any PRC government authorities with respect to the third-party payment arrangements, and (iii) the pricing, payment and other salient terms of the agreements we entered into with the Third-Party Settled Customers were in line with our other customers not involved in the Third-Party Payment Arrangement.

During the Track Record Period and up to the Latest Practicable Date, (i) the third-party payments we accepted were not intended to circumvent any applicable PRC tax laws and regulations or other applicable PRC laws and regulations, (ii) all payments we received from the Third-Party Payers had been duly recorded according to the accounting procedures and policies, (iii) we had fully paid all taxes applicable to the payments we received from the Third-Party Payers according to applicable PRC tax laws and regulations, and (iv) we had not been subject to any inquiry, investigation or administrative penalties by the competent government authorities concerning the PRC tax laws and regulations as a result of the third-party payments we received. Based on the foregoing, as advised by our PRC Legal Advisor, the third-party payments we accepted during the Track Record Period were in compliance with imperative provisions of applicable PRC laws or regulations.

To the best knowledge of our Directors, during the Track Record Period and up to the Latest Practicable Date, (i) our third-party payments are backed by legitimate transaction and commercially reasonable arrangements, and there is no concealment or misrepresentation of the origin or nature of any criminal proceeds or income derived from such proceeds, which means these payments do not constitute money laundering, nor do they involve any situation that would lead to criminal liability under applicable PRC laws and regulations; (ii) we have established internal control systems to ensure the authenticity, legality and compliance of business activities involving third-party payments, including entering into tripartite payment agreements with both Third-Party Settled Customers and payers; and (iii) we have not engaged in any activities that would violate Article 191 of the Criminal Law of the PRC, which pertains to the concealment or misrepresentation of the origin and nature of criminal proceeds.

To manage the potential risks associated with third-party payments, we have implemented an account receivable management policy with clear guidelines to manage third-party payments, such as prohibiting unauthorized third-party payments, requiring the use of entrusted payment agreements, and establishing evaluation and monitoring procedures for third-party transactions. We require all parties involved in third-party payment arrangements, including Third-Party Payers and Third-Party Settled Customers, to sign an entrusted payment agreement with us. Under this agreement, the Third-Party Payer, acting on behalf of the Third-Party Settled Customer, will pay us the amounts owed by the Third-Party Settled Customer. Our finance department is responsible for evaluating the reasonableness and necessity of any third-party payments, examining whether the payment amounts to be paid accurately reflect the outstanding amounts owed to us, verifying the authenticity of the payments, and deciding on the authorization of the third-party payment arrangement. They promptly report any unauthorized or unusual payments made by Third-Party Payers on behalf of Third-Party Settled Customers to the sales department and senior management. After consulting with our internal control consultant, our Directors believe internal control measures are sufficient to prevent the recurrence of third-party payments.

See "Risk Factors — Risks Relating to Our Business and Industry — The wide variety of payment methods that we accept subjects us to third-party payment processing related risks" for details.

INTELLECTUAL PROPERTY RIGHTS

Intellectual property rights are important to our business. Our future commercial success depends, in part, on our ability to obtain and maintain patents and other intellectual property rights and proprietary protections for commercially important technologies, inventions and know-how related to our business, defend and enforce our patents, preserve the confidentiality of our trade secrets, and operate without infringing, misappropriating or otherwise violating the intellectual property rights of third parties.

As of the Latest Practicable Date, we owned 195 registered patents in China and four registered patents in Japan, among which 67 are invention patents. As of the same date, we had 31 patent applications in China and eight PCT applications, which were pending approval. We believe there are no material impediments to the grant of such patent applications. As of the Latest Practicable Date, we had 53 software copyrights in China and 174 registered trademarks globally.

We acquire patents through self-development. During the Track Record Date and as of the Latest Practicable Date, we owned all our patents as well as patent applications and had no co-ownership or co-sharing arrangements of our patents and patent applications with third parties.

The table below sets out the portfolio of material granted patents for our core technologies in relation to our Specialist Technology Products as of the Latest Practicable Date, for which we are the registered owner:

No.	Name of patent	Type	Covered region	Registered owners	Related specialist technology product	Patent registration number	Date of grant	Expiry date
1	Multi-line laser positioning method and positioning device, computer equipment, storage medium	Invention Patent	China	Our Company	Robotic controller	ZL 2022 1 1496783.8	April 7, 2023	November 27, 2042
2	An automatic map update method and system, and storage medium.	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 0277053.7	July 4, 2023	March 20, 2043
3	Calibration method and system for steering wheel installation position of mobile robots, and storage medium . .	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 0275078.3	July 4, 2023	March 20, 2043
4	Joint parameter calibration method, system, device, and storage medium for mobile robots	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 0317609.0	July 4, 2023	March 28, 2043
5	A transportation dispatch task scheduling method, system, and storage medium. .	Invention Patent	China	Our Company	Software	ZL 2023 1 0641298.3	October 31, 2023	May 31, 2043
6	A cross-regional path planning method, system, and storage medium.	Invention Patent	China	Our Company	Software	ZL 2023 1 0882244.6	October 31, 2023	July 17, 2043
7	A 2D laser localization quality evaluation method, system, and storage medium. .	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 0964885.6	October 31, 2023	August 1, 2043
8	A method and system for planning robot detour paths on a navigation route . .	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 0832043.5	October 31, 2023	July 6, 2043

No.	Name of patent	Type	Covered region	Registered owners	Related specialist technology product	Patent registration number	Date of grant	Expiry date
9	A method, system, and storage medium for detecting 2D laser localization loss .	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 1098384.0	November 24, 2023	August 28, 2043
10	A path planning method for an autonomous driving device	Invention Patent	China	Our Company	Robotic controller	ZL 2021 1 0748031.5	December 15, 2023	June 30, 2041
11	A calibration method and system for robotic arm calibration data, and storage medium	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 1472397.X	January 23, 2024	November 6, 2043
12	A 3D grasping method and system for composite robots based on object plane features	Invention Patent	China	Our Company	Robotic controller	ZL 2022 1 0746771.X	March 19, 2024	June 27, 2042
13	A recognition and localization method and system based on neural networks, and a storage medium	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 1608176.0	March 19, 2024	November 28, 2043
14	A 3D hand-eye calibration method and device for mobile robots	Invention Patent	China	Our Company	Robotic controller	ZL 2021 1 0689530.1	March 26, 2024	June 20, 2041
15	A 3D moving object tracking method, system, and storage medium.	Invention Patent	China	Our Company	Robotic controller	ZL 2024 1 0048656.4	April 9, 2024	January 11, 2044
16	A multi-robot cooperative freight control method, system, and storage medium. .	Invention Patent	China	Our Company	Software	ZL 2024 1 0013110.5	April 9, 2024	January 3, 2044
17	An automatic map updating method and device for mobile robots	Invention Patent	China	Our Company	Robotic controller	ZL 2021 1 0688684.9	April 9, 2024	June 20, 2041
18	A laser SLAM method based on phase correlation and factor graph, and readable storage medium	Invention Patent	China	Our Company	Robotic controller	ZL 2021 1 0689529.9	April 30, 2024	June 20, 2041
19	Degenerate splicing method, device, and storage medium for trajectories containing straight path segments . . .	Invention Patent	China	Our Company	Robotic controller	ZL 2021 1 1151249.9	May 3, 2024	September 28, 2041
20	A multi-agent path planning method based on floating resources, navigation server, and readable storage medium	Invention Patent	China	Our Company	Software	ZL 2021 1 1595537.3	August 13, 2024	December 23, 2041
21	Deviation correction method, system, and storage medium for cargo picking and placing by box-type handling robots . .	Invention Patent	China	Our Company	Robotic controller	ZL 2024 1 1107295.2	October 15, 2024	August 12, 2044
22	A collaborative robot motion path planning method, system, and storage medium	Invention Patent	China	Our Company	Robotic controller	ZL 2024 1 1290700.9	February 14, 2025	September 13, 2044
23	Map stitching method, storage medium, and electronic device	Invention Patent	China	Our Company	Robotic controller	ZL 2025 1 0075142.2	May 6, 2025	January 16, 2045
24	A robot TCP calibration method, system and storage medium based on primitive geometric elements	Invention Patent	China	Our Company	Robotic controller	ZL 2023 1 0570842.X	May 19, 2023	May 18, 2043
25	A method, system and storage medium for ensuring multi-robot consensus . . .	Invention Patent	China	Our Company	Robotic controller	ZL 2025 1 0500560.1	April 21, 2025	April 20, 2045
26	A method and system for pallet identification and positioning based on a 3D sensor	Invention Patent	China	Our Company	Robotic controller	ZL 2022 1 0750713.4	June 28, 2022	June 27, 2042
27	A steering angle compensation calibration method and system for multi-steering-wheel robotic mobile chassis	Invention Patent	China	Our Company	Robotic controller	ZL 2026 1 0044364.2	April 7, 2026	January 13, 2046

No.	Name of patent	Type	Covered region	Registered owners	Related specialist technology product	Patent registration number	Date of grant	Expiry date
28	A robot calibration method, system, and storage medium based on optical motion capture	Invention Patent	China	Our Company	Robotic controller	ZL 2026 1 0038565.1	April 21, 2026	January 12, 2046

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any material legal, arbitral, or administrative proceedings or claims of infringement of any intellectual property rights, in which we may be a claimant or a respondent. Our Directors confirm that they are not aware of any material legal, arbitral or administrative proceedings for infringement of any third party's intellectual property rights by us as of the Latest Practicable Date.

LOGISTICS AND INVENTORY MANAGEMENT

We engage third-party logistics service providers for delivery services. Robotic controllers and robots that have passed quality inspections are delivered by the logistics service providers directly to locations specified by our customers.

Our inventories include (i) raw materials, consisting primarily of components and consumables used on robots; (ii) work in progress, representing products that are still in the manufacturing or assembly process and not yet ready for sale; (iii) finished goods, consisting primarily of products that have not been sold to customers and (iv) goods in transit, consisting primarily of products that have been shipped to customers. As of December 31, 2023, 2024 and 2025, our inventories were RMB85.3 million, RMB94.9 million and RMB107.1 million, respectively. See "Financial Information — Discussion of Certain Key Items on Consolidated Statements of Financial Position — Assets — Inventories" for details. We have a strict inventory control policy to monitor our inventory levels to minimize obsolete inventory. Through close coordination with our customers and our third-party manufacturers, we are able to carry fewer components and in-process inventories and lower our inventory risk.

To prevent future occurrences of significant write-down of inventories, we have implemented the following inventory management measures: (i) conduct more detailed sales forecasts taking into consideration factors such as sales strategy, historical sales data, industry changes, inventory levels and supply chain risks; (ii) strengthen the review process of the key terms in relation to our agreements with customers to mitigate inventory risks which may arise from such agreements; and (iii) communicate more frequently with customers to obtain a better understanding of market demand.

QUALITY CONTROL

We are committed to maintaining the highest level of quality in our products and have established a robust quality control system covering all stages of our operations, from production to after-sales services. We have delegated most production and testing processes to third-party manufacturers while retaining full control over the final quality acceptance of robotic controllers and robots.

We have a dedicated testing and quality control department consisting of 19 personnel responsible for establishing standardized inspection protocols across the supply chain as of December 31, 2025. In 2024, we implemented a digitalized quality verification process to enhance traceability and transparency. Under this system, third-party manufacturers are required to upload images and data of finished goods to our centralized system, evidencing compliance with our quality standards. Our testing and quality control department independently reviews these submissions and only approves shipments that meet our criteria. This online verification system ensures 100% quality acceptance of outbound products with a more traceable and efficient process.

We also monitor the quality of incoming components, generally requiring our suppliers to provide warranties of 12 months. At the procurement stage, we conduct thorough sample testing and enter into quality assurance agreements with suppliers.

We typically provide a 14-month warranty from the date of delivery or a 12-month warranty from the date of inspection and acceptance. The warranty covers defects or failures that fall below our contractual quality standards. For product failure within the warranty period, we offer repair or replacement services for free. After the warranty period, we may continue to provide maintenance services for a reasonable fee. As a result of our adherence to quality control procedures, we did not experience any material product recalls, sales returns or legal claims arising from product safety or quality issues during the Track Record Period and up to the Latest Practicable Date.

MARKET OPPORTUNITY AND COMPETITION

The global intelligent robot industry, as measured by revenue, has grown from RMB130.2 billion in 2021 to RMB307.4 billion in 2025, at a CAGR of 24.0%, and is expected to reach RMB850.0 billion in 2030, at a CAGR of 24.6% from 2026 to 2030. The rapid growth of the intelligent robot market is primarily driven by advancements in AI, mature supply chains and lower costs, upgraded demand for customization, government support and major applications in industrial scenarios. As a result, the industrial intelligent robot industry has emerged as a key growth area within the broader intelligent robot industry.

We operate in multiple segments along the industry value chain, encompassing component development, design and development of robots and development of algorithms and software. According to CIC, we ranked second globally in 2025 in terms of the number of industrial intelligent robots equipped with the controllers supplied by the relevant robotics companies. According to the same source, we ranked first globally by robotic controller sales volume in 2025. In terms of revenue from sales of industrial intelligent robots in 2025, we ranked seventh globally in 2025, according to CIC. Leveraging our leading laser SLAM positioning technology, we were the first in the industry to achieve positioning accuracy of ±2mm. In 2025, our gross margin reached 47.4%, outperforming our peers within the industrial intelligent robot industry.

OVERLAPPING OF CUSTOMERS AND SUPPLIERS

According to CIC, the intelligent robot industry comprises multiple specialized segments, including component design and manufacturing, robot design and development, manufacturing, assembly and integration, and algorithm and software development. To satisfy the evolving demands of end customers, enterprises in the industry often procure products or services from peers to deliver comprehensive solutions. As a result, it is common for upstream and downstream enterprises within the intelligent robot industry to engage in transactions with each other as both suppliers and customers.

Our platform for intelligent robots is centered around control systems. On the one hand, we procure manufacturing services and components from other industry participants to support our product offerings. On the other hand, these enterprises may also procure our products, including controllers, robots and software to enhance their own solutions. This overlap between customers and suppliers reflects the highly interconnected nature of the intelligent robotics ecosystem. In 2023, 2024 and 2025, our sales to customers who also served as our suppliers ("**Overlapped Business Partners**") amounted to RMB48.3 million, RMB82.1 million and RMB75.3 million, accounting for 19.4%, 24.2% and 17.0% of our total revenue. During the same years, our purchases from Overlapped Business Partners amounted to RMB60.7 million, RMB113.0 million and RMB111.9 million, accounting for 47.9%, 61.5% and 48.2% of our total cost of sales, respectively. In 2023, 2024 and 2025, gross profit attributable to Overlapped Business Partners amounted to RMB21.6 million, RMB26.8 million and RMB33.9 million, accounting for 17.6%, 17.2% and 16.2% of our total gross profit, respectively. The relatively high contribution by Overlapped Business Partners to our revenue and cost on an aggregate basis were primarily due to the asymmetric nature of certain transactions during the Track Record Period, where the amount of purchases or sales between us and an Overlapped Business Partner was significantly larger than the corresponding sales or purchases. As our calculation methodology includes the full amount of both sales and purchases for such partners, the proportion of overlapped transactions in total revenue or cost is amplified.

Customer C, our third-largest customer in 2023, largest customer in 2024 and second-largest customer in 2025, was also our supplier in 2023, 2024 and 2025. We mainly provided robotic controllers, robots, software and accessories to Customer C, and Customer C mainly provided components for us. In 2023, 2024 and 2025, our sales to Customer C amounted to RMB9.6 million, RMB35.5 million and RMB16.4 million, accounting for 3.9%, 10.4% and 3.7% of our total revenue, respectively. In 2023, 2024 and 2025, our purchases from Customer C amounted to RMB4.1 million, RMB1.5 million and RMB3.5 thousand, accounting for 3.2%, 0.8% and less than 0.1% of our total cost of sales, respectively.

Customer Group E, our fifth-largest customer in 2023, was also our supplier during the Track Record Period. We mainly provided robotic controllers, robots, software and accessories to Customer Group E, and Customer Group E mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Customer Group E amounted to RMB5.9 million, RMB0.9 million and RMB0.2 million, accounting for 2.4%, 0.3% and 0.1% of our total revenue, respectively. In 2023, 2024 and 2025, our purchases from Customer Group E amounted to RMB0.3 million, RMB41.0 thousand and RMB30.0 thousand, accounting for 0.3%, 0.02% and less than 0.1% of our total cost of sales, respectively.

Customer Group H, our fourth-largest customer in 2024, was also Supplier Group B, our second-largest supplier in 2023, 2024 and fourth-largest supplier in 2025. We mainly provided robotic controllers, robots, software as well as accessories to Customer Group H, and Customer Group H mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Customer Group H amounted to RMB5.2 million, RMB7.1 million and RMB9.9 million, accounting for 2.1%, 2.1% and 2.2% of our total revenue, respectively. During the same years, our purchases from Customer Group H amounted to RMB12.7 million, RMB16.3 million and RMB11.9 million, accounting for 10.0%, 8.9% and 5.1% of our total cost of sales, respectively.

Customer K, our third-largest customer in 2025, was also our supplier in 2025. We mainly provided robotic controllers to Customer K, and Customer K mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Customer K amounted to RMB5.6 million, RMB3.9 million and RMB12.6 million, accounting for 2.2%, 1.2% and 2.8% of our total revenue, respectively. In 2025, our purchase from Customer K amounted to RMB1.2 million, accounting for 0.5% of our total cost of sales.

Although Customer C, Customer Group E, Customer Group H and Customer K also have in-house robotic manufacturing capabilities, their purchases from us primarily related to robotic products beyond their production scope. The robotics category encompass a broad range of product types, and these customers generally focus on selected robotic products for internal manufacturing. Their procurement from us reflects commercial needs for specific products to complement their own product portfolios.

Supplier A, our largest supplier in 2023, 2024 and 2025, was also our customer in 2023, 2024 and 2025. We mainly provided robotic controllers and accessories to Supplier A, and Supplier A mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Supplier A amounted to RMB70.0 thousand, RMB0.1 million and RMB4.8 million, accounting for 0.0%, 0.0% and 1.1% of our total revenue, respectively. During the Track Record Period, our purchases from Supplier A amounted to RMB18.4 million, RMB29.0 million and RMB23.4 million, accounting for 14.5%, 15.8% and 10.1% of our total cost of sales, respectively.

Supplier D, our fourth-largest supplier in 2023, was also our customer during the Track Record Period. We mainly provided robotic controllers, robots, software and accessories to Supplier D, and Supplier D mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Supplier D amounted to RMB4.6 million, RMB4.0 million and RMB1.6 million, accounting for 1.8%, 1.2% and 0.4% of our total revenue, respectively. During the same years, our purchases from Supplier D amounted to RMB6.5 million, RMB1.8 million and RMB0.5 million, accounting for 5.1%, 1.0% and 0.2% of our total cost of sales, respectively.

Supplier Group F, our third-largest supplier in 2024, was also our customer during the Track Record Period. We mainly provided robotic controllers, robots, software and accessories to Supplier Group F, and Supplier Group F mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Supplier Group F amounted to RMB2.4 million, RMB4.4 million and RMB3.6 million accounting for 1.0%, 1.3% and 0.8% of our total revenue, respectively. During the same years, our purchases from Supplier Group F amounted to RMB3.6 million, RMB10.5 million and RMB10.8 million, accounting for 2.8%, 5.7% and 4.7% of our total cost of sales, respectively.

Supplier G, our fourth-largest supplier in 2024, was also our customer during the Track Record Period. We mainly provided robotic controllers, robots, software and accessories to Supplier G, and Supplier G mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Supplier G amounted to RMB0.3 million, RMB0.3 million and RMB0.5 million, accounting for 0.1%, 0.1% and 0.1% of our total revenue, respectively. During the same years, our purchases from Supplier G amounted to RMB2.7 million, RMB7.7 million and RMB10.2 million, accounting for 2.2%, 4.2% and 4.4% of our total cost of sales, respectively.

Supplier H, our fifth-largest supplier in 2024, was also our customer during the Track Record Period. We mainly provided robotic controllers, software and accessories to Supplier H, and Supplier H mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Supplier H amounted to RMB0.5 million, RMB0.2 million and RMB0.1 million, accounting for 0.2%, 0.1% and less than 0.1% of our total revenue, respectively. In 2024 and 2025, our purchases from Supplier H amounted to RMB7.5 million and RMB4.1 million, accounting for 4.1% and 1.8% of our total cost of sales, respectively.

Supplier I, our third-largest supplier in 2025, was also our customer during the Track Record Period. We mainly provided robotic controllers to Supplier I, and Supplier I mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Supplier I amounted to RMB0.4 million, RMB0.2 million and RMB42 thousand, accounting for 0.2%, less than 0.1% and less than 0.1% of our total revenue, respectively. In 2023, 2024 and 2025, our purchases from Supplier I amounted to RMB0.7 million, RMB5.0 million and RMB11.9 million, accounting for 0.6%, 2.7% and 5.1% of our total cost of sales, respectively.

Supplier J, our fifth-largest supplier in 2025, was also our customer during the Track Record Period. We mainly provided robotic controllers to Supplier J, and Supplier J mainly provided manufacturing services for us. In 2023, 2024 and 2025, our sales to Supplier J amounted to RMB0.1 million, RMB0.3 million and RMB0.8 million, accounting for less than 0.1%, 0.1% and 0.2% of our total revenue, respectively. During the same years, our purchases from Supplier J amounted to RMB0.1 million, RMB3.1 million and RMB11.7 million, accounting for 0.1%, 1.7% and 5.0% of our total cost of sales, respectively.

Negotiations of the terms of our sales to and purchases from the overlapping customer and supplier were conducted on a project-by-project basis, and purchases were neither interconnected nor inter-conditional with each other. Our Directors confirmed that all of our sales to and purchases from these overlapping customers and suppliers were entered into after due consideration taking into account the prevailing purchase and selling prices at the relevant times, conducted in the ordinary course of business under normal commercial terms and on an arm's length basis.

ANALYSIS ABOUT U.S. TRADE- AND INVESTMENT-RELATED LAWS AND REGULATIONS

U.S. SANCTIONS

During the Track Record Period and up to the Latest Practicable Date, we do not have any sales to countries subject to International Sanctions.

U.S. Export Controls Laws and Regulations

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 "**BIS**"). See "Regulatory Overview — U.S. Export Controls" for details.

Historically, on November 9, 2022, as requested by a China-based customer in the purchase order, we sold one product that was subject to the EAR and classified as ECCN 5a992.z to such customer due to the lack of awareness to the export restrictions applied to such product. The aggregate revenue generated from such one-off sale was RMB15,000, or approximately US$2,103. For the definition of ECCN 5a992.z, see "Regulatory Overview — U.S. Export Controls" for details. As advised by our International Sanctions Legal Advisor, such 5A992.z items are controlled for regional stability reason ("**RS Controlled Items**"), thus are subject to a license requirement for the export to any entity, located in China regardless of whether such entity is designated on the Entity List, including in-country transfer. As advised by our International Sanctions Legal Advisor, our sale of this particular product represented a violation of the applicable U.S. export controls and the monetary penalty for such inadvertent one-off violation is estimated to be US$10,000 if the BIS decided to pursue an enforcement, and the risk that our current business activities resulting in any material sanctions designation risk to the Relevant Persons is also low, on the basis that (i) the procurement and the subsequent sale were one-off and nominal in nature; (ii) we have implemented comprehensive internal control measures, including (a) screening potential sales and procurement transactions to identify whether the relevant products are subject to export control restrictions and, where potential restricted items are identified, consulting the internal legal function prior entering into such transactions; (b) at the contract-approval stage, if a sales or procurement team intends to enter into an agreement with a customer or supplier identified as high-risk, requiring the transaction to undergo enhanced due diligence and a compliance review conducted by the relevant corporate functions; and (c) conducting periodic, dynamic screening of our existing customer and supplier base to identify any changes in sanctions status after onboarding; (iii) we have no existing contractual obligations to fulfill that would require us to procure RS Controlled Items; and (iv) we have suspended all procurements from the said supplier, the risk is low that the BIS would impose significant fines or pursue significant non-monetary penalties against us. After consulting with our internal control consultant, our Directors believe that the above internal control measures are sufficient and effective to prevent the recurrence of similar incidents. Therefore, based on the aforementioned advice of our International Sanctions Legal Advisor, our Directors are of the view, concurred by our Sole Sponsor, that the foregoing would not give rise to any sanction risks that would materially affect the Group's business operations or financial performance.

During the Track Record Period, we procured certain types of products classified as ECCN 5A991 and ECCN 5A992.c that are controlled for anti-terrorism reasons ("**AT Controlled Products**"). Given that our procurement, use, sale of such AT Controlled Products did not involve any Sanctioned Targets, and did not involve exports or transactions to any (i) entities designated on the BIS Entity List, Denied Persons List, or Unverified List including the Relevant Entities; and/or (ii) entities headquartered in, ordinarily resident in, or owned or controlled by governments of any Comprehensively Sanctioned Countries, as well as Russia and Belarus (collectively, "**AT Restrictions Sanctioned Targets**"). As advised by our International Sanctions Legal Advisor, during the Track Record Period and up to the Latest Practicable Date, our business activities did not represent a violation of the applicable U.S. export controls (including the U.S. Export Controls restrictions on AT Controlled Products), as we did not sell AT Controlled Products to any AT Restrictions Sanctioned Targets.

Therefore, based on the aforementioned advice of our International Sanctions Legal Advisor and taking into account their view, our Directors are of the view that during the Track Record Period and up to the Latest Practicable Date, our business activities had not been affected by the U.S. export control laws in any material respect.

U.S. Outbound Investment Screening Program

On October 28, 2024, the U.S. Department of the Treasury issued a final rule on U.S. outbound investment (the "**Final Rule**"), which became effective on January 2, 2025. The Final Rule imposes investment prohibition and notification requirements on U.S. persons for a wide range of investments in entities associated with China (including Hong Kong and Macau) that are engaged in activities relating to three sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) artificial intelligence systems, collectively defined as "Persons." As advised by our International Sanctions Legal Advisor after performing the procedures they consider necessary, we are likely to be deemed a "Covered Foreign Person" engaged in activities described in the definition of "Notifiable Transaction" — namely the development of an AI system intended to be used for the control of robotic systems but not those described in the definition of "Prohibited Transaction" under the Final Rule such as developing any AI system that is designed to be exclusively used for: (i) military end use; or (ii) government intelligence or mass-surveillance end use. If we are deemed a "covered foreign person," and if U.S. persons engages in "Notifiable Transactions" (each as defined under the Final Rule) that involve the acquisition of our equity interests, such U.S. persons could be required to make a notification pursuant to the Final Rule. However, under the PTSE, U.S. persons are allowed to invest in our publicly traded securities, as long as (i) the investment does not afford the U.S. person rights beyond standard minority shareholder protections (such standard protections including the power to prevent the sale or pledge of all assets of an entity, the power to prevent an entity from entering into contracts with majority investors and the power of prevent the change of existing legal rights or preferences of the particular class of stock held by minority investors) with respect to the covered foreign person; and (ii) the shares are officially available for public trading after the initial public offering. Based on the aforementioned advice of our International Sanctions Legal Advisor, our Directors are of the view that, the Final Rule is not expected to have any material impact on our operations or financial performance because such rule only pose restrictions on U.S. persons' investments instead of our routine business operation. Our Directors and our International Sanctions Legal Advisor are also of the view that, although U.S. persons could be subjected to a notification requirement when acquiring our equity interest by taking part in the Global Offering, given the aforementioned PTSE applicable to our publicly traded securities, which allow U.S. persons to invest in our publicly traded securities as long as the investment does not afford a U.S. person rights beyond standard minority shareholder protections, the Final Rule is not expected to have material adverse impact to our investment prospect. See "Risk Factors — Risks Relating to Our Business and Industry — We may be subject to the risks associated with international trade policies, geopolitics and trade protection measures, including imposition of trade restrictions and sanctions, and our reputation, business, financial condition and results of operations could be adversely affected" for details.

U.S. Tariffs

We sell our robotic controllers and robots to customers who are located in the U.S.. For a majority of our sales to the United States, the U.S. customers, instead of our Company, are responsible for the customs, duties, levies and tariffs. The applicable Section 301 Tariff rates on our products imposed by the U.S. government are 7.5% (for example, certain accessories of our robots) or 25% (for example, certain of our robots) (in addition to any of the applicable most favored nation rate and the 10% reciprocal tariff rate). In 2023, 2024 and 2025, our revenue generated from sales to the United States was RMB3.2 million, RMB11.2 million and RMB17.4 million, respectively, accounting for 1.3%, 3.3% and 3.9% of our total revenue, respectively. To our Directors' best knowledge, a substantial majority of our products are sold to and ultimately used in non-US territories, and the Company's non-US customers do not rely on export sales to the U.S. with respect to the Company's products. On November 1, 2025, the U.S. government announced that the 10% reciprocal tariff will be maintained until November 10, 2026. Since the United States proposed to impose multiple rounds of tariffs on a wide range of goods imported from China from February 2025 and up to the Latest Practicable Date, we have not experienced order cancellations, requests to suspend delivery of products or requests to reduce the purchase prices from or by our U.S. customers nor have we experienced a material decrease in the sales volume of robots and robotic controllers sold to U.S. customers. Therefore, on the basis that the sales to the United States did not contribute a material portion of our total revenue in each year during the Track Record Period, it is of the view of the Directors that the changes in U.S. tariffs on our products would not have a material adverse impact on our business, operating results or financial position.

DATA SECURITY AND PRIVACY

We are headquartered in the PRC and sell our products in approximately 35 countries and regions worldwide. In the ordinary course of our business, we do not collect or access customers' personal information, such as identification documents, or sensitive data, such as their production schedules. We do not provide data collected from our customers to any third parties or engage in any cross-border transmission of data.

During the customer acquisition stage, we may collect basic customer contact information through our website or marketing events. During the service and after-sales phase, we communicate with customers to understand their service needs and provide support. Similarly, we collect only basic contact information from suppliers. In delivering these products, we engage in certain data-related activities to support the functionality, efficiency and security of our products, promote transparency with customers and obtain their prior consent before proceeding. Specifically, we may access certain non-personal operational data, such as device location and environmental parameters of deployment sites, including warehouse facilities' conditions, technical specifications, and product-related information for operational and fault analysis purposes. The environmental parameters are stored in customers' local servers and are only shared with us when they encounter technical issues that require our support.

We train our AI models on proprietary data generated from robot operations in our testing center and in-house simulation environments. In circumstances where customers voluntarily share environmental parameters with us in connection with technical issues, such data may also be incorporated into our AI model training.

We have implemented a comprehensive internal framework for data security and privacy and promote regulatory compliance, under which we shall obtain customers' prior consent and authorization for the collection of data. The collected data is generally retained for three years and is used solely for operational analysis, product optimization and customer support. To prevent unauthorized access to or leakage of data, we set up an access control system for information in our internal system so that it cannot be viewed without proper authorization or exported in bulk. We set up firewalls to prevent information loss or leakage caused by cyber-attacks. In addition, we from time to time examine the security of our data storage system. We strictly restrict the range of data that our employees are authorized to access based on their title and function. We have entered into confidentiality agreements with our employees to prevent improper use or disclosure of information.

In addition, we continue to pay close attention to the legislative and regulatory developments in cybersecurity and data protection and conduct routine cybersecurity and data protection compliance checks and rectification to keep pace with regulatory developments. In particular, we have established a comprehensive set of internal cybersecurity and data protection rules and policies. We have also formulated the data security management policy, personal information security guidance and information security governance policy, which provide the principal management rules on cybersecurity and data protection. As advised by our PRC Legal Advisor, we have been in compliance with the relevant PRC laws and regulations in all material aspects in respect of data security and privacy during the Track Record Period and up to the Latest Practicable Date.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any material data leakage or data loss, nor did we experience any material unauthorized use of customers' personal information. During the same years, our information technology and software systems had not encountered any malfunction, unexpected system failure, interruption or security breach.

EMPLOYEES

As of December 31, 2025, we had 527 full-time employees, with approximately 98.5% based in Chinese Mainland and 1.5% based overseas. The following table sets forth the number of our employees by function:

Employee Function	Number of Employees	% of Total
Research and development	193	36.6
Sales and marketing	246	46.7
General administration and management	88	16.7
Total	**527**	**100.0**

Our success deeply rests with our ability to attract, retain and motivate qualified talents, and we believe that our high-quality talent pool is one of our core strengths and competitive advantages. We recruit with high standards and rigorous procedures and through various methods, including campus recruitment, online recruitment, internal referral programs and third-party recruiters, to select the best-fit personnel for the corresponding positions in response to our various talent demands.

We invest in continuing education and training programs, including regular and tailor-made internal and external training, for our employees to improve their professional knowledge, and management skills, upgrade their skill sets and keep abreast of the industry standards in their respective positions. We also organize activities to provide our employees with a deeper understanding of our culture.

In line with PRC laws, we participate in government-mandated employee benefit plans, including social insurance for pensions, medical care, unemployment, work-related injury, maternity and housing funds. We are required by PRC law to contribute to employee benefit plans at specific rates based on employee salaries, bonuses, and certain allowances, up to limits set by local regulations. During the Track Record Period, we met these requirements in all material respects without incurring any significant administrative fines or penalties.

We believe we have a positive working relationship with our employees. We have not established a labor union. Throughout the Track Record Period and up to the Latest Practicable Date, we experienced no strikes, work stoppages, or labor disputes that materially affected our business operations.

During the Track Record Period and up to the Latest Practicable Date, we had not made social insurance and housing provident fund contributions for some of our employees in full in accordance with the relevant PRC laws and regulations, because such employees prefer to make contributions to social insurance and housing provident funds based on the minimum standards according to the relevant PRC laws and regulations. During the Track Record Period, the shortfall in social insurance contributions amounted to approximately RMB1,392 thousand, RMB1,402 thousand and RMB1,234 thousand, and the shortfall in housing provident fund contributions amounted to approximately RMB176 thousand, RMB432 thousand and RMB254 thousand. See "Risk Factors — Risks Relating to Our Business and Industry — Failure to make adequate contributions to various employee benefit plans as required by regulations may subject us to penalties" for details.

During the Track Record Period and up to the Latest Practicable Date, we engaged three third-party human resource agencies to pay social insurance and housing provident funds for certain of our employees in certain locations where they work, primarily attributable to the preference of these employees to participate in local social insurance and housing provident fund schemes in their places of residency. Pursuant to the agreements entered into between the third-party agencies and us, the third-party agencies have an obligation to pay social insurance and/or housing provident funds for our relevant employees.

Those employees, for whom we engaged third-party agencies to pay social insurance and housing provident fund contributions, have provided written confirmations stating that they had authorized us to engage third-party agencies, and that we had fulfilled the obligation to make social insurance and housing provident fund contributions on their behalf, and that they would not have any disputes with us or the relevant third-party agencies in connection with such arrangements.

We intend to terminate such arrangements prior to June 30, 2028, and will instead make social insurance and housing provident fund contributions for the relevant employees directly through our branches or other appropriate arrangements in accordance with applicable laws and regulations.

According to the Social Insurance Law and the Administration of Housing Provident Funds (《住房公積金管理條例》), employers shall apply for registration on behalf of the employees and pay on time and in full social insurance contributions and housing provident funds, but the aforementioned regulations do not explicitly stipulate the legal consequences and potential liability of using such agency agreements. As advised by our PRC Legal Advisor, the risk is remote that relevant local social insurance and housing provident funds authorities will impose administrative penalty on us, and the incident described above would not have a material adverse effect on our business and results of operations. However, if local authorities subsequently determine that the use of third-party human resource agencies is non-compliant, or if such agencies fail to fulfill their obligations regarding social insurance or housing provident fund contributions for employees as required by Chinese laws and regulations, we may be required to take corrective measures. This could include paying late payment surcharges or penalties to address any non-compliance with social insurance and housing provident fund obligations. See "Risk Factors — Risks Relating to Our Business and Industry — Failure to make adequate contributions to various employee benefit plans as required by regulations may subject us to penalties" for details.

According to relevant PRC laws and regulations, (i) in respect of outstanding social insurance contributions, the relevant PRC authorities may demand us to pay the outstanding social insurance contributions within a stipulated deadline and we may be liable to a late payment fee equal to 0.05% of the outstanding amount for each day of delay; if we fail to make such payments, we may be liable to a maximum fine or penalty equivalent to three times the amount of the outstanding contributions; and (ii) in respect of outstanding housing provident fund contributions, we may be ordered to pay the outstanding housing provident fund contributions within a prescribed time period; if the payment is not made within such period, the relevant authority relating to housing provident fund contributions may apply to court for compulsory execution. We might be subject to additional contribution, late payment fee and/or penalties imposed by the relevant PRC authorities if the third-party human resource agency failed to pay the social insurance or housing provident funds for the relevant employees in full amount and/or in a timely manner, or if the validity of such arrangements is challenged by competent PRC authorities.

We believe the shortfall in social insurance and housing provident fund would not have a material adverse effect on our business and results of operations, because (i) as of the Latest Practicable Date, we have obtained the compliance certificates from local social insurance and housing provident fund authorities, which are competent authorities as confirmed by our PRC Legal Advisor, stating that the relevant subsidiary is not subject to any significant administrative penalty due to non-compliances with the relevant laws and regulations concerning social insurance and labor rights and housing provident funds during the Track Record Period; (ii) during the Track Record Period and up to the Latest Practicable Date, we had not received any notification from the relevant PRC authorities requiring us to pay any shortfall with respect to social insurance and housing provident funds or imposing any administrative penalties on us; (iii) during the Track Record Period and up to the Latest Practicable Date, we were not aware of any material employee complaints or involved in any material labor disputes with our employees with respect to social insurance and housing provident fund; (iv) we undertake to make contributions for our employees in a manner as required as soon as practicable once we receive the notification from the relevant government authorities, if any, to require us to make contribution for the outstanding amounts or to amend our policies or practice in this regard, so that we will not receive administrative punishment from the relevant government authorities due to the failure to make the contributions in time; (v) pursuant to the Urgent Notice on Enforcing the Requirement of the General Meeting of the State Council and Stabilizing the Levy of Social Insurance Payment (關於貫

徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知) promulgated on September 21, 2018 by the Ministry of Human Resources and Social Security, administrative enforcement authorities are prohibited from organizing and conducting centralized collection of enterprises' historical social insurance arrears; and (vi) as advised by our PRC Legal Advisor, the risk is remote that relevant local social insurance and housing provident funds authorities will impose administrative penalty on us. Based on the foregoing, we did not make provision for the shortfall in social insurance and housing provident fund contribution.

To monitor our compliance with relevant laws and regulations in respect of social insurance and housing provident fund contributions, we have taken the following internal control measures: (i) we have designated our human resources department to review and monitor the reporting and contributions of social insurance and housing provident funds on a monthly basis; (ii) we undertake to gradually increase the applicable payment base for the social insurance and housing provident funds for our employees within the next available time period in each year as indicated by the competent government authorities; and (iii) we will consult our PRC Legal Advisor on a regular basis for advice on relevant PRC laws and regulations to keep us abreast of relevant PRC laws and regulatory developments.

INSURANCE

We believe we have adequate insurance coverage in connection with our business operations by putting in place all the mandatory insurance policies required by PRC laws and regulations. As required by PRC laws and regulations, our employee-related insurance includes pension insurance, maternity insurance, unemployment insurance, work-related insurance and medical insurance. In addition, we have purchased employer liability insurance and accidental injury insurance for employees. As of the Latest Practicable Date, we had not purchased product liability insurance. As advised by our PRC Legal Advisor, we shall be liable for damages arising from defects in our products. Any violation of the Product Quality Law of the People's Republic of China may subject us to fines, order to cease production of non-compliant products, and confiscation of illegal gains. According to CIC, our insurance coverage is in line with the market practice. During the Track Record Period and up to the Latest Practicable Date, we did not make any material insurance claims in relation to our business. See "Risk Factors — Risks Relating to Our Business and Industry — We have limited insurance coverage, which could expose us to operational risks" for details.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We are committed to fostering sustainable practices, promoting social responsibility, and maintaining strong governance standards, reflecting our dedication to Environmental, Social, and Governance ("**ESG**") principles. During the Track Record Period and up to the Latest Practicable Date, as advised by our PRC Legal Advisor, we had complied with all applicable PRC laws and regulations in relation to health, safety, and environmental matters in all material aspects, and we had not been subject to any fines or other penalties due to non-compliance with social, health, safety or environmental laws and regulations.

ESG Governance

We are committed to fostering an enduring and positive impact on the ESG aspects for our customers, suppliers, and the communities influenced by our operations and are committed to operating our business in a lawful, ethical and responsible way. Our Board and management place significant emphasis on ESG issues and have established pertinent operational mechanisms to support sustainable business practices.

To enhance ESG governance, we have engaged external consultant to provide targeted ESG trainings to our Board. The training covers a wide range of ESG-related topics, including climate scenario analysis and governance frameworks, climate risk management, methodologies for accounting GHG emissions (Scope 3), and the allocation of ESG responsibilities among the Board and its committees. Our Board regularly reviews our overall ESG performance to ensure our adherence to sustainable practices. Such evaluation processes reference industry leaders and peers of comparable sizes as benchmarks for continuous improvement. Additionally, our Board and management also closely monitor the cooperation between different business divisions, ensuring that operations and practices align with relevant ESG visions, approaches, strategies, and initiatives. To foster effective communication, we established comprehensive communication channels across divisions to facilitate the exchange of ESG-related issues, such as through regular meetings. Our Board takes the lead in monitoring and tracking the plans, budgets, and expenditure related to ESG measures and initiatives.

ESG Strategy and Risk Management

The table below sets forth the material ESG-related issues we identified that have a significant impact on our business:

ESG-related issue	Impact period	Our strategies	Targets
Operational compliance.	Long-term	Compliance with laws and regulations underpins our operations and reputation. We established comprehensive procurement and supplier management procedures as well as a supplier admission and performance review system, requiring suppliers to comply with environmental protection laws and purchasing materials in a responsible and sustainable manner. We also provide training on product quality control and management to enhance employees' awareness of compliance.	We continue to strictly comply with ESG-related laws and regulations at the operational level.
Product quality management	Long-term	We have implemented a comprehensive set of policies to ensure quality control throughout the entire procurement to after-sales process.	We aim to achieve minimal accident rate for our products.
Research and development	Long-term	As an innovative enterprise, we maintain a strong focus on research and development. To standardize the product development and project management efforts within our research and development process, we have implemented effective controls for research and development projects, new product development and design processes. These controls are aimed at improving product development quality and enhancing our competitive edge.	We will allocate a certain amount of our revenue towards research and innovation.
Intellectual property protection	Long-term	As part of our commitment to protecting our technological advancements, we actively pursue patent applications to safeguard our achievements. We have established a series of policies related to intellectual property management.	To demonstrate a commitment to educating employees about intellectual property, preventing violations of rights, and actively pursuing the development and protection of patents, we have set the following targets: • Conduct ongoing training on intellectual property among employees. • Ensure minimal incidents of intellectual property rights violations each year.
Employment compliance.	Long-term	We prioritize the protection of the lawful rights and interests of our employees. To ensure compliance with employment regulations, we have established policies related to recruitment, employment, performance management, and attendance management.	To maintain employment compliance, our target is to have no major violations of employment regulations.

Global warming poses a wide range of risks to business operations. We actively identify and monitor climate-related risks and opportunities that may affect our business, strategy and financial performance.

Metrics and Targets

Environmental Protection

Responsible environmental management can lead to economic and environmental co-existence. To protect the environment, we have set the following goals:

Aspect	Target
Greenhouse gas ("**GHG**") emission	Reduce the total greenhouse gas emission per RMB revenue by 5% by 2029 (with the year 2024 as the base year)
Electricity consumption	Reduce the electricity consumption per RMB revenue by 5% by 2029 (with the year 2024 as the base year)
Water consumption	Reduce the water consumption per RMB revenue by 5% by 2029 (with the year 2024 as the base year)
Waste management	100% compliant disposal of hazardous waste

We monitor the following metrics to assess and manage the environmental and climate-related risks arising from our manufacturing processes:

The following table sets forth our GHG emissions during the Track Record Period, respectively:

	For the Year Ended December 31,		
	2023	2024	2025
Scope 1 direct GHG emission (t-CO_2e)(1)	N/A	N/A	N/A
Scope 2 indirect GHG emission (t-CO_2e)(2)	520.9	565.3	633.6
Scope 3 other indirect emission (t-CO_2e)(3)	1.1	1.2	1.3

(1) Because our operational activities do not involve the direct use of fossil fuels, we did not generate Scope 1 direct GHG emissions during the Track Record Period.

(2) The calculation scope of GHG emissions (Scope 2) includes the purchased electricity used by our headquarters and testing center.

(3) The calculation scope of GHG emissions (Scope 3) includes the emissions generated from the electricity used for fresh water and sewage processing.

To reduce GHG emissions, we have implemented the following emission reduction measures:

- implementing paper conservation strategies by optimizing computer and printer settings for double-sided printing and ink-saving mode, promoting the use of electronic communication technology, monitoring and setting print limits for users when applicable, and conducting periodic paper usage audits to identify areas for improvement; and

- promoting sustainable transportation practices among employees by encouraging the use of public transportation, prioritizing direct flights for necessary business travel, and utilizing video conferences as a viable alternative to non-essential international trips.

Resource Consumption — Electricity

During the Track Record Period, the majority of our electricity consumption was primarily attributed to our headquarters and testing center, where we consumed electricity of 913,361 kWh, 1,053,494 kWh and 1,180,776 kWh in 2023, 2024 and 2025, respectively. We monitor our electricity consumption levels at our offices, including conducting monthly electricity usage statistics to closely track our energy consumption patterns. We have set it as our target to strengthen the promotion of energy-saving measures and reduce electricity consumption. We reduce electricity usage through the following measures: (i) completely turning off electronic devices during non-working hours; (ii) paying attention to unplugging electric kettles and microwaves, especially before weekends and holidays, to reduce power consumption in the office; and (iii) installing independently controllable lighting switches in different lighting zones and using motion sensor or sound-activated lights in public areas.

Resource Consumption — Water

During the Track Record Period, the majority of our water consumption was primarily attributed to our headquarters, where we consumed water of 1,336 m^3, 1,445 m^3 and 1,575 m^3 in 2023, 2024 and 2025, respectively. We monitor our water consumption levels at our offices and have implemented various measures to promote water conservation. These include encouraging employees to turn off faucets tightly to prevent water leakage, posting water-saving reminder stickers in restrooms to raise awareness about responsible water usage, and promptly repairing any dripping faucets to minimize water wastage. By implementing these initiatives, we have set it as our target to strengthen the promotion of water-saving measures and reduce water consumption.

Waste Management

We are deeply aware of the environmental impact of waste generation and are committed to minimizing it through diligent waste management practices. We have adopted a group-wide Waste Management Policy that governs all stages of our value chain and outlines principles for lawful disposal, minimization at source and resource recycling.

We classify waste into hazardous waste, recyclable materials and general waste in accordance with applicable laws and regulations, including the *Law on the Prevention and Control of Environmental Pollution by Solid Waste of the PRC and the Administrative Measures for the Pollution Control of Electronic Waste.* Waste is required to be stored separately by category with clear labeling of contents and disposal requirements. Hazardous waste must be collected, transported and treated by qualified third-party service providers licensed by relevant government authorities. Records of such treatment are maintained for regulatory inspection.

We do not extensively use hazardous or dangerous chemicals in our operations. Where technically and economically feasible, we prioritize material recovery and reuse. Mixed disposal of different waste categories and engagement of unlicensed disposal service providers are strictly prohibited.

We have implemented a regular monitoring and reporting mechanism to track waste generation and disposal performance. In parallel, we actively promote internal awareness by encouraging waste sorting at source, reducing single-use office supplies, and adopting digital workflows to reduce paper consumption.

Social Responsibility

Labor Practices

We are committed to fostering a fair, respectful, and inclusive working environment and strictly comply with applicable labor laws and regulations in the PRC, including the Labor Law of the People's Republic of China, the Labor Contract Law of the People's Republic of China, the Law on the Protection of Minors, and the Provisions on the Prohibition of Using Child Labor. We have adopted a comprehensive Employee Recruitment and Employment Policy that governs key aspects of employment management, including recruitment, compensation, benefits, and employee conduct.

Our policy applies to all full-time and part-time employees, and is overseen by the Board and executed by senior management and human resources department. We embrace the principles of equal employment opportunity and prohibit discrimination based on gender, age, race, ethnicity, religion, disability, or any other legally protected characteristics. We do not tolerate any form of workplace misconduct, including harassment, bullying, unauthorized disclosure of confidential information and conflicts of interest. We are committed to supporting an accessible and inclusive workplace for employees with disabilities and to protecting maternity rights for female employees.

We have established a robust employee benefits system, which includes paid leave and supplementary medical coverage, and continued education subsidies. Flexible working arrangements are also available to employees in technical roles. During the Track Record Period and up to the Latest Practicable Date, our labor practices and employment policies are compliant with applicable laws and regulations.

Employee Training and Development

Based on the needs of our business development and with the aim of further supporting professional development, we engage in various kinds of training programs and procure training resources relevant to specific job roles. This includes inviting external instructors, which is considered one of the company's welfare benefits. By providing opportunities for continuous learning and growth to our employees, we aim to enhance their skills and knowledge, promoting their professional advancement within our Group.

Occupational Health and Safety

Compliance with laws and regulations pertaining to employee health and safety is a priority for our operations. To mitigate risks and ensure the well-being of our employees, we have developed comprehensive internal policies and measures on occupational health and safety. These include safety management plans and inspection schedules to identify and address potential hazards. During the Track Record Period and up to the Latest Practicable Date, we maintained a strong safety record with no significant accidents reported, and we were not aware of any material claims related to health and occupational safety.

Supply Chain Management

We have implemented a Supplier Code of Conduct, which sets out clear expectations for suppliers in key areas such as legal and regulatory compliance, business ethics, product and service quality, labor rights, health and safety, environmental protection, data security and sustainable development. ESG considerations are integrated into our supplier selection and management processes. We expect all suppliers to uphold the highest standards of ethical conduct throughout their operations and to establish robust internal compliance systems. Suppliers are required to adopt a zero-tolerance policy towards misconduct, maintain effective internal and external whistleblowing mechanisms, and strictly prohibit improper benefit transfers, such as bribery or abuse of position.

We view sustainability as a shared responsibility and expect our suppliers to actively support environment protection efforts, including monitoring greenhouse gas emissions, setting reduction targets, minimizing pollution at the source, and promoting resource recycling. Additionally, we require suppliers to ensure strict compliance with data privacy obligations when handling personal information during the ordinary course of business.

BUSINESS SUSTAINABILITY

Our revenue increased significantly during the Track Record Period, growing from RMB249.0 million in 2023 to RMB339.3 million in 2024, and further to RMB441.9 million in 2025, representing a CAGR of 33.2% from 2023 to 2025. Although we incurred net loss of RMB47.7 million, RMB42.3 million and RMB47.1 million in 2023, 2024 and 2025, respectively, we have witnessed a decrease in our adjusted net loss (non-IFRS measure) from RMB20.9 million in 2023 to RMB10.6 million in 2024, and further to RMB2.9 million in 2025. Additionally, our net loss margin decreased from 19.2% in 2023 to 12.5% in 2024 and further to 10.7% in 2025, and our adjusted net loss margin (non-IFRS measure), representing adjusted net loss (non-IFRS measure) as a percentage of revenue, narrowed, decreasing from 8.4% in 2023 to 3.1% in 2024, and further to 0.6% in 2025. See "Financial Information — Results of Operations — Non-IFRS Measures" for details.

Background of Historical Loss-making

Our losses during the Track Record Period were primarily due to the following reasons:

- *Limited operating history.* We began our business in 2020. As the intelligent robot industry rapidly evolves, we have continuously adapted our product offerings in response to industry advancement. Our limited operating history of designing and developing robots and robotic controllers has necessitated a ramp-up period to achieve profitability.

- *Significant investments in R&D*. The competitive intelligent robot markets require substantial upfront investments in technology innovation and talent recruitment. We believe that continually enhancing our technological capabilities is critical to improving our products and solutions, establishing and maintaining our market position, and increasing revenue and achieving profitability. To seize the industry opportunities and maintain our market position, we have formulated and committed to a strategy of ongoing technological innovation and invested considerable resources in our extensive R&D efforts aimed at fostering continuous iteration in solutions and products. To attract and retain R&D talents capable of driving our technological innovation and product evolution, we have offered competitive benefits and incentives for our R&D personnel. As a result, we incurred R&D expenses of RMB63.7 million, RMB71.3 million and RMB79.2 million in 2023, 2024 and 2025, respectively. Our continual investment in R&D has yielded technological breakthroughs, paving the way for our future profitability.

- *Selling and distribution efforts to expand market presence*. To strengthen our market presence and deepen customer relationships in the fierce intelligent robot industry, we have made substantial investments in selling and distribution. Our efforts focus on building market shares and improving penetration across diverse industrial sectors by growing our sales force, expanding marketing initiatives and enhancing after-sales services. In 2023, 2024 and 2025, we recorded selling and distribution expenses of RMB72.3 million, RMB89.0 million and RMB105.7 million, respectively, representing 29.0%, 26.2% and 23.9% of our total revenue for the same years. Although these investments placed pressure on our profitability, they are critical to capturing market opportunities, driving growth and establishing brand visibility in the global market.

- *Economies of scale are still materializing*. Although we experienced rapid growth during the Track Record Period, our business scale has not yet reached the level necessary to fully enjoy cost advantages from economies of scale. We believe, as our business scale grows, we can have a greater bargaining power with suppliers of components and obtain more favorable pricing and payment terms from them, which will enable us to improve our profitability. Furthermore, as our business continues to grow, we anticipate realizing the benefits from economies of scale evidenced by a decrease in selling expenses and administrative expenses as a percentage of our total revenue.

See "Financial Information — Major Factors Affecting Our Results of Operations" for details.

Strategies to Improve Our Performance

We believe that our strong customer base, robust technology and product capabilities, and a wide range of ecosystem partners provide a solid foundation for our sustainable long-term growth. We plan to achieve breakeven and profitability by achieving profitability primarily through implementing the following strategies.

Capture Market Opportunity to Grow Business Scale

We are dedicated to offering a comprehensive intelligent robot product matrix spanning advanced robotic controllers, robots, software and accessories, all designed for smooth integration, flexible configuration and instant use, enabling us to continuously grow our business scale within the rapidly expanding intelligent robot industry. The global intelligent robot industry is at an inflection point, offering unprecedented opportunities for growth. According to CIC, in terms of revenue, the size of the global intelligent robot market increased from RMB130.2 billion in 2021 to RMB307.4 billion in 2025, representing a CAGR of 24.0% from 2021 to 2025, and is projected to reach RMB850.0 billion by 2029, representing a CAGR of 24.6% from 2026 to 2030. The penetration rate of intelligent robots in terms of sales volume has also grown steadily from 43% in 2021 to 64% in 2025, and is expected to reach 81% by 2030. As a leader in robotic control systems, our expertise in robotic control systems and intelligent robots uniquely position us to capitalize on this growth and achieve profitability.

Continue to Invest in Technologies

We aim to strengthen our market competitiveness and seize the rapid global growth opportunities in the intelligent robot industry by continuously increasing investments in advanced robotic technologies with a strategic focus on three key areas: AI, infrastructure and toolchain development, and embodied AI. These investments not only reinforce our core technological advantages but also significantly improve our products' performance and expand application scenarios — laying a solid foundation for revenue growth and profit optimization.

- *AI*. Our R&D efforts in AI are focused on applying large models within robots with an aim to advance robots from task execution to cognitive intelligence. Our specific R&D plans include:

  (i) *Multimodal Cognitive Engine.* We plan to develop a multimodal AI system integrating large language models and visual models for robots. By integrating large language models (for understanding language) with visual models (for recognizing images), robots can simultaneously analyze commands (e.g., "move the red box on the third shelf"), images (the box location), and spatial data (aisle width).

  (ii) *Robot World Model.* We plan to develop a robot world model, enabling robots to understand the world around them, predict outcomes, and make informed decisions about actions to take. We will build an "experience knowledge base" (storing task-related patterns, such as "pushing a box requires adjusting the angle"), enabling robots to anticipate the outcomes of actions (e.g., "taking route A will be blocked by a forklift"). In complex warehousing scenario, this world model allows for rapid optimal path planning; in flexible manufacturing, it helps predict assembly sequences, reducing manual intervention.

  (iii) *Language Control + Self-Supervised Learning.* We plan to develop natural language control and self-supervised learning technologies to enable robots to complete complex tasks with very few examples or purely language-based instructions. Users can describe tasks in natural language (e.g., "sort parcels by address"), and the robot can execute them with few or even zero examples, eliminating the need for reprogramming. When switching orders in flexible manufacturing or adding new tasks in inspections, workers can directly give verbal instructions, reducing customization costs.

  (iv) *Rapid Reinforcement Learning Architecture.* We plan to develop software architecture that enables rapid model training and deployment based on the operational data collected from specific application scenarios.

  Through the above technological investments, our robots have progressed from R2.0 (which was defined by domain-specific autonomy for predefined and/or repetitive tasks within structured environments with targeted functionality based on SLAM, motion control algorithms and computer vision) into R3.0 (which achieves generalized autonomy and transferable task execution across diverse, unstructured settings powered by multimodal AI foundation models). This transformation has directly expanded the robots' ability to cover high value-added scenarios, such as complex warehousing, flexible manufacturing, and smart inspection. This will, in turn, enhance the profitability of our robot products.

- *Infrastructure and toolchain development*. We recognize that intelligent robot technology is highly complex and requires a robust underlying software infrastructure. We plan to further strengthen our platform capabilities in two aspects:

  (i) *Simulation Training & Digital Twin System.* We plan to enhance our simulation training and digital twin system, which essentially creates a parallel virtual world for robots. Robots can simulate and train in these virtual environments in advance: testing navigation, obstacle avoidance, and interaction capabilities in extreme or rare scenarios that may not commonly occur in the real world. This allows for prompt validation of product designs and algorithms' effectiveness and reducing time and costs caused by repeated experiments in real-world environments. Additionally, virtual testing results can be intuitively presented to customers, enhancing the credibility of our solutions and leading to more orders from customers; and

  (ii) *Low-Code Development & Task Orchestration Tools.* Traditionally, robot functions had to be coded by engineers. With low-code tools, users are provided with a visual *library of functional modules* — they can simply drag and drop components like "Time Trigger," "Return to Standby Point," or "Auto-Charge" to quickly configure the needed features without any coding skills. We plan to enhance our low-code development and workflow orchestration tools which offer visual configuration interface and predefined templates to our customers. Low-code development and workflow orchestration tools can simplify business process configuration and function expansion, lowering the technical threshold for R&D for example, entry level developers can quickly get started. From the product design perspective, these tools support flexible customization based on customer-specific business scenarios. Additionally, our self-developed low-code tools support multiple computer languages and are highly compatible, enhancing team collaboration efficiency.

  We have benefited from our current infrastructure, which has shortened product iteration cycles and reduced deployment costs. We expect our continued investments to enhance our engineering capabilities in large-scale delivery and complex scenarios, ultimately improving our profitability and customer retention.

- *Embodied AI*. Our R&D investments in embodied AI are focused on enhancing the robot's ability to operate in complex environments in the real world. Our specific R&D plans include:

  (i) *Multi-Sensor Fusion & High-Precision Pose Perception System.* Robots rely on multiple "senses" to perceive their surroundings. These include vision cameras (to detect shapes and colors), IMU (Inertial Measurement Units) (to sense tilt and acceleration), force sensors (to detect pressure or force), and LiDAR (to scan 3D space). By combining data from these diverse sensors, the robot can more accurately determine where it is (pose) and what's around it (environment awareness). This technology will be integrated into our newly developed embodied forklift. Previously, robots relying solely on vision or LiDAR struggled in environments with dense shelving, rapid changes, or uneven flooring — leading to navigation errors or collisions. With multi-sensor fusion, the robot's localization becomes more stable, even in dynamic and uneven environments. It can reliably identify shelf edges and aisle widths, significantly reducing collision failures. Furthermore, this core technology supports future products like commercial delivery robots, enabling advanced functions such as climbing stairs, using elevators, or opening doors — thanks to integrated perception from multiple sensor types.

  (ii) *High-Dynamic Control Architecture.* A robot's "body" may include different "organs" like wheels (differential wheels for turning, steering wheels for straight movement), and mechanical arms (for precise grasping). High-dynamic control acts as a smart central brain that coordinates all these components in real time. It can instantly adjust movements when the environment changes (e.g., an unexpected obstacle), allowing the robot to move quickly but stably. This architecture directly upgrades our industrial compound robots and wheeled humanoid robots.

(iii) *Perception-Driven Behavior Mechanism.* Traditional robots rely on manually coded rules (e.g., "if A happens, do B") to perform tasks like obstacle avoidance or object grasping. In contrast, perception-driven behavior generation allows the robot to "learn by experience." By training on large volumes of real-world data, the robot can use its visual and tactile inputs to calculate actions end-to-end — for example, seeing a fragile glass cup and automatically adjusting its grip strength — without needing complex pre-programmed rules. This technology can be applied to our wheeled humanoid robots for factory component sorting. Traditional sorting robots, which rely on fixed rules, struggle when parts are scattered, made of mixed materials, or when obstacles appear on the conveyor. This often leads to shutdowns or the need to switch programs. With perception-driven behavior generation, the robot can "adapt on the fly." Trained on tens of thousands of real sorting scenarios, it can recognize shifts in part positions, detect surface roughness or material type, and simultaneously calculate the best arm movements, gripper force, and navigation paths.

Expand Our Product Offerings

Our strong technological capabilities facilitate a rapid innovation cycle and the efficient launch of new products and solutions. We will continue to extend our robotic controller product series, expand into new categories of embodied AI, accelerate the commercialization of humanoid robots, and enhance our software systems' intelligence and ease of use. Below are our current plans for developing and launching new products in the period from 2026 to 2027.

- *Robotic controllers.* We aim to diversify robotic controller offerings to expand the application of robotic technologies across a broader range of applications. We plan to launch controllers designed for legged robots (such as quadrupeds and hexapods) and wheeled-legged robots, enabling these robots to operate autonomously without the need for remote controls. This will extend their capabilities and open up new opportunities in various industries. Additionally, we plan to introduce controllers for palletizers, allowing them to collaborate more effectively with robots and software systems in logistics scenarios.

  To strengthen our product competitiveness and increase sales in international markets, we plan to introduce (i) an entry-level functional safety controller that strikes a balance between functionality and cost-effectiveness, catering to the growing demand in international markets for compliant yet affordable solutions and lowering customers' adoption barriers and (ii) a functional safety controller for embodied intelligent robots, building on the safety features of the SRC-5000. The development of both products reflects the increasing market demand for controllers with enhanced functional safety features, particularly in overseas markets where regulatory and certification requirements for robotic products are becoming more stringent. According to CIC, functional safety has become not only a compliance requirement, but also a necessary condition for enterprises to participate in global market competition. In particular, overseas markets such as Europe have been progressively strengthening legal and regulatory requirements relating to functional safety and product compliance, making safety certification an increasingly important prerequisite for commercial deployment and market entry. For example, the industrial robot safety standard EN ISO 10218:2025, which was released in August 2025, and the EU Machinery Regulation 2023/1230, which will take effect in January 2027, impose enhanced requirements on safety functions and product compliance for machinery entering international markets, making safety function certification an increasingly important prerequisite for commercial deployment and market entry.

  Against this backdrop, we believe there is growing customer demand for functional safety controllers that can facilitate compliance with applicable safety standards while balancing different operational and cost requirements. Such demand has been reflected in our customer projects for globally renowned electrical and automation companies, where we were required to comply with applicable local safety standards and incorporate safety designs such as multi-level redundant obstacle avoidance mechanisms by reference to internationally recognized robotic safety standards. By expanding our product portfolio with controllers positioned at different price and functionality levels, we aim to address increasingly diversified customer needs in international markets.

We are also in active communication with potential customers regarding their evolving functional safety and certification requirements, which provides us with market insight and supports the commercial relevance of our planned products.

Moreover, we intend to develop an entry-level embodied intelligence controller to capitalize on the growing demand for embodied intelligent robots. We are focusing on entry-level products to address the need for affordable solutions and quickly gain market share.

- *Robots.* We plan to develop a broader range of robot models to meet customer demand across more use cases. For dense, narrow-aisle warehouse environments, our goal is to introduce various robots capable of offering increased flexibility and operational efficiency. Planned products include omnidirectional stacker forklift, high-lift reach forward forklift, high-lift three-direction forklift, and omnidirectional handling forklift. Additionally, we intend to develop fully intelligent forklifts. With advanced electric motor control, these forklifts will provide higher precision and control while reducing maintenance frequency. Our aim is to transition the entire forklift lineup to electric, enhancing our product competitiveness. According to CIC, in terms of sales revenue, the size of the global intelligent forklift robot market increased from RMB15.4 billion in 2025 to RMB49.9 billion by 2030, representing a CAGR of 25.6% from 2026 to 2030.

  For industrial manufacturing environments, we plan to introduce a range of robots designed for material delivery, factory monitoring, and complex task operations to boost factory automation and operation efficiency. We plan to introduce robots capable of delivering materials and goods indoors (within workshops) and outdoors (between workshops and warehouses). Furthermore, we plan to develop legged robots that can seamlessly integrate into the factory's scheduling systems to perform automated inspections and legged robots that are equipped with mechanical arms to handle dexterous tasks, such as maintenance. Taking quadruped robots as an example, in terms of sales revenue, the size of the global quadruped robot market increased from RMB2.4 billion in 2025 to RMB20.2 billion by 2030, representing a CAGR of 47.5% from 2026 to 2030. We intend to also launch wheeled humanoid robots focused on material handling and loading/unloading tasks in industrial manufacturing environments. We plan to develop a wheeled humanoid dexterous manipulation robot capable of more complex tasks such as parts sorting, assembly, and quality inspection, pushing the boundaries of factory automation. Moreover, we plan to develop a bipedal humanoid robot for scenarios where wheeled humanoid robots face limitations, such as climbing stairs, navigating more complex terrain, or accessing narrower passageways. This will allow the robot to tackle a wider range of tasks within the factory.

- *Software.* To further enhance the value of our robotic solutions, we will develop advanced software products that streamline deployment and optimize operational efficiency. We plan to introduce a simulation system that offers an intuitive simulation of business scenarios with robots. This system will allow customers to visualize the robots' operational performance in their factory before deployment, increasing their confidence in adopting intelligent robots and potentially increasing our sales of robots. We plan to develop a distributed scheduling system, primarily aimed at small-scale scenarios involving fewer than ten robots. This system will enable robots to self-organize into networks, eliminating the need for a factory Wi-Fi network and reducing customer costs.

  Furthermore, we plan to introduce a remote deployment system based on world models. Engineers will be able to use handheld scanners to capture the factory environment and upload the data to the cloud. In the cloud, technical staff will then edit and simulate the environment, replicating the robot's operations in the scenario. Once the robot arrives on-site, it can be immediately powered on and used, eliminating on-site deployment time. This will lower the cost and timeline for customers to adopt robots, leading to improved robot sales.

Strengthen Collaborations with Existing Customers and Attracting New Customers

Our future growth depends on our ability to maintain and deepen relationships with existing customers. We have built stable relationships with major customers, and many of them choose to purchase from us again. The contribution rate of existing contracting customers was 50.9%, 54.9% and 60.6% in 2023, 2024 and 2025, respectively, maintaining relatively stable during the Track Record Period. The recurring customer rate also remained stable during the Track Record Period, with 32.3% in 2023, 39.3% in 2024 and 44.9% in 2025. By expanding and enhancing these partnerships, we can boost our product sales to end customers and integrators in the industry. In addition to maximizing the value of existing customer relationships, we have been continually expanding our customer base. During the Track Record Period, the number of our new contracting customers rapidly increased from 420 in 2023 to 516 in 2024, and further to 614 in 2025.

We believe we can increase our revenue through our continual efforts to develop new customers and strengthen our collaboration with existing customers. We plan to establish regional headquarters in key industrial areas in Chinese Mainland, such as Suzhou, Wuhan, and Xi'an, to increase our penetration in these areas. For each new regional headquarters, the Company plans to set up a dedicated sales team of 10 to 20 people and will delegate local teams with decision-making authority to improve responsiveness and adaptability to customers' demand. We plan to further enhance our customer service system, optimize sales processes, and improve responsiveness and service quality. For example, we will promote the use of our Nebula system during the sales process, offering customers easy access to a library of pre-designed robotic products, which can enhance our sales team's efficiency. These efforts will help increase customer loyalty and retention, creating more opportunities for upselling and cross-selling to boost revenue. We will continue to build an open, diverse, and collaborative robotics platform ecosystem by actively engaging forward-looking and innovative partners to jointly drive deep integration of core technologies with industry applications, thereby attracting more robot integrators and end customers to our platform.

Further Expand Overseas Markets

We plan to expand our business beyond China and bring our solutions to global partners. Our initial focus will be on building our brand presence a global sales and service network as well as securing key pilot projects. We plan to increase market penetration through online advertising, digital media, industry publications, associations, trade shows, and other promotional activities to strengthen our brand presence. Specifically, in 2025, we demonstrate our global reach by participating in 18 offline expos and industry exhibitions across key international markets in the United States, the United Kingdom, Germany, France, Italy, Australia, Thailand, Malaysia, Singapore, Japan and Indonesia. To enhance customer service experiences, we will recruit sales and service personnel, and establish local showrooms and spare parts centers. Next, we will gradually develop localized supply chain systems in key markets. We aim to partner with leading integrator customers in Europe and North America to co-develop high-quality, differentiated robotic models that cater to local market needs. This will help us expand our product portfolio, increase product premium value, and meet the specific procurement requirements of customers in these regions. Finally, we will establish localized product and R&D teams in major markets to better address the unique needs of customers in those areas. We plan to set up product management teams in both Europe and the United States to gain deep insights into the needs of customers in developed markets, enabling us to define differentiated, high-value products.

We will focus on high-growth regions and flagship customers, accelerate our penetration in Europe and North America as well as emerging markets. Specifically, we plan to further strengthen our presence in markets such as the United States, Germany, Japan, and Thailand, for the following commercial reasons: (1) the United States is a large, integrated consumer market, presenting immense long-term potential demand for robots; (2) Germany, as a global leader in manufacturing, automotive, logistics and industrial automation, offering not only business opportunities in a technologically advanced country but also a strategic gateway to the European markets; (3) according to CIC, Japan is the largest single developed market in the Asia-Pacific region with well-established industrial sector and high acceptance of robots. Additionally, Japan's influence extends throughout the Asia-Pacific region, with many Japanese factories located in countries like Thailand. As a result, we have decided to prioritize the development of the Japanese market, entering Japan's domestic market while simultaneously driving growth in the Southeast Asian market.

Specifically, the United States maintains its status as a key player in industrial automation, with around 400 thousand industrial robots operating in factories. The U.S. government has launched the 2025 Project for the Advanced Robotics in Manufacturing Innovation and planned to enhance investments to support technical projects in areas such as robotic agility and multi-robot collaboration. In Europe, Germany leads the robot market, holding around 300 thousand industrial robots operating currently. The German industrial intelligent robot market has maintained continuous growth, driven mainly by the recovery of the automotive industry, the push for Industry 4.0, and demand from the metal processing and electronics sectors. As for Japan, with nearly 450 thousand industrial robots operating in factories, Japan maintains its position as one of the world's most robotized countries. Japan's 2025 AI Robot Application Strategy explicitly identifies industrial production lines as a key application area and aims to accelerate the deployment of advanced technologies, including industrial robots. In the Southeast Asia market, although Thailand has the largest number of industrial robots currently operating, less than 20% of the country's nearly 150 thousand factories are using industrial robots, signaling substantial untapped potential. Under the "Thailand 4.0" strategy, the Board of Investment provides incentives such as tax benefits to attract high-end manufacturing, including industrial intelligent robots. These targeted policies and significant demands across major economies are promoting industrial automation upgrading and attracting high-end manufacturing, facilitating overseas establishment for Chinese industrial intelligent robot companies. According to CIC, China's industrial robot exports exceeded RMB12.0 billion in 2025, representing a year-on-year increase of 48.7%, underscoring the continued expansion of its global market presence.

Maintain Strong Gross Margin

Our ability to maintain our strong gross margin is crucial to our business success and profitability. We are currently implementing various measures to improve our overall cost-effectiveness and gross margin, with a focus on expanding our operations and further enhancing our revenue streams, which is crucial for reducing costs through economies of scale.

The main components for our robots and robotic controllers include sensors, batteries, motors, electric motors. The fluctuations in the prices of components, as well as other production-related costs, have affected and will continue to affect our profitability. We have stable, long-term relationships with our major suppliers, enhancing the stability of our supply chain. During the Track Record Period, supported by our supply chain capabilities, our gross margin remained relatively stable at 49.2%, 45.9% and 47.4% in 2023, 2024 and 2025, respectively.

To ensure a stable supply and competitive prices, we have a dedicated procurement department which monitors our overall procurement costs and takes proactive actions to negotiate prices and terms with major suppliers. We are actively expanding our supplier network and broadening our sourcing channels for certain key components to reduce reliance on certain suppliers. By expanding and diversifying the supplier base, we secure more opportunities to negotiate and obtain better pricing of components necessary for our production.

As our business scale grows, our bargaining power with suppliers of raw materials strengthens, enabling us to secure more favorable pricing and payment terms from them, which in turn improves our profitability. For example, reaching certain procurement thresholds may allow us to benefit from favorable pricing terms offered by suppliers, thus lowering our raw material procurement costs. Additionally, we have actively collaborated with leading domestic suppliers in China for key robot components, such as LiDAR, transitioning our purchases from foreign suppliers. This shift has resulted in significant cost savings.

Enhance Operating Leverage

During the Track Record Period, we incurred significant operating expenses, including research and development, administrative, and selling expenses, to develop, manage, and promote our robotic products. Moving forward, we aim to enhance the efficiency of our sales, marketing, and R&D efforts by strengthening our product flywheel, implementing digital systems, and establishing robust management frameworks. We will further refine our internal functions and processes to further improve overall operational efficiency.

As our business continues to grow, we expect that we will improve operation efficiency from economies of scale. At the end of each year, we formulate the annual budget for the following year, estimating the revenue growth for the next year, which provides us with a baseline to plan the human resources and various expenses. Thanks to our stringent budget control approach, our operating expenses grew at a CAGR of 20.9% from 2023 to 2025, lower than the CAGR of our revenue of 33.2% from 2023 to 2025.

During the Track Record Period, we made significant investments in both selling and distribution activities and research and development efforts to support our market expansion and technological advancement. In 2023, 2024 and 2025, our selling and distribution expenses amounted to RMB72.3 million, RMB89.0 million and RMB105.7 million, respectively. To stay current with technology development trend, we recorded R&D expenses of RMB63.7 million, RMB71.3 million and RMB79.2 million in 2023, 2024 and 2025, respectively. Although we invested a large amount of manpower and fund to contact and attract customers, while also iterating our existing technologies and developing new ones to stay competitive, our selling and distribution expenses, as a percentage of our total revenue, decreased from 29.0% in 2023 to 23.9% in 2025. Particularly, staff costs — the largest component in our selling and distribution expenses — decreased as a percentage of our total revenue from 19.5% in 2023 to 16.6% in 2024, and further to 14.1% in 2025, demonstrating the increased efficiency of our sales team. Other selling and distribution expense components, in aggregate, slightly increased from 9.5% of total revenue in 2023 to 9.8% in 2025, primarily due to our increased sales efforts to enhance our penetration into overseas markets. With our established distribution network, the increasingly solid customer base and the continuous enhancement of our brand awareness, we expect the proportion of selling and distribution expenses of revenue will be reduced in the future. We will continue to strictly control the ratio of marketing expenditures to revenue through budget management, and continuously improve the per capita efficiency of our sales staff by setting clear performance targets. We set an upper limit for sales-related expenses in the annual budget, requiring each sales team to achieve their performance goals within the allocated budget. We also plan to further strengthen our customer relationship management system to optimize the entire customer transaction process — from lead generation and business negotiations to contract signing — thereby improving efficiency and control throughout the sales cycle and supporting the achievement of sales targets. We also anticipate enhanced efficiency in our research and development activities, while continuing to drive technological innovation.

We also incurred a significant amount of administrative expenses during the Track Record Period. In 2023 and 2024, our administrative expenses amounted to RMB36.8 million and RMB42.9 million, respectively, representing 14.8% and 12.7% of our revenue, respectively, demonstrating increased operating efficiency. In 2025, our administrative expenses accounted for 15.3% of revenue, primarily due to the recognition of listing expenses of RMB15.4 million. Excluding the listing expenses, administrative expenses would have accounted for 11.8% of revenue. Particularly, staff costs — the largest component in our administrative expenses — decreased as a percentage of our total revenue from 7.1% in 2023 and 2024, to 6.3% in 2025. We do not anticipate the number of management personnel to grow in line with revenue. Instead, we set forth an upper limit for management headcount based on the actual needs of each department, with regular evaluations to optimize the management team structure. With the expansion of our business scale, we expect that the absolute amount of administrative expenses will increase but the percentage of our revenue will decrease as we benefit from economies of scale and improved operational efficiencies. We will strengthen our management over operating expenses through meticulously budgeting, streamlining work processes and optimizing human resources.

We believe that we can achieve our profitability by expanding the revenue scale, enhancing gross margin and enhancing operating leverage. Based on our forecasts and estimates, we believe the above-mentioned strategies to achieve profitability would not result in any material changes in our revenue mix by end user industry, by use case or application scenario, nor would they cause any material changes in our cost structure. During the Track Record Period, our adjusted net loss margin (non-IFRS measure), representing adjusted net loss (non-IFRS measure) as a percentage of revenue, continually narrowed, decreasing from 8.4% in 2023 to 3.1% in 2024, and further to 0.6% in 2025. Our Directors believe that our business is sustainable. Taking into consideration financial resources presently available to us, including cash and cash equivalents on hand, internally generated funds and the estimated net proceeds from the Global Offering, our Directors are of the view that we have sufficient working capital to meet our present needs and at least for the next 12 months from the date of this prospectus.

PROPERTIES

Our principal executive offices are located in Shanghai, China. According to section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice, this prospectus is exempted from compliance with the requirements of section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 34(2) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, which requires a valuation report with respect to all our interests in land or buildings, for the reason that, as of the Latest Practicable Date, none of the properties leased by us had a carrying amount of 15% or more of our consolidated total assets.

We currently do not own any properties. As of the Latest Practicable Date, we primarily leased four properties in China with an aggregate gross floor area of 21,805.41 sq.m. as our office and testing center. We believe that there is sufficient supply of properties in Chinese Mainland, and we do not rely on the existing leases for our business operations. We believe that our current facilities are adequate to meet our current needs.

Pursuant to the applicable PRC laws and regulations, both lessors and lessees must register lease agreements with the relevant authorities and obtain property leasing filing certificates. As of the Latest Practicable Date, four of our lease agreements had not been registered with the relevant local authorities due to the lack of certain required documents to be provided by such lessors. We are actively communicating with the lessors and will complete the lease agreement registration procedure once the required documents are available. As advised by our PRC Legal Advisor, failure to register an executed lease agreement will not affect its legality, validity or enforceability. However, we may be subject to a fine of no less than RMB1,000 and not exceeding RMB10,000 for each unregistered lease agreement if the relevant PRC governmental authorities require us to rectify it but fail to do so within the prescribed period. See "Risk Factors — Risks Relating to Our Business and Industry — Failure to renew our leases or to comply with property-related laws and regulations regarding certain of our leased properties could adversely affect our business" for details. We estimate that the maximum penalty we may be subject to for these unregistered lease agreements will be approximately RMB40,000, which we believe is immaterial. Therefore, we believe that the failure to register these lease agreements will not have any material adverse effect on our results of operations or financial condition. During the Track Record Period and up to the Latest Practicable Date, we had not received any administrative penalties in this regard.

LICENSES, APPROVALS AND PERMITS

We are required to maintain various licenses, permits and approvals in order to operate our business. We continually monitor our compliance with the requirements related to licenses, permits and approvals in order to ensure that we have all such licenses, permits and approvals which are necessary to operate our business. As advised by our PRC Legal Advisor, during the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite licenses, approvals and permits from relevant authorities in China that are material to the operation of our existing business.

The following table sets forth the details of the material licenses and permits necessary for our business operations:

License/Permit	Entity Holding the License/Permit	Grant Date	Expiration Date
Customs Record Receipt of Consignees and Consignors of Imported and Exported Goods (海關進出口貨物收發貨人備案回執)	Our Company	September 22, 2020	N/A
High and New Technology Enterprise Certificate (高新技術企業證書)	Our Company	December 25, 2025	December 24, 2028
High and New Technology Enterprise Certificate (高新技術企業證書)	Shanghai Seer Soft	November 15, 2023	November 14, 2026

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.

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.

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 of Directors 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.

We have engaged an internal control consultant to evaluate the effectiveness of our internal controls related to our business processes, identify areas of improvement, propose remedial measures, and review the implementation of these measures. Our Directors are of the view that we have adequate and effective internal control procedures to ensure compliance with relevant laws and regulations going forward.

Human Resource Risk Management

We have established internal control policies that cover all aspects of human resource management, including recruitment, training, professional ethics, and legal compliance. Our industry is in dire need of experienced employees, especially research and development personnel. The departure of key personnel may have an adverse effect on us. For more information, please refer to "Risk Factors — Risks Relating to Our Business and Industry — Our success relies on key management and other highly qualified personnel with specialized skills."

All our employees have entered into employment agreements with us containing confidentiality and non-competition clauses. We also require employees to adhere to higher professional ethical standards. We provide all employees with an employee handbook which includes a code of conduct that each employee must adhere to.

Financial Reporting Risk Management

We have implemented a series of accounting policies for financial reporting risk management and have established strict internal reimbursement, financial reporting management and approval policies. Specifically, the finance department implements specific review and verification procedures for invoices, drafts, bills, and other financial documents to ensure the authenticity of the original documents we receive and use. The finance department also checks whether the amounts and times shown on the documents are consistent with the relevant contracts. We have a strict internal approval process, and almost all approval matters are completed online through the company's internal platform, which can achieve good results of full process monitoring while operating efficiently.

Our finance department is led by our chief financial officer. The chief financial officer has extensive financial reporting and internal monitoring experience. Other senior staff in the finance department also have experience in finance and accounting. Besides their professional expertise, we continue to provide training to our financial personnel to ensure strict compliance and effective implementation of financial reporting and risk management policies.

Information Technology Risk Management

We perform multiple backups of the data from our business operations and if an accident causes a system crash or data loss, we can restore the original data on a timely basis. In the future, we will continue to reserve talents for the research and development team, explore new technical directions, and strengthen the security and compliance of the information system and data usage. In addition, we have also formulated an information security management manual, which stipulates detailed regulations and operation guidelines for network security, data security and personal information protection.

Legal Compliance and Intellectual Property Risk Management

Our operation risk management involves compliance with the PRC laws and regulations, especially laws and regulations relating to the information service industry as well as protecting intellectual property and avoiding liability for infringing third-party intellectual property rights. We have a team of experienced legal professionals to ensure our compliance and control intellectual property-related risks. Our legal department is responsible for approving contracts, monitoring updates in the PRC laws and regulations, and ensuring that business operations continue to comply with the relevant laws and regulations. Our legal department also assists in ensuring that we timely apply to the relevant authorities for all necessary applications or filings for trademark, copyright and patent registration.

International Sanctions Risk Management

We have undertaken to the Stock Exchange that we will not use the proceeds from the Global Offering, as well as any other funds raised through the Stock Exchange, to finance or facilitate, directly or indirectly, activities or business with, or for the benefit of, any Comprehensively Sanctioned Countries[1] or any other government, individual or entity sanctioned by the U.S., the EU, the UN, the U.K., U.K. overseas territories or Australia, including, without limitation, any government, individual or entity that is specifically identified on the SDN List maintained by OFAC or other restricted parties lists maintained by the U.S., the EU, the UN, the U.K., U.K. overseas territories and Australia that

[1] "Comprehensively Sanctioned Countries" refers to any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction, currently Cuba, Iran, North Korea, Syria, the Crimea Region of Russia/Ukraine, the self-proclaimed LPR and DPR regions and Zaporizhzhia and Kherson regions. "Relevant Jurisdiction" refers to any jurisdiction that is relevant to the Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, person or entities targeted by such law or regulation. For the purpose of this prospectus, Relevant Jurisdictions include the U.S., U.K., EU, UN and Australia.

[2] "Sanctioned Target" refers to any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Comprehensively Sanctioned Countries; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii).

would cause us to violate International Sanctions. Further, we have undertaken not to use the proceeds from the Global Offering to pay any damages for terminating or transferring any contract that violates International Sanctions. In addition, we have undertaken not to enter into any future business that would cause us, the Stock Exchange, HKSCC, HKSCC Nominees or our Shareholders and investors to violate or become a target of international sanctions laws by the U.S., the EU, the UN, the U.K., U.K. overseas territories or Australia. We will also disclose on the respective websites of the Stock Exchange and our Group if we believe that the transactions our Group entered into in Countries subject to International Sanctions or with Sanctioned Targets[2] would put our Group or our Shareholders and investors to risks of being sanctioned, and in our annual reports or interim reports (i) details of any new activities in Countries subject to International Sanctions or with Sanctioned Targets; (ii) our efforts on monitoring our business exposure to sanctions risks; and (iii) the status of, and the anticipated plans for any new activities in Countries subject to International Sanctions and with Sanctioned Targets. If we were in breach of such undertakings to the Stock Exchange, we would be subject to the risk of possible delisting of our Shares on the Stock Exchange.

AWARDS AND RECOGNITIONS

During the Track Record Period and up to the Latest Practicable Date, we received awards and recognition in respect of our products, technology and innovation, significant ones of which are set forth below:

Award/Recognition	Award Authority	Award Year
Headquarter of Innovative Enterprises in Shanghai (上海市創新型企業總部)	Shanghai Municipal Development and Reform Commission	2026
High and New Technology Enterprise (高新技術企業)	Shanghai Municipal Commission of Science and Technology, Shanghai Municipal Finance Bureau, Shanghai Tax Bureau of the State Taxation Administration	2025
National-level Specialized, Refined, Distinctive & Innovative Key Little Giant Enterprise (國家級專精特新重點小巨人企業)	Ministry of Industry and Information Technology of the PRC	2025
Benchmark Intelligent Robotics Enterprise (年度智能機器人標桿企業)	Shanghai Municipal Commission of Economy and Informatization	2025
Enterprises Complying with Industrial Robot Industry Standards (工業機器人行業規範企業)	Ministry of Industry and Information Technology of the PRC	2025
Shanghai Technology Little Giant Enterprise (上海市科技小巨人企業)	Shanghai Municipal Commission of Science and Technology, and Shanghai Municipal Commission of Economy and Informatization	2025
Strongest Brain of Humanoid Robot (人形機器人最強大腦)	TMTpost	2025
National Level Specialized and Innovative Little Giant Enterprise (國家級專精特新小巨人企業)	Ministry of Industry and Information Technology of the PRC	2024
2023 Pudong New Area Innovation and Entrepreneurship Award (2023年度浦東新區創新創業獎)	People's Government of Pudong New Area, Shanghai	2024
Pudong New Area Research and Development Institution (浦東新區研發機構)	The Shanghai Pudong New Area Science and Economy Commission	2024
Private Enterprise Vitality Award (民營企業活力獎)	Jinqiao Economic Development Zone Administration, Shanghai	2024
Key Supported Unicorn (Potential) Enterprise in Shanghai (上海市重點服務獨角獸(潛力)企業)	Shanghai Small and Medium-sized Enterprise Development Service Center	2024

Award/Recognition	Award Authority	Award Year
Top Growing Brand List of Shanghai Small and Medium-sized Enterprise (上海中小企業最具成長品牌榜)	Shanghai Corporate Culture and Branding Institute	2024
Shanghai Intelligent Robot Benchmark Enterprises and Application Scenarios Recommendation Directory (上海市智能機器人標桿企業與應用場景推薦目錄)	Shanghai Municipal Commission of Economy and Informatization	2023
Major Breakthrough Award for High-Growth Enterprises (高成長性企業重大突破獎).	Jinqiao Administration Bureau of China (Shanghai) Pilot Free Trade Zone, Jinqiao Economic and Technological Development Zone Administration	2023
Pilot Enterprise for Patent Work in Shanghai (上海市企事業專利工作試點單位)	Shanghai Intellectual Property Administration	2023
Innovative Small and Medium-sized Enterprise (創新型中小企業)	Shanghai Municipal Commission of Economy and Informatization	2023
Specialized and New Small and Medium-sized Enterprise (專精特新中小企業)	Shanghai Municipal Commission of Economy and Informatization	2023

OUR CONTROLLING SHAREHOLDERS GROUP

As of the Latest Practicable Date, Mr. Zhao, chairman of the Board, executive Director, and chief executive officer of the Company, was entitled to exercise approximately 52.89% of the voting rights in the Company through: (i) 17,050,617 Shares (representing approximately 17.05% of the voting rights in the Company) directly held by him; and (ii) 35,835,081 Shares (representing approximately 35.84% of the voting rights in the Company) held by Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu and Shanghai Xianqi, with Mr. Zhao being the general partner of each. Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2 were two limited partners of Shanghai Xianwu, and Mr. Zhao acted as the general partner of each of them. Therefore, Mr. Zhao, Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu, Shanghai Xianqi, Suzhou Xianwu No. 1 and Suzhou Xianwu No. 2 constitute a group of Controlling Shareholders of the Company ("**Controlling Shareholders Group**").

Immediately after completion of the Global Offering, the Controlling Shareholders Group will continue to control approximately 47.86% of the voting rights in the Company (assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised) or approximately 46.44% of the voting rights in the Company (assuming that the Offer Size Adjustment Option and the Over-allotment Option are exercised in full). Accordingly, the Controlling Shareholders Group will remain as a group of controlling shareholders of the Company upon the completion of the Global Offering.

COMPETITION

Each member of the Controlling Shareholders Group has confirmed that he/it does not have any interest in a business, apart from the business of the Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

INDEPENDENCE FROM THE CONTROLLING SHAREHOLDERS GROUP

Having considered the following factors, the Directors are satisfied that we are capable of carrying out our business independently of the Controlling Shareholders Group and their respective close associates (other than the Group) after the Listing.

Management Independence

We are able to carry on our business independently from the Controlling Shareholders Group from a management perspective. Upon the Listing, the Board will consist of four executive Directors and three independent non-executive Directors.

The executive Directors and senior management team are responsible for the day-to-day management of our operations. Notwithstanding the roles of Mr. Zhao in the Board, the Directors are of the view that the Company is able to function independently from Mr. Zhao for the following reasons: (a) all of the independent non-executive Directors are independent of Mr. Zhao, and decisions of the Board require the approval of a majority vote from members of the Board; (b) each of the Directors is aware of fiduciary duties of a director which require, among other things, that he/she must act for the benefit and in the best interest of the Group and must not allow any conflict between his/her duties as a Director and his/her personal interest; and (c) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between the Group and the Controlling Shareholders Group which would support our independent management.

Based on the above, the Directors are satisfied that the Board as a whole is able to perform the management role in the Group independently from the Controlling Shareholders Group and their respective close associates (other than the Group) after the Listing.

Operational Independence

We have independent operating capabilities and management systems. We do not rely on any operational or administrative resources of the Controlling Shareholders Group or their respective close associates (other than the Group) for research and development, manufacturing, business development, staffing and administration (including financial and accounting management, human resources and information technology). We have independent access to suppliers and customers, and an independent management team to handle our day-to-day operations. We also possess the necessary licenses, certificates, facilities and intellectual property rights to carry on and operate our business, and we have sufficient operational capacity in terms of capital and employees to operate independently.

Based on the above, the Directors are satisfied that we are able to operate independently from the Controlling Shareholders Group and their respective close associates (other than the Group) after the Listing.

Financial Independence

We have established our own finance department with a team of financial staff, who are responsible for financial control, accounting, reporting, group credit and internal control functions of the Company, independent from the Controlling Shareholders Group and their respective close associates (other than the Group). We are able to make financial decisions independently and the Controlling Shareholders Group and their respective close associates do not intervene with our financial matters. We have also established an independent audit system, a standardized financial and accounting system and a complete financial management system.

During the Track Record Period, certain of the Group's bank loans were guaranteed by Mr. Zhao, one of the Controlling Shareholders (the "**Guaranteed Loans**"). As of the Latest Practicable Date, all of the Guaranteed Loans were fully repaid by the Group. As of April 30, 2026, we had unutilized banking facilities of RMB182.5 million that are committed and unrestricted. For details on our bank borrowings, see "Financial Information — Liquidity and Capital Resources" and Note 28 of the Accountants' Report set out in Appendix I to this prospectus.

Save as disclosed above, we confirm that there is no other financial assistance provided by our Controlling Shareholders Group to our Group and vice versa. In addition, we are capable of obtaining financing from third parties at reasonable costs without relying on any guarantee or security provided by the Controlling Shareholders Group or their respective close associates (other than the Group). For example, we had received a series of Pre-IPO Investments in an aggregate amount of approximately RMB282.7 million from third-party investors independently as of the Latest Practicable Date. See "History, Development and Corporate Structure — Pre-IPO Investments" for details of Pre-IPO Investments.

Based on the above, the Directors are of the view that we are capable of carrying on our business independently of, and do not place undue reliance on the Controlling Shareholders Group and their respective close associates after the Listing.

CORPORATE GOVERNANCE MEASURES

The Company will comply with the provisions of the Corporate Governance Code, which sets out principles of good corporate governance.

The Directors recognize the importance of good corporate governance in protecting the Shareholders' interests. We would adopt the following measures to promote good corporate governance and to avoid potential conflict of interests between the Group and the Controlling Shareholders Group:

(a) where a Shareholders' meeting is to be held for considering proposed transactions in which the Controlling Shareholders Group or any of their respective associates has a material interest, the Controlling Shareholders Group will not vote on the resolutions and shall not be counted in the quorum in the voting;

(b) the Company has established internal control mechanisms to identify connected transactions. Upon Listing, if the Company enters into connected transactions with the Controlling Shareholders Group or any of their respective associates, the Company will comply with the applicable Listing Rules;

(c) the independent non-executive Directors will review, on an annual and independent basis, whether there is any conflict of interests between the Group and the Controlling Shareholders Group (the "**Annual Review**") and provide impartial and professional advice to protect the interests of minority Shareholders;

(d) the Controlling Shareholders Group will undertake to provide all information necessary, including all relevant financial, operational and market information and any other necessary information as required by the independent non-executive Directors for the Annual Review;

(e) the Company will disclose decisions (with basis) on matters reviewed by the independent non-executive Directors either in its annual report or by way of announcements;

(f) where the Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at the Company's expenses; and

(g) we have appointed Gram Capital Limited as our Compliance Adviser 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, the Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflict of interests that may arise between the Group and the Controlling Shareholders Group, and to protect minority Shareholders' interests after the Listing.

OVERVIEW

Upon listing, the Board will consist of seven Directors, including four executive Directors and three independent non-executive Directors. The Directors serve for a term of three years and shall be subject to re-election upon retirement. The Board is responsible for and has the general power over the management and operation of our business, including determining our business strategies and investment plans, implementing resolutions passed at our general meetings, and exercising other powers, functions and duties as conferred by the Articles of Association. The Board also assumes the responsibilities for developing and reviewing the policies and practices of the Company on corporate governance, risk management, internal control and compliance with legal and regulatory requirements.

The senior management currently consists of five members who are responsible for our day-to-day management and operations.

DIRECTORS

The following table sets forth the key information about the Directors:

Name	Age	Position	Responsibilities	Date of the appointment as a Director	Date of joining the Group
Mr. Zhao	36	Chairman of the Board, executive Director, and chief executive officer of the Company	Responsible for the overall strategic planning and making key business and operational decisions of the Group	April 22, 2020	April 22, 2020
Ms. Ding Xia (丁霞)	36	Executive Director, vice president and head of the Board office of the Company	Responsible for the overall strategic planning and daily operations and management of the Group	December 22, 2021	December 22, 2021
Mr. Ye Yangsheng (葉楊笙)	33	Executive Director and head of the digital R&D center of the Company	Responsible for hosting the research and development of robot products and software of the Group	September 16, 2020	September 16, 2020[(1)]
Mr. Wang Qun (王群)	36	Executive Director and head of the product department of the Company	Responsible for the product development and application of the Group	September 16, 2020	June 1, 2020[(1)]
Dr. Cheng Lin (程林)	49	Independent non-executive Director	Responsible for supervising and providing independent judgement to the Board	March 26, 2025	March 26, 2025
Dr. Liu Yong (劉勇)	45	Independent non-executive Director	Responsible for supervising and providing independent judgement to the Board	March 26, 2025	March 26, 2025
Mr. Chen Fei (陳飛)	42	Independent non-executive Director	Responsible for supervising and providing independent judgement to the Board	March 26, 2025	March 26, 2025

Note:

(1) Ye Yangsheng and Wang Qun were the founding shareholders of the Company and the date of joining the Group refers to the starting date of their respective employment relationship with the Group.

Executive Directors

Mr. Zhao, aged 36, was appointed as the Director in April 2020 and the chairman of the Board in September 2020. He has been serving as the chief executive officer of the Company since June 2020 and also been serving as various positions in several subsidiaries within the Group.

Mr. Zhao has accumulated extensive experience in the field of robotics and intelligent technology. From April 2015 to December 2015, he served as the general manager at Fubot Shanghai Robotics Technology Co., Ltd. (福物(上海)機器人科技有限公司). Subsequently, he held the position of chairman of the board and general manager at Shanghai Seer Robotics Co., Ltd. (上海仙知機器人科技有限公司) ("**Shanghai Seer Robotics**") from January 2016 to May 2020. Mr. Zhao obtained a bachelor's degree in electronic information engineering in July 2011 and a master's degree in control science and engineering in March 2015, both from Zhejiang University (浙江大學) in the PRC.

Mr. Zhao is the spouse of Ms. Ding Xia (an executive Director) and the cousin-in-law of Mr. Ye Yangsheng (an executive Director).

Ms. Ding Xia (丁霞), aged 36, has been serving as the vice president of the Company since January 2022 and the head of the Board office of the Company since January 2024. Ms. Ding was appointed as the Director in December 2021.

Ms. Ding has significant experience in strategic market management and investment in the robotics and intelligent technology sectors. Prior to joining the Group, she served as a project manager and deputy director at the Investment Promotion Bureau of Suzhou Wuzhong Economic and Technological Development Zone (蘇州市吳中經濟技術開發區招商局) from July 2013 to June 2016. Subsequently, she worked as an investment director and the accelerator general manager at Ecovacs Robotics Co., Ltd. (科沃斯機器人股份有限公司) from July 2016 to February 2020, a company listed on the Shanghai Stock Exchange (stock code: 603486). She then held the position of director of human resources at Suzhou Harmontronics Automation Technology Co., Ltd. (蘇州瀚川智能科技股份有限公司) from March 2020 to January 2022, a company listed on the Shanghai Stock Exchange (stock code: 688022). Ms. Ding obtained a bachelor's degree in psychology from Xinyang Normal University (信陽師範大學) in July 2010 in the PRC and a master's degree in applied psychology from Soochow University (蘇州大學) in June 2013 in the PRC.

Ms. Ding is the spouse of Mr. Zhao (chairman of the Board, executive Director, and chief executive officer of the Company).

Mr. Ye Yangsheng (葉楊笙), aged 33, served as the head of the robotics division at the Company from July 2021 to June 2023. He has been serving as the head of the digital R&D center of the Company since July 2023. He was appointed as the Director in September 2020.

Mr. Ye has a rich professional background in robotics and software development. He once served as the head of the software department at Shanghai Seer Robotics from October 2015 to April 2018, overseeing software development. In addition to his roles at the Company, Mr. Ye has also been serving as the executive director and general manager at Shanghai Seer Soft Information Technology Co., Ltd. (上海仙軟信息科技有限公司) since April 2018, as a supervisor at Shanghai Xiangang Technology Co., Ltd. (上海仙港科技有限公司) since May 2023, and as a supervisor at Jiangsu Xianjue Intelligent Technology Co., Ltd. (江蘇仙珏智能科技有限公司) since April 2020, respectively. Mr. Ye obtained a bachelor's degree in control science and engineering (automation) in July 2015 and a master's degree in industrial design engineering in September 2018, both from Zhejiang University in the PRC.

Mr. Ye is the cousin-in-law of Mr. Zhao (chairman of the Board, executive Director, and chief executive officer of the Company).

Mr. Wang Qun (王群), aged 36, was appointed as the Director in September 2020. He has been serving as the head of the product department of the Company since June 2020.

Mr. Wang has extensive experience in product development in the robotics sector. He once worked as a teaching assistant in the School of Optical-Electrical and Computer Engineering at the University of Shanghai for Science and Technology (上海理工大學光電信息與計算機工程學院) from September 2015 to December 2016. He served as a director at Shanghai Seer Robotics from June 2018 to August 2023, where he was responsible for product development. Mr. Wang obtained a bachelor's degree in electrical engineering and automation in June 2012 and a master's degree in electrical engineering in March 2015, both from Zhejiang University in the PRC.

Independent Non-executive Directors

Dr. Cheng Lin (程林), has in-depth experience in academia and the finance industry. From August 2012 to July 2019, he served as an assistant professor at the Eller College of Management at University of Arizona and was promoted to an associate professor, serving from August 2019 to April 2022. Since February 2021, Dr. Cheng subsequently served as an associate professor, a professor and head of the finance and accounting department at China Europe International Business School (中歐國際工商學院).

Dr. Cheng accumulated extensive accounting or related financial management experience through, among others, his directorships and positions in audit committees of the following companies:

Company Name	Position	Date of Appointment and Resignation
Nanjing Sunlord Electronics Corporation Ltd. (南京商絡電子股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300975)	Independent non-executive director and member of the audit committee	February 2022 to June 2024
Glodon Company Limited (廣聯達科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002410)	Independent non-executive director and member of the audit committee	April 2023 to July 2024
Jiangsu Xinchangzheng Microelectronics Group Co., Ltd. (江蘇芯長征微電子集團股份有限公司)	Independent non-executive director	July 2022 to present
Shanghai Baosight Software Co., Ltd. (上海寶信軟件股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600845).	Independent non-executive director and member of the audit committee	August 2022 to present
Shang Gong Group Co., Ltd. (上工申貝(集團)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600843).	Independent non-executive director and member of the audit committee	June 2023 to present
Industrial Securities Assets Management Co., Ltd. (興證證券資產管理有限公司)	Independent non-executive director	January 2024 to present
Shanghai Huayi Group Corporation Limited (上海華誼集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600623)	Independent non-executive director and member of the audit committee	June 2024 to present

Dr. Cheng obtained a bachelor's degree in accounting from York University in June 2006 in Canada, a master's degree in accounting from The Ohio State University in August 2007 in the United States, and a doctorate in accounting and management information systems from The Ohio State University in August 2012 in the United States.

Dr. Liu Yong (劉勇), has a distinguished career in academia and robotics technology. He began as a lecturer at the College of Control Science and Engineering at Zhejiang University (浙江大學控制科學與工程學院) from September 2007 to December 2010. He then advanced to an associate professor from December 2010 to December 2016, and he has been serving as a professor at the College of Control Science and Engineering at Zhejiang University since December 2016. Since March 2018, Dr. Liu has been serving as the executive director at Hangzhou Dashu Yunzhi Technology Co., Ltd. (杭州大數雲智科技有限公司), where he is responsible for the company's strategic development and business planning. Dr. Liu obtained a bachelor's degree in computer science from Zhejiang University in June 2001 and a doctorate in computer applications from Zhejiang University in June 2007 in the PRC.

Mr. Chen Fei (陳飛), has in-depth experience in investment banking and financial management. He began his career as an investment banker at The Hongkong and Shanghai Banking Corporation Limited, where he worked from July 2008 to May 2010 and was primarily responsible for advising on financings, mergers and acquisitions for domestic and foreign clients. He then served as an investment banker at UBS AG Hong Kong Branch from May 2010 to May 2018, where he was primarily responsible for providing advisory services for a series of financing and merger and acquisition transactions. From May 2018 to April 2022, Mr. Chen served as the chief financial officer and board secretary at Tubatu Group Co., Ltd. (土巴兔集團股份有限公司), where he was primarily responsible for overseeing the company's financial and investment activities.

Mr. Chen has also been serving as an executive director since April 2022 and the chief financial officer of YSB Inc. (藥師幫股份有限公司) since May 2022, a company listed on the Stock Exchange (stock code: 9885), where he has been primarily responsible for overseeing overall financial management (including accounting, capital management, handling tax-related matters, preparing and reviewing financial statements, and financial data analyses), internal audits and control, corporate finance, investment activities and legal matters of the company. Since December 2023, Mr. Chen has been serving as an independent non-executive director and the chairperson of the audit committee of Shanghai Refire Group Limited (上海重塑能源集團股份有限公司), a company listed on the Stock Exchange (stock code: 2570), where he was primarily responsible for providing an independent view of the effectiveness of its financial reporting process and overseeing the audit process. He has also been serving as an independent director of Yangteng Innovation (Fujian) Information Technology Co., Ltd. (揚騰創新(福建)信息科技股份有限公司) since March 2025.

Mr. Chen obtained a bachelor's degree in finance in July 2006 and a master's degree in finance in July 2008, both from Peking University (北京大學) in the PRC. He has been certified as a chartered financial analyst by the CFA Institute since September 2012 and obtained a certificate of board secretaries from the Shenzhen Stock Exchange in November 2020.

SENIOR MANAGEMENT

The following table sets forth the key information about the senior management of the Company.

Name	Age	Position	Responsibilities	Date of the appointment as senior management	Date of joining the Group
Mr. Zhao	36	Chairman of the Board, executive Director, and chief executive officer of the Company	Responsible for the overall strategic planning and making key business and operational decisions of the Group	June 1, 2020	April 22, 2020
Ms. Ding Xia (丁霞)	36	Executive Director, vice president and head of the Board office of the Company	Responsible for the overall strategic planning and daily operations and management of the Group	January 6, 2022	December 22, 2021
Mr. Ye Yangsheng (葉楊笙). .	33	Executive Director and head of the digital R&D center of the Company	Responsible for hosting the research and development of robot products and software of the Group	September 16, 2020	September 16, 2020
Mr. Zhang Xing (張興). . . .	44	Chief financial officer of the Company	Responsible for the overall financial planning and analysis and strategic planning of the Group	June 1, 2020	June 1, 2020
Mr. Fan Siqi (范思齊)	29	Secretary to the Board, head of the securities affairs and director of investment and financing department of the Company	Responsible for corporate governance matters, equity investment and financing, investor relations, and other capital operation matters of the Group	May 12, 2025	February 25, 2025

For the biographical details of Mr. Zhao, Ms. Ding Xia and Mr. Ye Yangsheng, see "— Executive Directors" in this section.

Mr. Zhang Xing (張興), aged 44, was appointed as the chief financial officer of the Company in June 2020.

Mr. Zhang has a diverse background in finance and business analysis, having worked in various financial roles throughout his career. Prior to joining the Group, from April 2010 to August 2011, he served as an operator at PETROPOWER (Shanghai) Holdings Co., Ltd. (上海中油能源控股有限公司). He then served as a researcher at Orient Securities Futures Co., Ltd. (上海東證期貨有限公司) from June 2012 to July 2012. From June 2013 to May 2014, he served as a budget analyst at Pingda Investment Co., Ltd. (平達投資股份有限公司). Mr. Zhang then served as a financial supervisor at Shanghai Good Kids Children's Products Co., Ltd. (上海好孩子兒童用品有限公司) (currently known as Shanghai Shaming Trading Co., Ltd. (上海沙明商貿有限公司)) from June 2014 to March 2015. He then served as a financial manager at Shanghai HIUV New Materials Co., Ltd. (上海海優威新材料股份有限公司) from April 2015 to March 2019, a company listed on the Shanghai Stock Exchange (stock code: 688680). He then served as the chief financial officer at Shanghai Seer Robotics from March 2019 to April 2020. Mr. Zhang obtained a bachelor's degree in accounting and finance in June 2007 and a master's degree in development finance in April 2009, both from the University of Manchester in the United Kingdom.

Mr. Fan Siqi (范思齊), aged 29, was appointed as one of our joint company secretaries in May 2025 with effect from the Listing Date. He has been serving as head of the securities affairs and director of investment and financing department of the Company since February 2025 and secretary to the Board since May 2025.

Prior to joining the Group, he subsequently served as an associate from July 2021 to January 2024 and a senior associate from January 2024 to February 2025 in the investment banking department of China International Capital Corporation Limited (中國國際金融股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601995) and the Stock Exchange (stock code: 3908). Mr. Fan obtained a bachelor's degree in financial engineering from Southeast University (東南大學) in June 2019 in the PRC, and a master's degree of science in financial engineering from New York University in May 2021 in the United States.

GENERAL

As of the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries,

(i) save as disclosed above, none of the Directors or senior management has held any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the date of this prospectus;

(ii) save as disclosed above, none of the Directors or members of the senior management of the Company was related to any other Directors and members of the senior management;

(iii) save as disclosed in "Statutory and General Information," none of the Directors or chief executive officer of the Company held any interest in the Shares which would be required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance; and

(iv) there was no additional matter with respect to the appointment of the Directors that needs to be brought to the attention of the Shareholders, and there was no additional information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

As of the Latest Practicable Date, none of our Directors and their respective close associates had any interest in any business which competes or is likely to compete, either directly or indirectly with our Group's business which would require disclosure under Rule 8.10 of the Listing Rules.

Rule 3.09D of the Listing Rules

Each of our Directors confirmed that he or she (i) had obtained the legal advice referred to under Rule 3.09D of the Listing Rules on May 7, 2025; and (ii) understood his or her obligations as a director of a listed issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of our independent non-executive Directors had confirmed (i) his or her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he or she had no past or present financial or other interest in the business of the Company or its subsidiary 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 were no other factors that may affect his or her independence at the time of his or her appointments. Each of our independent non-executive Directors will inform us and the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his or her independence.

JOINT COMPANY SECRETARIES

The Company has appointed Mr. Fan Siqi (范思齊) as our joint company secretary on May 12, 2025, and Ms. Au Yeung Lai Yee (歐陽麗儀) on March 31, 2026, with effect from the Listing Date. For the biographical details of Mr. Fan Siqi, see "— Senior Management."

Ms. Au Yeung Lai Yee (歐陽麗儀), was appointed as one of our joint company secretaries in March 2026. She currently serves as an assistant manager of SWCS Corporate Services Group (Hong Kong) Limited.

Ms. Au Yeung is an assistant manager of SWCS Corporate Services Group (Hong Kong) Limited and has over ten years of experiences in corporate secretarial field. She has been an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Besides, she obtained a bachelor's degree in business administration from Hong Kong Baptist University and a master degree of corporate governance from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong).

BOARD COMMITTEES

We have established three Board Committees in accordance with the relevant PRC laws and regulations, the Articles of Association and the Corporate Governance Code, namely the Audit Committee, the Nomination Committee, and the Remuneration 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 D.3 of the Corporate Governance Code. The Audit Committee consists of three Directors, namely Cheng Lin, Liu Yong and Chen Fei, with Cheng Lin currently serving as the chairman. Cheng Lin has the appropriate professional experiences as required under Rules 3.10(2) and 3.21 of the Listing Rules. The Audit Committee is primarily responsible for proposing the appointment or replacement of external auditors to the Board while monitoring their independence and performance. It acts to examine the Company's financial information, reports, and statements, and is tasked with overseeing the rationality, efficiency, and implementation of the financial reporting, risk management, and internal control systems to make relevant recommendations to the Board, in addition to dealing with other matters authorized by the Board.

The Company does not maintain a supervisory committee and the Audit Committee shall exercise the powers and duties of the supervisory committee as stipulated in the PRC Company Law.

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 the Corporate Governance Code. The Nomination consists of five Directors, namely Mr. Zhao, Ding Xia, Cheng Lin, Liu Yong and Chen Fei, with Mr. Zhao currently serving as the chairman. The Nomination Committee conducts extensive searches to provide suitable candidates for Directors, general managers, and senior management, while researching and developing standards and procedures for their election. It is responsible for reviewing the Board's structure, size, and composition (covering diversity factors such as gender, skills, and experience) at least annually to maintain a board skills matrix and recommend changes aligning with corporate strategy. Furthermore, the committee assesses the independence of independent non-executive Directors, supports the Board's regular performance evaluation, and handles other authorized matters.

Remuneration Committee

We have established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the Corporate Governance Code. The Remuneration Committee consists of three Directors, namely Liu Yong, Mr. Zhao and Cheng Lin, with Liu Yong currently serving as the chairman. The Remuneration Committee advises the Board on the overall remuneration plan and structure for Directors and senior management, ensuring the establishment of transparent and formal procedures for determining the Company's remuneration policy. Its duties also include making recommendations on individual remuneration packages for Directors and senior management, monitoring the implementation of the remuneration system, and fulfilling any other duties conferred by the Board.

CORPORATE GOVERNANCE CODE

The Company is committed to achieving a high standard of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, the Company intends to comply with the 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.

Pursuant to code provision C.2.1 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairperson and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairperson and chief executive officer and Mr. Zhao currently performs these two roles. The Board believes that vesting the roles of both the chairperson and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning and implementation of the Board's decisions for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of the chairperson of the Board and the chief executive officer of the Company if and when it is appropriate taking into account the circumstances of the Group as a whole.

Save as disclosed above, the Company intends to comply with all code provisions under the Corporate Governance Code after the Listing.

BOARD DIVERSITY POLICY

We have adopted the board diversity policy which sets out the objective and approach for achieving and maintaining the diversity of the Board in order to enhance its effectiveness. In accordance with the board diversity policy, the Company seeks to achieve board diversity by taking into account a number of factors, including but not limited to gender, age, industry experience, cultural and education background, professional experience, skills, knowledge and/or length of service. The ultimate selection of Board candidates will be based on merit and potential contribution to our Board having due regard to the benefits of diversity on the Board and also the specific needs of the Company without focusing on a single diversity aspect. The Directors have a balanced mix of knowledge and skills, including overall management and strategic development as well as knowledge and experience in areas such as overall management and strategic development. They obtained degrees in various areas including engineering, computer science, finance, accounting and psychology. Furthermore, our Board has a diverse age and gender representation. Our Board currently comprises one female Director and six male Directors, ranging from 32 years old to 48 years old.

With regard to gender diversity on the Board, we recognize the particular importance of gender diversity. We have taken and will continue to take steps to promote and enhance gender diversity at all levels of the Company, including but without limitation at our Board and senior management levels. We will maintain a focus on gender diversity when recruiting staff at the mid to senior level so as to develop a pipeline of potential female successors to our Board. The Group will also identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such female individuals who possess qualities to become our Board members, which will be reviewed by the Nomination Committee periodically to maintain gender diversity of our Board. Taking into account our existing business model and specific needs as well as the different backgrounds of our Directors, the composition of our Board satisfies our board diversity policy.

Upon the Listing, the Nomination Committee will from time to time discuss and agree on expected goals to ensure board diversity, and review and, where necessary, update the board diversity policy to ensure that the policy remains effective. The Company will disclose the biographical details of each Director and report on the implementation of the board diversity policy (including whether we have achieved board diversity) in its annual corporate governance report.

DIRECTORS' AND SUPERVISORS' REMUNERATION AND REMUNERATION OF THE FIVE HIGHEST-PAID INDIVIDUALS

The Directors and senior management members who receive remuneration from the Company are paid in the forms of salaries and other benefits in kind, discretionary bonuses, retirement benefit scheme contributions and share-based payment. The remuneration of the Directors and senior management members is determined with reference to the remuneration paid by comparable companies and the achievement of major operating indicators of the Company.

The aggregate amount of remuneration (including salaries and other benefits in kind, discretionary bonuses, retirement benefit scheme contributions and share-based payment) and other benefits in kind paid to our Directors and former supervisors for the years ended December 31, 2023, 2024 and 2025 amounted to RMB8.4 million, RMB9.4 million and RMB4.9 million, respectively. The aggregate amount of remuneration (including salaries and other benefits in kind, discretionary bonuses, retirement benefit scheme contributions and share-based payment) and other benefits in kind incurred by the five highest-paid individuals (including one, one and Nil Director, respectively) of the Group for the years ended December 31, 2023, 2024 and 2025 amounted to RMB17.8 million, RMB18.9 million and RMB19.1 million, respectively.

Under the current compensation arrangement, we estimate the total compensation before taxation, including estimated share-based compensation, to be accrued to our Directors for the year ending December 31, 2026 to be approximately RMB3.4 million. The actual remuneration of our Directors for 2026 may be different from the expected remuneration.

For the years ended December 31, 2023, 2024 and 2025, there were one, one and nil Director among the five highest paid individuals, respectively. The total emoluments for the remaining individuals among the five highest paid individuals amounted to RMB13.2 million, RMB14.0 million and RMB19.1 million, for the years ended December 31, 2023, 2024 and 2025, respectively.

We confirmed that during the Track Record Period, no remuneration was paid by the Company to, or receivable by, our Directors, former supervisors or the five highest paid individuals as an inducement to join or upon joining the Company or as compensation for loss of office in connection with the management positions of the Company or any subsidiary of the Company.

During the Track Record Period, none of our Directors or former supervisors waived any remuneration. Save as disclosed above, no other payments have been paid, or are payable, by the Company or our subsidiary to our Directors, former supervisors or the five highest-paid individuals during the Track Record Period.

COMPLIANCE ADVISER

The Company has appointed Gram Capital Limited as our Compliance Adviser in compliance with Rules 3A.19 of the Listing Rules. The Compliance Adviser 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 Adviser advises the Company in specific circumstances, including before the publication of any regulatory announcement, circular, or financial report, and where a contemplated transaction might constitute a notifiable or connected transaction, such as share issues, transfers of treasury shares, or repurchases. Additionally, advice is required if the use of Global Offering proceeds differs from the prospectus, if business activities or results deviate from forecasts or estimates, or where the Stock Exchange makes an inquiry to the Company under Rule 13.10.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Adviser will, on a timely basis, inform the Company of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. The Compliance Adviser will also inform the 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 the 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.

CORE R&D TEAM MEMBERS

For further details of the experience of our core R&D team members, see "Business — Research and Development" in this prospectus.

BEFORE THE COMPLETION OF THE GLOBAL OFFERING

As of the Latest Practicable Date, the issued share capital of the Company was RMB100,000,000 comprising 100,000,000 Shares with a nominal value of RMB1.00 each.

UPON THE COMPLETION OF THE GLOBAL OFFERING

Immediately following the completion of the Global Offering and conversion of Domestic Shares into H Shares, assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised, the share capital of the Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total share capital of the Company
		(%)
Domestic Shares in issue	—	—
H Shares to be converted from Domestic Shares[1]	100,000,000	90.50
H Shares to be issued under the Global Offering	10,497,300	9.50
Total	**110,497,300**	**100.00**

(1) For details of the conversion of Domestic Shares into H Shares upon the Listing, see "History, Development and Corporate Structure — Capitalization of the Company."

Immediately following the completion of the Global Offering and conversion of Domestic Shares into H Shares, assuming that the Offer Size Adjustment Option is fully exercised but the Over-allotment Option is not exercised, the share capital of the Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total share capital of the Company
		(%)
Domestic Shares in issue	—	—
H Shares to be converted from Domestic Shares[1]	100,000,000	89.23
H Shares to be issued under the Global Offering	12,071,850	10.77
Total	**112,071,850**	**100.00**

(1) For details of the identities of the Shareholders whose Shares will be converted into H Shares upon the Listing, see "History, Development and Corporate Structure — Capitalization of the Company."

Immediately following the completion of the Global Offering and conversion of Domestic Shares into H Shares, assuming that the Offer Size Adjustment Option is not exercised and the Over-allotment Option is fully exercised, the share capital of the Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total share capital of the Company
		(%)
Domestic Shares in issue	—	—
H Shares to be converted from Domestic Shares[1]	100,000,000	89.23
H Shares to be issued under the Global Offering	12,071,850	10.77
Total	**112,071,850**	**100.00**

(1) For details of the conversion of Domestic Shares into H Shares upon the Listing, see "History, Development and Corporate Structure — Capitalization of the Company."

Immediately following the completion of the Global Offering and conversion of Domestic Shares into H Shares, assuming that the Offer Size Adjustment Option and the Over-allotment Option are fully exercised, the share capital of the Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total share capital of the Company
		(%)
Domestic Shares in issue	—	—
H Shares to be converted from Domestic Shares[1]	100,000,000	87.81
H Shares to be issued under the Global Offering	13,882,600	12.19
Total	**113,882,600**	**100.00**

(1) For details of the identities of the Shareholders whose Shares will be converted into H Shares upon the Listing, see "History, Development and Corporate Structure — Capitalization of the Company."

OUR SHARES

The H Shares, to be issued following the completion of the Global Offering and converted from the Domestic Shares, and the Domestic Shares are ordinary Shares in the share capital of the Company. Apart from certain qualified domestic institutional investors in the PRC, qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons entitled to hold H Shares pursuant to the relevant PRC laws and regulations or upon approval by any competent authorities, H Shares generally may not be subscribed for by, or traded between, investors of the PRC. H Shares may only be subscribed for and traded in Hong Kong dollars.

Domestic Shares and H Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this prospectus. Dividends in respect of our Shares may be paid by us in Hong Kong dollars or Renminbi, as the case may be. In addition to cash, dividends may be distributed in the form of Shares.

CONVERSION OF DOMESTIC SHARES INTO H SHARES

The Domestic Shares are currently not listed or traded on any stock exchange.

According to the regulations by the CSRC and our Articles of Association, the holders of these Domestic Shares may, at their own option, authorize the Company to apply to the CSRC for conversion of their respective Domestic Shares to H Shares upon the Global Offering, and such converted Shares may be listed and traded on an overseas stock exchange provided that the conversion, listing and trading of such converted Shares have been approved by the securities regulatory authorities of the State Council. Additionally, such conversion, trading and listing shall meet any requirement of internal approval process and in all respects comply with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange.

If any of the Domestic Shares are to be converted, listed and traded as H Shares on the Stock Exchange, the approvals of any internal approval process and/or the relevant PRC regulatory authorities, including the CSRC, and the approval of the Stock Exchange are necessary for such conversion. Based on the procedures for the conversion of Domestic Shares into H Shares as set forth below, we will apply for the listing of all or any portion of the Domestic Shares on the Stock Exchange as H Shares in advance of any proposed conversion after the Global Offering to ensure that the conversion process can be completed promptly upon notice to the Stock Exchange and delivery of Shares for entry on the H Share register. As the listing of additional Shares after the Listing on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it does not require such prior application for listing at the time of our listing in Hong Kong. No Shareholder voting is required for the conversion of such Shares or the listing and trading of such converted Shares on an overseas stock exchange. Any application for listing of the converted shares on the Stock Exchange after our initial listing is subject to prior notification by way of announcement to inform our Shareholders and the public of any proposed conversion.

After all the requisite approvals have been obtained, the relevant Domestic Shares will be withdrawn from the Share register, and the Company will re-register such Shares on the H Share register maintained in Hong Kong and instruct the H Share Registrar to issue H Share certificates. Registration on the H Share register of the Company will be on the conditions that (i) the H Share Registrar lodges with the Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates; and (ii) the admission of the H Shares to be traded on the Stock Exchange complies 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 the H Share register of the Company, such Shares would not be listed as H Shares.

DOMESTIC PROCEDURES

The Shareholders who apply for H Share Full Circulation ("**Full Circulation Participating Shareholders**") may only deal in the Shares upon completion of the below arrangement procedures for the registration, deposit and transaction settlement in relation to the conversion and listing:

(i) We will appoint CSDC as the nominal holder to deposit the relevant securities at CSDC (Hong Kong), which will then deposit the securities at HKSCC in its own name. CSDC, as the nominal holder of the Full Circulation Participating Shareholders, shall handle all custody, maintenance of detailed records, cross-border settlement and corporate actions, etc. relating to the converted H Shares for the Full Circulation Participating Shareholders;

(ii) We will engage a domestic securities company (the "**Domestic Securities Company**") to provide services such as the transmission of sale orders and trading messages in respect of the converted H Shares. The Domestic Securities Company will engage a Hong Kong securities company (the "**Hong Kong Securities Company**") for settlement of share transactions. We will make an application to CSDC, Shenzhen Branch for the maintenance of a detailed record of the initial holding of the converted H Shares held by our Shareholders. Meanwhile, we will submit applications for a domestic transaction commission code and abbreviation, which shall be confirmed by CSDC, Shenzhen Branch as authorized by the Shenzhen Stock Exchange;

(iii) The Shenzhen Stock Exchange shall authorize Shenzhen Securities Communication Co., Ltd. to provide services relating to transmission of trading orders and trading messages in respect of the converted H Shares between the Domestic Securities Company and the Hong Kong Securities Company, and the real-time market forwarding services of the H Shares;

(iv) According to the Notice of the SAFE on Issues Concerning the Foreign Exchange Administration of Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), the Full Circulation Participating Shareholders that held Domestic Shares shall complete the overseas shareholding registration with the local foreign exchange administration bureau before the Shares are sold, and after the overseas shareholding registration, open a specified bank account for the holding of overseas shares by domestic investors at a domestic bank with relevant qualifications and open a fund account for the H Share "Full Circulation" at the Domestic Securities Company. The Domestic Securities Company shall open a securities trading account for the H Share "Full Circulation" at the Hong Kong Securities Company; and

(v) The Full Circulation Participating Shareholders shall submit trading orders of the converted H Shares through the Domestic Securities Company. Trading orders of the Full Circulation Participating Shareholders for the relevant Shares will be submitted to the Stock Exchange through the securities trading account opened by the Domestic Securities Company at the Hong Kong Securities Company. Upon completion of the transaction, settlements between each of the Hong Kong Securities Company and CSDC (Hong Kong), CSDC (Hong Kong) and CSDC, CSDC and the Domestic Securities Company, and the Domestic Securities Company and the Full Circulation Participating Shareholders, will all be conducted separately.

As a result of the conversion, the shareholding of the relevant Full Circulation Participating Shareholders in our share capital registered shall be reduced by the number of Domestic Shares converted and increased by the number of H Shares so converted.

RESTRICTIONS OF SHARE TRANSFER

In accordance with the PRC Company Law, the shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such publicly offered shares are listed and traded on the relevant stock exchange. As such, the Shares issued by the Company prior to the issue of H Shares will be subject to such statutory restriction on transfer within a period of one year from the Listing Date.

The Directors and members of the senior management of the Company shall declare their shareholdings in the Company and any changes in their shareholdings. Shares transferred by the Directors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in the Company. The Shares that the aforementioned persons held in the Company cannot be transferred within one year from the date on which the Shares are listed and traded, nor within half a year after they leave their positions in the Company. The Articles of Association may contain other restrictions on the transfer of the Shares held by the Directors and members of senior management of the Company.

As far as the Directors are aware, immediately following the completion of the Global Offering (assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised) and the conversion of the Domestic Shares into H Shares, the following persons will have an interest and/or short position in the Shares or underlying Shares which will be required to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, 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 the Company:

		As of the Latest Practicable Date		Immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
Name of Shareholder	**Nature of interest**	**Number of Domestic Shares**	**Approximate percentage of interest in the Company**	**Number and description of the H Shares**	**Approximate percentage of interest in the Company[(1)]**
			%		%
Mr. Zhao	Beneficial owner	17,050,617	17.05	17,050,617	15.43
	Interest in controlled corporation[(2)]	35,835,081	35.84	35,835,081	32.43
Shanghai Xianyi[(2)]	Beneficial owner	15,461,117	15.46	15,461,117	13.99
Shanghai Xiansan[(2)]	Beneficial owner	7,960,265	7.96	7,960,265	7.20
Zhuhai Yinshan[(3)]	Beneficial owner	14,249,432	14.25	14,249,432	12.90
Zhuhai Yinshan Shareholders[(3)]	Interest in controlled corporation	14,249,432	14.25	14,249,432	12.90
Ningbo Huilidaoqin[(4)]	Beneficial owner	9,654,483	9.65	9,654,483	8.74
Ningbo Huilidaoqin Shareholders[(4)]	Interest in controlled corporation	9,654,483	9.65	9,654,483	8.74
Ecovacs Investment Hainan[(5)]	Beneficial owner	6,446,709	6.45	6,446,709	5.83
Ecovacs[(5)]	Interest in controlled corporation	6,446,709	6.45	6,446,709	5.83

(1) The calculation is based on the total number of 110,497,300 H Shares in issue upon Listing comprising (i) an aggregate of 100,000,000 H Shares to be converted from the Domestic Shares and (ii) 10,497,300 H Shares to be issued pursuant to the Global Offering (without taking into account the H Shares which may be issued upon the exercise of the Offer Size Adjustment Option and the Over-allotment Option).

(2) As of the Latest Practicable Date, Mr. Zhao was the respective general partner of Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu and Shanghai Xianqi. As a result, Mr. Zhao is deemed to be interested in the aggregate of 35,835,081 Shares held by Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu and Shanghai Xianqi under the SFO.

(3) As of the Latest Practicable Date, the general partners of Zhuhai Yinshan are GLP (Zhuhai) and Zhuhai Puyou.

As of the Latest Practicable Date, GLP (Zhuhai) was wholly-owned by Unity CMC, which was in turn wholly-owned by Phoenix CMC. Phoenix CMC was wholly-owned by GLP Global FM, which was in turn wholly-owned by GLP Partners 2. GLP Partners 2 was wholly-owned by GLP Partners 1, which was in turn wholly-owned by GLP Partners. GLPCP Humble Limited was entitled to exercise 80.00% of voting rights in GLP Partners and was wholly-owned by GLP.

As of the Latest Practicable Date, Zhuhai Puyou was wholly-owned by Shanghai Yinshan, which was in turn owned as to 65.00% by Unity CMC and 35.00% by Zhuhai Yinshan Lingchuang, respectively. Zhuhai Yinshan Lingchuang was owned as to 40.00% by Dong Zhonglang and 40.00% by Zhuhai Dongfang Zeyu, respectively. Zhuhai Dongfang Zeyu was wholly-owned by HIGASHI MICHIHIRO.

As of the Latest Practicable Date, Zhuhai Puyin held approximately 34.19% limited partnership interests in Zhuhai Yinshan. Zhuhai Puyin was managed by its general partner Shanghai Yinyuan, which was in turn wholly-owned by Shanghai Yinshan. As of the Latest Practicable Date, GLP Shanghai held approximately 99.98% limited partnership interests in Zhuhai Puyin, which was in turn wholly-owned by China Management Holdings. China Management Holdings was controlled by China Management Holding Srl, which was in turn wholly-owned by GLP China Holdings Limited. GLP China Holdings Limited was owned as to 84.30% by CLH Limited, which was in turn wholly-owned by GLP.

As a result, each of GLP (Zhuhai), Unity CMC, Phoenix CMC, GLP Global FM, GLP Partners 2, GLP Partners 1, GLP Partners, GLPCP Humble Limited, GLP, Zhuhai Puyou, Shanghai Yinshan, Zhuhai Yinshan Lingchuang, Dong Zhonglang, Zhuhai Dongfang Zeyu, HIGASHI MICHIHIRO, Zhuhai Puyin, Shanghai Yinyuan, GLP Shanghai, China Management Holdings, China Management Holding Srl, GLP China Holdings Limited and CLH Limited (collectively, the "**Zhuhai Yinshan Shareholders**") is deemed to be interested in the 14,249,432 Shares held by Zhuhai Yinshan under the SFO.

(4) As of the Latest Practicable Date, Ningbo Huilidaoqin was managed by its general partners Ningbo Minheng Qizhi and Ningbo Hengmin. Ningbo Minheng Qizhi was managed and owned as to 90.00% by its general partner Xizang Zhiyuan Huicai, which was in turn owned as to 51.00% by Wu Haiyan and 49.00% by Wang Daoping, respectively. Ningbo Hengmin was owned as to 90.00% by Li Lianzhu.

As of the Latest Practicable Date, Ruizhao Mingyuan Investment Management Center held approximately 89.65% limited partnership interests in Ningbo Huilidaoqin. Ruizhao Mingyuan Investment Management Center was managed by its general partner Ningbo Minheng Qizhi.

As a result, each of Ningbo Minheng Qizhi, Xizang Zhiyuan Huicai, Wu Haiyan, Wang Daoping, Ningbo Hengmin, Li Lianzhu and Ruizhao Mingyuan Investment Management Center (collectively, the "**Ningbo Huilidaoqin Shareholders**") is deemed to be interested in the 9,654,483 Shares held by Ningbo Huilidaoqin under the SFO.

(5) As of the Latest Practicable Date, Ecovacs Investment Hainan was wholly-owned by Ecovacs (a company listed on the Shanghai Stock Exchange (stock code: 603486)). As a result, Ecovacs is deemed to be interested in the 6,446,709 Shares held by Ecovacs Investment Hainan under the SFO.

Save as disclosed above, the Directors are not aware of any person who will, immediately following the completion of the Global Offering (assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised) and the conversion of the Domestic Shares into H Shares, have any interest and/or short position in the Shares or underlying shares of the Company which will be required to be disclosed to the Company 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 share capital carrying rights to vote in all circumstances at general meeting of the Company or any other member of the Group.

The following discussion and our analysis should be read in conjunction with our consolidated financial statements included in the Accountants' Report in Appendix I, together with the accompanying notes. Our consolidated financial statements have been prepared in accordance with IFRS.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance. These statements are based on our assumptions and analysis in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties, and our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors. In evaluating our business, you should carefully consider the information provided in this prospectus, including but not limited to the sections headed "Risk Factors" and "Business."

For the purposes of this section, unless the context otherwise requires, references to 2023, 2024 and 2025 refer to our fiscal years ended December 31 of such years, respectively.

OVERVIEW

We are an intelligent robotics company defined by our robotic control systems, or what we call the "robot brain." As a key differentiator of our business, our proprietary robotic control technologies form the foundation of our intelligent robot offerings. Leveraging our market position and technology in the robot brain, we develop and sell robots, controllers, software and accessories, enabling one-stop development, acquisition and use of intelligent robots across real-world scenarios. In 2023, 2024 and 2025 consecutively, we ranked first in terms of robotic controller sales volume, according to CIC.

During the Track Record Period, we experienced steady and strong growth. Our revenue increased from RMB249.0 million in 2023 to RMB339.3 million in 2024, and further to RMB441.9 million in 2025, representing a CAGR of 33.2% from 2023 to 2025. For 2023, 2024 and 2025, our gross profit margin was 49.2%, 45.9% and 47.4%, respectively. We recorded a net loss of RMB47.7 million, RMB42.3 million and RMB47.1 million in 2023, 2024 and 2025, respectively; our adjusted net loss (non-IFRS measure) was RMB20.9 million, RMB10.6 million and RMB2.9 million in the respective years.

BASIS OF PREPARATION AND PRESENTATION

For ordinary shares issued to Pre-IPO Investors, pursuant to the supplemental agreements entered into between us and the Pre-IPO Investors in relation to the termination of certain of special rights granted by us, including redemption rights, liquidation preferences and anti-dilution rights, which are void ab initio as described in Note 30 to the Accountants' Report included in Appendix I of this prospectus, having taken into account the legal and regulatory framework of our jurisdiction and the governing law of the supplementary agreements, the directors considered that it is appropriate to present the Pre-IPO Investments as equity throughout the Relevant Periods.

The historical financial information has been prepared in accordance with all applicable International Financial Reporting Standards ("**IFRS**").

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the historical financial information, are disclosed in Note 3 to the Accountants' Report in Appendix I to this prospectus.

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business, results of operations and financial condition have been, and are expected to continue to be, materially affected by the following company-specific factors.

Development of the Global and China's Intelligent Robot Industry

We operate in the rapidly growing intelligent robot industry. Our business, financial performance, and future growth are affected by the development of this industry, including the general factors affecting the global and China's intelligent robot market, macroeconomic conditions, regulatory environment, as well as the market acceptance, adoption and demand of intelligent robot products, robotic controllers and related services.

In particular, the rise of AI has enabled robots to acquire cross-domain learning and reasoning capabilities. By integrating deep learning, reinforcement learning, natural language processing and computer vision, AI significantly enhances robots' autonomy, learning capacity, and decision-making abilities, allowing them to operate flexibly and multifunctionally across various tasks and environments. This has incentivized the adoption of robots in a wider range of application scenarios and use cases. The continued development of companies within the industrial chain is generating new industry demands and laying a solid foundation for the sector's sustainable growth.

Our Technological Innovation and Product Development Capabilities

Our robots and robotic controllers are subject to diversified use cases and rapidly evolving customer demands, and the global and China's intelligent robot industry is characterized by constant product innovation and technology advancement. To maintain our competitiveness in the global and China's intelligent robot industry and achieve sustainable growth, we must continuously enhance our products to keep pace with these changes and implement new technologies into our products in a timely and effective manner to meet the ever-changing needs of our customers.

We have been committed to in-house R&D of advanced robotics technologies since our inception and have established a forward-looking technological layout in the industry. Technological leadership requires sustained substantial investment in R&D, which may affect our short-term profitability, but is vital to maintaining our long-term market competitiveness.

Our investments in R&D of new technologies have driven the continuous launch of new products, addressing customer pain points in new scenarios and various industry sectors, thereby promoting our revenue growth. We have a proven track record of developing robotics technologies into commercially viable robot products and solutions, as demonstrated by our comprehensive product matrix catering to a wide array of use cases.

Leveraging our expertise and know-how across various robot products and one-stop solutions for robotics development, we have successfully expanded and will continue to expand our product offerings. We plan to continue to increase investment in R&D to explore AI technologies, improve the infrastructure and end-to-end toolchain for the intelligent robotics industry, and strengthen the commercialization of our core technologies, positioning these as key drivers of our future core competitiveness.

Our Ability to Attract Industry Participants to Build a Vibrant Ecosystem

The intelligent robot industry is increasingly shaped by collaborative development across multiple stakeholders. We are working to connect R&D, manufacturing, and application stages of intelligent robots, which can lower the entry barriers for enterprises and drive overall industry growth. Leveraging our self-developed robotic control system, we equip stakeholders across our ecosystem with advanced tools applicable to various sectors.

Attracting, engaging and retaining industry participants have been our key focuses since our inception and our platform connects a wide range of stakeholders across the robotics ecosystem. We enable downstream stakeholders to deploy a wide range of intelligent robots by integrating various functions, such as component selection, adaptation and co-development, which not only enriches our portfolio of available products but also strengthens our supplier ecosystem, thereby making robots more accessible for enterprises, scaling our sales volume, speeding up delivery and creating a virtuous cycle.

Effective Sales and Marketing to Grow Customer Base Globally

We have made proactive efforts in product commercialization and global market expansion, which has contributed significantly to the expansion of our market reach and customer base, and, as a result, the growth of our sales volume and revenue.

Our customers cover two main customer segments: (i) integrators, who integrate our products into broader automation solutions by assembling components, software and custom engineering to serve the application scenarios of their clients, and (ii) end customers, mainly including corporate customers across a range of industries such as 3C, automotive, automation equipment, new energy, semiconductors, construction machinery and biopharmaceuticals. Our ability to strengthen our customer base, expand market reach, generate sales, and achieve business growth in the future will continue to rely on the efficiency and breadth of our sales network.

In order to achieve continuous revenue growth, we have committed, and expect to continue to commit, significant resources to our sales and marketing initiatives to deepen our market penetration and enhance brand recognition, especially in the overseas markets, including the development of our global sales team and brand marketing efforts such as attending global industry exhibitions and technology forums. As we continue to scale up our business operations, we expect to achieve greater cost efficiency with our sales and marketing initiatives.

During the Track Record Period, our overseas business developed rapidly. We have built up a broad and geographically diversified customer base in China and globally, spreading across over 35 countries and regions. In addition, due to differences in market conditions, pricing strategies, and other factors across regions, our gross margin in overseas markets has generally been higher during the Track Record Period. As such, changes in the domestic and overseas revenue mix may impact our overall gross margin. Going forward, we intend to further expand our overseas business to enhance our profitability.

Changes in Our Product Mix

During the Track Record Period, we primarily generated revenue from the sales of robots and robotic controllers, and, to a lesser extent, from the sales of software and accessories. The gross profit margins of different products tend to vary, and the gross profit margins of our products could change with technology, product and manufacturing upgrades, and pricing factors. As a result, our revenue mix has an impact on our overall gross profit margin. We may experience further fluctuations in the sales contribution of each product category, and the gross margin of different product lines may continue to vary, which may have an impact on our results of operations.

Cost Management and Operational Efficiency

Our ability to achieve profitability and sustainable growth depends in part on our management of cost of sales. We have adopted an asset-light approach by outsourcing manufacturing, allowing us to improve efficiency and focus on our core business. Leveraging our market position and platform advantages, we have established a robust supply chain ecosystem and a sophisticated procurement mechanism.

Changes in any major components of our cost of sales and our overall cost structure could have an impact on our gross profit and gross margin. Specifically, the procurement costs for robot components may fluctuate due to a number of factors beyond our control, such as supply chain disruptions and inflation, and we are susceptible to significant changes in the availability, price and standard of robot components. We have implemented risk management measures against such potential disruptions to our supply chain. In addition, our cost of sales and gross margin may, from time to time, be affected by the fluctuations in the value of obsolete or slow-moving inventories.

Our results of operations and profitability are also significantly affected by our operating expenses, which primarily comprised selling and distribution expenses, administrative expenses and research and development expenses during the Track Record Period. We expect our selling and distribution expenses and research and development expenses may continue to increase and account for a significant portion of our total operating expenses. We expect that our administrative expenses will remain relatively stable in relation to revenue.

Seasonality

Seasonality impacts our financial performance, driven by our customers' purchasing practices and the seasonality of the industries where they operate. Sales of robots constitute the largest component of our revenue. Many of our customers purchasing our robots formulate their annual procurement plans in the first quarter of each year, and enter into purchase contracts with us in the second and/or third quarters of the year. It typically takes us one to two months to ship the robots to customers after the contracts are signed and we can recognize the revenue for the shipped products within two months on average. Therefore, a substantial portion of our sales of robots is recognized as our revenue in the second half of each year. According to CIC, such seasonality is common across the industrial robotics industry and is primarily attributable to the procurement and budget cycles of downstream industrial customers and integration lead times commonly observed in industrial automation procurement behavior. The degree of seasonality may vary from year to year due to conditions in the industry and other factors, which makes it difficult for us to predict the level of demand with precision. If seasonal demand exceeds our expectation, we may not have sufficient stock or arrange for timely delivery. If seasonal demand is lower than our expectation, we could be left with excess inventory, higher working capital and liquidity requirements, as well as the risk of impairment losses on our inventory.

In addition to the above, our results of operations and financial position have been and are expected to be affected by a number of general factors, including global and China's macroeconomic conditions and legal, regulatory, and government policy support.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We have identified certain accounting policies that are significant to the preparation of our financial statements. In the application of our accounting policies, our management is required to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses.

We set forth below accounting policies that we believe involve the most significant estimates, assumptions and judgements used in the preparation of our financial statements. See Notes 2.3 and 3 to the Accountants' Report in Appendix I to this prospectus for details.

Revenue Recognition

Revenue from contracts with customers is recognized when control of goods or services is transferred to the customers at an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services.

During the Track Record Period, we generated revenue primarily from sales of our products, including robots, robotic controllers, software, and accessories. Revenues from the sale of robots and the sale of robotic controllers are recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the products or accepted by customers. Revenue from sale of software is recognized at a point in time when the software is provided and accepted by the customer. Revenue from the sale of accessories is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. Pursuant to certain contracts with customers, we provide installation and commissioning services that are bundled together with the sale of products to the customers. The installation and commissioning services significantly modify or customize the goods; therefore, the products and the services are highly interrelated and instead combined as one single performance obligation which is satisfied at a point in time.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realizable value is based on estimated selling prices less any estimated costs to be incurred upon completion and disposal.

For samples and defective products, we estimate the allowance for inventory obsolescence by applying a historical loss ratio based on the aging of inventory and past experience of inventory deterioration rates. This methodology reflects reasonable and supportable assumptions about historical trends, current conditions, and forward-looking expectations.

Share-Based Payments

The cost of equity-settled transactions with employees is measured by reference to the fair value of share awards on the date when they are granted. The fair value of share awards is determined by an external valuer using a market model or the price of the recent transaction. See Note 31 to the Accountants' Report in Appendix I to this prospectus for details.

The cost of equity-settled transactions is recognized in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at the end of each year during the Track Record Period until the vesting date reflects the extent to which the vesting period has expired and our best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognized as at the beginning and end of that period.

Property, Plant and Equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life.

Classification as equity and financial liabilities

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 financial liability and equity instrument. A financial liability is any liability that is (a) a contractual obligation (i) to deliver cash or another financial asset to another entity; or (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or (b) a contract that will or may be settled in the entity's own equity instruments and is: (i) a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments; or (ii) a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own 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.

RESULTS OF OPERATIONS

The following table sets forth a summary of our consolidated statements of profit or loss for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
	(RMB in thousands, except for percentages)					
Revenue	249,023	100.0	339,323	100.0	441,877	100.0
Cost of sales	(126,597)	(50.8)	(183,638)	(54.1)	(232,582)	(52.6)
Gross profit	**122,426**	**49.2**	**155,685**	**45.9**	**209,295**	**47.4**
Other income and gains	5,784	2.3	10,576	3.1	11,629	2.6
Selling and distribution expenses	(72,279)	(29.0)	(88,985)	(26.2)	(105,667)	(23.9)
Administrative expenses	(36,783)	(14.8)	(42,929)	(12.7)	(67,654)	(15.3)
Research and development expenses	(63,749)	(25.6)	(71,311)	(21.0)	(79,168)	(17.9)
Impairment losses on financial assets, net	(622)	(0.2)	(1,932)	(0.6)	(10,576)	(2.4)
Other expenses	(200)	(0.1)	(98)	(0.0)	(1,540)	(0.3)
Finance costs	(1,561)	(0.6)	(2,163)	(0.6)	(3,116)	(0.7)
Loss before tax	**(46,984)**	**(18.9)**	**(41,157)**	**(12.1)**	**(46,797)**	**(10.6)**
Income tax expense	(720)	(0.3)	(1,151)	(0.3)	(269)	(0.1)
Loss for the year	**(47,704)**	**(19.2)**	**(42,308)**	**(12.5)**	**(47,066)**	**(10.7)**

See Note 30 to the Accountants' Report in Appendix I to this prospectus for details on the accounting treatment of redemption rights, anti-dilution rights and liquidation preference rights of Pre-IPO Investments.

Non-IFRS Measures

We define adjusted net loss (non-IFRS measure) as loss for the year adjusted for equity-settled share-based payment expenses and listing expenses. We define adjusted net loss margin (non-IFRS measure) as adjusted net loss (non-IFRS measure) expressed as a percentage of our total revenue. Equity-settled share-based payment expenses consist of non-cash expenses arising from granting share options and restricted share units to employees. See Note 31 to the Accountants' Report in Appendix I to this prospectus for details. Listing expenses mainly include professional fees incurred in relation to the Listing and the Global Offering. The following table sets forth a reconciliation of our loss for the year to adjusted net loss (non-IFRS measure) and adjusted net loss margin (non-IFRS measure) for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
	(RMB in thousands, except for percentages)		
Loss for the year	**(47,704)**	**(42,308)**	**(47,066)**
Adjusted for:			
Equity-settled share-based payment expenses	26,797	31,677	28,799
Listing expenses	—	—	15,402
Non-IFRS measures:			
Adjusted net loss for the year	**(20,907)**	**(10,631)**	**(2,865)**
Adjusted net loss margin (%)	**(8.4)**	**(3.1)**	**(0.6)**

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

KEY COMPONENTS OF OUR CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

Revenue

The following table sets forth a breakdown of our revenue by product type for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
	(RMB in thousands, except for percentages)					
Robots	148,667	59.8	235,763	69.5	299,911	67.9
Robotic controllers	66,059	26.5	57,413	16.9	85,165	19.3
Software	16,530	6.6	20,297	6.0	23,414	5.3
Accessories[(1)]	17,767	7.1	25,850	7.6	33,387	7.5
Total revenue	**249,023**	**100.0**	**339,323**	**100.0**	**441,877**	**100.0**

(1) Consists primarily of LiDARs, cameras and motors.

The following table sets forth a breakdown of our revenue by geographic market for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
	(RMB in thousands, except for percentages)					
Chinese Mainland	201,417	80.9	290,079	85.5	365,483	82.7
Overseas						
South Korea	19,315	7.8	3,945	1.2	5,094	1.2
The United States	3,222	1.3	11,172	3.3	17,402	3.9
Others[(1)]	25,069	10.0	34,127	10.0	53,898	12.2
Subtotal	47,606	19.1	49,244	14.5	76,394	17.3
Total revenue	**249,023**	**100.0**	**339,323**	**100.0**	**441,877**	**100.0**

Note:
(1) Mainly include Spain, Indonesia, India, Japan and Brazil.

Cost of Sales

Our cost of sales consists primarily of costs of raw materials, staff costs, and other costs.

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

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
	(RMB in thousands, except for percentages)					
Costs of raw materials:						
Outer shell	79,073	31.8	135,322	39.9	165,891	37.5
Sensors	22,957	9.2	24,993	7.4	38,163	8.6
Control boards(1)	7,993	3.2	8,505	2.5	13,217	3.0
Other raw materials(2)	7,476	3.0	9,088	2.7	10,494	2.4
Subtotal	117,499	47.2	177,908	52.4	227,765	51.5
Staff costs	6,844	2.7	3,963	1.2	2,924	0.7
Others(3)	2,254	0.9	1,767	0.5	1,893	0.4
Total	**126,597**	**50.8**	**183,638**	**54.1**	**232,582**	**52.6**

(1) Consists primarily of chips, printed circuit boards and electronic components.
(2) Consists of batteries, actuation systems and other materials.
(3) Consists primarily of logistics service fees, warehouse maintenance costs and low-value consumables.

The table below sets out the breakdown of cost of sales for standard components and for customized items under outsourcing manufacturing, in absolute amounts and as percentages of cost of raw materials, for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of total	Amount	% of total	Amount	% of total
	(RMB in thousands, except for percentages)					
Costs of raw materials:						
Standard components(1)	44,976	38.3	43,631	24.5	64,196	28.2
Customized items under outsourcing manufacturing(2)	70,806	60.3	130,451	73.3	159,188	69.9
Others(3)	1,717	1.5	3,826	2.2	4,381	1.9
Total	**117,499**	**100.0**	**177,908**	**100.0**	**227,765**	**100.0**

(1) Consists primarily of the costs for purchasing standard components used in robotic controllers and robots, such as LiDAR, electronic components, batteries, wires, IT equipment and others, which we purchase directly from the manufacturers of these materials.
(2) Consists primarily of the costs for purchasing semi-finished and finished robotic controllers and robots manufactured by third-party manufacturers based on our requirements. The purchase prices we pay the third-party manufacturers for such items are typically determined based on the combination of (i) the costs of components and packaging materials that they purchase and use in manufacturing the items required by us (excluding components and/or materials supplied by us) and (ii) the costs of their manufacturing services.
(3) Consists primarily of low-value consumables, such as labels and packing materials.

Costs of raw materials consist primarily of components and consumables used in assembly of robots, including, among others, robot bodies, LiDARs, cameras and motors. We purchase all of the components used in our products from suppliers in China.

The proportion of sensor costs to total revenue decreased from 2023 to 2024, primarily due to increased supply in the market that drove down overall prices for sensors, as well as cost savings achieved through our R&D initiatives. The decrease in the proportion of control board costs from 2023 to 2024 was mainly attributable to our cost-control measures, including streamlining the architecture and adopting more cost-effective components.

Staff costs represent salaries, bonuses, social security and welfare of our operational staff. Our staff costs decreased during the Track Record Period, mainly due to a decrease in the number of operation staff responsible for production as a result of our increased engagement of third-party manufacturing services. We record raw materials and finished goods provided to third-party manufacturers as materials set for outsourced processing in the inventory. Products manufactured by third-party manufacturers are recognized as finished goods upon passing quality inspections and meeting acceptance standards. Outsourcing costs are determined on the weighted average basis when transferred to the cost of sales.

Gross Profit and Gross Margin

The following table sets forth a breakdown of our gross profit and gross margin by product type for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Gross profit	Gross margin	Gross profit	Gross margin	Gross profit	Gross margin
		(%)		(%)		(%)
	(RMB in thousands, except for percentages)					
Robots	50,649	34.1	85,038	36.1	115,200	38.4
Robotic controllers	56,251	85.2	46,490	81.0	67,955	79.8
Software	14,195	85.9	17,827	87.8	20,906	89.3
Accessories[(1)]	1,331	7.5	6,330	24.5	5,234	15.7
Total	**122,426**	**49.2**	**155,685**	**45.9**	**209,295**	**47.4**

(1) Consists primarily of LiDARs, cameras and motors.

Other Income and Gains

Other income and gains consist primarily of (i) government grants, consisting of subsidies in connection with certain acknowledgments or qualifications we receive from certain local government authorities, (ii) interest income on our deposits with banks, and (iii) other interest income from financial assets at fair value through profit or loss, relating to the structured deposits that we purchase for cash management purposes. The following table sets forth a breakdown of our other income and gains for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
	(RMB in thousands, except for percentages)					
Government grants	3,709	1.5	8,526	2.5	8,524	1.9
Bank interest income	1,474	0.6	941	0.3	1,249	0.3
Others[(1)]	601	0.2	1,109	0.3	1,856	0.4
Total	**5,784**	**2.3**	**10,576**	**3.1**	**11,629**	**2.6**

(1) Consists of exchange gain, non-operating income and other interest income from financial assets at fair value through profit or loss.

Selling and Distribution Expenses

Our selling and distribution expenses consist primarily of (i) staff costs consisting primarily of salaries, bonuses, social security and welfare, and equity-settled share-based payments for our sales and marketing personnel and after-sale service staff, (ii) business development expenses in relation to our customer acquisition activities, and (iii) travel expenses of sales and marketing personnel.

The following table sets forth a breakdown of our selling and distribution expenses in absolute amount and as a percentage of our total revenue for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
	(RMB in thousands, except for percentages)					
Staff costs	48,574	19.5	56,294	16.6	62,512	14.1
Business development expenses	12,801	5.1	16,999	5.0	21,160	4.8
Travel expenses	8,645	3.5	13,374	3.9	18,527	4.2
Others(1)	2,259	0.9	2,318	0.7	3,468	0.8
Total	**72,279**	**29.0**	**88,985**	**26.2**	**105,667**	**23.9**

(1) Consists primarily of depreciation of right-of-use assets, general office expenses, and other miscellaneous items.

Administrative Expenses

Our administrative expenses consist primarily of (i) staff costs consisting primarily of salaries, bonuses, social security and welfare, and equity-settled share-based payments for our administrative and management personnel, (ii) rental, depreciation and amortization expenses for office premises and equipment, (iii) consultancy and other professional service fees incurred for our operations and financing activities, as well as the listing expenses in connection with the Global Offering, (iv) travel expenses in connection with business development and management activities by our management personnel, and (v) utilities and office expenses.

The following table sets forth a breakdown of our administrative expenses in absolute amount and as a percentage of our total revenue for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
	(RMB in thousands, except for percentages)					
Staff costs	17,713	7.1	24,145	7.1	28,052	6.3
Rental, depreciation and amortization expenses	6,852	2.8	6,435	1.9	7,015	1.6
Consultancy and other professional service fees	5,142	2.1	4,624	1.4	24,145	5.5
Travel and business development expenses	3,666	1.5	3,687	1.1	4,694	1.1
Utilities and office expenses	1,033	0.4	1,730	0.5	2,097	0.5
Others(1)	2,377	0.9	2,308	0.7	1,651	0.3
Total	**36,783**	**14.8**	**42,929**	**12.7**	**67,654**	**15.3**

(1) Consists primarily of telecommunication expenses, tax and surcharges, and other miscellaneous expenses.

Research and Development Expenses

Our research and development expenses consist primarily of (i) staff costs consisting primarily of salaries, bonuses, social security and welfare, and equity-settled share-based payments for our research and development personnel, and (ii) costs of raw materials and consumables used in product designs during research and development process.

The following table sets forth a breakdown of our research and development expenses by nature for the years indicated.

	For the Year Ended December 31,					
	2023		2024		2025	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
	(RMB in thousands, except for percentages)					
Staff costs	55,058	22.1	67,492	19.9	73,969	16.7
Costs of raw materials and consumables	7,864	3.2	2,979	0.9	4,700	1.1
Others[(1)]	827	0.3	840	0.2	499	0.1
Total	**63,749**	**25.6**	**71,311**	**21.0**	**79,168**	**17.9**

(1) Consists primarily of (i) certification, review, and evaluation fees, (ii) trial product inspection fees, and (iii) maintenance costs for instruments and equipment.

Impairment Losses on Financial Assets, Net

Our impairment loss on financial assets, net, mainly represents the loss in the estimated amounts owing from trade receivables that might be uncollectible. We recorded impairment loss on trade receivables of RMB622 thousand, RMB1,932 thousand and RMB10,576 thousand in 2023, 2024 and 2025, respectively.

Other Expenses

Our other expenses consist primarily of loss from disposal of plant, property and equipment and foreign exchange differences. We recorded other expenses of RMB200 thousand, RMB98 thousand and RMB1,540 thousand in 2023, 2024 and 2025, respectively.

Finance Costs

Our finance costs consist primarily of interest expenses on bank borrowings and interest expenses on lease liabilities. We recorded finance costs of RMB1.6 million, RMB2.2 million and RMB3.1 million in 2023, 2024 and 2025, respectively.

Loss before Tax

Though our revenue increased significantly during the Track Record Period, we recorded loss before tax of RMB47.0 million, RMB41.2 million and RMB46.8 million in 2023, 2024 and 2025, respectively.

Income Tax Expense

We recorded income tax expense of RMB720 thousand, RMB1,151 thousand and RMB269 thousand in 2023, 2024 and 2025, respectively, primarily due to the profit generated by one of our subsidiaries, Shanghai Seer Soft during these periods.

The provision for corporate income tax in China is based on the statutory rate of 25% of the taxable profits determined in accordance with the EIT Law. Our Company and Shanghai Seer Soft are qualified as a High-Tech Enterprise and were entitled to a preferential income tax rate of 15% during the Track Record Period. From January 1, 2023 to the end of 2027, the annual taxable income of a small low-profit enterprise with profit not more than RMB3 million will be recognized based on a tax rate of 25% of income and be subject to the enterprise income tax of 20%, lowering their effective tax rate to 5%.

Our subsidiary in Hong Kong is subject to income tax at a statutory rate of 16.5% on its respective taxable income, and our subsidiary in Germany is subject to income tax at a statutory rate of 15% on its respective taxable income.

See Note 11 to the Accountants' Report in Appendix I to this prospectus for details on income tax.

YEAR-TO-YEAR COMPARISON OF RESULTS OF OPERATIONS

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

Revenue

Our revenue increased by 30.2% from RMB339.3 million in 2024 to RMB441.9 million in 2025, primarily attributable to an overall growth of our business.

- *Robots.* Our revenue generated from sales of robots increased by 27.2% from RMB235.8 million in 2024 to RMB299.9 million in 2025, primarily because the sales volume of our robots rose from 2,576 units in 2024 to 3,168 units in 2025 due to an increase in robots purchased by our existing customers and the increased number of new customers who started to purchase our robots in 2025. This reflects our strengthened brand name in the intelligent robot industry, as well as a stable and growing customer base.

- *Robotic controllers.* Our revenue generated from sales of robotic controllers increased by 48.3% from RMB57.4 million in 2024 to RMB85.2 million in 2025, primarily because the sales volume of our robotic controllers increased from 4,055 units in 2024 to 7,924 units in 2025, which was primarily driven by increased recurring purchases by existing customers. This growth reflects a trend where our major customers continue to make repeat purchases, highlighting our major customers' satisfaction with our robotic controllers.

- *Software.* Our revenue generated from sales of software increased by 15.4% from RMB20.3 million in 2024 to RMB23.4 million in 2025, primarily due to increased customer demand for our unified robot control, coordination and management software, in line with the increased sales volume of our robots.

- *Accessories.* Our revenue generated from sales of accessories increased by 29.2% from RMB25.9 million in 2024 to RMB33.4 million in 2025, primarily driven by customers' increased purchases of accessories for backup and replacement purposes in line with the increased sales of our robots and robotic controllers.

Cost of Sales

Our cost of sales increased by 26.7% from RMB183.6 million in 2024 to RMB232.6 million in 2025, primarily due to increased procurement of various raw materials, in line with the growth in our sales volumes of robots, robotic controllers and accessories. The increase in cost of sales was partially offset by a decrease in staff costs, primarily attributable to a decreased number of production personnel, as we increasingly engaged third-party manufacturing services.

Gross Profit and Gross Margin

As a result of the foregoing, our gross profit increased by 34.4% from RMB155.7 million in 2024 to RMB209.3 million in 2025. Our overall gross margin increased from 45.9% in 2024 to 47.4% in 2025, primarily due to increases in the respective gross margin of robots and software. The gross margin of robots increased from 36.1% in 2024 to 38.4% in 2025, and the gross margin of software increased from 87.8% in 2024 to 89.3% in 2025. These increases were primarily due to our continuous cost reduction efforts, including reducing unit costs through bulk purchases as our procurement volume increased, and improving our technologies and product compatibility to enable domestic substitution of imported components, such as LiDAR, which helped lower procurement costs. The gross profit margin of our robotic controllers remained relatively stable at 81.0% in 2024 and 79.8% in 2025. The gross profit margin of our accessories decreased from 24.5% in 2024 to 15.7% in 2025, primarily due to the industry-wide decrease in gross profit margin of sensors, which contributed the largest share of accessories revenue. Such decrease in gross profit margin of sensors was mainly attributable to intensified market competition, which led to a decline in sensor prices. According to CIC, the decrease in the gross profit margin of accessories during the Track Record Period was generally in line with the industry trend.

Other Income and Gains

Our other income and gains increased by 10.0% from RMB10.6 million in 2024 to RMB11.6 million in 2025, primarily due to an increase in other interest income from financial assets at fair value through profit or loss.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 18.7% from RMB89.0 million in 2024 to RMB105.7 million in 2025, primarily due to an increase in staff costs, primarily due to the expansion of our sales team driven by our business growth. In addition, our business development expenses and travel expenses increased, driven by increased investments in our sales efforts.

Administrative Expenses

Our administrative expenses increased by 57.6% from RMB42.9 million in 2024 to RMB67.7 million in 2025, primarily due to the recognition of listing expenses of RMB15.4 million in 2025 in connection with the Global Offering.

Research and Development Expenses

Our research and development expenses increased by 11.0% from RMB71.3 million in 2024 to RMB79.2 million in 2025, primarily due to (i) an increase in staff costs as a result of our continuous investments in recruiting and retention of R&D talents, and (ii) an increase in costs of raw materials and consumables in connection with our R&D activities. The increase in our research and development expenses was partially offset by a decrease in other expenses, reflecting our enhanced operational efficiency.

Impairment Losses on Financial Assets, Net

Impairment losses on financial assets, net, increased from RMB1.9 million in 2024 to RMB10.6 million in 2025, primarily due to (i) increased provisions for uncollected trade receivables as their aging became longer, and (ii) the provision made in line with the growth of our trade receivables.

Other Expenses

Other expenses increased from RMB98 thousand in 2024 to RMB1,540 thousand in 2025, primarily due to the impact of fluctuations in exchange gains and losses.

Finance Costs

Our finance costs increased by 44.1% from RMB2.2 million in 2024 to RMB3.1 million in 2025, primarily due to an increase in our interest expenses on bank borrowings from RMB1.5 million in 2024 to RMB2.3 million in 2025.

Loss before Tax

As a result of the foregoing, our loss before tax increased by 13.7% from RMB41.2 million in 2024 to RMB46.8 million in 2025.

Income Tax Expense

We had an income tax expense of RMB1,151 thousand in 2024 and RMB269 thousand in 2025, because Shanghai Seer Soft recorded profit.

Loss for the Year

As a result of the foregoing, our net loss increased by 11.2% to RMB47.1 million in 2025 from RMB42.3 million in 2024.

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenue

Our revenue increased by 36.3% from RMB249.0 million in 2023 to RMB339.3 million in 2024, primarily attributable to an increase in our revenue generated from sales of robots, software, as well as accessories, partially offset by a decrease in our revenue generated from sales of robotic controllers.

- *Robots.* Our revenue generated from sales of robots increased by 58.6% from RMB148.7 million in 2023 to RMB235.8 million in 2024, primarily because the sales volume of our robots rose from 1,229 units in 2023 to 2,576 units in 2024, due to (i) our increased research and development efforts that contributed to the improvements in the performance, adaptability and efficiency of our robots, increasing popularity of our robots, in particular lifting robots and intelligent forklifts, and (ii) an increase in the number of customers.

- *Robotic controllers.* Our revenue generated from sales of robotic controllers decreased by 13.1% from RMB66.1 million in 2023 to RMB57.4 million in 2024, primarily due to customer preferences in Chinese Mainland, where enterprises increasingly prioritize cost-effectiveness when selecting robotic controllers. While the total number of robotic controllers we sold increased from 2,553 units in 2023 to 4,055 units in 2024, the sales mix shifted toward budget-friendly controller models such as the SRC-880 Series. Although these models offer fewer features, their lower prices appealed to cost-sensitive customers, resulting in higher sales volume but a decline in overall revenue.

- *Software*. Our revenue generated from sales of software increased by 22.8% from RMB16.5 million in 2023 to RMB20.3 million in 2024, primarily because of increased customers' demand for our self-developed software enabling unified robot control, coordination and management, including M4 smart scheduling and management system, Meta series visualization software and RDS.

- *Accessories.* Our revenue generated from sales of accessories increased by 45.5% from RMB17.8 million in 2023 to RMB25.9 million in 2024, primarily driven by increased robot sales as customers tend to purchase accessories for backup and replacement purposes.

Cost of Sales

Our cost of sales increased by 45.1% from RMB126.6 million in 2023 to RMB183.6 million in 2024, primarily due to the increases in the sales volume of robots, robotic controllers and accessories, which resulted in an increase in costs of raw materials. The increase in cost of sales was partially offset by a decrease in staff costs, primarily attributable to a decreased number of production personnel, as we increasingly engaged third-party manufacturing services.

Gross Profit and Gross Margin

As a result of the foregoing, our gross profit increased by 27.2% from RMB122.4 million in 2023 to RMB155.7 million in 2024. However, our overall gross margin slightly decreased from 49.2% in 2023 to 45.9% in 2024, primarily because the proportion of robot sales increased while the proportion of robotic controllers decreased. Since the gross margin of robots is lower than that of controllers, this led to a decrease in our overall gross margin.

The gross profit margin of our robots increased from 34.1% in 2023 to 36.1% in 2024, primarily due to the improvement in gross profit margin of our lifting robots, as a result of lower unit costs achieved through bulk purchases as our procurement volume increased. The gross profit margin of our robotic controllers decreased from 85.2% in 2023 to 81.0% in 2024, mainly attributable to the increased sales contribution of our entry-level SRC-880 series controllers, which have a relatively lower margin. The gross profit margin of our software increased from 85.9% in 2023 to 87.8% in 2024, primarily due to the steady increase in average unit price of our software, driven by (i) continuous product iteration and functional enhancement, and (ii) growing customer stickiness, which enhanced user reliance on our systems and increased willingness to pay. The gross profit margin of our accessories increased from 7.5% in 2023 to 24.5% in 2024, mainly attributable to the improvement in gross profit margin of sensors, due to reduced procurement costs raising from bulk purchases.

Other Income and Gains

Our other income and gains increased by 82.8% from RMB5.8 million in 2023 to RMB10.6 million in 2024, primarily attributable to an increase in government grants from RMB3.7 million in 2023 to RMB8.5 million in 2024, primarily reflecting (i) tax refund for our software products, and (ii) the increased number of government subsidy projects that we are eligible for.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 23.1% from RMB72.3 million in 2023 to RMB89.0 million in 2024, primarily due to (i) an increase in staff costs, driven by both the expansion of our sales team and larger performance-based bonuses as a reward for their enhanced sales achievements in 2024, (ii) an increase in travel expenses attributable to our augmented marketing and promotional endeavors, and (iii) an increase in business development expenses associated with our brand marketing efforts such as attending industry exhibitions and technology forums.

Administrative Expenses

Our administrative expenses increased by 16.7% from RMB36.8 million in 2023 to RMB42.9 million in 2024, primarily due to an increase in staff costs for our administrative and management personnel as a result of the growing headcount.

Research and Development Expenses

Our research and development expenses increased by 11.9% from RMB63.7 million in 2023 to RMB71.3 million in 2024, primarily due to an increase in staff costs as a result of the increased compensation for our research and development team to retain and incentivize R&D talents.

Impairment Losses on Financial Assets, Net

Impairment losses on financial assets, net, increased from RMB622 thousand in 2023 to RMB1,932 thousand in 2024, primarily due to expected credit loss in line with the growth of our trade receivables.

Other Expenses

Other expenses decreased 51.0% from RMB200 thousand in 2023 to RMB98 thousand in 2024, primarily due to a decrease in loss from disposal of plant, property and equipment.

Finance Costs

Our finance costs increased by 38.6% from RMB1.6 million in 2023 to RMB2.2 million in 2024, primarily due to an increase in our interest expenses on bank borrowings from RMB0.7 million in 2023 to RMB1.5 million in 2024 as a result of increased amount of our bank loans to support the cash needs arising from our business operations.

Loss before Tax

As a result of the foregoing, our loss before tax decreased by 12.4% from RMB47.0 million in 2023 to RMB41.2 million in 2024, reflecting our effective cost control while achieving a rapid growth in overall business scale.

Income Tax Expense

Our income tax expense increased from RMB720 thousand in 2023 to RMB1,151 thousand in 2024, primarily attributable to the increased profit generated by Shanghai Seer Soft.

Loss for the Year

As a result of the foregoing, our net loss slightly decreased to RMB42.3 million in 2024 from RMB47.7 million in 2023. After the adjustments for share-based compensation expenses, our adjusted net loss (non-IFRS measure) in 2024 was RMB10.6 million, a 49.2% decrease from RMB20.9 million in 2023.

DISCUSSION OF CERTAIN KEY ITEMS ON CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth our consolidated balance sheets as of the dates indicated.

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
ASSETS			
Non-current assets			
Property, plant and equipment	5,706	4,518	5,668
Right-of-use assets	15,603	19,809	27,885
Other intangible assets	1,271	1,095	1,869
Other long-term receivables	1,560	1,312	1,224
Equity investments designated at fair value through other comprehensive income	—	—	250
Other non-current assets	635	1,494	1,871
Total non-current assets	**24,775**	**28,228**	**38,767**
Current assets			
Inventories	85,285	94,898	107,123
Trade and notes receivables	53,741	108,973	169,569
Debt instruments at fair value through other comprehensive income	7,907	4,353	3,494
Prepayments, other receivables and other assets	10,534	11,257	17,589
Financial assets at fair value through profit or loss	—	2,083	18,012
Restricted bank deposits	161	408	1,007
Cash and cash equivalents	99,681	92,859	153,940
Total current assets	**257,309**	**314,831**	**470,734**
Total assets	**282,084**	**343,059**	**509,501**

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
LIABILITIES			
Current liabilities			
Trade and bills payables	42,816	74,910	130,076
Other payables and accruals	35,503	41,342	50,872
Contract liabilities	45,226	46,147	37,051
Interest-bearing bank borrowings	34,013	52,479	103,747
Provision	624	860	1,116
Tax payable	594	237	80
Lease liabilities	2,609	4,891	6,100
Total current liabilities	**161,385**	**220,866**	**329,042**
Net current assets	**95,924**	**93,965**	**141,692**
Non-current liabilities			
Interest-bearing bank borrowings	—	9,000	9,000
Lease liabilities	12,553	15,437	22,471
Total non-current liabilities	**12,553**	**24,437**	**31,471**
Total liabilities	**173,938**	**245,303**	**360,513**
Net assets	**108,146**	**97,756**	**148,988**

On the accounting treatment of redemption rights, anti-dilution rights and liquidation preference rights of Pre-IPO Investments, see Note 30 to the Accountants' Report for details.

Assets

Inventories

Our inventories mainly represent raw materials, work in progress, goods in transit and finished goods. The following table sets forth our inventories as of the dates indicated.

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Raw materials	21,929	21,529	39,120
Work in progress	2,207	4,511	5,179
Goods in transit	35,292	38,447	32,045
Finished goods	25,857	30,411	30,779
Total	**85,285**	**94,898**	**107,123**

Our inventories increased by 12.9% from RMB94.9 million as of December 31, 2024 to RMB107.1 million as of December 31, 2025, primarily due to the increases in raw materials and work in progress, aligning with our continually increased product sales volume. Our inventories increased by 11.3% from RMB85.3 million as of December 31, 2023 to RMB94.9 million as of December 31, 2024, primarily due to the increases in finished goods, goods in transit and work in progress, aligning with our continually increased product sales volume.

The following table sets forth our inventories turnover days for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
Inventories turnover days[(1)]	263	186	167

Note:

(1) Average turnover days of inventories is equal to the average of the beginning and ending inventory balances of a year divided by cost of sales for that year and multiplied by the number of days in that year.

As of December 31, 2023, 2024 and 2025, the net amount of finished goods was RMB25.9 million, RMB30.4 million and RMB30.8 million, respectively, while the net amount of goods in transit was RMB35.3 million, RMB38.4 million and RMB32.0 million, respectively. The relatively high level of goods in transit reflects the deployment of our robot products, which typically involve multiple phases, including delivery, on-site installation, system integration, and formal customer acceptance. Before all of these processes are completed, delivered robots continue to be carried as inventory on our balance sheet, resulting in relatively longer inventories turnover days. We believe maintaining appropriate levels of inventories dynamically helps us fully address our customers' demand and achieve customer satisfaction without adversely affecting our liquidity. We maintain a strategic level of finished goods to support timely customer delivery. As our production planning capabilities and on-site fulfillment efficiency have continued to improve, our inventories turnover days decreased from 263 days in 2023 to 186 days in 2024, and further decreased to 167 days in 2025. According to CIC, the level of turnover days of our inventories during the Track Record Period was in line with the industry norm. We have also taken measures to enhance inventory management efficiency, such as regular monitoring of inventory age, clearing of aged inventory, and enhanced efforts made by regional sales teams to accelerate product delivery and acceptance.

The following table sets forth an aging analysis of our inventories as of the dates indicated. The inventories aging within one year were RMB76.3 million, RMB87.6 million and RMB87.7 million as of December 31, 2023, 2024 and 2025, respectively, representing 89.4%, 92.3% and 81.9% of the total inventories, respectively.

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Within 3 months	50,180	51,185	56,694
3 to 6 months	11,733	16,323	18,418
6 to 12 months	14,360	20,046	12,614
Over 1 year	9,012	7,344	19,397
Total	**85,285**	**94,898**	**107,123**

As of April 30, 2026, RMB63.3 million, or 55.9% of our inventories outstanding as of December 31, 2025, had been subsequently settled.

The inventories aged over one year represented 10.6%, 7.7% and 18.1% of our total inventories as of December 31, 2023, 2024 and 2025, respectively. Inventories aged over one year increased from RMB7.3 million as of December 31, 2024 to RMB19.4 million as of December 31, 2025, primarily due to (i) an increase in finished goods aged over one year consisting mainly of robots for trial use and components for after-sales maintenance use, and (ii) an increase in goods in transit aged over one year consisting mainly of robots under the contracts that require on-site deployment, with customer inspection and acceptance only after deployment is completed. As deployment of robots often depends on the physical conditions at the customer's facilities, the inspection and acceptance process was delayed for some robots after the shipment, resulting in extended inventory aging. We believe the risk of significant impairment on inventories is low because, according to CIC, the key technology iteration cycle in the intelligent robot industry is relatively long. The technical parameters of the current inventory still meet market demand standards, and there are no signs of impairment due to the rapid obsolescence of technology. We believe there is no impairment issue for inventories and sufficient provision has been made.

Trade and Notes Receivables

We had trade and notes receivables of RMB53.7 million, RMB109.0 million and RMB169.6 million as of December 31, 2023, 2024 and 2025, respectively. The following table sets forth the details of our trade and notes receivables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Trade receivables	49,455	101,772	168,140
Notes receivables	5,571	10,418	15,222
Less: impairment	(1,285)	(3,217)	(13,793)
Total	**53,741**	**108,973**	**169,569**

The following table sets forth an aging analysis of our trade and notes receivables based on invoice date and net of loss allowance as of the dates indicated.

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Within six months	45,838	92,120	135,698
Six to twelve months	3,186	13,030	22,011
One to two years	4,717	1,635	11,860
Over two years	—	2,188	—
Total trade and notes receivables (net of loss allowance)	**53,741**	**108,973**	**169,569**

Fluctuations in Trade Receivables

The gross amount of our trade receivables increased from RMB49.5 million as of December 31, 2023 to RMB101.8 million as of December 31, 2024, and further to RMB168.1 million as of December 31, 2025, primarily due to our increased sales of robots. We typically request customers purchasing robotic controllers to make prepayments prior to the shipment of our products, whereas customers purchasing robots usually make installment payments. From 2023 to 2025, our revenue generated from sales of robots increased by 58.6% from 2023 to 2024, and further increased by 27.2% in 2025, which led to a higher ending balance of trade receivables as of December 31, 2024 and 2025.

Turnover Days of Trade Receivables

The following table sets forth our trade receivables turnover days for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
Trade receivables turnover days(1)	61	81	111

(1) The trade receivables turnover days are calculated by dividing the arithmetic mean of the opening and ending balance of our trade receivables in that year by revenue for the corresponding year and then multiplying by the number of days in that year.

The credit period with our customers for sales on credit is generally 30 to 90 days. Our trade receivables turnover days increased during the Track Record Period, primarily due to the rapid growth in sales of robots. We typically allow customers who purchase our robots to pay in installments and offer credit terms for their payments to be made after the products are shipped. According to CIC, the robotic industry is rapidly expanding and participants in this industry therefore invest more in customer acquisition than receivable collection efforts, leading to an increasing trend of trade receivables turnover days in this industry.

The installment payment arrangements under a robot purchase contract are typically structured as follows:

- ***Down payment***. Customers are generally required to make a down payment within five to 30 business days after the purchase contract comes into effect. The down payment ranges from 30% to 50% of the total contract price.

- ***Payments upon shipment and/or acceptance of goods***. Depending on the terms negotiated with the customer, the second installment — between 30% and 50% of the contract price — may be paid either prior to shipment of the goods or upon the customer's acceptance. For contracts that include installment payments at both shipment and acceptance stages, a third installment payment, ranging between 20% and 50% of the contract price, is due within 10 to 30 days after the completion of inspection and acceptance.

- ***Quality guarantee***. If a customer requires a quality guarantee 10% of the contract price will be retained as a quality guarantee deposit. This amount is payable in full within 12 months following the successful deployment and acceptance of the robots by customers.

When a customer purchases robots to be delivered in batches according to their scheduling needs, they typically enter into a framework agreement with us and place individual orders for each batch. The installment payment arrangements for such model are typically structured as follows:

- ***Down payment***. We require a down payment with a fixed amount, typically in hundreds of thousands of Renminbi, within five to 30 business days after the framework contract comes into effect.

- ***Payment prior to shipment***. The second installment, ranging from 50% to 100% of the individual order price, must be paid no later than 10 business days prior to the scheduled shipment date.

- ***Payment upon shipment or acceptance***: The third installment — ranging from 0% to 50% of the order price — is required to be paid within 30 to 60 days after the shipment of the robots or the customer acceptance of the goods.

Aging Analysis of Trade Receivables

The following table sets forth an aging analysis of our trade receivables based on invoice date (without deducting the loss allowance) as of the dates indicated.

	As of December 31,		
	2023	**2024**	**2025**
		(RMB in thousands)	
Within six months	40,728	82,595	122,934
Six to 12 months	3,354	13,716	23,184
One to two years	5,373	2,335	20,988
Over two years	—	3,126	1,034
Total trade receivables	**49,455**	**101,772**	**168,140**

The tables below set forth an aging analysis of our Group's trade receivables (without deducting the loss allowance) as of December 31, 2023, 2024 and 2025 by due date and type of customers and their respective subsequent settlement amount as of April 30, 2026.

	For trade receivables as of December 31, 2025					
		Past due for				
	Current	One day to six months	Six months to one year	One year to two years	Over two years	Total
	(RMB in thousands)					
Integrators						
Balance as of December 31, 2025	62,506	45,912	11,667	11,898	319	132,302
Settlement amount as of April 30, 2026	20,212	18,672	4,979	6,180	93	50,136
End customers						
Balance as of December 31, 2025	18,324	11,340	2,548	3,309	317	35,838
Settlement amount as of April 30, 2026	4,507	4,167	1,592	830	317	11,413
Settlement rate	**30.6%**	**39.9%**	**46.2%**	**46.1%**	**64.5%**	**36.6%**

	For trade receivables as of December 31, 2024					
		Past due for				
	Current	One day to six months	Six months to one year	One year to two years	Over two years	Total
	(RMB in thousands)					
Integrators						
Balance as of December 31, 2024	39,974	22,960	6,858	2,637	55	72,484
Settlement amount as of April 30, 2026	31,888	22,960	6,838	2,410	55	64,151
End customers						
Balance as of December 31, 2024	22,646	3,474	1,994	1,174	—	29,288
Settlement amount as of April 30, 2026	17,161	1,728	1,084	1,174	—	21,147
Settlement rate	**78.3%**	**93.4%**	**89.5%**	**94.0%**	**100.0%**	**83.8%**

	For trade receivables as of December 31, 2023					
		Past due for				
	Current	One day to six months	Six months to one year	One year to two years	Over two years	Total
	(RMB in thousands)					
Integrators						
Balance as of December 31, 2023	17,791	4,635	3,247	55	—	25,728
Settlement amount as of April 30, 2026	17,791	4,600	3,049	55	—	25,495
End customers						
Balance as of December 31, 2023	18,112	2,875	160	2,580	—	23,727
Settlement amount as of April 30, 2026	18,112	2,875	86	2,580	—	23,653
Settlement rate	**100.0%**	**99.5%**	**92.0%**	**100.0%**	**—%**	**99.4%**

Among the outstanding balance of trade receivables as of December 31, 2025, the total amount of trade receivables overdue for more than six months amounted to RMB30.1 million due from 136 customers. We have assessed the recoverability of these trade receivables and confirm that there are no material impairment or recoverability issues, taking into consideration the reasons causing their late payments to us and our recent discussions on settlement arrangement with the major customers.

The delays in payments by these customers are typically due to the following reasons:

(i) Some customers — particularly state-owned enterprises, listed companies, or their subsidiaries — have lengthy internal approval procedures, intra-group fund allocation limits, and payment processes. As a result, the time of their payments to us often exceeds the credit terms we have granted.

(ii) Some integrator customers' payments to us are affected by payments from their downstream end customers. Although, according to our sales contracts with integrator customers, our right to collect payments is not conditional upon their receipt of payments from downstream customers, in practice, the collection of our trade receivables has been affected if those end customers fail to pay these integrators on time.

According to CIC, the above-mentioned situations are frequently observed reasons for delays in the settlement of trade receivables in China's robot industry.

We are proactively discussing with our 25 largest customers in terms of outstanding trade receivables overdue for more than six months as of December 31, 2025, with the aim of improving our trade receivables collection. As of December 31, 2025, the total amount of trade receivables overdue for more than six months from these 25 customers accounted for 68.8% of the total amount of trade receivables overdue for more than six months. For trade receivables as of December 31, 2025 from these customers, as of May 20, 2026, (i) nine customers have paid us the full amount of the trade receivables overdue more than six months due from them in the aggregate amount of RMB6,917 thousand, (ii) seven customers have indicated that they expect to pay us the full amount of trade receivables overdue more than six months due from them by July 31, 2026, with an aggregate amount of RMB6,833 thousand, and (iii) two customers with a total balance of trade receivables overdue more than six months of RMB3,178 thousand was settling in monthly installments, among which RMB50 thousand had been paid. There are seven customers who have not indicated their plans for settlement as of May 20, 2026 and our sales personnel are closely following up with them. Among these customers, three are subsidiaries of established corporate groups or listed companies with strong industry positions in advanced manufacturing, three have shareholders who are either large state-owned enterprises or municipal governments, all of whom could receive financial support from their shareholders if necessary, and one is high-tech enterprise specializing in drive motor controllers, with an established industry position and business relationships with well-known electric vehicle manufacturers, which support its payment capability. Based on desktop research and regular follow-ups by our sales team, we are not aware of any circumstances indicating that the remaining seven customers are facing insolvency or are otherwise completely unable to fulfill their payment obligations. As of the Latest Practicable Date, we did not have any disputes with these 25 customers nor initiate any litigation against them. We accommodated these customers' late payments to us because we believe this helps maintain good relationships with customers and helps us deepen collaborations with them.

Impairment Test for Trade Receivables

We perform an impairment analysis at the end of each year during the Track Record Period using a provision matrix to measure the expected credit losses ("**ECLs**") for our trade receivables and assess our credit risk exposure. The provision rates are based on revenue recognition date for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of each year during the Track Record Period about past events, current conditions and forecasts of future economic conditions. As of December 31, 2023, 2024 and 2025, we recorded loss allowance for impairment of trade receivables of RMB1.3 million, RMB3.2 million and RMB13.8 million, respectively. See Note 20 to the Accountants' Report in Appendix I to this prospectus for details.

Measures to Enhance the Collections of Trade Receivables

We have adopted measures to monitor and manage our collection of trade receivables. Our sales personnel will regularly track the trade receivables overdue and follow up on the collection progress, taking appropriate measures as necessary. Our sales personnel are responsible for the initial discussion with the customers regarding the overdue trade receivables. If there is no progress after the discussion for a certain time period, a formal reminder letter will be sent to urge the customer to settle the payment promptly. If these measures fail and there is evidence showing that the customer intentionally defaults, we will cease business with such customer and proceed with legal procedures, including sending an attorney's letter and initiating litigation.

We plan to adopt an incentive mechanism that links sales team's performance-based bonuses directly to their collections of trade receivables. This is intended to encourage sales team's timely follow-ups with customers after sales of product, thereby accelerating our trade receivables turnover days.

We will strengthen our negotiations for contract settlement terms to optimize the schedule of customers' payments to us, such as increasing the proportion of down payments and payments upon shipment, while reducing the proportion of payments upon acceptance and warranty deposits. This approach will help reduce the occurrence of trade receivables with overdue payments. For the customer with overdue trade receivables, we will form a special collection team responsible for monitoring the customers' financial condition, negotiations and/or initiating legal proceedings. During the Track Record Period and up to the Latest Practicable Date, we did not encounter any recoverability issues and have made sufficient provision for trade receivables.

Financial Assets at Fair Value through Profit or Loss

Our financial assets at fair value through profit or loss represent unlisted investments at fair value. As of December 31, 2023, 2024 and 2025, we recorded financial assets at fair value through profit or loss of nil, RMB2.1 million and RMB18.0 million, respectively.

Our investments classified as financial assets at fair value through profit or loss will be subject to compliance with Chapter 14 of the Listing Rules after the Listing. We have adopted written policies and internal control procedures governing our wealth management product investments. Our policies set out the permitted investment scope, approval hierarchy, inquiry and selection process, purchase, registration, redemption, accounting, record-keeping and risk control requirements. Our investment strategy focuses on capital safety, liquidity matching, compliance and prudence, with the objective of enhancing the utilization efficiency of idle funds while ensuring that sufficient funds remain available to support our normal business operations. Pursuant to our policies, we are only permitted to use idle funds that do not affect our normal operations to purchase low-risk wealth management products, comprising R1 risk bank wealth management products, structured deposits and certificates of deposit issued by large state-owned banks, listed banks or other reputable financial institutions.

We manage our wealth management product investments through inquiry, selection, approval, registration, ongoing monitoring and redemption procedures. Our finance center is responsible for liaising with banks, conducting inquiries on product quotas and expected yields, evaluating inquiry results by reference to product risk, return and liquidity, submitting purchase applications through online banking, maintaining management ledgers, tracking product status and carrying out accounting and filing work. Purchase applications are approved by our general manager through the relevant bank's online banking system, with a focus on fund safety, the reasonableness of the inquiry process and whether the proposed purchase would affect our normal fund operations. After purchase, our finance center records key information including product name, product type, issuing institution, purchase amount, term, yield and purchase date, monitors product maturity and returns, and updates the management ledger upon redemption. We believe these measures enable us to manage investment risks prudently and ensure that our investment activities are consistent with our liquidity needs, risk appetite and business development plans.

Prepayments, Other Receivables and Other Assets

Our prepayments, other receivables and other assets primarily consist of (i) prepayments, which primarily consist of prepayments for robot components used in our products and third-party services for our ordinary business operations, and (ii) deposits consisting primarily of deposits for leased properties and deposits made for bidding customers' procurement projects. The following table sets forth the details of our prepayments, other receivables and other assets as of the dates indicated.

	As of December 31,		
	2023	**2024**	**2025**
		(RMB in thousands)	
Prepayments	5,586	5,715	11,311
Deposits and other receivables	4,470	5,126	3,643
Due from employees	478	416	461
Listing expense	—	—	2,174
Total	**10,534**	**11,257**	**17,589**

Our prepayments, other receivables and other assets were RMB10.5 million and RMB11.3 million as of December 31, 2023 and 2024, respectively, remaining at a relatively stable level. Our prepayments, other receivables and other assets increased from RMB11.3 million to RMB17.6 million as of December 31, 2024 and 2025, primarily due to the prepayments associated with listing expenses to be capitalized and an increase in prepayments to our suppliers driven by increased procurement of raw materials.

Cash and Cash Equivalents

Our cash and cash equivalents decreased from RMB99.7 million as of December 31, 2023 to RMB92.9 million as of December 31, 2024, primarily reflecting the proceeds we received from our bank borrowings. Our cash and cash equivalents increased from RMB92.9 million as of December 31, 2024 to RMB153.9 million as of December 31, 2025, primarily due to the proceeds from our series C financing completed in May 2025.

Right-of-Use Assets

Our right-of-use assets primarily represent our leases of warehouses and office premises. Our right-of-use assets increased from RMB15.6 million as of December 31, 2023 to RMB19.8 million as of December 31, 2024, and further to RMB27.9 million as of December 31, 2025, primarily attributable to our renewed and new leases, which are planned for research and development, and general office use.

Our non-financial assets mainly consisted of property, plant and equipment, right-of-use assets and other intangible assets. These assets are reviewed by our management periodically to determine whether there is any indication of impairment throughout the Track Record Period according to IAS 36. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable at the end of each reporting period. We had operating losses during the Track Record Period, which was mainly due to the fact that we carried out strategic investments such as R&D, coupled with the inherent time lag in expanding the market and gaining market recognition. Our operating performance during the Track Record Periods meets the expectations and judgments of our management. Accordingly, our management did not consider operating losses as an indication of the impairment for the non-financial assets, and no impairment for the non-financial assets was recorded during the Track Record Period.

Liabilities

Trade and Bills Payables

Our trade and bills payables include (i) trade payables due to third-party suppliers in our ordinary course of business, and (ii) bills payables due to bank acceptance notes issued to our suppliers with a maturity of six months. The following table sets forth the details of our trade and bills payables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Trade payables	36,756	60,000	102,389
Bills payables	6,060	14,910	27,687
Total	**42,816**	**74,910**	**130,076**

Our trade and bills payables were RMB42.8 million, RMB74.9 million and RMB130.1 million as of December 31, 2023, 2024 and 2025, respectively. The increase in our trade and bills payables was primarily due to the increase in procurement as we scaled up product sales.

Our suppliers typically grant us credit periods of less than three months. The following table sets forth our trade payables turnover days for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
Trade payables turnover days(1)	82	96	127

(1) The trade payables turnover days are calculated by dividing the arithmetic mean of the opening and ending balance of trade payables in that year by cost of sales for the corresponding year and then multiplying by the number of days in that year.

Our trade payables turnover days were 82 days, 96 days and 127 days in 2023, 2024 and 2025, respectively. The increase in our trade payables turnover days reflected our enhanced bargaining power with suppliers as our procurement of raw materials continually grew. Our contracts with suppliers usually provide payment terms of around 90 days and, during the Track Record Period, certain suppliers agreed to extend our payment schedule based on our good relationships with them.

The following table sets forth an aging analysis of our trade and bills payables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Within one year	42,653	73,026	124,975
Over one year	163	1,884	5,101
Total	**42,816**	**74,910**	**130,076**

As of April 30, 2026, RMB81.1 million, or 62.4% of our trade and bills payables outstanding as of December 31, 2025, had been subsequently settled.

Contract Liabilities

Our contract liabilities primarily represent the prepayments we received from certain customers for sales of our products. Our contract liabilities remained relatively stable as of December 31, 2023, 2024 and 2025, amounting to RMB45.2 million, RMB46.1 million and RMB37.1 million, respectively. As of April 30, 2026, RMB15.1 million, or 40.7% of our contract liabilities as of December 31, 2025, had been subsequently recognized as revenue.

Interest-Bearing Bank Borrowings

Interest-bearing bank borrowings consist primarily of loans from commercial banks in China. Interest-bearing bank borrowings increased from RMB34.0 million as of December 31, 2023 to RMB61.5 million as of December 31, 2024, and further to RMB112.7 million as of December 31, 2025, reflecting our strengthened debt financing ability as a result of our business growth. See "—Indebtedness" for details on our loans and borrowings.

SHARE CAPITAL AND TOTAL EQUITY

Pursuant to a series of Shareholders' agreements and share subscription agreements with various Pre-IPO Investors from September 2020 to April 2025, our Company issued ordinary Shares to the Pre-IPO Investors and granted the Pre-IPO Investors redemption rights, anti-dilution rights and liquidation preferences rights. There was no exercise of redemption rights, anti-dilution rights or liquidation preferences rights throughout the Track Record Period.

On May 19, 2025, our Company and the Pre-IPO Investors entered into a supplemental agreement agreeing that the redemption rights, anti-dilution rights and liquidation preferences rights granted by us to Pre-IPO Investors have been irrecoverably terminated and shall be *void ab initio*. Taking into account the legal and regulatory framework of our Company's jurisdiction and the governing law of the supplemental agreements, the Directors considered that it is appropriate to present the Pre-IPO Investments as equity throughout the Track Record Period.

Had the redemption rights, anti-dilution rights or liquidation preferences rights granted by our Company to the Pre-IPO Investors been accounted for as financial liabilities measured at the present value of the redemption amount prior to entering into the supplemental agreement, (i) the redemption financial liabilities, total current liabilities, net current (liabilities)/assets and net (liabilities)/assets would have been:

	As of December 31,		
	2023	2024	2025
		(RMB in thousands)	
Redemption financial liabilities	379,957	418,062	—
Total current liabilities	541,342	638,928	329,042
(Net current liabilities)/net current assets	(284,033)	(324,097)	141,692
(Net liabilities)/net assets	(271,811)	(320,306)	148,988

; and (ii) the finance costs associated with the redemption financial liabilities, the net loss for the year, basic and dilutive loss per share would have been:

	For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Finance costs associated with the redemption financial liabilities	(34,187)	(38,105)	(16,170)
Total net loss	(81,891)	(80,413)	(63,236)
Basic loss per share	(0.92)	(0.87)	(0.65)

See Note 30 to the Accountants' Report in this prospectus for details of the financial impacts.

LIQUIDITY AND CAPITAL RESOURCES

Our primary uses of cash are to fund our procurement of raw materials, research and development and sales activities, and other operational needs. During the Track Record Period, we financed our capital expenditures and working capital requirements principally with funds from equity financing, cash generated from our operations and bank borrowings. After the Global Offering, we believe that our liquidity requirements will continue to be satisfied with a combination of these sources and net proceeds from the Global Offering. As of December 31, 2023, 2024 and 2025 and April 30, 2026, we had cash and cash equivalents of RMB99.7 million, RMB92.9 million, RMB153.9 million and RMB126.9 million, respectively. As of December 31, 2023 and 2024, and 2025 and April 30, 2026 (being the indebtedness statement date), we had a balance of interest-bearing bank borrowings of RMB34.0 million, RMB61.5 million, RMB112.7 million and RMB127.5 million, respectively. As of April 30, 2026, we had committed unutilized banking facilities of RMB182.5 million among our total banking facilities of RMB355.8 million, all of which are not guaranteed by any member in the Controlling Shareholders Group. These banking facilities are committed and unrestricted as they have been approved and formally confirmed by the relevant banks in the relevant agreements. We can draw down specific loans under these banking facilities if we meet certain conditions typically including (i) the drawdown amount being within the upper limit under the credit facility agreements, (ii) no default under the banking facilities agreements with the relevant lending banks, (iii) no material and significant adverse changes in our operations and financial condition, (iv) if any guarantee or pledge is required by the lending bank, the completion of the required procedures of such guarantee or pledge by us, and/or (v) our compliance with the requirements of obtaining approvals, permits and/or registration with competent government authorities (if applicable), which are based on the form agreements of these banks. Therefore, our Directors are of the view that these banking facilities are highly certain. The expiration dates for our banking facilities (i.e., the end of the periods specified in the relevant agreements during which we can apply to utilize the credit facilities and withdraw funds) range from 2025 to 2026. The specific borrowing periods will generally be detailed in separate loan agreements under these banking facilities. We typically will seek to renew these credit facilities upon expiration considering our needs. Given our stable relationship with the banks and our historical track record of compliance with no defaults and successful renewals, and drawdowns under multiple facilities from multiple banks, our Directors are of the view that the likelihood of continued cooperation with these banks is high. We do not anticipate any changes to the availability of financing to fund our operations in the future.

We recorded a net loss and had net operating cash outflows during the Track Record Period. To improve our operating cash flow, we plan to implement the following measures:

- *Enhance trade receivables collection*. We plan to adopt an incentive mechanism that links sales team's performance-based bonuses directly to their collections of trade receivables. This is intended to encourage sales team's timely follow-ups with customers after sales of product, thereby accelerating our trade receivables turnover days.

- *Control personnel-related costs*. We will continue prudent headcount planning aligned with our annual budget. Specifically, the grow rate of our sales personnel will be maintained at a level below the projected revenue growth rate. For management personnel, headcount ceilings will be set based on the development of each functional department. Recruitment of R&D staff will be based on the specific needs of planned R&D projects to ensure a team size suitable for R&D strategies.

- *Strengthen administrative expense control*. We will continue to enforce strict budget management. Annual administrative expense budgets will be reviewed and approved to ensure that all planned expenditures are necessary, reasonable and aligned with operational priorities.

Cash Flows

The following table sets forth our selected cash flow data for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Net cash from/(used in) operating activities	10,316	(24,962)	(27,798)
Net cash used in investing activities	(3,615)	(3,236)	(19,561)
Net cash from financing activities	13,293	20,964	109,470
Net increase/(decrease) in cash and cash equivalents	**19,994**	**(7,234)**	**62,111**
Cash and cash equivalents at the beginning of the year	79,525	99,681	92,859
Effect of foreign exchange rate changes (net)	162	412	(1,030)
Cash and cash equivalents at the end of the year	**99,681**	**92,859**	**153,940**

Net Cash from/(used in) Operating Activities

Net cash used in operating activities was RMB27.8 million in 2025, primarily due to loss before tax of RMB46.8 million, as adjusted for (1) certain non-cash or non-operating items, primarily including equity-settled share-based payments of RMB28.8 million, provision for impairment of receivables of RMB10.6 million, depreciation of right of use assets of RMB6.2 million, and depreciation of property, plant and equipment of RMB2.6 million, and (2) changes in the working capital that negatively affected the cash flow from operating activities, primarily including (i) an increase in trade and notes receivables of RMB71.2 million, and (ii) an increase in inventories of RMB13.5 million. These were partially offset by changes in working capital that positively affected the cash flow from operating activities, primarily including an increase in trade and bills payables of RMB55.2 million and an increase in other payables and accruals of RMB9.1 million.

Net cash used in operating activities was RMB25.0 million in 2024, primarily due to loss before tax of RMB41.2 million, as adjusted for (1) certain non-cash or non-operating items, primarily including equity-settled share-based payments of RMB31.7 million, depreciation of right of use assets of RMB5.5 million, depreciation of property, plant and equipment of RMB2.8 million, and provision for inventories of RMB2.6 million, and (2) changes in the working capital that negatively affected the cash flow from operating activities, primarily including (i) an increase in trade and notes receivables of RMB57.2 million, and (ii) an increase in inventories of RMB12.3 million. These were partially offset by changes in working capital that positively affected the cash flow from operating activities, primarily including an increase in trade and bills payables of RMB32.1 million and an increase in other payables and accruals of RMB5.8 million.

Net cash from operating activities was RMB10.3 million in 2023, primarily reflecting loss before tax of RMB47.0 million, as adjusted for (1) certain non-cash or non-operating items, primarily including equity-settled share-based payments of RMB26.8 million, depreciation of right of use assets of RMB5.6 million, depreciation of property, plant and equipment of RMB3.4 million, and provision for inventories of RMB1.1 million, and (2) changes in the working capital that positively affected the cash flow from operating activities, primarily including (i) an increase in trade and bills payables of RMB17.9 million, and (ii) a decrease in amounts due from related parties of RMB10.8 million. These were partially offset by changes in working capital that negatively affected the cash flow from operating activities, primarily including an increase in trade and notes receivables of RMB17.5 million and an increase in debt instruments at fair value through other comprehensive income of RMB5.2 million.

Net Cash Used in Investing Activities

Net cash used in investing activities was RMB19.6 million in 2025, primarily due to (1) purchases of financial assets at fair value through profit and loss of RMB427.3 million representing our purchases of structured deposits, and (2) purchases of property, plant and equipment of RMB3.8 million, partially offset by proceeds from disposal of financial assets at fair value through profit and loss of RMB412.8 million as we redeemed relevant deposits.

Net cash used in investing activities was RMB3.2 million in 2024, primarily due to (1) purchases of financial assets at fair value through profit and loss of RMB173.0 million representing our purchases of structured deposits, and (2) purchases of property, plant and equipment of RMB2.5 million, partially offset by proceeds from disposal of financial assets at fair value through profit and loss of RMB171.4 million as we redeemed relevant deposits.

Net cash used in investing activities was RMB3.6 million in 2023, primarily due to (1) purchases of financial assets at fair value through profit and loss of RMB271.5 million representing our purchases of structured deposits, and (2) purchases of property, plant and equipment of RMB4.1 million, partially offset by proceeds from disposal of financial assets at fair value through profit and loss of RMB271.8 million as we redeemed relevant deposits.

Net Cash from Financing Activities

Net cash from financing activities was RMB109.5 million in 2025, primarily due to (1) new bank borrowings obtained of RMB122.0 million, and (2) proceeds from capital injection of RMB69.1 million, partially offset by (1) repayment of bank borrowing of RMB70.7 million, and (2) payments of lease liabilities of RMB6.9 million.

Net cash from financing activities was RMB21.0 million in 2024, primarily due to new bank borrowings obtained of RMB82.3 million, partially offset by (1) repayment of bank borrowing of RMB54.8 million, and (2) payments of lease liabilities of RMB5.3 million.

Net cash from financing activities was RMB13.3 million in 2023, primarily due to new bank borrowing obtained of RMB46.3 million, partially offset by (1) repayment of bank borrowing of RMB25.8 million, and (2) payments of lease liabilities of RMB6.4 million.

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*
Current assets:				
Inventories	85,285	94,898	107,123	144,693
Trade and notes receivables	53,741	108,973	169,569	177,332
Debt instruments at fair value through other comprehensive income	7,907	4,353	3,494	4,221
Prepayments, other receivables and other assets	10,534	11,257	17,589	28,971
Financial assets at fair value through profit or loss	—	2,083	18,012	30,000
Restricted bank deposits	161	408	1,007	3,945
Cash and cash equivalents	99,681	92,859	153,940	126,948
Total current assets	**257,309**	**314,831**	**470,734**	**516,110**
Current liabilities:				
Trade and bills payables	42,816	74,910	130,076	162,826
Other payables and accruals	35,503	41,342	50,872	38,390
Contract liabilities	45,226	46,147	37,051	69,986
Interest-bearing bank borrowings	34,013	52,479	103,747	99,694
Provision	624	860	1,116	1,116
Tax payable	594	237	80	—
Lease liabilities	2,609	4,891	6,100	5,490
Total current liabilities	**161,385**	**220,866**	**329,042**	**377,502**
Net current assets	**95,924**	**93,965**	**141,692**	**138,608**

Our net current assets slightly decreased from RMB95.9 million as of December 31, 2023 to RMB94.0 million as of December 31, 2024, primarily due to the continual increases in our interest-bearing bank borrowings and trade and bills payables, which were partially offset by an increase in trade and notes receivables. Our net current assets increased to RMB141.7 million as of December 31, 2025, primarily due to increases in cash and cash equivalents and financial assets at fair value through profit or loss primarily driven by the proceeds from our series C financing completed in May 2025. Our net current assets slightly decreased from RMB141.7 million as of December 31, 2025 to RMB138.6 million as of April 30, 2026, primarily due to increases in trade and bills payables and contract liabilities, which more than offset the growth in inventories, trade and notes receivables, and prepayments, other receivables and other assets.

CASH OPERATING COSTS

The following table sets forth key information relating to our cash operating costs for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Research and development costs[1]	8,663	3,767	5,105
Workforce employment[2]	98,343	121,001	132,963
Direct production costs, including materials[3]	92,038	158,066	186,103
Product marketing[4]	22,693	31,673	41,655
Non-income taxes, royalties and other government charges	549	662	1,519
Total	**222,286**	**315,169**	**367,345**

(1) Research and development costs under cash operating costs represent research and development expenses (excluding staff costs and non-cash items under research and development expenses) adjusted by changes in working capital relating to research and development activities as of the previous and current year end.

(2) Cash operating costs relating to workforce employment represent the sum of staff costs under cost of sales, research and development expenses, selling and distribution expenses, and administrative expenses (excluding equity-settled share-based payments expenses which are non-cash in nature) adjusted by changes in working capital relating to staff costs as of previous and current year end under the cost of sales and operating expenses.

(3) Cash operating costs relating to direct production costs, including materials, represent the costs of sales (excluding staff costs and non-cash items under cost of sales) adjusted by changes in working capital relating to production as of the previous and current year end.

(4) Cash operating costs relating to product marketing represent the selling and distribution expenses (excluding staff costs and non-cash items under selling and distribution expenses) adjusted by changes in working capital relating to sales and distribution activities as of the previous and current year end.

INDEBTEDNESS

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

	As of December 31,			As of April 30,
	2023	2024	2025	2026
		(RMB in thousands)		
				unaudited
Current				
Interest-bearing bank borrowings	34,013	52,479	103,747	99,694
Lease liabilities	2,609	4,891	6,100	5,490
Subtotal	**36,622**	**57,370**	**109,847**	**105,184**
Non-current				
Interest-bearing bank borrowings	—	9,000	9,000	27,800
Lease liabilities	12,553	15,437	22,471	23,970
Subtotal	**12,553**	**24,437**	**31,471**	**51,770**
Total	**49,175**	**81,807**	**141,318**	**156,954**

Interest-bearing Bank Borrowings

We had interest-bearing bank borrowings of RMB34.0 million, RMB61.5 million, RMB112.7 million and RMB127.5 million as of December 31, 2023, 2024 and 2025 and April 30, 2026, respectively, all of which were repayable by 2027. The effective interest rate of our interest-bearing bank borrowings ranged between 0.95% and 3.10% during the Track Record Period.

Among the interest-bearing bank borrowings as of December 31, 2023, 2024 and 2025 and April 30, 2026, the bank borrowings amounting to RMB34.0 million, RMB14.0 million, nil and nil, respectively, were guaranteed by Mr. Zhao and Ms. Ding Xia.

Our bank borrowings contain standard terms, conditions and covenants that are customary for commercial bank loans in China. Our Directors confirmed that we did not experience any difficulty in obtaining bank loans and other borrowings, default in payment of bank borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date.

Lease Liabilities

Our lease liabilities were primarily related to our office leases. Our lease liabilities were RMB15.2 million, RMB20.3 million, RMB28.6 million and RMB29.5 million as of December 31, 2023, 2024 and 2025 and April 30, 2026, respectively, changes of which were primarily due to our new or renewed office leases, partially offset by our lease payments.

Indebtedness Statement

Except as discussed above, as of April 30, 2026, being the indebtedness statement date, we did not have any outstanding mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other contingent liabilities. As of the Latest Practicable Date, there was no material restrictive covenant in our indebtedness which could significantly limit our ability to obtain future financing. As of April 30, 2026, we did not have plans for other material external debt financing.

Our Directors confirm that (i) there has not been any material change in our indebtedness since April 30, 2026 and up to the Latest Practicable Date, (ii) during the Track Record Period and up to the date of this prospectus, we did not have any material default on our indebtedness or breach of covenant, and (iii) during the Track Record Period and up to the date of this prospectus, we did not experience any difficulty in obtaining bank loans and other borrowings.

CONTINGENT LIABILITIES

As of the Latest Practicable Date, we did not have any contingent liabilities or guarantees.

CAPITAL EXPENDITURE

Our capital expenditures during the Track Record Period were primarily related to purchase of office equipment and intangible assets, and warehouse and office construction. Our capital expenditures were RMB4.2 million, RMB2.5 million and RMB4.8 million, respectively, in 2023, 2024 and 2025. We intend to fund our future capital expenditures with net proceeds from equity and debt financings and our operating cash flows.

CAPITAL COMMITMENT

As of December 31, 2023, 2024 and 2025, we did not have any capital expenditures contracted for but not yet recognized as liabilities.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

During the Track Record Period and up to the Latest Practicable Date, we did not have any material off-balance sheet commitments or arrangements.

KEY FINANCIAL INDICATORS

The following table sets forth our selected financial indicators for the years and as of the dates indicated.

	For the Year Ended December 31,		
	2023	2024	2025
Profitability indicators			
Revenue growth rate	35.1%	36.3%	30.2%
Gross profit growth rate	41.9%	27.2%	34.4%
Gross margin(1)	49.2%	45.9%	47.4%
Net loss margin(2)	(19.2)%	(12.5)%	(10.7)%
Adjusted net loss margin(3) (non-IFRS measure)	(8.4)%	(3.1)%	(0.6)%

	As of December 31,		
	2023	2024	2025
Liquidity indicators			
Current ratio(4)	1.6	1.4	1.4
Quick ratio(5)	1.1	1.0	1.1

(1) Gross margin equals gross profit divided by revenue for the year.
(2) Net loss margin equals net loss for the year divided by revenue for the year.
(3) Adjusted net loss margin (non-IFRS measure) equals adjusted net loss (non-IFRS measure) divided by revenue for the year. For the reconciliation of net loss for the year to adjusted net loss for the year (non-IFRS measure), see "— Results of Operations — Non-IFRS Measures" for details.
(4) Current ratio is calculated by dividing current assets as of the year end by current liabilities as of the year end.
(5) Quick ratio is calculated by dividing current assets less inventories by current liabilities as of year end.

R&D EXPENDITURE AND TOTAL OPERATING EXPENDITURE

During the Track Record Period, we did not have capitalized research and development expenses. The table below sets forth our annual and total R&D expenditure for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Research and development expenses	**63,749**	**71,311**	**79,168**
Adjustments:			
Add: Intangible assets related to R&D software acquired from third parties and capitalized	—	—	—
Less: Amortization expenses of capitalized intangible assets included in R&D expenditure	—	—	—
Annual R&D expenditure	**63,749**	**71,311**	**79,168**
Total R&D expenditure for the three financial years prior to the Listing			**214,228**

The table below sets forth our annual and total operating expenditure for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
		(RMB in thousands)	
Research and development expenses	**63,749**	**71,311**	**79,168**
Selling and distribution expenses	**72,279**	**88,985**	**105,667**
Administrative expenses	**36,783**	**42,929**	**67,654**
Adjustments:			
Add: Intangible assets related to R&D software acquired from third parties and capitalized	—	—	—
Less: Amortization expenses of capitalized intangible assets included in R&D expenditure	—	—	—
Annual total operating expenditure	**172,811**	**203,225**	**252,489**
Total operating expenditure for the three financial years prior to the Listing			**628,525**

The table below sets forth our annual R&D expenditure ratio and total R&D expenditure ratio for the years indicated.

	For the Year Ended December 31,		
	2023	2024	2025
Annual R&D expenditure ratio[(1)]	**36.9%**	**35.1%**	**31.4%**
Total R&D expenditure ratio[(2)]			**34.1%**

(1) Calculated by dividing annual R&D expenditure by annual total operating expenditure.
(2) Calculated by dividing total R&D expenditure for the three financial years prior to the Listing by total operating expenditure for the three financial years prior to the Listing.

MATERIAL RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time. As of December 31, 2023, 2024 and 2025, we had amounts due from Shareholders of nil, nil and nil. See Note 35 to the Accountants' Report included in Appendix I to this prospectus and "Relationship with the Controlling Shareholders" for details on our material related-party transactions.

Our Directors are of the view that each of the material related party transactions set out in Note 35 to the Accountants' Report included in Appendix I to this prospectus 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 material-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.

FINANCIAL RISKS

Our activities expose us to a variety of financial risks, including credit risk, liquidity risk, interest rate risk, and currency risk. Our overall risk management procedures focus on the unpredictability of financial markets and seek to minimize potential adverse effects on our financial performance.

Interest Rate Risk

Our interest rate risk arises primarily from bank loans. Borrowings issued at variable rates and at fixed rates expose us to cash flow interest rate risk and fair value interest rate risk respectively. Our policy is to manage our interest cost using a fixed-rate debt. We have not entered into any interest rate hedging contracts or any other similar derivative financial instruments. We believe we have no significant interest rate risk exposure.

Foreign Currency Risk

We have transactional currency exposures. Such exposure arises from sales by operating units and investing and financing activities by investment holding units in currencies other than the units' functional currencies.

The functional currency of our subsidiaries in Chinese Mainland is RMB. Almost all of our operating activities are carried out in the Chinese Mainland with most of the transactions denominated in RMB. We consider the risk of movements in exchange rates to be insignificant.

Credit Risk

We trade only with recognized and creditworthy third parties. It is our policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, we monitor the balance amount of receivables on an ongoing basis and our exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, we do not offer credit terms without the specific approval of the head of Credit Control department.

Further quantitative data in respect of our exposure to credit risk are disclosed in Note 39 to the Accountants' Report included in Appendix I to this prospectus.

Liquidity Risk

Our policy is to regularly monitor our liquidity requirements and our compliance with lending covenants, to ensure that we maintain sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet our liquidity requirements in the short and longer term. Further quantitative data in respect of our exposure to liquidity risk arising is disclosed in Note 39 to the Accountants' Report included in Appendix I to this prospectus.

DIVIDENDS

We did not declare or pay any dividend during the Track Record Period and up to the Latest Practicable Date. We currently intend to retain all available funds and earnings, if any, to fund the development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. Investors should not purchase our ordinary shares with the expectation of receiving cash dividends.

We have not formulated a dividend policy and any future determination to pay dividends will be made at the discretion of our Directors according to our Articles of Association and applicable laws and regulations. Our Directors will decide whether to pay dividends based on a number of factors, including our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our Directors may deem relevant. We do not have a pre-determined dividend payout ratio. As advised by our PRC Legal Advisor, regulations in the PRC currently permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make, as determined in accordance with its articles of association and the accounting standards and regulations in China. As a result, we may not have sufficient or any distributable profits to make dividend contributions to our Shareholders, even if we become profitable.

WORKING CAPITAL

The Directors are of the opinion that, taking into account the financial resources available to us, including (i) our future operating cash flows in respective years; (ii) cash and cash equivalents; (iii) current financial assets at fair value through profit or loss; (iv) available bank facilities; and (v) the estimated net proceeds from the Global Offering, we have sufficient working capital for our requirements for at least the next 12 months from the date of this prospectus.

Our cash burn rate refers to the average monthly (i) net cash used in operating activities, (ii) purchases of property, plant and equipment, (iii) payments for intangible assets, and (iv) payments of lease liabilities. We consider these items to be key indicators of our operational efficiency, reflecting payments which can significantly impact our cashflow, such as our capital expenditures representing significant cash outflows, our investment in intellectual property or technology, and the costs of financing lease obligations, all of which may occur on a regular basis. Our historical cash burn rate was RMB25 thousand, RMB2.7 million and RMB3.3 million in 2023, 2024 and 2025, respectively. We had a low cash burn rate in 2023, primarily because we generated net cash flows from operating activities in 2023. In 2024 and 2025, our operating cash flows were positively affected by certain changes in operating assets and liabilities, including (i) an increase in trade and bills payables, reflecting that our enhanced bargaining power with suppliers as our procurement of raw materials continually grew, (ii) a decrease in amounts due from related parties because our Shareholders paid us the amount they owed to us as of the end of 2022, (iii) a decrease in inventories because we applied enterprise resource planning (ERP) software in inventory management, enhancing the turnover days of inventories. In 2024, we incurred net cash outflows in operating activities primarily due to a rapid growth in our trade receivables as a result of our enlarged business scale. We had cash and cash equivalents of RMB153.9 million, financial assets at fair value through profit or loss of RMB18.0 million and unutilized banking facilities of RMB175.5 million as of December 31, 2025. We estimate that we will receive net proceeds of approximately HK$995.4 million (equivalent to RMB866.5 million) after deducting the estimated underwriting commissions and other fees and expenses paid and payable by us in connection with the Global Offering, assuming no Offer Size Adjustment Option and Over-allotment Option is exercised and assuming an Offer Price of HK$101.6 per Offer Share. Assuming that the average monthly cash burn rate going forward will be RMB3.3 million, similar to the cash burn rate level in 2025 based on the underlying assumptions that (i) the number of our employees will not increase significantly; (ii) we do not expect substantial capital investment; (iii) we do not expect significant acquisitions or investments; and (iv) we can implement effective cost control based on our annual budget to manage human resources and various expenses and other measures as mentioned in "Business — Business Sustainability — Strategies to Improve Our Performance — Enhance Operating Leverage," we estimate that our cash and cash equivalents, financial assets at fair value through profit or loss and unutilized banking facilities as of December 31, 2025 will be able to maintain our financial viability for approximately 105.6 months or, if we take into account 5.3% of the estimated net proceeds from the Global Offering (namely the portion allocated for our working capital and other general corporate purposes), approximately 119.6 months or, if we take into account the estimated net proceeds from the Global Offering, approximately 369.0 months. We will continue to closely monitor our cash flows from operations and maintain our financial viability through a variety of means, including banking facilities and external financing.

DISTRIBUTABLE RESERVES

As of December 31, 2025, we did not have any distributable reserves.

LISTING EXPENSES

Listing expenses represent professional fees, underwriting commissions, and other fees incurred in connection with the Global Offering. The estimated total listing expenses for the Global Offering are approximately RMB61.9 million (equivalent to approximately HK$71.2 million), accounting for approximately 6.7% of our gross proceeds from the Global Offering. The estimated total listing expenses consist of (i) underwriting-related expenses (including but not limited to commissions and fees) of approximately RMB36.6 million (approximately HK$42.0 million), and (ii) non-underwriting related expenses of approximately RMB25.3 million (approximately HK$29.2 million), which consist of fees and expenses of legal advisors and Reporting Accountants of approximately RMB16.6 million (approximately HK$19.1 million), and other fees and expenses of approximately RMB8.7 million (approximately HK$10.1 million). Approximately RMB36.7 million (equivalent to approximately HK$42.2 million) of the estimated listing expenses is directly attributable to the issue of new Shares to the public and will be accounted for as a deduction from equity upon completion of the Global Offering. Approximately RMB15.4 million (equivalent to approximately HK$17.7 million) has been charged in profit or loss during the Track Record Period, and the remaining amount of approximately RMB9.8 million (equivalent to approximately HK$11.3 million) is expected to be charged in profit or loss before or upon completion of the Global Offering. This calculation is subject to adjustment based on the actual amount incurred or to be incurred. The listing expenses above are the best estimate as of the Latest Practicable Date and are for reference only. The actual amount may differ from such an estimate.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The unaudited pro forma statement of our adjusted consolidated net tangible assets prepared in accordance with paragraph 4.29 of the Listing Rules is to illustrate the effect of the Share Offer on our audited consolidated net tangible assets as of December 31, 2025, as if the Global Offering had taken place on that date.

The unaudited pro forma statement of our adjusted consolidated net tangible assets has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position of our Group had the Global Offering been completed as of December 31, 2025, or any future dates. It is prepared based on our Group's consolidated net tangible assets attributable to equity holders of our Company as of December 31, 2025 as set out in the Accountants' Report in Appendix I to this prospectus.

See "Appendix II — Unaudited Pro Forma Financial Information" for details.

NO MATERIAL ADVERSE CHANGE

Our Directors have confirmed that there has been no material adverse change in our financial or trading position or prospects since December 31, 2025, being the end date of our latest consolidated financial statements as set out in "Appendix I — Accountants' Report" to this prospectus, and up to the date of this prospectus.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, there are no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS

See "Business — Our Strategies" for details of our future business plans and strategies.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$995.4 million, after deducting estimated underwriting commissions, fees and expenses payable by us in connection with the Global Offering, assuming an Offer Price of HK$101.60 per Share, and assuming no Offer Size Adjustment Option or the Over-allotment Option is exercised.

We currently intend to apply the net proceeds from the Global Offering for the following purposes:

- Approximately 50.0% of the net proceeds, or HK$497.9 million, will be used to advance the research and development of our technologies and infrastructure for the next five years. We aim to enhance the intelligence and adaptability of our robots to support the rapid development and commercialization of humanoid robots and more advanced applications. Specifically:

  (i) Approximately 20.0% of the net proceeds, or HK$199.2 million, will be allocated to the research and development of AI technology. Our R&D efforts in AI will be focused on the integration and application of multi-modal models — combining large language models and visual models — within robots with the aim of advancing robots from task execution to cognitive intelligence through (a) procurement of hardware (including servers and robot test bodies) and software (including cloud services) for AI development, (b) collaboration with leading domestic and international large language model and multi-modal AI teams, and (c) establishment of dedicated teams for AI hardware and software development. We plan to purchase 30 to 70 units of hardware and 22 to 100 sets of software each year from 2026 to 2030. See "Business — Business Sustainability — Strategies to Improve Our Performance — Continue to Invest in Technologies" for details on the specific R&D plans for AI technology.

  (ii) Approximately 15.0% of the net proceeds, or HK$149.3 million, will be directed toward the development of embodied AI. Our R&D investments in embodied AI are focused on enhancing the robot's ability to operate in dynamic, multi-layered operational applications characterized by diverse industry-specific requirements, logistical workflows and heterogeneous physical conditions, including: (a) procurement of hardware, including robot components (such as sensors and actuators) and robot bodies, for embodied AI research and development, and (b) formation of teams for hardware and software development to support embodied AI research. Over the next five years, we will follow a phased implementation plan, with resources deployed each year to advance core product capabilities, improve operational precision and strengthen engineering capacity. See "Business — Business Sustainability — Strategies to Improve Our Performance — Continue to Invest in Technologies" for details on the specific R&D plans for embodied AI.

  (iii) Approximately 15.0% of the net proceeds, or HK$149.3 million, will be allocated to enhancing the performance and the iteration of existing infrastructure and toolchain. We recognize that intelligent robot technology is highly complex and requires a robust underlying software infrastructure. Our plans include (a) procurement of software (including cloud services) for new product development, and (b) establishment of teams for development and iteration of infrastructure and toolchain. Over the next five years, we will allocate investments on an annual basis scheduled to progressively build technology foundations and improve development throughput. See "Business — Business Sustainability — Strategies to Improve Our Performance — Continue to Invest in Technologies" for details on the specific R&D plans for infrastructure and toolchain development.

The table below sets forth our estimated investments in the R&D staff dedicated to three key R&D areas, namely AI technology, embodied AI and robot infrastructure and toolchain, by 2030. We plan to use the net proceeds to pay the remuneration of these R&D staff.

Purpose	Estimated remuneration	Estimated total number of staff	Qualification
	(RMB in millions)		
AI Technology	119.9	48	Software: candidates with a bachelor's degree or higher in computer science, specializing in deep learning and machine learning, and with work experience in AI development and foundational technologies Hardware: candidates with a bachelor's degree or higher in electrical/electronics engineering, specializing in electronic circuit design, and with work experience in AI hardware development and foundational technologies
Embodied AI	70.2	38	Software: candidates with a bachelor's degree or higher in computer science, specializing in deep learning and machine learning, and with work experience in product development Hardware: candidates with a bachelor's degree or higher in electrical/electronics engineering, specializing in electronic circuit design and with work experience in product development
Infrastructure and Toolchain	98.4	47	Candidates with a bachelor's degree or higher in computer science and software engineering, and with work experience in system architecture and software engineering

- Approximately 20.0% of the net proceeds, or HK$199.1 million, will be allocated to the establishment of a multifunctional center that integrates research and development, operation, assembly and testing functions to strengthen our capabilities to develop and scale intelligent robots for the next five years. The establishment of our own multifunctional center addresses critical business needs by: (a) eliminating our current reliance on leased office spaces which lack integrated facilities for final-stage assembly and testing; (b) creating operational synergies through co-location of R&D and production teams to accelerate product development cycles; and (c) achieving progressive cost savings through asset ownership as we amortize the investment over our production lifecycle. Specifically:

  (i) Approximately 10.0% of the net proceeds, or HK$99.5 million, will be used for the construction of the new center necessary to house integrated robotics functions, with the expenditure expected to be incurred between 2027 and 2029.

  (ii) Approximately 5.0% of the net proceeds, or HK$49.8 million, will be allocated for interior fit-out and functional upgrades to accommodate research and development and operational workflows, with the expenditure expected to be incurred between 2028 and 2030.

  (iii) Approximately 3.8% of the net proceeds, or HK$37.3 million, will be used for land acquisition to establish the new center, with the expenditure expected to be incurred between 2026 and 2028.

  (iv) Approximately 1.2% of the net proceeds, or HK$12.4 million, will be used to purchase robot debugging and testing equipment to enhance quality control and testing precision, with the expenditure expected to be incurred between 2028 and 2030.

- Approximately 15.0% of the net proceeds, or HK$149.3 million, will be used to pursue acquisition and investment opportunities across the upstream and downstream segments of the robotics value chain that may support the acquisition of advanced technologies and strengthen our platform ecosystem for the next five years, particularly in areas such as sensing systems, execution systems and integration solutions. When evaluating potential acquisitions or investments, we will focus on targets that demonstrate strong alignment with our strategic objectives through a combination of technical, commercial and operational criteria, including but not limited to, for component suppliers, (a) the compatibility of the target's products with our controllers, and (b) proven commercial viability; and, for robot manufacturers and integrators, (a) competitive positioning in terms of pricing, delivery lead times and product quality, (b) proven commercial viability, and (c) established customer relationships in 3C, automotive or semiconductor industries, among others. According to CIC, fewer than 10,000 target component manufacturers which primarily focus on key robotics components, such as sensors, actuators and control systems, and fewer than 5,000 target robot body manufacturers and integrators focusing on the 3C, automotive, or semiconductor industries with sustainable business operations, are available in the market, based on the information extracted from company incorporation databases and relevant business descriptions. As of the Latest Practicable Date, we did not identify any investment or acquisition target or enter into any definitive investment or acquisition agreement.

- Approximately 9.7% of the net proceeds, or HK$96.6 million, will be used to establish a global sales system to increase market presence and support international growth over the next five years, focusing on strengthening brand recognition, expanding marketing channels and building a strong customer support network worldwide. We will establish dedicated overseas sales and after-sales service teams in four key strategic markets: the United States, Germany, Japan and Thailand. According to CIC, China's industrial robot exports exceeded RMB12.0 billion in 2025, representing a year-on-year increase of 48.7%, reflecting the continued expansion of Chinese industrial intelligent robot companies in overseas markets.

  In identifying these markets and formulating our expansion strategy, we considered factors including robotics adoption level, policy support, market potential, customer requirements and strategic fit with our product offerings. We intend to adopt differentiated product positioning and localized commercialization strategies in these markets:

  - **United States.** According to CIC, the United States remains a key industrial automation market, with approximately 400 thousand industrial robots operating in factories. The U.S. government has launched the 2025 Project for the Advanced Robotics in Manufacturing Innovation and planned to enhance investments to support technical projects in areas such as robotic agility and multi-robot collaboration. Given the relatively advanced robotics adoption and customers' higher requirements for precision, intelligence and reliability, we intend to focus on advanced adaptive robotic products and solutions for application scenarios with higher technical requirements. See "Regulatory Overview — U.S. Tariffs" for details of the applicability of the U.S. tariffs and "Risk Factors — Risks Relating to Our Business and Industry — We may be subject to the risks associated with international trade policies, geopolitics and trade protection measures, including imposition of trade restrictions and sanctions, and our reputation, business, financial condition and results of operations could be adversely affected" for details of the relevant impacts on our business expansion.

- **Germany.** According to CIC, Germany is a leading robotics market in Europe, with approximately 300 thousand industrial robots currently operating. Growth of the German industrial intelligent robot market has been supported by the recovery of the automotive industry, the advancement of Industry 4.0 and demand from the metal processing and electronics sectors. In Germany, we intend to focus on advanced adaptive robotic products and solutions for high-precision and complex industrial automation scenarios, supported by localized customer engagement and technical services.

- **Japan.** According to CIC, Japan has nearly 450 thousand industrial robots operating in its factories and remains one of the world's most robotized countries. Japan's 2025 AI Robot Application Strategy identifies industrial production lines as a key application area and aims to accelerate the deployment of advanced technologies, including industrial robots. In Japan, we intend to focus on technically demanding manufacturing and automation scenarios where our adaptive robotic products and solutions can address customers' requirements for precision, reliability and flexible deployment.

- **Thailand.** According to CIC, Thailand has the largest number of operating industrial robots in Southeast Asia, while less than 20% of its nearly 150 thousand factories are using industrial robots, indicating substantial untapped automation potential. Under the "Thailand 4.0" strategy, the Board of Investment provides incentives such as tax benefits to attract high-end manufacturing, including industrial intelligent robots. In Thailand and other Southeast Asian markets, where demand for productivity improvement and labor efficiency remains significant, we intend to deploy cost-efficient models for mid-market and manufacturing customers and leverage local partnerships to enhance market access and after-sales service coverage.

Our competitive strategy is supported by our product differentiation, mature technologies and proven deployment experience across diverse scenarios. We have achieved ±2mm SLAM positioning accuracy with our robots, outperforming existing market peers which typically achieve above ±5mm, demonstrating our precision control capabilities in complex physical environments. Complementing this technical strength, our adaptive robotic products are designed to address application scenarios involving physical interaction, variability and process complexity, with an average delivery cycle of below three months that enables rapid deployment and iterative optimization. We believe such capabilities, together with our experience in adapting and replicating successful solutions, will support our localized commercialization in overseas markets. In addition, our planned overseas teams and local partnerships are expected to enhance local market access and after-sales service coverage.

We plan to recruit a total of over 20 specialized staff members, consisting of sales professionals and after-sales support technicians across these regions. All new hires will be required to possess a minimum of three years of overseas sales or technical support experience in relevant markets, with demonstrated industry knowledge and local market expertise. Sales team members must have established local customer networks and proven track records in their respective markets. After-sales team members will require technical certifications in robotics maintenance and multilingual capabilities to effectively serve our international customers.

We intend to implement approximately 110 targeted activities over the five-year period, combining digital campaigns with physical industry engagements. Our online marketing efforts (approximately 60 promotional activities) will run on Google and LinkedIn platforms to generate qualified leads, while offline initiatives (approximately 50 events) will include participation in major industry exhibitions such as IREX (Japan), ProMat (USA), Automate (USA/Germany), and LogiMAT (Germany) to showcase our offerings and establish direct customer relationships.

Specifically:

(i) Approximately 4.9% of the net proceeds, or HK$48.8 million, will be allocated to the development and expansion of our overseas sales teams to attract top talent, provide regional market expertise and elevate our capacity to drive sales growth across multiple regions.

(ii) Approximately 2.9% of the net proceeds, or HK$29.2 million, will be used to build and strengthen our marketing and brand presence globally, with an emphasis on overseas markets, to strengthen digital marketing, media partnerships and local outreach.

(iii) Approximately 1.9% of the net proceeds, or HK$18.7 million, will be allocated to establishing an after-sales service team overseas to provide customer support in global markets in order to enhance product satisfaction and foster long-term loyalty.

- Approximately 5.3% of the net proceeds, or HK$52.5 million, is expected to be used for working capital and general corporate purposes.

If the net proceeds of the Global Offering are not immediately applied to the above purposes, we will only deposit those net proceeds into short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or applicable laws and regulations in other jurisdictions).

If the Offer Size Adjustment Option and the Over-allotment Option are exercised in full, we will receive additional net proceeds of approximately HK$331.9 million for 3,385,300 H Shares to be allotted and issued upon the Over-allotment Option based on the Offer Price of HK$101.60 per Offer Share, and after deducting the underwriting fees and commissions payable by our Company. The additional amount raised will be applied to the above areas of use of proceeds on a pro rata basis.

If any part of our plan does not proceed as planned for reasons such as changes in government policies that would render any of our plans not viable, or the occurrence of force majeure events, our Directors will carefully evaluate the situation and may reallocate the net proceeds from the Global Offering.

We will issue an appropriate announcement if there is any material change to the above proposed use of proceeds.

THE CORNERSTONE INVESTMENTS

We have entered into cornerstone investment agreements (each a "**Cornerstone Investment Agreement**", and together the "**Cornerstone Investment Agreements**") with the cornerstone investors 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 for or cause their designated entities (including qualified domestic institutional investor(s) ("**QDII(s)**") in respect of Splendid Zhonghe Investment as approved by the relevant PRC authorities) to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 50 H Shares) which may be purchased at the Offer Price with an aggregate amount of US$59.00 million (or approximately HK$462.24 million, calculated based on the exchange rate set out in the section headed "Information about this Prospectus and the Global Offering — Exchange Rate Conversion" in this prospectus) (exclusive of brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee) (the "**Cornerstone Investment**").

Based on the Offer Price of HK$101.60 per Offer Share, the total number of Offer Shares to be subscribed for by the Cornerstone Investors (including those to be subscribed through QDII(s)) would be 4,549,400. The table below reflects the shareholding percentage immediately after the completion of the Global Offering.

Assuming the Offer Size Adjustment Option is not exercised				Assuming the Offer Size Adjustment Option is exercised in full			
Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full		Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is exercised in full	
Approximate % of the Offer Shares	Approximate % of the total issued share capital	Approximate % of the Offer Shares	Approximate % of the total issued share capital	Approximate % of the Offer Shares	Approximate % of the total issued share capital	Approximate % of the Offer Shares	Approximate % of the total issued share capital
43.34%	4.12%	37.69%	4.06%	37.69%	4.06%	32.77%	3.99%

The Company is of the view that, (i) the Cornerstone Investment 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) the Cornerstone Investment demonstrates our Cornerstone Investors' confidence in the Company and its business prospect and it will help raise the profile of the Company. The Company became acquainted with each of the Cornerstone Investors through the Overall Coordinators or the other Capital Market Intermediaries, the business network of the Group, or through its existing Shareholder and Directors.

The Cornerstone Investment will form part of the International Offering, and 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 for by the Cornerstone Investors (including those to be subscribed through QDII(s)) will rank *pari passu* in all respects with the fully paid H Shares in issue following the completion of the Global Offering and to be listed on the Stock Exchange. The Offer Shares to be subscribed for by the Cornerstone Investors (including those to be subscribed through QDII(s)) will be counted towards the public float of the Company under Rule 8.08 (as amended and replaced by Rule 19A.13A) of the Listing Rules.

Immediately following the completion of the Global Offering, (i) none of the Cornerstone Investors or their respective close associates will become a substantial shareholder of the Company; (ii) none of the Cornerstone Investors or their respective close associates will have any Board representation in the Company solely by virtue of its cornerstone investment; and (iii) no more than 50% of the securities in public hands at the time of Listing can be beneficially owned by the three largest public Shareholders for the purpose of Rule 8.08(3) of the Listing Rules.

To the best knowledge of the Company, (i) each of the Cornerstone Investors is an independent third party; (ii) none of the Cornerstone Investors is accustomed to taking instructions from the Company, the Directors, chief executive of the Company, the 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 the Company, the Directors, chief executive of the Company, the 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. Except the shareholder of GF Fund Management, 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 shareholders 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.

The total number of Offer Shares to be subscribed for by the Cornerstone Investors (including those to be subscribed through QDII(s)) under the Cornerstone Investment 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 paragraphs 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 deducted on a pro rata basis in accordance with the terms of the Cornerstone Investment Agreements for the purpose of satisfying (i) Rule 8.08(3) of the Listing Rules which provides that no more than 50% of the H Shares in public hands on the Listing Date can be beneficially owned by the three largest public Shareholders; (ii) the minimum public float requirement under Rule 19A.13A of the Listing Rules or as otherwise approved by the Stock Exchange; (iii) the minimum free float requirement under Rule 19A.13C of the Listing Rules; (iv) Rule 18C.08 to the Listing Rules which provides that at least 50% of the total number of shares offered in the initial public offering (excluding any shares to be issued pursuant to the exercise of any Offer Size Adjustment Option and Over-allotment Option) of a Specialist Technology Company must be taken up by independent price setting investors in the placing tranche (whether as cornerstone investors or otherwise); and (v) Appendix F1 (Placing Guidelines for Equity Securities) to the Listing Rules. Details of the actual number of Offer Shares to be allocated to each of the Cornerstone Investors will be disclosed in the allotment results announcement to be issued by the Company on or around June 23, 2026.

The Cornerstone Investors have agreed to fully pay for the relevant Offer Shares that they have subscribed for before dealings in the Company's H Shares commence on the Stock Exchange. Pursuant to the Cornerstone Investment Agreements, the Overall Coordinators (for themselves and on behalf of the International Underwriters) have the discretion to effect a delayed delivery of the Offer Shares to be subscribed for by each of the Cornerstone Investors (including those to be subscribed through QDII(s)) on a date later than the Listing Date, subject to the conditions contained therein. Such delayed delivery arrangement is in place to facilitate the over-allocation in the International Offering. There will be no delayed delivery if there is no over-allocation in the International Offering. Where delayed delivery takes place, each of the Cornerstone Investor has agreed that it shall nevertheless pay for the relevant Offer Shares before the Listing. As such, there will be no deferred settlement of the investment amount for the Offer Shares to be subscribed by the Cornerstone Investors (including those to be subscribed through QDII(s)) pursuant to the Cornerstone Investment Agreement.

The table below sets out details of the Cornerstone Investment:

			Based on the Offer Price of HK$101.60							
			Assuming the Offer Size Adjustment Option is not exercised				Assuming the Offer Size Adjustment Option is exercised in full			
			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	
Cornerstone Investor	Subscription amount[(1)]	Number of Offer Shares to be acquired[(2)]	Approximate % of the Offer Shares	Approximate % of the issued share capital	Approximate % of the Offer Shares	Approximate % of the issued share capital	Approximate % of the Offer Shares	Approximate % of the issued share capital	Approximate % of the Offer Shares	Approximate % of the issued share capital
HHLRA	US$15.00 million (or approximately HK$117.52 million)	1,156,650	11.02%	1.05%	9.58%	1.03%	9.58%	1.03%	8.33%	1.02%
Yuanbao Family Office	US$15.00 million (or approximately HK$117.52 million)	1,156,650	11.02%	1.05%	9.58%	1.03%	9.58%	1.03%	8.33%	1.02%
3W Fund	US$10.00 million (or approximately HK$78.35 million)	771,100	7.35%	0.70%	6.39%	0.69%	6.39%	0.69%	5.55%	0.68%
GF Fund	US$6.00 million (or approximately HK$47.01 million)	462,650	4.41%	0.42%	3.83%	0.41%	3.83%	0.41%	3.33%	0.41%
Ruihua Investment	US$5.00 million (or approximately HK$39.17 million)	385,550	3.67%	0.35%	3.19%	0.34%	3.19%	0.34%	2.78%	0.34%
Zhonghe Capital	US$3.00 million (or approximately HK$23.50 million)	231,300	2.20%	0.21%	1.92%	0.21%	1.92%	0.21%	1.67%	0.20%
Yishao Capital	US$3.00 million (or approximately HK$23.50 million)	231,300	2.20%	0.21%	1.92%	0.21%	1.92%	0.21%	1.67%	0.20%
Nova Kerry Inc.	US$2.00 million (or approximately HK$15.67 million)	154,200	1.47%	0.14%	1.28%	0.14%	1.28%	0.14%	1.11%	0.14%
Total	**US$59.00 million (or approximately HK$462.24 million)**	**4,549,400**	**43.34%**	**4.12%**	**37.69%**	**4.06%**	**37.69%**	**4.06%**	**32.77%**	**3.99%**

Notes:

(1) Calculated based on the exchange rate set out in the section headed "Information about this Prospectus and the Global Offering — Exchange Rate Conversion" in this prospectus.

(2) Rounded down to the nearest whole board lot of 50 H Shares.

THE CORNERSTONE INVESTORS

The information about our Cornerstone Investors set forth below has been provided by the Cornerstone Investors in connection with the Cornerstone Investment.

HHLRA

HHLR Advisors, Ltd. ("**HHLRA**"), part of the Hillhouse Group, is an exempted company incorporated in the Cayman Islands that acts as the investment manager of investment funds (collectively the "**HHLRA Funds**"), which are limited partnerships formed under the laws of the Cayman Islands. There is no individual limited partner investor who holds an economic interest of 30% or more in the HHLRA Funds. HHLRA intends to hold the Offer Shares through one of the HHLRA Funds, namely HACF, L.P.

HHLRA collaborates with industry-defining enterprises, aiming to establish alignment with sustainable, forward-thinking companies across industrial, consumer, healthcare and business services sectors. HHLRA manages capital for global institutions, including non-profit foundations, endowments, and pensions. HHLRA is entering the Cornerstone Investment Agreement with the Company in its capacity as an investment manager and on behalf of the HHLRA Funds.

Yuanbao Family Office

Yuanbao Family Office Limited ("**Yuanbao Family Office (元寶家辦)**") is a company incorporated in Hong Kong. The principal investment objective of Yuanbao Family Office is to maximize absolute return and seek long-term capital growth primarily through fundamental investment principle with a value approach. Mr. Zhang Wei, founder and ultimate beneficial owner of Yuanbao Family Office, holds 30% or more of the ownership interests therein. None of the other single shareholders holds 30% or more of the interests in Yuanbao Family Office.

3W Fund

3W Fund Management Limited ("**3W Fund**") is incorporated in Hong Kong with limited liability and licensed by the SFC to carry out type 9 (asset management) regulated activity. 3W Fund has agreed to procure 3W Global Fund, over which 3W Fund has discretionary investment management power, to subscribe for such number of the Offer Shares. 3W Global Fund pursues to maximize absolute return and seek long-term capital growth primarily through fundamental investment principle with value approach. 3W Fund is wholly owned by Mr. Wu Weiwei. No single investor holds 30% or more of the interests in 3W Global Fund.

GF Fund

GF Fund Management Co., Ltd. (廣發基金管理有限公司) ("**GF Fund Management**") and GF International Investment Management Limited (廣發國際資產管理有限公司) ("**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 RMB 2 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., Ltd. (廣發証券股份有限公司) ("**GF Securities**"), a limited company listed on the Stock Exchange (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 SFC 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. 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 30% or more of the interest.

Ruihua Investment

Ruihua (International) Investment Limited (瑞華(國際)投資有限公司) ("**Ruihua Investment**") is a limited company incorporated in the British Virgin Islands and is principally engaged in equity investment activities in global markets. Ruihua Investment is wholly owned by Hong Kong Ruihua Investment Management Limited ("**Hong Kong Ruihua**"), which is ultimately controlled by Mr. Zhang

Jianbin (張建斌), and is primarily engaged in securities market investments. Mr. Zhang Jianbin, who holds 30% or more of the interest in Hong Kong Ruihua, is an independent third party. None of the other single shareholders holds 30% or more of the interests in Hong Kong Ruihua.

Zhonghe Capital

Splendid Zhonghe (Tianjin) Investment Management Co., Ltd. (錦繡中和(天津)投資管理有限公司) ("**Splendid Zhonghe Investment**") is entering into the Cornerstone Investment Agreement with the Company. Splendid Zhonghe Investment is a limited liability company incorporated in China on January 17, 2017. It is a wholly-owned subsidiary of Splendid Zhonghe (Beijing) Capital Co., Ltd. (錦繡中和(北京)資本管理有限公司) ("**Zhonghe Capital**"), which is a full-industry-chain investment platform incorporated in China on August 20, 2012, with cumulative assets under management exceeding RMB29 billion. Leveraging its extensive experience in capital market investments, Zhonghe Capital has completed strategic investments in more than 200 distinguished listed companies and growth enterprises, and has developed profound industry expertise and robust resource integration capabilities across its target sectors. As of the Latest Practicable Date, Zhonghe Capital has nine shareholders in total. Mr. Zhang Jingting (張敬庭), an independent third party, beneficially owns 30.80% of the equity interests in Zhonghe Capital, and no other shareholder holds 30% or more of the equity interest in Zhonghe Capital.

Yishao Capital

Yishao Capital Management (HK) Limited ("**Yishao Capital**") is a company incorporated in Hong Kong on July 10, 2018. Yishao Capital is investing on a proprietary basis. It is ultimately controlled by Mr. Wang Ruxian (王汝先) and no other shareholder holds 30% or more of the equity interest in Yishao Capital. Yishao Capital is managed by senior investors with more than 18 years of experience in the U.S. and Hong Kong equity markets, focusing on leading companies in innovation-driven sectors such as advanced technology, biotechnology, semiconductor design and manufacturing, AI applications, and robotics automation. The investment team is among the earliest Chinese investment professionals to build deep positions in GPUs, semiconductor production, and global AI leaders — long before these companies became some of the world's largest by market capitalization. Yishao Capital maintains a long-term conviction in the structural value of biotechnology, AI, semiconductor design and manufacturing, automation, and robotics, and holds sustained positions in industry-leading companies across these fields.

Nova Kerry Inc.

Nova Kerry Inc. is investing on a proprietary basis. It is a wholly-owned subsidiary of Advantage China Consumer Fund ("**ACCF Capital**"). ACCF Capital is owned as to 90% by JW New Energy Limited, which is wholly owned by Dr. Wang Jun, an experienced private equity investor in Asia. ACCF Capital invests primarily in technology and consumer space.

CLOSING CONDITIONS

The subscription obligation of each of the Cornerstone Investors under the Cornerstone Investment Agreements is subject to, among other things, the following closing conditions:

(a) the underwriting agreements for the Hong Kong Public Offering and the International Offering 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 these underwriting agreements, and neither of the aforesaid underwriting agreements having been terminated;

(b) the Offer Price having been agreed between the Company and the Overall Coordinators (for themselves and on behalf of the underwriters of the Global Offering);

(c) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the H Shares (including the Investors Shares) 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;

(d) the CSRC having accepted the CSRC Filings and published the filing results in respect of the CSRC Filings on its website, and such notice of acceptance and/or filing results published not having otherwise been rejected, withdrawn, revoked or invalidated prior to the commencement of dealings in the H Shares on the Stock Exchange;

(e) 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 herein and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and

(f) the respective agreements, representations, warranties, undertakings, acknowledgements and confirmations of the Cornerstone Investor under the Cornerstone Investment Agreement are true, accurate and complete in all respects and not misleading and that there is no material breach of such Cornerstone Investment Agreement on the part of the Cornerstone Investor.

RESTRICTIONS ON DISPOSALS BY 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 subscribed for pursuant to the relevant Cornerstone Investment Agreement, save for in 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.

HONG KONG UNDERWRITERS

China International Capital Corporation Hong Kong Securities Limited
CMB International Capital Limited
Soochow Securities International Brokerage Limited
BOCI Asia Limited
Futu Securities International (Hong Kong) Limited
Tiger Brokers (HK) Global Limited
Zheshang International Financial Holdings Co., Limited
ABCI Securities Company Limited

UNDERWRITING ARRANGEMENTS AND EXPENSES

The Hong Kong Public Offering

Hong Kong Underwriting Agreement

Pursuant to the Hong Kong Underwriting Agreement, our Company is offering initially 524,900 Hong Kong Offer Shares (subject to reallocation) for subscription by the public in Hong Kong on and subject to the terms and conditions of this prospectus at the Offer Price.

Subject to the Listing Committee granting approval for the listing of, and permission to deal in, the H Shares to be issued pursuant to the Global Offering (including any H Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option) and certain other conditions set out in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have agreed to severally (and not jointly or jointly and severally) to subscribe or procure subscribers for their respective applicable proportions of the Hong Kong Offer Shares now being offered which are not taken up under the Hong Kong Public Offering on and subject to the terms and conditions of this prospectus and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional upon and subject to, among other things, the International Underwriting Agreement having been signed 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 the 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 laws 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, United States, the United Kingdom, the European Union (or any member thereof), or other jurisdictions relevant to the Group's business operations or the Global Offering (each a "**Relevant Jurisdiction**" and collectively, the "**Relevant Jurisdictions**"); or

(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, 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 or the NASDAQ Global Market; or (ii) the trading in any securities of the 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 Overall Coordinators, the issue or requirement to issue by our Company of a supplement or amendment to the 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 (the "**Group Company**") or a Director, or any senior management members named in the prospectus 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 Group Company or any of the Controlling Shareholders or by or on any Relevant Jurisdiction, or the withdrawal of trading privileges which existed on the date of 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 the Group or in respect of which any member of the Group is liable prior to its stated maturity; or

(x) any non-compliance of the prospectus (or any other documents used in connection with the con-templated 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 Controlling Shareholder or any Director or any senior management members named in the prospectus; or

(xii) any contravention by any Group Company 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 the prospectus,

which, in any such case individually or in the aggregate, in the sole and absolute opinion of the Sole Sponsor and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters): (A) has or will or may have a Material Adverse Effect (as defined in the Hong Kong Underwriting Agreement); (B) 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 (C) 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 (D) 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 Sole Sponsor and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) that:

(i) any statement contained in any of the Offering Documents, the CSRC Filings and/or any notices, announcements, advertisements, communications issued 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, 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, 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 the 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 in the International Underwriting Agreement; or

(iv) any event, act or omission which gives rise or is likely to give rise to any liability of any of the Indemnifying Parties pursuant to the indemnities in the Hong Kong Underwriting Agreement; or

(v) any material breach of any of the obligations or undertakings imposed upon any party to Hong Kong Underwriting Agreement, the Cornerstone Investment Agreements, the International Underwriting Agreement (other than upon any of the Hong Kong Underwriters or the International Underwriters); or

(vi) any Material Adverse Change; or

(vii) that the Chairman of the Board, any Director or any member of senior management of the Company named in the Prospectus seeks to retire, or is removed from office or vacating his/her office; or

(viii) any Director or any member of senior management of our Company named in the 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 the 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 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 expert specified in the prospectus (other than the Sole Sponsor) has withdrawn its consent to the issue of the 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) 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

(xiv) (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 Overall Coordinators, the issue or requirement to issue by our Company of a supplement or amendment to the CSRC Filings pursuant to the CSRC Rules (as defined in the Hong Kong Underwriting Agreement) 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

(xv) that a material portion of the orders placed or confirmed in the bookbuilding process 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 Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) may, in their 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

Undertakings by our Company

In accordance with 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 sold or transferred out of treasury or form the subject of any agreement to such an issue, or sale or transfer out of treasury within six months from the date on which the H Shares of our Company first commence dealing on the Stock Exchange (whether or not such issue of shares or securities, or sale or transfer of treasury shares will be completed within six months from the commencement of dealing), except for the issue of shares or securities pursuant to the Global Offering (including the exercise of the Offer Size Adjustment Option and the Over-allotment Option, if any) or for circumstances permitted under Rule 10.08 of the Listing Rules.

Undertakings by our Controlling Shareholders

Pursuant to Rules 10.07 and 18C.13 of the Listing Rules, each of our Controlling Shareholders has irrevocably and unconditionally undertaken to us and to the Stock Exchange that it/he, in the period commencing on the date by reference to which disclosure of the shareholdings of its/his is made in this prospectus and ending on the date which is 12 months from the Listing Date, except pursuant to the Global Offering (including the exercise of the Offer Size Adjustment Option and the Over-Allotment Option, if any), without the prior written consent of the Stock Exchange or unless otherwise in compliance with the requirements of the Listing Rules, will not and will procure that the relevant registered holders of the Shares in which it/he is beneficially interested will not, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares in respect of which they are shown by this prospectus that it/he is the beneficial owners, provided that the above shall not prevent it/him from using Shares or securities of the Company beneficially owned by it/him 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.

Each of our Controlling Shareholders has further irrevocably and unconditionally undertaken to us and the Stock Exchange that, within the period commencing on the date by reference to which disclosure of the shareholdings of its/his is made in this prospectus and ending on the date which is 12 months from the Listing Date, it/he will:

(a) when it/he pledges or charges any Shares beneficially owned by it/him 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 pursuant to Note (2) to Rule 10.07(2) of the Listing Rules, immediately inform us of such pledge or charge together with the number of Shares so pledged or charged; and

(b) when it/he receives indications, either verbal or written, from the pledgee or chargee that any of the pledged or charged Shares will be disposed of, immediately inform us of such indications.

We will also inform the Stock Exchange as soon as we have been informed of the matters mentioned in the paragraphs (a) and (b) above by any of our Controlling Shareholders and make a public disclosure in relation to such information by way of an announcement in accordance with the Listing Rules as soon as possible.

Undertakings by the Key Persons

Pursuant to Rule 18C.14(1) of the Listing Rules, each of the key persons of our Company and their close associates (the "**Key Persons**"), as identified under "History, Development and Corporate Structure — Lock-up Period," has irrevocably and unconditionally undertaken to us and to the Stock

Exchange that it/he, in the period commencing on the date by reference to which disclosure of the shareholdings of its/his is made in this prospectus and ending on the date which is 12 months from the Listing Date,

(a) except pursuant to the Global Offering (including the exercise of the Offer Size Adjustment Option and the Over-allotment Option, if any) or otherwise permitted under Rule 18C.15 and 18C.16 of the Listing Rules, will not and will procure that the relevant registered holders of the Shares in which it/he is beneficially interested will not, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares in respect of which they are shown by this prospectus that it/he is the beneficial owners;

(b) when it/he pledges or charges any Shares beneficially owned by it/him in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) pursuant to Note 2 to Rule 10.07(2) as modified by Rule 18C.14 of the Listing Rules, immediately inform us of such pledge or charge together with the number of Shares so pledged or charged; and

(c) when it/he receives indications, either verbal or written, from the pledgee or chargee that any of the pledged or charged Shares will be disposed of, immediately inform us of such indications.

We will also inform the Stock Exchange as soon as we have been informed of the matters mentioned in the paragraphs (b) and (c) above by any of the Key Persons and make a public disclosure in relation to such information by way of an announcement in accordance with the Listing Rules as soon as possible.

Undertakings by the Pathfinder SIIs

Pursuant to Rule 18C.14(2) of the Listing Rules, each of the Pathfinder SIIs has irrevocably and unconditionally undertaken to us and to the Stock Exchange that it, in the period commencing on the date by reference to which disclosure of the shareholdings of its is made in this prospectus and ending on the date which is six months from the Listing Date,

(a) except pursuant to the Global Offering (including the exercise of the Offer Size Adjustment Option and the Over-allotment Option, if any) or otherwise permitted under Rule 18C.15 and 18C.16 of the Listing Rules, will not and will procure that the relevant registered holders of the Shares in which it is beneficially interested will not, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares in respect of which they are shown by this prospectus that it is the beneficial owners;

(b) when it pledges or charges any Shares beneficially owned by it in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) pursuant to Note 2 to Rule 10.07(2) as modified by Rule 18C.14 of the Listing Rules, immediately inform us of such pledge or charge together with the number of Shares so pledged or charged; and

(c) when it receives indications, either verbal or written, from the pledgee or chargee that any of the pledged or charged Shares will be disposed of, immediately inform us of such indications.

We will also inform the Stock Exchange as soon as we have been informed of the matters mentioned in the paragraphs (b) and (c) above by any of the Pathfinder SIIs and make a public disclosure in relation to such information by way of an announcement in accordance with the Listing Rules as soon as possible.

Undertakings Pursuant to the Hong Kong Underwriting Agreement

Undertakings by our Company

Our Company has undertaken to each of the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Capital Market Intermediaries, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that except pursuant to the Global Offering (including pursuant to the Offer Size Adjustment Option and 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**"), it will not, without the prior written consent of the Sole Sponsor and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(a) 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 (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, or repurchase, any legal or beneficial interest in the share capital 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 share capital or other securities of our Company, as applicable), or deposit any share capital or other securities of our Company, as applicable, 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 the 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 Shares); or

(c) enter into any transaction with the same economic effect as any transaction described in paragraphs (a) or (b) above; or

(d) offer to or agree to do any of the foregoing specified in paragraphs (a), (b) or (c) or announce any intention to do so,

in each case, whether any of the foregoing transactions is to be settled by delivery of share capital or such other securities of our Company, in cash or otherwise (whether or not the issue of such share capital or other equity 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 (a), (b) or (c) 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**"), it 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 Shares or other securities of our Company.

Our Controlling Shareholders have undertaken to each of the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Capital Market Intermediaries, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that it/he shall procure our Company to comply with the undertakings.

Undertakings by our Controlling Shareholders

Each of our Controlling Shareholder has undertaken to each of our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Capital Market Intermediaries, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that, without the prior written consent of the Sole Sponsor and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(a) it/he will not, and will procure that the relevant registered holder(s), any nominee or trustee holding on trust for it/him and the companies controlled by it/him will not, at any time during the First Six-Month Period, (i) 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 over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any 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 (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 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 (iii) enter into any transaction with the same economic effect as any transaction specified in (i) or (ii) above, or (iv) offer to or agree to or announce any intention to effect any transaction specified in (i), (ii) or (iii) above, in each case, whether any of the transactions specified in (i), (ii) or (iii) above is to be settled by delivery of 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

(b) it/he will not, during the Second Six-Month Period, enter into any of the transactions specified in paragraphs (a)(i), (ii) or (iii) 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, it will cease to be a Controlling Shareholder or a member of a group of our Controlling Shareholders or would together with the other Controlling Shareholders cease to be "Controlling Shareholders" of our Company; and

(c) until the expiry of the Second Six-Month Period, in the event that it enters into any of the transactions specified in paragraphs (a)(i), (ii) or (iii) or offer to or agrees to or contract to or publicly announce any intention to effect any such transaction, it/he will take all reasonable steps to ensure that such a disposal will not create a disorderly or false market in the securities of our Company.

The restrictions above shall not prevent our Controlling Shareholders from (i) purchasing additional Shares or other securities of our Company and disposing of such additional 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 our Controlling Shareholders referred to above or the compliance by our Company with the minimum public float requirements under the Listing Rules, and (ii) using the 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 Overall Coordinators 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 or the relevant registered holder(s) pledges or charges any Shares or other securities of our Company beneficially owned by it/him, 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 will immediately inform our Company and the Overall Coordinators of such indications.

Our Company has undertaken to the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Capital Market Intermediaries, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that upon receiving such information in writing from our Controlling Shareholders, it will, as soon as practicable and if required pursuant to the Listing Rules, the SFO and/or any other applicable laws, notify the Stock Exchange and/or other relevant authorities, and make a public disclosure in relation to such information by way of an announcement.

Indemnity

Each of our Company and our Controlling Shareholders has agreed to indemnify, among others, the Sole Sponsor, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Hong Kong Underwriters for certain losses which they may suffer, including, amongst others, losses arising from their performance of their obligations under the Hong Kong Underwriting Agreement and any breach by them, respectively of the Hong Kong Underwriting Agreement or certain provisions thereof.

Sole Sponsor's Fee

An amount of US$600,000 is payable by our Company as sponsor fees to the Sole Sponsor.

The International Offering

In connection with the International Offering, it is expected that our Company will enter into the International Underwriting Agreement with, among others, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the International Underwriters. Under the International Underwriting Agreement, the International Underwriters will, subject to certain conditions set out therein, severally and not jointly, agree to procure subscribers or purchasers for the International Offer Shares (excluding, for the avoidance of doubt, the Offer Shares which are subject to the Offer Size Adjustment Option and the Over-allotment Option), failing which they agree to subscribe for or purchase their respective proportions of the International Offer Shares which are not taken up under the International Offering.

Our Company is expected to grant to the International Underwriters the Over-allotment Option, exercisable by the Overall Coordinators on behalf of the International Underwriters at any time from the date of the International Underwriting Agreement until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to issue and allot up to an aggregate of 1,574,550 additional Offer Shares representing no more than 15.00% of the Offer Shares initially available under the Global Offering (assuming the Offer Size Adjustment Option is not exercised at all) or up to an aggregate of 1,810,750 H Shares, representing not more than 15.0% of the number of Offer Shares available under the Global Offering (assuming the Offer Size Adjustment Option is exercised in full), at the same price per Offer Share under the International Offering to cover, among other things, over-allocations (if any) in 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 if the International Underwriting Agreement is not entered into, or is terminated, the Global Offering will not proceed.

Total Commission and Expenses

The Capital Market Intermediaries and the Underwriters will receive an underwriting commission (the "**Fixed Fees**") equals to 2.5% of the aggregate sale proceeds from the Global Offering (including any proceeds arising from the exercise of any Offer Size Adjustment Option or Over-allotment Option) (collectively the "**Gross Proceeds**"). Our Company may, at our sole and absolute discretion, pay to one or more Capital Market Intermediaries or Underwriters an incentive fee up to 1% of the Gross Proceeds (the "**Discretionary Fees**"). Assuming the Discretionary Fees are paid in full, the ratio of Fixed Fees and Discretionary Fees payable to all Underwriters is 71.43%:28.57%. For unsubscribed Hong Kong Offer Shares reallocated to the International Offering, we will pay an underwriting commission at the rate applicable to the International Offering and such commission will be paid to the relevant International Underwriters and not the Hong Kong Underwriters.

Assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised and based on an Offer Price of HK$101.60, the aggregate commissions and fees, together with listing fees, SFC transaction levy, AFRC transaction levy, Stock Exchange trading fee, legal and other professional fees and other expenses, payable by our Company relating to the Global Offering are estimated to be approximately HK$71.2 million in total.

Activities by Syndicate Members

We describe below a variety of activities that underwriters of the Hong Kong Public Offering and the International Offering (together, referred to as "**Syndicate Members**") and their affiliates may each individually undertake and (as further described below) which do not form part of the underwriting or the 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, 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 assets, securities and/or instruments of our Company and/or persons and entities with relationships with our Company and may also include swaps and other financial instruments entered into for hedging purposes in connection with our Group's 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, proprietary trading in the H Shares and entering into over the counter or listed derivative transactions or listed and unlisted securities transactions (including issuing securities such as derivative warrants listed on a stock exchange) which have the H Shares as their or part of their underlying assets. Those activities may require hedging activity by those entities involving, directly or indirectly, buying and selling 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 or part of their underlying assets, whether on the Stock Exchange or on any other stock exchange, the rules of the relevant 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 of these activities may occur both during and after the end of the stabilizing period described in "— Over-allotment Option" and "— Stabilization" in "Structure of the Global Offering." These 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 their share price, 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:

(a) the Syndicate Members (other than the Stabilizing Manager, its affiliates 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

(b) all of them must comply with all applicable laws, including the market misconduct provisions of the SFO, the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

Hong Kong Underwriters' Interests in our Company

Save as otherwise disclosed in this prospectus and save for its obligations under the Hong Kong Underwriting Agreement, none of the Hong Kong Underwriters has any shareholding interests in our Company or the right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company.

Following the completion of the Global Offering, the Hong Kong Underwriters and their affiliated companies may hold a certain portion of the Shares as a result of fulfilling their obligations under the Underwriting Agreements.

Other Services to our Company

The Overall Coordinators and certain of the Underwriters or their respective affiliates have, from time to time, provided and expect to provide in the future investment banking and other services to our Company and our respective affiliates, for which such Overall Coordinators, Underwriters or their respective affiliates have received or will receive customary fees and commissions.

Other Services Provided by the Underwriters

The Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters may in their ordinary course of business provide financing to investors subscribing for the Offer Shares offered by this prospectus. Such Overall Coordinators, Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers and Underwriters may enter into hedges and/or dispose of such Offer Shares in relation to the financing which may have a negative impact on the trading price of our H Shares.

Offer Size Adjustment Option

The Company has an Offer Size Adjustment Option under the Hong Kong Underwriting Agreement, exercisable by the Company with the prior written agreement between the Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) on or before the second

Business Day prior to the Listing Date and will lapse immediately thereafter. Upon the exercise of the Offer Size Adjustment Option, the Company may issue up to 1,574,550 additional Offer Shares (being 15.0% of the Offer Shares initially available under the Global Offering) at the Offer Price. The Offer Size Adjustment Option provides flexibility to increase the number of Offer Shares available for purchase under the Global Offering to cover additional market demand.

The exercise of the Offer Size Adjustment Option is not subject to the reallocation arrangement as described in the paragraphs headed "— The Hong Kong Public Offering — Reallocation" in "Structure of the Global Offering."

Over-allotment Option and Stabilization

Details of the arrangements relating to the Over-allotment Option and the stabilization and are set out in the paragraphs headed "— Over-allotment Option" and "— Stabilization" in "Structure of the Global Offering."

Independence of the Sole Sponsor

The Sole Sponsor satisfied the independence criteria set out in Rule 3A.07 of the Listing Rules.

THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. China International Capital Corporation Hong Kong Securities Limited is the Sole Sponsor, the Sponsor-Overall Coordinator and one of the Overall Coordinators of the Global Offering.

The Listing 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 in issue and to be issued or sold pursuant to the Global Offering (including any additional H Shares that may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option).

10,497,300 Offer Shares will initially be made available under the Global Offering comprising:

- the Hong Kong Public Offering of 524,900 H Shares (subject to reallocation) in Hong Kong as described in the paragraph headed "— The Hong Kong Public Offering" in this section below; and

- the International Offering of 9,972,400 H Shares (subject to reallocation, the Offer Size Adjustment Option 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 paragraph headed "— The International Offering" in this section 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 9.5% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering, assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 10.77% of the enlarged issued share capital of our Company (assuming the Offer Size Adjustment Option is not exercised at all) or approximately 12.19% of the enlarged issued share capital of our Company (assuming the Offer Size Adjustment option is exercised in full) 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 524,900 Offer Shares (subject to reallocation) for subscription by the public in Hong Kong at the Offer Price, representing approximately 5.00% 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 0.48% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are 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 the paragraph headed "— Conditions of the Global Offering" in this section 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 (to the nearest board lot) into two pools: pool A and pool B (with any odd 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 subscription 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 applicants who have applied for Hong Kong Offer Shares with an aggregate subscription 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. 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 262,450 Hong Kong Offer Shares (being 50% of the 524,900 Offer Shares initially available under the Hong Kong Public Offering) is liable to be rejected.

Reallocation

The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation under the Listing Rules. Paragraph 4.2 of Practice Note 18 of the Listing Rules (as modified by Rule 18C.09 of the Listing Rules) requires a clawback mechanism to be put in place which would have the effect of increasing 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 if the International Offer Shares are fully subscribed or over-subscribed and certain prescribed total demand levels are reached. In accordance with paragraph 4.2 of Practice Note 18 of the Listing Rules (as modified by Rule 18C.09 of the Listing Rules), if the number of Shares validly applied for under the Hong Kong Public Offering represents (i) 10 times or more but less than 50 times, and (ii) 50 times or more, of the number of Offer Shares initially available under the Hong Kong Public Offering, the total number of Offer Shares available under the Hong Kong Public Offering will be increased to 1,049,750 Offer Shares and 2,099,500 Offer Shares, respectively, representing 10.0% (in the case of (i)) and 20.0% (in the case of (ii)), respectively, of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Offer Size Adjustment Option and the Over-allotment Option). In each case, the number of Offer Shares to be allocated to the International Offering will be correspondingly reduced and the additional Offer Shares will be allocated between Pool A and Pool B in such manner as the Overall Coordinators deem appropriate.

The Overall Coordinators may, at their discretion, reallocate Offer Shares initially allocated for the International Offering to the Hong Kong Public Offering to satisfy valid applications in Pool A and Pool B in accordance with Chapter 4.14 of the Guide as follows: if (i) the International Offer Shares are undersubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times; or (ii) the International Offer Shares are fully subscribed or oversubscribed and the Hong Kong Offer Shares are oversubscribed by less than 10 times of the number of Offer Shares initially available under the Hong Kong Public Offering, then up to 524,900 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 1,049,800 Offer Shares, representing twice the number of the Offer Shares initially available under the Hong Kong Public Offering.

The Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may be reallocated as between these offerings at the discretion of the Overall Coordinators (for themselves and on behalf of the Underwriters). The Overall Coordinators may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering, in such proportions as the Overall Coordinators may, in its sole and absolute discretion, determine, subject to the requirements under Chapter 4.14 of the Guide.

If the Hong Kong Public Offering is not fully subscribed, the Overall Coordinators may reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering, in such proportions as the Overall Coordinators may, in its sole and absolute discretion, determine.

Where the International Offer Shares are undersubscribed, if the Hong Kong Offer Shares are also 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.

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/it that he/she/it and any person(s) for whose benefit he/she/it 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 may be required to pay, on application (subject to application channel), the 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$5,131.24 for one board lot of 50 Offer Shares. See "How to Apply for Hong Kong Offer Shares — D. Despatch/Collection of H Share Certificates and Refund of Application Monies" for details.

THE INTERNATIONAL OFFERING

Number of Offer Shares Offered

The International Offering will consist of 9,972,400 Offer Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option), representing approximately 95.00% 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 9.03% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are 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 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 "— Pricing and Allocation" in this section 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 Offer Shares and/or hold or sell its Offer Shares after the Listing. Such allocation is intended to result in a distribution of the Offer 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. In addition, pursuant to Rule 18C.08 of the Listing Rules, at least 50% of the total number of Shares offered in the Global Offering (excluding any Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option) will be taken up by independent price setting investors, as defined under the Listing Rules, in the International Offering.

The Overall Coordinators (for themselves 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 Overall Coordinators so as to allow them 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 pursuant to the International Offering may change as a result of the clawback arrangement described in the paragraph headed "— The Hong Kong Public Offering — Reallocation" in this section above, and the exercise of the Offer Size Adjustment Option and 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.

OFFER SIZE ADJUSTMENT OPTION

In order to provide the Company with the flexibility to increase the number of Offer Shares available under the Global Offering to cover additional demand, the Company has an Offer Size Adjustment Option which will allow the Company to issue up to 1,574,550 additional Offer Shares (representing 15.0% of the Offer Shares initially being offered under the Global Offering) (the "Offer Size Adjustment Option Shares") at the Offer Price. The Offer Size Adjustment Option may be exercised on or before the second Business Day prior to the Listing Date and will lapse immediately thereafter.

The Offer Size Adjustment Option is contained in the Hong Kong Underwriting Agreement and is exercisable by the Company with the prior written agreement between the Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) on or before the second Business Day prior to the Listing Date. If it is not exercised by such time, then the Offer Size Adjustment Option will lapse. In considering whether to exercise the Offer Size Adjustment Option, the Company and the Overall Coordinators will take into account a number of factors, including, among other things:

(a) whether the level of interest expressed by prospective professional and institutional investors during the book-building process under the International Offering is sufficient to cover:

    (i) the total number of Offer Shares, which represents the aggregate of the Offer Shares initially available under the Global Offering and the additional Offer Shares upon any exercise of the Offer Size Adjustment Option; and

    (ii) the corresponding number of H Shares under the Over-allotment Option;

(b) the prices at which prospective professional and institutional investors have indicated they would be prepared to acquire the Offer Shares in the course of the book-building process;

(c) the quality of investors, with a view to establishing a solid professional institutional and investor shareholder base to the benefit of the Company and its Shareholders as a whole;

(d) the level of subscriptions by the valid applications in the Hong Kong Public Offering; and

(e) general market conditions.

If the Offer Size Adjustment Option is exercised in full, the additional Offer Shares to be issued pursuant thereto will represent approximately 1.40% of our enlarged issued share capital immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised). The dilution effect of the Offer Size Adjustment Option (assuming the Over-allotment Option is not exercised) is set out below:

Number of H Shares issued under the Global Offering before the exercise of the Offer Size Adjustment Option (the "Original Subscribers")	Approximate percentage of total issued share capital held by the Original Subscribers before the exercise of the Offer Size Adjustment Option	Number of H Shares issued under the Global Offering after the exercise of the Offer Size Adjustment Option in full	Approximate percentage of total issued share capital held by the Original Subscribers after the exercise of the Offer Size Adjustment Option in full
10,497,300	9.5%	12,071,850	10.77%

The Offer Size Adjustment Option will not be used for price stabilization purposes and will not be subject to the provisions of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). The Offer Size Adjustment Option will be in addition to the Over-allotment Option.

The Company will disclose in its allotment results announcement if and to what extent the Offer Size Adjustment Option has been exercised, the final allocation of Offer Shares between the Hong Kong Public Offering and the International Offering and the use of the additional proceeds received, or will confirm that if the Offer Size Adjustment Option has not been exercised by the second Business Day prior to the Listing Date, it will lapse and cannot be exercised at any future date.

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 Overall Coordinators (on behalf of the International Underwriters).

Pursuant to the Over-allotment Option, the International Underwriters will have the right, exercisable by the Overall Coordinators (on behalf of the International Underwriters) at any time from the date of the International Underwriting Agreement 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 1,574,550 additional H Shares (representing not more than 15.00% of the Offer Shares initially available under the Global Offering (assuming the Offer Size Adjustment Option is not exercised at all) or up to an aggregate of 1,810,750 H Shares, representing not more than 15.0% of the number of Offer Shares available under the Global Offering (assuming the Offer Size Adjustment Option is exercised in full)) at the Offer Price, to cover over-allocations in the International Offering, if any.

If the Offer Size Adjustment Option is not exercised and the Over-allotment Option is exercised in full, the additional Offer Shares to be issued pursuant to the Over-allotment Option will represent approximately 1.40% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering. If the Offer Size Adjustment Option and the Over-allotment Option are exercised in full, the additional Offer Shares to be issued pursuant to the Over-allotment Option will represent approximately 1.60% 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 make purchases, over-allocate or effect transactions in the market or otherwise take such stabilizing action(s) with a view to 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, (i) will be conducted at the sole and 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, (ii) may be discontinued at any time and (iii) 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 (i) over-allocating for the purpose of preventing or minimizing any reduction in the market price of the H Shares, (ii) 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, (iii) purchasing, or agreeing to purchase, the H Shares pursuant to the Over-allotment Option in order to close out any position established under paragraph (i) or (ii) above, (iv) 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, (v) selling or agreeing to sell any H Shares in order to liquidate any position established as a result of those purchases and (vi) offering or attempting to do anything as described in clauses (ii), (iii), (iv) or (v) above.

Specifically, prospective applicants for and investors in the Offer Shares should note that:

- the Stabilizing Manager (or any person acting for it) may, in connection with the stabilizing action, maintain a long position in the H Shares;
- 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;
- 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;
- 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 Saturday, July 18, 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;
- 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
- 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.

In effecting stabilization actions, the Stabilizing Manager (or any person acting for it) may arrange cover up to an aggregate of 1,574,550 additional H Shares, representing not more than 15.00% of the Offer Shares initially available under the Global Offering (assuming the Offer Size Adjustment Option is not exercised at all) or up to an aggregate of 1,810,750 H Shares, representing not more than 15.0% of the number of Offer Shares available under the Global Offering (assuming the Offer Size Adjustment Option is exercised in full), through delayed delivery arrangements with investors who have been offered Offer Shares under the International Offering. Both the size of such cover and the extent to which the Over-allotment Option can be exercised will depend on whether sufficient number of H Shares will be made available under delayed delivery arrangements. There will be no stabilization actions and no exercise of the Over-allotment Option should no investors be willing to enter into such delayed delivery arrangements.

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 the H Shares in connection with the Global Offering, the Stabilizing Manager (or any person acting for it) may cover such over-allocations by, among other methods, exercising the Over-allotment Option in full or in part, using the 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

Pricing of the Offer Shares

The Offer Price will be HK$101.60 per Offer Share, unless otherwise announced, as further explained below. Applicants under the Hong Kong Public Offering may be required to pay, on application (subject to application channel), 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%, amounting to a total of HK$5,131.24 for one board lot of 50 Offer Shares.

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 Overall Coordinators (for themselves 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 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 our Company and the Stock Exchange at **www.seer-robotics.ai** and **www.hkexnews.hk**, 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. The Global Offering must first be canceled and subsequently relaunched on FINI pursuant to the supplemental prospectus. Upon the issue of such a notice and supplemental prospectus, the revised number of Offer Shares and/or the Offer Price will be final and conclusive and the Offer Price, if agreed upon by the Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company, will be fixed within such revised Offer Price.

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 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 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 Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company, will under no circumstances be set outside the Offer Price as stated in this prospectus.

If there is any change to the offer size due to change in the number of Offer Shares offered in the Global Offering (other than pursuant to the reallocation mechanism as disclosed in this prospectus), or change to the Offer Price which leads to the resulting price falling outside the indicative Offer Price as stated in this prospectus, or if the Company becomes aware that there has been a significant change affecting any matter contained in this prospectus or a significant new matter has arisen, the inclusion of information in respect of which would have been required to be in this prospectus if it had arisen before this prospectus was issued, after the issue of this prospectus and before the commencement of dealings in our H Shares as prescribed under Rule 11.13 of the Listing Rules, our Company is required to cancel the Global Offering and issue a supplemental prospectus or a new prospectus and subsequently relaunched on FINI pursuant to the supplemental 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 Overall Coordinators (for themselves 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 June 22, 2026.

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:

- the Stock Exchange granting approval for the listing of, and permission to deal in, the H Shares in issue and to be issued pursuant to the Global Offering (including any additional H Shares that may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option), on the Main Board of the Stock Exchange and such approval not subsequently having been withdrawn or revoked prior to the Listing Date;
- the pricing of the Offer Shares having been agreed between the Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company;
- the execution and delivery of the International Underwriting Agreement on or around June 22, 2026; and

- 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.

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 our Company and the Stock Exchange at **www.seer-robotics.ai** and **www.hkexnews.hk**, 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 (Chapter 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, June 24, 2026, provided that the Global Offering has become unconditional in all respects at or before that time.

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, June 24, 2026, it is expected that dealings in the H Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, June 24, 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 06106.

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 **www.hkexnews.hk** under the "HKEXnews > New Listings > New Listing Information" section, and our website at **www.seer-robotics.ai**.

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:

- are 18 years of age or older; and
- have a Hong Kong address (*for the* ***White Form eIPO*** *service only*).

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to us, you cannot apply for any Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are an existing Shareholder or close associates; or
- are a Director, or any of his/her close associates.

2. Application Channels

The Hong Kong Public Offering period will begin at 9:00 a.m. on Monday, June 15, 2026 and end at 12:00 noon on Thursday, June 18, 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 . .	Website: **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 15, 2026 to 11:30 a.m. on Thursday, June 18, 2026, Hong Kong time. The latest time for completing full payment of application monies will be 12:00 noon on Thursday, June 18, 2026, Hong Kong time.

Application Channel	Platform	Target Investors	Application Time
HKSCC EIPO channel . . .	Your **broker** or **custodian** who is a HKSCC Participant will submit **electronic application instructions** 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**.

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.

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	• Full name(s)[(2)] as shown on your identity document
• Identity document's issuing country or jurisdiction	• Identity document's issuing country or jurisdiction

For Individual/Joint Applicants	For Corporate Applicants
• Identity document type, with order of priority: i. HKID card; or ii. National identification document; or iii. Passport; and	• Identity document's issuing country or jurisdiction: i. LEI registration document; or ii. Certificate of incorporation; or iii. Business registration certificate; or iv. Other equivalent document; and
• Identity document number	• Identity document number

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 Hong Kong ID number, you must confirm that you do not hold a Hong Kong ID 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 Hong Kong ID card (including both Hong Kong Residents and Hong Kong Permanent Residents), the Hong Kong ID 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 such 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:
  - control the composition of the board of directors of the company;
  - control more than half of the voting power of the company; or
  - hold more than half of the issued share capital of the 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, we and the Overall Coordinators, as our agents, have discretion to consider whether to accept it on any conditions we or 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 Offer Price is HK$101.60 per Offer 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.

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 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 Offer Shares you have selected. You must pay the respective 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	5,131.24	600	61,574.78	4,000	410,498.54	40,000	4,104,985.45
100	10,262.46	700	71,837.25	4,500	461,810.86	50,000	5,131,231.80
150	15,393.69	800	82,099.70	5,000	513,123.18	60,000	6,157,478.15
200	20,524.93	900	92,362.18	6,000	615,747.81	70,000	7,183,724.52
250	25,656.17	1,000	102,624.63	7,000	718,372.45	80,000	8,209,970.88
300	30,787.39	1,500	153,936.95	8,000	820,997.09	90,000	9,236,217.25
350	35,918.62	2,000	205,249.27	9,000	923,621.72	100,000	10,262,463.60
400	41,049.86	2,500	256,561.59	10,000	1,026,246.35	150,000	15,393,695.40
450	46,181.08	3,000	307,873.91	20,000	2,052,492.72	200,000	20,524,927.20
500	51,312.32	3,500	359,186.22	30,000	3,078,739.08	262,450(1)	26,933,835.72

Notes:

(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 us and/or the Overall Coordinators (or their agents or nominees), as our agents, 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 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 the Global Offering 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 the Sole Sponsor, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and the Capital Market Intermediaries, their or our Company's 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 us, 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 paragraphs headed "— G. Personal Data — 3. Purposes" and "— G. Personal Data — 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 we 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, chief executive of our Company, substantial Shareholder(s) or existing Shareholder(s) 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, chief executive of our Company, substantial Shareholder(s) or existing Shareholder(s) 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 we and the Overall Coordinators 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 application channel of the H Share Registrar 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.

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 at **www.iporesults.com.hk** (alternatively: **www.eipo.com.hk/eIPOAllotment**) with a "search by ID" function.	24 hours, from 11:00 p.m. on Tuesday, June 23, 2026 to 12:00 midnight on Monday, June 29, 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 **www.iporesults.com.hk** (alternatively: **www.eipo.com.hk/eIPOAllotment**).	
	The Stock Exchange's website at **www.hkexnews.hk** and our website at **www.seer-robotics.ai** which will provide links to the abovementioned websites of the H Share Registrar.	No later than 11:00 p.m. on Tuesday, June 23, 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. and 6:00 p.m. on Wednesday, June 24, 2026, Thursday, June 25, 2026, Friday, June 26, 2026 and Monday, June 29, 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, June 22, 2026 (Hong Kong time).

HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Monday, June 22, 2026 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

Allocation Announcement

We expect to announce 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.seer-robotics.ai** by no later than 11:00 p.m. on Tuesday, June 23, 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.

2. If we or our agents exercise our discretion to reject your application:

We, the Overall Coordinators, 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:

- within three weeks from the closing date of the application lists; or
- 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. Application 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;
- we or the Overall Coordinators believe that by accepting your application, it or we would violate applicable securities or other laws, rules or regulations.

5. If there is money settlement failure for allotted H 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 bank before balloting. After balloting of Hong Kong Offer Shares, the receiving bank will collect the portion of these funds required to settle each HKSCC Participant's actual Hong Kong Offer Share allotment from their designated bank.

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 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 H 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, June 24, 2026 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination described in "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.

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 certificate[(1)]		
For application of 200,000 Hong Kong Offer Shares or more	Collection in person from H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong	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
	Time: 9:00 a.m. to 1:00 p.m. on Wednesday, June 24, 2026 (Hong Kong time)	No action by you is required
	If you are an individual, you must not authorise any other person to collect for you. If you are a corporate applicant, your authorised representative must bear a letter of authorization from your corporation stamped with your corporation's chop	
	Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to the H Share Registrar	
	Note: 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	
For application of less than 200,000 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, June 23, 2026	

	White Form eIPO service	HKSCC EIPO channel
Refund mechanism for surplus application monies paid by you		
Date	Wednesday, June 24, 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 between you and it 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	

Note:

(1) Except in the event of a No. 8 typhoon warning signal or above, a black rainstorm warning signal and/or an "extreme conditions" as announced by the Hong Kong Government in the morning on Tuesday, June 23, 2026 rendering it impossible for the relevant H Share certificates to be despatched to HKSCC in a timely manner, our 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 the paragraph headed "— E. Severe Weather Arrangements" in this section.

E. SEVERE WEATHER ARRANGEMENTS

The Opening and Closing of the Application Lists

The application lists will not open or close on Thursday, June 18, 2026 if, there is/are:

- a No. 8 typhoon warning signal or above;
- a black rainstorm warning signal; and/or
- an Extreme Condition,

(collectively, "**Severe Weather Signals**"),

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, June 18, 2026.

Instead they will open between 11:45 a.m. and 12:00 noon and close at 12:00 noon on the next business day which does not have Severe 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 "Expected Timetable," an announcement will be made and published on the Stock Exchange's website at **www.hkexnews.hk** and our website at **www.seer-robotics.ai** of the revised timetable.

If a Severe Weather Signal is hoisted on Tuesday, June 23, 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, June 24, 2026.

If a Severe Weather Signal is hoisted on Wednesday, June 24, 2026, for application of 200,000 Hong Kong Offer Shares or more, you may collect any refund cheque (where applicable) and/or share certificates in person from the H Share Registrar's office after the Severe Weather Signal is lowered or cancelled (e.g. in the afternoon of Wednesday, June 24, 2026 or on Thursday, June 25, 2026).

If a Severe Weather Signal is hoisted on Tuesday, June 23, 2026, for the application of less than 200,000 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 re-opens after the Severe Weather Signal is lowered or cancelled (e.g. in the afternoon of Tuesday, June 23, 2026 or on Wednesday, June 24, 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 we comply 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 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.

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 (Chapter 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 our Company or its 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:

- 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;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of the holders of the H Shares including, where applicable, HKSCC Nominees;
- maintaining or updating the register of members of our Company;
- verifying identities of applicants for and holders of the H Shares and identifying any duplicate applications for the H Shares;
- facilitating Hong Kong Offer Shares balloting;
- establishing benefit entitlements of holders of the H Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from our Company and its subsidiaries;
- compiling statistical information and profiles of the holder of the H Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- 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:

- our Company's appointed agents such as financial advisers, receiving banks and overseas principal share registrar;
- 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);
- 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;

- 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

- 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.

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 (Chapter 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 "Corporate information" or as notified from time to time, for the attention of the company secretary, or the H Share Registrar for the attention of the privacy compliance officer.

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF SHANGHAI SEER INTELLIGENT TECHNOLOGY CO., LTD. AND CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED

Introduction

We report on the historical financial information of Shanghai Seer Intelligent Technology Co., Ltd. (the "**Company**") and its subsidiaries (together, the "**Group**") set out on pages I-3 to I-62, which comprises the consolidated statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2023, 2024 and 2025 (the "**Relevant Periods**"), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2023, 2024 and 2025 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-62 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 15 June 2026 (the "**Prospectus**") in connection with the initial listing of the 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 2.1 to the Historical Financial Information and for such internal control as the directors 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 ("**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 the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 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, 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 financial position of the Group and the Company as at 31 December 2023, 2024 and 2025 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 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 12 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

Certified Public Accountants
Hong Kong
15 June 2026

I. HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "**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.

(A) Consolidated Statements of Profit or Loss

	Notes	**Year ended 31 December 2023**	**Year ended 31 December 2024**	**Year ended 31 December 2025**
		RMB'000	*RMB'000*	*RMB'000*
Revenue	*5*	249,023	339,323	441,877
Cost of sales		(126,597)	(183,638)	(232,582)
Gross profit		122,426	155,685	209,295
Other income and gains	*6*	5,784	10,576	11,629
Selling and distribution expenses		(72,279)	(88,985)	(105,667)
Administrative expenses		(36,783)	(42,929)	(67,654)
Research and development expenses		(63,749)	(71,311)	(79,168)
Impairment losses on financial assets, net		(622)	(1,932)	(10,576)
Other expenses		(200)	(98)	(1,540)
Finance costs	*8*	(1,561)	(2,163)	(3,116)
LOSS BEFORE TAX	*7*	**(46,984)**	**(41,157)**	**(46,797)**
Income tax expense	*11*	(720)	(1,151)	(269)
LOSS FOR THE YEAR		**(47,704)**	**(42,308)**	**(47,066)**
Attributable to:				
Owners of the parent		(47,704)	(42,308)	(47,066)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT				
Basic and diluted *(RMB)*	*13*	(0.53)	(0.46)	(0.48)

For the details of Pre-IPO Investments, please refer to Note 30 to this report.

(B) Consolidated Statements of Comprehensive Income

	Year ended 31 December 2023	**Year ended 31 December 2024**	**Year ended 31 December 2025**
	RMB'000	*RMB'000*	*RMB'000*
LOSS FOR THE YEAR	**(47,704)**	**(42,308)**	**(47,066)**
OTHER COMPREHENSIVE (LOSS)/INCOME			
Other comprehensive (loss)/income to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations	—	(6)	382
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX	**—**	**(6)**	**382**
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**(47,704)**	**(42,314)**	**(46,684)**
Attributable to:			
Owners of the parent	(47,704)	(42,314)	(46,684)

(C) Consolidated Statements of Financial Position

	Notes	31 December 2023	31 December 2024	31 December 2025
		RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS				
Property, plant and equipment	14	5,706	4,518	5,668
Right-of-use assets	15	15,603	19,809	27,885
Other intangible assets	16	1,271	1,095	1,869
Other long-term receivables	17	1,560	1,312	1,224
Equity investments designated at fair value through other comprehensive income		—	—	250
Other non-current assets	18	635	1,494	1,871
Total non-current assets		24,775	28,228	38,767
CURRENT ASSETS				
Inventories	19	85,285	94,898	107,123
Trade and notes receivables	20	53,741	108,973	169,569
Debt instruments at fair value through other comprehensive income	21	7,907	4,353	3,494
Prepayments, other receivables and other assets	22	10,534	11,257	17,589
Financial assets at fair value through profit or loss	23	—	2,083	18,012
Restricted bank deposits	24	161	408	1,007
Cash and cash equivalents	24	99,681	92,859	153,940
Total current assets		257,309	314,831	470,734
CURRENT LIABILITIES				
Trade and bills payables	25	42,816	74,910	130,076
Other payables and accruals	26	35,503	41,342	50,872
Contract liabilities	27	45,226	46,147	37,051
Interest-bearing bank borrowings	28	34,013	52,479	103,747
Provision	29	624	860	1,116
Tax payable		594	237	80
Lease liabilities	15	2,609	4,891	6,100
Total current liabilities		161,385	220,866	329,042
NET CURRENT ASSETS		95,924	93,965	141,692
TOTAL ASSETS LESS CURRENT LIABILITIES		120,699	122,193	180,459
NON-CURRENT LIABILITIES				
Interest-bearing bank borrowings	28	—	9,000	9,000
Lease liabilities	15	12,553	15,437	22,471
Total non-current liabilities		12,553	24,437	31,471
NET ASSETS		108,146	97,756	148,988
EQUITY				
Paid-in capital	30	11,370	11,617	—
Share capital	30	—	—	100,000
Reserves	32	96,776	86,139	48,988
Total equity		108,146	97,756	148,988

For the details of Pre-IPO Investments, please refer to Note 30 to this report.

(D) Consolidated Statements of Changes in Equity

		Attributable to owners of the parent				
		Paid-in capital	Other reserves*	Exchange fluctuation*	Accumulated loss*	Total
	Note	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2023		10,465	237,771	—	(119,143)	129,093
Loss for the year		—	—	—	(47,704)	(47,704)
Total comprehensive loss for the year		—	—	—	(47,704)	(47,704)
Capital injection		905	—	—	—	905
Business combination under common control	*33*	—	(945)	—	—	(945)
Equity-settled share-based payments of the Company		—	26,797	—	—	26,797
At 31 December 2023		11,370	263,623	—	(166,847)	108,146
At 31 December 2023 and 1 January 2024		11,370	263,623	—	(166,847)	108,146
Loss for the year		—	—	—	(42,308)	(42,308)
Other comprehensive loss for the year:						
Exchange differences on translation of foreign operations		—	—	(6)	—	(6)
Total comprehensive loss for the year		—	—	(6)	(42,308)	(42,314)
Capital injection		247	—	—	—	247
Equity-settled share-based payments of the Company		—	31,677	—	—	31,677
At 31 December 2024		11,617	295,300	(6)	(209,155)	97,756

	Attributable to owners of the parent					
	Paid-in capital	Share capital	Other reserves*	Exchange fluctuation*	Accumulated loss*	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At 31 December 2024 and 1 January 2025	11,617	—	295,300	(6)	(209,155)	97,756
Loss for the year	—	—	—	—	(47,066)	(47,066)
Other comprehensive income for the year:						
Exchange differences on translation of foreign operations	—	—	—	382	—	382
Total comprehensive loss for the year	—	—	—	382	(47,066)	(46,684)
Conversion into a joint stock company	(11,617)	11,617	(246,376)	—	246,376	—
Issue of new shares	—	792	68,325	—	—	69,117
Other reserve converted into share capital	—	87,591	(87,591)	—	—	—
Equity-settled share-based payments of the Company	—	—	28,799	—	—	28,799
At 31 December 2025	—	100,000	58,457	376	(9,845)	148,988

* The reserve accounts comprise the consolidated reserves of RMB96,776,000, RMB86,139,000 and RMB48,988,000 in the consolidated statements of financial position as at the end of each of the Relevant Periods, respectively.

(E) Consolidated Statements of Cash Flows

	Notes	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
		RMB'000	*RMB'000*	*RMB'000*
CASH FLOWS FROM /(USED IN) OPERATING ACTIVITIES				
Loss before tax		(46,984)	(41,157)	(46,797)
Adjustments for:				
Finance costs	*8*	1,561	2,163	3,116
Other interest income from financial assets at fair value through profit or loss	*6*	(332)	(436)	(1,418)
Loss/(gain) on disposal of items of property, plant and equipment and right of use assets		98	(4)	26
Depreciation of items of property, plant and equipment	*14*	3,426	2,781	2,613
Depreciation of right of use assets	*15*	5,587	5,546	6,241
Amortization of intangible assets	*16*	196	176	238

	Notes	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
		RMB'000	*RMB'000*	*RMB'000*
Impairment losses of trade and notes receivables	7	622	1,932	10,576
Write-down of inventories to net realizable value	7	1,122	2,638	1,279
Foreign exchange differences		(162)	(418)	1,412
Equity-settled share-based payment expenses	7	26,797	31,677	28,799
		(8,069)	4,898	6,085
Decrease/ (increase) in inventories		7,599	(12,251)	(13,504)
Increase in trade and notes receivables		(17,499)	(57,164)	(71,172)
Decrease in amounts due from related parties		10,781	—	—
(Increase)/decrease in debt instruments at fair value through other comprehensive income		(5,221)	3,554	859
Decrease/(increase) in prepayments, other receivables and other assets		1,345	(723)	(4,158)
Decrease/(increase) in restricted bank deposits		1,018	(247)	(599)
Decrease in other long-term receivables		248	248	88
Decrease/(increase) in other non-current assets		660	(859)	(377)
Increase in trade and bills payables		17,861	32,094	55,166
(Decrease)/increase in contract liabilities		(612)	921	(9,096)
Increase in provision		163	236	256
Increase in other payables and accruals		2,170	5,839	9,080
Cash generated from/(used in) operations		10,444	(23,454)	(27,372)
Taxes paid		(128)	(1,508)	(426)
Net cash flows from/(used in) operating activities		10,316	(24,962)	(27,798)
CASH FLOWS USED IN INVESTING ACTIVITIES				
Purchases of items of property, plant and equipment		(4,119)	(2,526)	(3,788)
Purchase of other intangible assets		(71)	—	(1,012)
Purchase of financial assets measured at fair value through profit or loss		(271,461)	(173,040)	(427,312)
Disposal of financial assets measured at fair value through profit or loss		271,793	171,393	412,801
Proceeds from disposal of items of property, plant and equipment		243	937	—
Purchase of equity investments designed at fair value through other comprehensive income		—	—	(250)
Net cash flows used in investing activities		(3,615)	(3,236)	(19,561)
CASH FLOWS FROM FINANCING ACTIVITIES				
New bank borrowings		46,280	82,250	122,000
Repayment of bank loans		(25,800)	(54,830)	(70,696)
Interest paid		(722)	(1,417)	(2,346)
Proceeds from capital injection		905	247	69,117
Payment of lease liabilities		(6,425)	(5,286)	(6,880)
Payment of business combination under common control	33	(945)	—	—
Payment of listing expense		—	—	(1,725)
Net cash flows from financing activities		13,293	20,964	109,470
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		19,994	(7,234)	62,111
Cash and cash equivalents at beginning of year		79,525	99,681	92,859
Effect of foreign exchange rate changes, net		162	412	(1,030)
CASH AND CASH EQUIVALENTS AT END OF YEAR		99,681	92,859	153,940

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	99,842	93,267	154,947
Less: Restricted bank deposits	161	408	1,007
Cash and cash equivalents as stated in the consolidated statements of financial position and the consolidated statements of cash flows	99,681	92,859	153,940

(F) STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	31 December 2023	31 December 2024	31 December 2025
		RMB'000	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS				
Property, plant and equipment	*14*	5,689	4,498	4,369
Right-of-use assets	*15*	15,603	19,809	14,944
Other intangible assets	*16*	969	845	1,671
Investments in subsidiaries		10	484	13,254
Other long-term receivables	*17*	600	400	200
Equity investments designated at fair value through other comprehensive income		—	—	250
Other non-current assets	*18*	635	1,494	1,871
Total non-current assets		23,506	27,530	36,559
CURRENT ASSETS				
Inventories	*19*	94,510	111,358	122,261
Trade and notes receivables	*20*	53,683	108,915	175,086
Debt instruments at fair value through other comprehensive income	*21*	7,907	4,353	3,494
Prepayments, other receivables and other assets	*22*	10,055	10,975	17,720
Financial assets at fair value through profit or loss	*23*	—	2,083	18,012
Restricted bank deposits	*24*	161	408	1,007
Cash and cash equivalents	*24*	97,022	92,311	139,627
Total current assets		263,338	330,403	477,207
CURRENT LIABILITIES				
Trade and bills payables	*25*	71,526	122,434	195,578
Other payables and accruals	*26*	30,894	36,458	43,750
Contract liabilities	*27*	43,102	46,147	36,973
Interest-bearing bank borrowings	*28*	34,013	50,179	98,019
Provisions	*29*	624	860	1,116
Lease liabilities	*15*	2,609	4,891	5,316
Total current liabilities		182,768	260,969	380,752
NET CURRENT ASSETS		80,570	69,434	96,455
TOTAL ASSETS LESS CURRENT LIABILITIES		104,076	96,964	133,014
NON-CURRENT LIABILITIES				
Interest-bearing bank borrowings	*28*	—	9,000	9,000
Lease liabilities	*15*	12,553	15,437	9,887
Total non-current liabilities		12,553	24,437	18,887
NET ASSETS		91,523	72,527	114,127
EQUITY				
Paid-in capital	*30*	11,370	11,617	—
Share capital	*30*	—	—	100,000
Reserves	*32*	80,153	60,910	14,127
Total equity		91,523	72,527	114,127

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE AND GROUP INFORMATION

Shanghai Seer Intelligent Technology Co., Ltd. is a limited liability company incorporated in Shanghai. The registered office of the Company is located at Building 11, Lane 2777, Jinxiu East Road, China (Shanghai) Pilot Free Trade Zone.

During the Relevant Periods, the Group provided one-stop robotics solutions through their platform by integrating robotic controllers, robot integrating their proprietary robotic controllers and software. The Group mainly generates revenue from sales of robots and robotic controllers, along with fees charged for proprietary software.

The Company has been converted into a joint stock company with limited liability on 24 March 2025.

As at the end of the Relevant Periods, the Company had direct interests in its subsidiaries, the particulars of which are set out below:

Information about subsidiaries

Name	Date and place of incorporation/ registration	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Shanghai Seer Soft Information Technology Co., Ltd. (a)(b)(c)	28 April 2018 Chinese Mainland	RMB1,000,000	100%	—	Services of information and intelligent technology
Jiangsu Xianjue Intelligent Technology Co., Ltd. (a)(b)	16 April 2020 Chinese Mainland	RMB10,000,000	100%	—	Manufacture and sales of industrial products
Shanghai Xiangang Technology Co., Ltd. (a)(b)	5 March 2023 Chinese Mainland	RMB1,000,000	100%	—	Manufacture and sales of industrial products
SEER Intelligent HK Holding Limited (d)	14 November 2023 Hong Kong	HKD10,000	100%	—	Investment holding
Seer Robotics Europe GmbH (d)	16 October 2024 Germany	EUR100,000	100%	—	Manufacture and sales of industrial products
Wuxi Seer Intelligent Technology Co., Ltd. (d)	22 April 2025 Chinese Mainland	RMB10,000,000	100%	—	Manufacture and sales of industrial Products
Shanghai Seer Robot Co., Ltd. (d)	15 October 2025 Chinese Mainland	RMB1,000,000	100%	—	Manufacture and sales of industrial Products

(a) The statutory financial statements of these entities for the year ended 31 December 2023, prepared in accordance with Chinese Mainland's Accounting Standards for Business Enterprises and regulations have been audited by Shanghai Branch, Baker Tilly International Certified Public Accountants, a certified public accounting firm registered in the PRC.
(b) The statutory financial statements of these entities for the year ended 31 December 2024, prepared in accordance with Chinese Mainland's Accounting Standards for Business Enterprises and regulations have been audited by Shanghai Branch, Gongzheng Tianye Certified Public Accountants, a certified public accounting firm registered in the PRC.
(c) The statutory financial statements of this entity for the year ended 31 December 2025, prepared in accordance with Chinese Mainland's Accounting Standards for Business Enterprises and regulations have been audited by Shanghai Jinhang Certified Public Accountants Co., Ltd., a certified public accounting firm registered in the PRC.
(d) No audited financial statements have been prepared for the entity since its incorporation, as the entity was not subject to any statutory audit requirements under the relevant rules and regulations in its jurisdiction of incorporation.

2.1 BASIS OF PREPARATION

For ordinary shares issued to Pre-IPO Investors, pursuant to the supplemental agreements entered into between the Company and the Pre-IPO Investors in relation to the termination of certain of special rights granted by the Company, including redemption rights, liquidation preferences and anti-dilution rights, which are void ab initio as described in note 30 to this report, having taking into account the legal and regulatory framework of the Company's jurisdiction and the governing law of the supplementary agreements, the directors considered that it is appropriate to present the Pre-IPO Investments as equity throughout the Relevant Periods. For the details of financial impacts, see note 30 to this report.

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board ("**IASB**"). All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2025, together with the relevant transitional provisions, have been adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods.

The Historical Financial Information has been prepared under the historical cost convention except for certain financial instruments which have been measured at fair value at the end of each of the Relevant Periods.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "**Group**") for the Relevant Periods. A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in this Historical Financial Information.

Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[1]
Amendments to IFRS 9 and IFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*[2]
Amendments to IFRS 9 and IFRS 7	*Contracts Referencing Nature-dependent Electricity*[2]
IFRS 18	*Presentation and Disclosure in Financial Statements*[3]
IFRS 19	*Subsidiaries without Public Accountability Disclosures*[3]
Amendments to IFRS 19	*Subsidiaries without Public Accountability Disclosures*[3]
Amendments to IAS 21	*Translation to a Hyperinflationary Presentation Currency*[3]
Annual Improvements to IFRS Accounting Standards — Volume 11	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7[2]

1 No mandatory effective date yet determined but available for adoption
2 Effective for annual periods beginning on or after 1 January 2026
3 Effective for annual/reporting periods beginning on or after 1 January 2027

The Group is in the process of making an assessment of the impact of these new and amended IFRS Accounting Standards upon initial application. The application of IFRS 18 will have no impact on the consolidated statement of financial position of the Group, but will have impact on the presentation of the consolidated statement of profit or loss and the consolidated statement of comprehensive income. Up to now, except for IFRS 18, the Group considers that these new and amended IFRS Accounting Standards will not have a significant impact on the Group's financial statements.

2.3 MATERIAL ACCOUNTING POLICIES

Fair value measurement

The Group measures its debt instruments at fair value through other comprehensive income, equity investments designated at fair value through other comprehensive income, financial assets at fair value through profit and loss at the end of each of Relevant Periods. Fair value is 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	—	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	—	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of the Relevant Periods.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of the Relevant Periods as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

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

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

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

(vi) the entity is controlled or jointly controlled by a person identified in (a);

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

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

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	33.33%–50.00%
Machinery	20.00%
Furniture and fixtures	20.00%
Electronic devices	10.00%–33.33%
Vehicles	10.00%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Research and development expenses

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	2 to 6 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt instruments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

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

General approach

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

At the end of each of the Relevant Periods, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the end of each of the Relevant Periods with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 90 days past due.

The Group considers a financial asset in default when contractual payments are 365 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt instruments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the end of each of the Relevant Periods (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

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

Classification as equity and financial liabilities

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 financial liability and equity instrument.

A financial liability is any liability that is (a) a contractual obligation (i) to deliver cash or another financial asset to another entity; or (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or (b) a contract that will or may be settled in the entity's own equity instruments and is: (i) a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments; or (ii) a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own 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.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and interest-bearing bank borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. For inventories, other than samples and defective items, net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

For samples and defective items, the Company estimates the allowance for inventory obsolescence by applying a historical loss ratio based on the ageing of inventories and past experience of inventory deterioration rates. This methodology reflects reasonable and supportable assumptions about historical trends, current conditions, and forward-looking expectations.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of products during the warranty period. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The warranty-related cost is revised annually.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the Relevant Periods and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the Relevant Periods and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(a) Robotic controllers

Revenue from the sale of robotic controllers is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products or accepted by the customer.

(b) Robots

Revenue from the sale of robots is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products or accepted by the customer.

(c) Software

Revenue from software is recognised at the point in time when the software and activation code is provided and installation is completed.

(d) Accessories

Revenue from the sale of accessories is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

For some contracts, the Group provides installation and commissioning services that are bundled together with the sale of products to the customers. The installation and commissioning services significantly modify or customise the goods, therefore, the products and the services are highly interrelated and instead combined as one single performance obligation which is satisfied at a point in time.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

(a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.

(b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Share-based payments

The Group operates restricted share unit schemes. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("**equity-settled transactions**"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a market model or the price of the recent transaction, further details of which are given in note 31 to the Historical Financial Information.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each Relevant Periods until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service or performance conditions.

For awards that do not ultimately vest because non-market performance or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

Other employee benefits

Pension scheme

The employees of the Company and the Group's subsidiaries which operates in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

These financial statements are presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Classification of financial assets

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial assets' contractual cash flow characteristics:

(1) Management needs to make significant judgement when assessing its business model, including but is not limited to (a) how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel; (b) the risks that affect the performance of the business model and the financial assets held within that business model and, in particular, the way in which those risks are managed; and (c) how managers of the business are compensated. In determining whether cash flows are going to be realised by collecting the financial assets' contractual cash flows, management needs to consider the reasons for the sales, timing of sales, frequency and value in prior periods; and

(2) Management needs to make significant judgement on whether the contractual cash flows are solely payments of principal and interest on the principal amount outstanding, such as whether contractual cash flows could be significantly different from the benchmark cash flows involves judgement when assessing a modified time value of a money element, and whether the fair value of prepayment features is insignificant also requires judgement when assessing the financial assets with prepayment features.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

The Group had tax losses at the end of each of the Relevant Periods approximately RMB225,988,000, RMB273,779,000 and RMB303,102,000, respectively, which will expire in one to ten years for offsetting against future taxable profits. These losses related to the Group that have a history of losses, have not expired, and may not be used to offset taxable income elsewhere in the Group. The subsidiaries have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on the revenue recognition dates for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At the end of each of the Relevant Periods, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 20 to the Historical Financial Information.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("**IBR**") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Warranties

The provision for the warranties is estimated based on sales volumes and past experience of the level of repairs. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

Fair value of financial instruments

The fair value of financial instruments, in the absence of an active market, is estimated by using appropriate valuation techniques. Such valuations were based on certain assumptions about credit risk and liquidity risks, etc., associated with the instruments, which are subject to uncertainty and might materially differ from the actual results. Further details are included in note 38 to the Historical Financial Information.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of the Relevant Periods. Non-financial assets with definite life are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Share-based payments

Several employee incentive schemes are operated for the purpose of providing incentives to the Company's directors and the Group's employees. The grant date fair values of the shares of the employee incentive schemes are determined based on independent valuation. The cumulative expense recognised for equity-settled transactions at the end of the Relevant Periods until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. However, this estimate may be revised if the number of equity instruments that will ultimately vest changes in the future. Further details are contained in note 31 to the Historical Financial Information.

4. OPERATING SEGMENT INFORMATION

The executive directors of the Company have been identified as the chief operating decision maker of the Group who reviews the operating results of the Group's business as one operating segment to make strategic decisions and resource allocation. Therefore, the Group regards that there is only one segment which is used to make strategic decisions.

Geographical information

(a) Revenue from external customers

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Chinese Mainland	201,417	290,079	365,483
Other countries/regions	47,606	49,244	76,394
Total	249,023	339,323	441,877

The revenue information of continuing operations above is based on the locations of the customers.

(b) Non-current assets

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Chinese Mainland	23,215	26,916	35,838
Other countries/regions	—	—	1,455
Total	23,215	26,916	37,293

The non-current asset information of continuing operations above is based on the locations of the assets and excludes financial instruments.

Information about a major customer

Revenue from continuing operations of approximately nil, RMB35,523,000, and nil during the Relevant Periods was derived from sales to a single customer, including sales to a group of entities which are known to be under common control with that customer.

5. REVENUE

An analysis of revenue is as follows:

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Revenue from contracts	249,023	339,323	441,877

Revenue from contracts with customers

(a) Disaggregated revenue information

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Types of goods or services			
Robot	148,667	235,763	299,911
Robotic controllers	66,059	57,413	85,165
Software	16,530	20,297	23,414
Accessories	17,767	25,850	33,387
Total	249,023	339,323	441,877
Timing of revenue recognition			
Goods transferred at a point in time	249,023	339,323	441,877

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Revenue recognised that was included in contract liabilities at the beginning of the reporting period	45,838	45,226	43,018

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Sales of products

Sales of products include sales of robotic controllers, robots and accessories.

The performance obligation is satisfied upon delivery or acceptance of products and payment is generally due within 3 months from delivery.

Software

The performance obligation is satisfied at the point in time when installation of software is completed and payment is generally due within 3 months.

The management of the Group expects the transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as of the end of each of the Relevant Periods will be recognised within one year from the end of the respective periods. Therefore, the expedient allowed by IFRS 15.121 is applied.

6. OTHER INCOME AND GAINS

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Other income			
Bank interest income	1,474	941	1,249
Government grants	3,709	8,526	8,524
Other gain			
Other interest income from financial assets at fair value through profit or loss	332	436	1,418
Exchange gain	265	556	—
Others	4	117	438
Total other income and gains	5,784	10,576	11,629

7. LOSS BEFORE TAX

The Group's loss before tax from continuing operations is arrived at after charging/(crediting):

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Cost of sales*	126,597	183,638	232,582
Depreciation of right-of-use assets* *(note 15)*	5,587	5,546	6,241
Depreciation of property, plant and equipment *(note 14)*	3,426	2,781	2,613
Depreciation of other intangible assets *(note 16)*	196	176	238
Research and development expenses**	63,749	71,311	79,168
Lease payments not included in the measurement of lease liabilities	550	492	559
Travelling and business development expenses	25,112	34,060	44,381
Consulting and other professional service fees	5,142	4,624	8,743
Listing expenses	—	—	15,402
Wages, salaries and allowances	101,392	120,217	138,659
Equity-settled share-based payment expenses	26,797	31,677	28,799
Impairment losses of trade and notes receivables, net	622	1,932	10,576
Write-down of inventories to net realizable value	1,122	2,638	1,279
Interest on bank borrowings	742	1,463	2,310
Foreign exchange differences, net	(265)	(556)	1,264
Government grants	(3,709)	(8,526)	(8,524)
Bank interest income	(1,474)	(941)	(1,249)

* Cost of sales include RMB1,576,000, RMB1,218,000 and RMB755,000 for the years ended 31 December 2023, 2024 and 2025 respectively, relating to depreciation of right-of-use assets expenses and RMB6,844,000, RMB3,963,000 and RMB2,924,000 relating to wages, salaries and allowances for the years ended 31 December 2023, 2024 and 2025, respectively, and RMB1,122,000, RMB2,638,000 and RMB1,279,000 relating to write-down of inventories to net realizable value for the years ended 31 December 2023, 2024 and 2025, respectively.

** Research and development expenses include RMB18,333,000, RMB20,925,000 and RMB18,497,000 relating to equity-settled share-based payment expenses and RMB36,725,000, RMB46,567,000 and RMB55,472,000 relating to wages, salaries and allowances for the years ended 31 December 2023, 2024 and 2025, respectively.

8. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Interest on bank borrowings	742	1,463	2,310
Interest on lease liabilities	819	700	806
Total	1,561	2,163	3,116

For the details of Pre-IPO Investments, please refer to Note 30 to this report.

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration as recorded during the Relevant Periods, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Fees	—	—	228
Other emoluments:			
Salaries, allowances and benefits in kind	2,970	3,479	2,571
Performance related bonuses	585	850	675
Equity-settled share-based payment expenses	4,505	4,635	1,142
Pension scheme contributions	324	399	283
Subtotal	8,384	9,363	4,671
Total	8,384	9,363	4,899

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	Group		
	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Mr. Lin Cheng	—	—	76
Mr. Yong Liu	—	—	76
Mr. Fei Chen	—	—	76
Total	—	—	228

The independent non-executive directors of the Company were appointed on 26 March 2025.

There were no other emoluments payable to the independent non-executive directors during the Relevant Periods.

(b) Executive directors, non-executive directors and the chief executive

	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share-based payment expenses	Pension scheme contributions	Total remuneration
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2023						
Executive directors, supervisor and chief executive:						
Mr. Zhao Yue *(note (i))*	—	420	100	—	60	580
Mr. Ye Yangsheng *(note (ii))*	—	448	100	—	46	594
Mr. Wang Qun *(note (ii))*	—	430	49	—	46	525
Ms. Ding Xia *(note (ii))*	—	489	100	—	65	654
Mr. Zhang Wenting *(note (ii))*	—	448	90	4,057	44	4,639
Mr. Zhang Xing *(note (ii))*	—	482	100	448	35	1,065
Ms. Fu Yingying *(note (iii))*	—	253	46	—	28	327
Subtotal	—	2,970	585	4,505	324	8,384
Non-executive directors:						
Mr. Dong Zhonglang *(note (ii))*	—	—	—	—	—	—
Mr. Wang Xin *(note (ii))*	—	—	—	—	—	—
Mr. Ma Jianjun *(note (ii))*	—	—	—	—	—	—
Mr. Xiong Yuzhu *(note (ii))*	—	—	—	—	—	—
Ms. Li Jia *(note (ii))*	—	—	—	—	—	—
Subtotal	—	—	—	—	—	—
Total	—	2,970	585	4,505	324	8,384
Year ended 31 December 2024						
Executive directors, supervisor and chief executive:						
Mr. Zhao Yue *(note (i))*	—	506	144	—	60	710
Mr. Ye Yangsheng *(note (ii))*	—	497	144	—	58	699
Mr. Wang Qun *(note (ii))*	—	490	145	—	57	692
Ms. Ding Xia *(note (ii))*	—	674	130	—	70	874
Mr. Zhang Wenting *(note (ii))*	—	505	111	4,187	70	4,873
Mr. Zhang Xing *(note (ii))*	—	482	130	448	41	1,101
Ms. Fu Yingying *(note (iii))*	—	325	46	—	43	414
Subtotal	—	3,479	850	4,635	399	9,363
Non-executive directors:						
Mr. Dong Zhonglang *(note (ii))*	—	—	—	—	—	—
Mr. Wang Xin *(note (ii))*	—	—	—	—	—	—
Ms. Yi Weishu *(note (ii))*	—	—	—	—	—	—
Mr. Ma Jianjun *(note (ii))*	—	—	—	—	—	—
Mr. Xiong Yuzhu *(note (ii))*	—	—	—	—	—	—
Ms. Li Jia *(note (ii))*	—	—	—	—	—	—
Subtotal	—	—	—	—	—	—
Total	—	3,479	850	4,635	399	9,363
Year ended 31 December 2025						
Executive directors, supervisor and chief executive:						
Mr. Zhao Yue *(note (i))*	—	569	150	—	60	779
Mr. Ye Yangsheng *(note (ii))*	—	545	147	—	58	750
Mr. Wang Qun *(note (ii))*	—	526	144	—	57	727
Ms. Ding Xia *(note (ii))*	—	569	165	—	70	804
Mr. Zhang Wenting *(note (ii))*	—	142	22	1,032	17	1,213
Mr. Zhang Xing *(note (ii))*	—	142	33	110	10	295
Ms. Fu Yingying *(note (iii))*	—	78	14	—	11	103
Subtotal	—	2,571	675	1,142	283	4,671
Non-executive directors:						
Mr. Dong Zhonglang *(note (ii))*	—	—	—	—	—	—
Ms. Yi Weishu *(note (ii))*	—	—	—	—	—	—
Mr. Ma Jianjun *(note (ii))*	—	—	—	—	—	—
Mr. Xiong Yuzhu *(note (ii))*	—	—	—	—	—	—
Ms. Li Jia *(note (ii))*	—	—	—	—	—	—
Subtotal	—	—	—	—	—	—
Total	—	2,571	675	1,142	283	4,671

Notes:

(i) Mr. Zhao Yue was appointed as the chief executive officer of the Company and the chairman of the Board with effect from April 2020.

(ii) Mr. Ye Yangsheng and Mr. Wang Qun were appointed as directors of the Company with effect from September 2020. Ms. Ding Xia was appointed as a director of the Company in December 2021. Mr. Zhang Wenting was appointed as director in March 2021 and resigned in March 2025. Mr. Zhang Xing was appointed as a director in November 2020 and resigned in March 2025. Mr. Dong Zhonglang was appointed as a director of the Company in September 2020 and resigned in March 2025. Mr. Wang Xin was appointed as a director on March 2021 and resigned in November 2024. Ms. Yi Weishu was appointed as a director of the Company in December 2024 and resigned in March 2025. Mr. Ma Jianjun and Ms. Li Jia were appointed as directors of the Company in December 2021 and resigned in March 2025. Mr. Xiong Yuzhu was appointed as a director in September 2020 and resigned in March 2025.

(iii) Ms. Fu Yingying was appointed as a supervisor in November 2020 and resigned from the position of a supervisor with effect from March 2025.

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Relevant Periods included 1 director, 1 director and nil director, respectively, details of whose remuneration are set out in note 9 above. Details of the remuneration for the remaining 4, 4 and 5 highest paid employees who are neither a director nor chief executive of the Company during the Relevant Periods are as follows:

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Salaries, allowances and benefits in kind	2,326	2,232	2,915
Performance related bonuses	540	913	864
Equity-settled share-based payment expenses	10,166	10,693	15,150
Pension scheme contributions	121	168	191
Total	13,153	14,006	19,120

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees		
	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Nil to RMB1,000,000	—	—	—
RMB1,000,001 to RMB1,500,000	1	—	—
RMB1,500,001 to RMB2,000,000	1	2	1
RMB2,000,001 to RMB2,500,000	—	—	1
RMB2,500,001 to RMB3,000,000	—	—	—
RMB4,500,001 to RMB5,000,000	1	—	2
RMB5,000,001 to RMB5,500,000	1	2	1
Total	4	4	5

11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate.

Under the relevant income tax law, the Company and the subsidiaries in Chinese Mainland are subject to income tax at a preferential rate for high-tech enterprises of 15% for the Relevant Periods on their respective taxable income, other than small and micro-profit enterprises Jiangsu Xianjue Intelligent Technology Co., Ltd., Wuxi Seer Intelligent Technology Co., Ltd., Shanghai Xiangang Technology Co., Ltd. and Shanghai Seer Robot Co., Ltd. In accordance with the Notice on Implementing the Inclusive Tax Deduction and Exemption Policies for Micro and Small Enterprises (Cai Shui [2022] No. 13) jointly issued by the Ministry of Finance and the State Taxation Administration of the PRC, from 1 January 2022 to 31 December 2024, the annual taxable income of a small low-profit enterprise that is more than RMB1 million but no more than RMB3 million shall be recognised at 25% of income and be subject to the corporate income tax at a tax rate of 20%; in accordance with the Notice on Implementing the Inclusive Tax Deduction and Exemption Policies for Micro and Small Enterprises (Cai Shui [2023] No. 12) jointly issued by the Ministry of Finance and the State Taxation Administration of the PRC, from 1 January 2023 to 31 December 2027, the annual taxable income of a small low-profit enterprise that is not more than RMB3 million shall be recognised at 25% of income and be subject to the corporate income tax at a tax rate of 20%.

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Current — Chinese Mainland			
Charge for the year	720	1,151	269

A reconciliation of the income tax expense applicable to loss before tax using the statutory income tax rate applicable in Chinese Mainland to the income tax expense at the Group's effective income tax rate for the Relevant Periods and is as follows:

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Loss before tax	(46,984)	(41,157)	(46,797)
Tax charge at the preferential tax rate of 15%	(7,048)	(6,174)	(7,020)
Entities entitled to other income tax rates	(66)	76	151
Additional deductible allowance for qualified research and development expenses	(6,453)	(7,484)	(5,557)
Expenses not deductible for tax	4,903	5,827	6,135
Temporary differences and tax losses not recognised	9,384	8,906	6,560
Tax charge for the year at the Group's effective rate	720	1,151	269

For presentation purposes, certain deferred tax assets and liabilities amounting to RMB2,340,000, RMB2,971,000 and RMB2,889,000 at the end of each of the Relevant Periods have been offset in the consolidated statement of financial position.

12. DIVIDENDS

No dividend was paid or declared by the Company during the Relevant Periods.

13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amounts is based on the loss for the year attributable to owners of the parent, and the weighted average numbers of ordinary shares outstanding during each of the Relevant Periods.

In determining the weighted average number of ordinary shares outstanding prior to the Company's conversion into a joint stock company, it was assumed that: (i) paid-in capital was converted into share capital at the same ratio as applied upon the conversion in March 2025; and (ii) reserves were capitalised into share capital in the same proportion as effected in April 2025. (note 30).

The calculations of basic and diluted loss per share are based on:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Loss			
Loss attributable to ordinary equity holders of the parent *(RMB'000)*	(47,704)	(42,308)	(47,066)
Shares			
Weighted average number '000 of ordinary shares in issue during the year	89,497	92,148	97,902

The Group had no potentially dilutive ordinary shares in issue during the Relevant Periods.

For the details of Pre-IPO Investments, please refer to Note 30 to this report.

14. PROPERTY, PLANT AND EQUIPMENT

The Group

	Machinery	Furniture and fixtures	Electronic devices	Construction in progress	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2023						
At 1 January 2023:						
Cost	74	582	4,483	—	4,383	9,522
Accumulated depreciation and impairment	(9)	(156)	(2,205)	—	(1,818)	(4,188)
Net carrying amount	65	426	2,278	—	2,565	5,334
At 1 January 2023, net of accumulated depreciation and impairment	65	426	2,278	—	2,565	5,334
Additions	949	421	1,227	761	760	4,118
Disposals	(236)	—	(84)	—	—	(320)
Depreciation provided during the year	(56)	(176)	(1,429)	—	(1,765)	(3,426)
At 31 December 2023, net of accumulated depreciation and impairment	722	671	1,992	761	1,560	5,706
At 31 December 2023:						
Cost	785	1,003	5,373	761	5,143	13,065
Accumulated depreciation and impairment	(63)	(332)	(3,381)	—	(3,583)	(7,359)
Net carrying amount	722	671	1,992	761	1,560	5,706

	Machinery	Furniture and fixtures	Electronic devices	Construction in progress	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024						
At 1 January 2024:						
Cost	785	1,003	5,373	761	5,143	13,065
Accumulated depreciation and impairment	(63)	(332)	(3,381)	—	(3,583)	(7,359)
Net carrying amount	722	671	1,992	761	1,560	5,706
At 1 January 2024, net of accumulated depreciation and impairment	722	671	1,992	761	1,560	5,706
Additions	217	27	1,311	343	627	2,525
Disposals	(932)	—	—	—	—	(932)
Transfers	761	—	—	(761)	—	—
Depreciation provided during the year	(169)	(203)	(1,439)	—	(970)	(2,781)
At 31 December 2024, net of accumulated depreciation and impairment	599	495	1,864	343	1,217	4,518
At 31 December 2024:						
Cost	794	1,030	6,579	343	5,770	14,516
Accumulated depreciation and impairment	(195)	(535)	(4,715)	—	(4,553)	(9,998)
Net carrying amount	599	495	1,864	343	1,217	4,518

	Machinery	Furniture and fixtures	Vehicles	Electronic devices	Construction in progress	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2025							
At 1 January 2025:							
Cost	794	1,030	—	6,579	343	5,770	14,516
Accumulated depreciation and impairment	(195)	(535)	—	(4,715)	—	(4,553)	(9,998)
Net carrying amount	599	495	—	1,864	343	1,217	4,518
At 1 January 2025, net of accumulated depreciation and impairment	599	495	—	1,864	343	1,217	4,518
Additions	93	49	407	2,301	939	—	3,789
Disposals	—	—	—	(26)	—	—	(26)
Transfers	343	—	—	—	(343)	—	—
Depreciation provided during the year	(180)	(212)	(41)	(1,232)	—	(948)	(2,613)
At 31 December 2025, net of accumulated depreciation and impairment	855	332	366	2,907	939	269	5,668
At 31 December 2025:							
Cost	1,230	1,079	407	7,831	939	5,770	17,256
Accumulated depreciation and impairment	(375)	(747)	(41)	(4,924)	—	(5,501)	(11,588)
Net carrying amount	855	332	366	2,907	939	269	5,668

The Company

	Machinery	Furniture and fixtures	Electronic devices	Construction in progress	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2023						
At 1 January 2023:						
Cost	74	573	3,711	—	4,355	8,713
Accumulated depreciation and impairment	(9)	(153)	(1,482)	—	(1,803)	(3,447)
Net carrying amount	65	420	2,229	—	2,552	5,266
At 1 January 2023, net of accumulated depreciation and impairment	65	420	2,229	—	2,552	5,266
Additions	949	420	1,227	761	761	4,118
Disposals	(236)	—	(82)	—	—	(318)
Depreciation provided during the year	(56)	(174)	(1,390)	—	(1,757)	(3,377)
At 31 December 2023, net of accumulated depreciation and impairment	722	666	1,984	761	1,556	5,689
At 31 December 2023:						
Cost	785	993	4,701	761	5,116	12,356
Accumulated depreciation and impairment	(63)	(327)	(2,717)	—	(3,560)	(6,667)
Net carrying amount	722	666	1,984	761	1,556	5,689

	Machinery	Furniture and fixtures	Electronic devices	Construction in progress	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024						
At 1 January 2024:						
Cost	785	993	4,701	761	5,116	12,356
Accumulated depreciation and impairment	(63)	(327)	(2,717)	—	(3,560)	(6,667)
Net carrying amount	722	666	1,984	761	1,556	5,689
At 1 January 2024, net of accumulated depreciation and impairment	722	666	1,984	761	1,556	5,689
Additions	217	12	1,308	343	626	2,506
Disposals	(932)	—	—	—	—	(932)
Transfer	761	—	—	(761)	—	—
Depreciation provided during the year	(169)	(200)	(1,430)	—	(966)	(2,765)
At 31 December 2024, net of accumulated depreciation and impairment	599	478	1,862	343	1,216	4,498
At 31 December 2024:						
Cost	794	1,005	5,905	343	5,742	13,789
Accumulated depreciation and impairment	(195)	(527)	(4,043)	—	(4,526)	(9,291)
Net carrying amount	599	478	1,862	343	1,216	4,498

	Machinery	Furniture and fixtures	Vehicles	Electronic devices	Construction in progress	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2025							
At 1 January 2025:							
Cost	794	1,005	—	5,905	343	5,742	13,789
Accumulated depreciation and impairment	(195)	(527)	—	(4,043)	—	(4,526)	(9,291)
Net carrying amount	599	478	—	1,862	343	1,216	4,498
At 1 January 2025, net of accumulated depreciation and impairment	599	478	—	1,862	343	1,216	4,498
Additions	93	49	407	1,848	—	—	2,397
Disposals	—	—	—	(26)	—	—	(26)
Transfers	343	—	—	—	(343)	—	—
Depreciation provided during the year	(180)	(207)	(41)	(1,124)	—	(948)	(2,500)
At 31 December 2025, net of accumulated depreciation and impairment	855	320	366	2,560	—	268	4,369
At 31 December 2025:							
Cost	1,230	1,054	407	6,704	—	5,742	15,137
Accumulated depreciation and impairment	(375)	(734)	(41)	(4,144)	—	(5,474)	(10,768)
Net carrying amount	855	320	366	2,560	—	268	4,369

No property, plant and equipment was pledged as at the end of each of the Relevant Periods.

No impairment indication of property, plant and equipment existed as at the end of each of the Relevant Periods.

15. LEASES

The Group and the Company as the lessee

The Group and the Company have lease contracts for various items of buildings used in its operations.

(a) Right-of-use assets

The carrying amounts of the Group and the Company's right-of-use assets and the movements during the year are as follows:

The Group

Buildings	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
As at beginning of the year	22,322	15,603	19,809
Additions	239	9,752	14,317
Depreciation charge	(5,587)	(5,546)	(6,241)
Disposal	(1,371)	—	—
As at end of the year	15,603	19,809	27,885

The Company

Buildings	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
As at beginning of the year	22,322	15,603	19,809
Additions	239	9,752	1,025
Depreciation charge	(5,587)	(5,546)	(5,890)
Disposal	(1,371)	—	—
As at end of the year	15,603	19,809	14,944

No right-of-use assets have been pledged as at the end of each of the Relevant Periods.

No impairment indication of right-of-use assets existed as at the end of each of the Relevant Periods.

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
At beginning of the year	21,879	15,162	20,328
New leases	239	9,752	14,317
Accretion of interest recognised during the year	819	700	806
Payments	(6,425)	(5,286)	(6,880)
Disposal	(1,350)	—	—
At end of the year	15,162	20,328	28,571
Analysed into:			
Current portion	2,609	4,891	6,100
Non-current portion	12,553	15,437	22,471

The Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
At beginning of the year	21,879	15,162	20,328
New leases	239	9,752	1,025
Accretion of interest recognised during the year	819	700	730
Payments	(6,425)	(5,286)	(6,880)
Disposal	(1,350)	—	—
At end of the year	15,162	20,328	15,203
Analysed into:			
Current portion	2,609	4,891	5,316
Non-current portion	12,553	15,437	9,887

(c) *The amounts recognised in profit or loss in relation to leases are as follows:*

The Group

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Interest on lease liabilities	819	700	806
Depreciation charge of right-of-use assets	5,587	5,546	6,241
Expense relating to short-term leases (included in administrative expenses)	550	492	559
Total	6,956	6,738	7,606

The Company

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Interest on lease liabilities	819	700	730
Depreciation charge of right-of-use assets	5,587	5,546	5,890
Expense relating to short-term leases (included in administrative expenses)	550	492	527
Total	6,956	6,738	7,147

16. OTHER INTANGIBLE ASSETS

The Group

	Software
	RMB'000
31 December 2023	
At 1 January 2023:	
Cost	1,705
Accumulated amortisation	(309)
Net carrying amount	1,396
Cost at 1 January 2023, net of accumulated amortisation	1,396
Additions	71
Amortisation provided during the year	(196)
At 31 December 2023	1,271
At 31 December 2023	
Cost	1,776
Accumulated amortisation	(505)
Net carrying amount	1,271

	Software
	RMB'000
31 December 2024	
At 1 January 2024:	
Cost	1,776
Accumulated amortisation	(505)
Net carrying amount	1,271
Cost at 1 January 2024, net of accumulated amortisation	1,271
Amortisation provided during the year	(176)
At 31 December 2024	1,095
At 31 December 2024	
Cost	1,776
Accumulated amortisation	(681)
Net carrying amount	1,095

	Software
	RMB'000
31 December 2025	
At 1 January 2025:	
Cost	1,776
Accumulated amortisation	(681)
Net carrying amount	1,095
Cost at 1 January 2025, net of accumulated amortisation	1,095
Additions	1,012
Amortisation provided during the year	(238)
At 31 December 2025	1,869
At 31 December 2025	
Cost	2,788
Accumulated amortisation	(919)
Net carrying amount	1,869

The Company

	Software
	RMB'000
31 December 2023	
At 1 January 2023:	
Cost	1,194
Accumulated amortisation	(152)
Net carrying amount	1,042
Cost at 1 January 2023, net of accumulated amortisation	1,042
Additions	71
Amortisation provided during the year	(144)
At 31 December 2023	969
At 31 December 2023	
Cost	1,287
Accumulated amortisation	(318)
Net carrying amount	969

	Software
	RMB'000
31 December 2024	
At 1 January 2024:	
Cost	1,287
Accumulated amortisation	(318)
Net carrying amount	969
Cost at 1 January 2024, net of accumulated amortisation	969
Amortisation provided during the year	(124)
At 31 December 2024	845
At 31 December 2024	
Cost	1,287
Accumulated amortisation	(442)
Net carrying amount	845

	Software
	RMB'000
31 December 2025	
At 1 January 2025:	
Cost	1,287
Accumulated amortisation	(442)
Net carrying amount	845
Cost at 1 January 2025, net of accumulated amortisation	845
Additions	1,012
Amortisation provided during the year	(186)
At 31 December 2025	1,671
At 31 December 2025	
Cost	2,299
Accumulated amortisation	(628)
Net carrying amount	1,671

No impairment indication of other intangible assets existed as at the end of each of the Relevant Periods.

17. OTHER LONG-TERM RECEIVABLES

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Due from employees	1,560	1,312	1,224

The Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Due from employees	600	400	200

18. OTHER NON-CURRENT ASSETS

The Group and the Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Long-term prepayments	635	1,494	1,871

19. INVENTORIES

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Raw materials	21,929	21,529	39,120
Work in progress	2,207	4,511	5,179
Goods in Transit	35,292	38,447	32,045
Finished goods	25,857	30,411	30,779
Total	85,285	94,898	107,123

The Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Raw materials	21,929	21,529	38,874
Work in progress	2,207	4,511	5,179
Goods in Transit	35,292	38,447	32,045
Finished goods	35,082	46,871	46,163
Total	94,510	111,358	122,261

No inventories were pledged as at the end of each of the Relevant Periods.

20. TRADE AND NOTES RECEIVABLES

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Trade receivables	49,455	101,772	168,140
Notes receivable	5,571	10,418	15,222
Impairment	(1,285)	(3,217)	(13,793)
Total	53,741	108,973	169,569

The Group provides credit terms to certain customers with satisfied creditworthiness and long-term relationship. The credit period is generally around 30 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. As at the end of each of the Relevant Periods, the Group's trade receivables from its largest debtor accounted for 7.36%, 16.16% and 4.63% of the total trade receivables, respectively. The corresponding percentages attributable to the five largest debtors in aggregate were 26.92%, 31.09% and 18.19%, respectively.

An ageing analysis of the trade and notes receivables as at the end of the reporting period, based on the revenue recognition date and net of loss allowance, is as follows:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Within 6 months	45,838	92,120	135,698
6–12 months	3,186	13,030	22,011
1–2 years	4,717	1,635	11,860
Over 2 years	—	2,188	—
Total	53,741	108,973	169,569

The movements in the loss allowance for impairment of trade receivables are as follows:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
At beginning of the year	(663)	(1,285)	(3,217)
Impairment losses of financial assets, net	(622)	(1,932)	(10,576)
At end of the year	(1,285)	(3,217)	(13,793)

An impairment analysis was performed at the end of each of the Relevant Periods using a provision matrix to measure expected credit losses. The provision rates are based on revenue recognition date for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that was available at the end of each of the Relevant Periods about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

	Less than 6 months	6 to 12 months	Over 12 months	Total
Expected credit loss rate	1.13%	5.01%	12.21%	2.60%
Gross carrying amount *(RMB'000)*	40,728	3,354	5,373	49,455
Expected credit losses *(RMB'000)*	461	168	656	1,285

As at 31 December 2024

	Less than 6 months	6 to 12 months	Over 12 months	Total
Expected credit loss rate	1.08%	5.00%	29.99%	3.16%
Gross carrying amount *(RMB'000)*	82,595	13,716	5,461	101,772
Expected credit losses *(RMB'000)*	893	686	1,638	3,217

As at 31 December 2025

	Less than 6 months	6 to 12 months	Over 12 months	Total
Expected credit loss rate	2.00%	5.06%	46.14%	8.20%
Gross carrying amount *(RMB'000)*	122,934	23,184	22,022	168,140
Expected credit losses *(RMB'000)*	2,458	1,173	10,162	13,793

The bank acceptance notes receivables held by the Group were mostly issued by reputable banks and with short-term maturity. Accordingly, the identified impairment loss was assessed to be minimal as at the end of each of the Relevant Periods.

The Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Trade receivables	49,365	101,689	174,459
Notes receivable	5,571	10,418	14,294
Impairment	(1,253)	(3,192)	(13,667)
Total	53,683	108,915	175,086

An ageing analysis of the trade and notes receivables as at the end of the reporting period, based on the revenue recognition date and net of loss allowance, is as follows:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Within 6 months	45,780	92,062	139,544
6–12 months	3,186	13,030	23,682
1–2 years	4,717	1,635	11,860
Over 2 years	—	2,188	—
Total	53,683	108,915	175,086

The movements in the loss allowance for impairment of trade receivables are as follows:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
At beginning of the year	(637)	(1,253)	(3,192)
Impairment losses of financial assets, net	(616)	(1,939)	(10,475)
At end of the year	(1,253)	(3,192)	(13,667)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

	Less than 6 months	6 to 12 months	Over 12 months	Total
Expected credit loss rate	1.06%	5.01%	12.21%	2.54%
Gross carrying amount *(RMB'000)*	40,638	3,354	5,373	49,365
Expected credit losses *(RMB'000)*	429	168	656	1,253

As at 31 December 2024

	Less than 6 months	6 to 12 months	Over 12 months	Total
Expected credit loss rate	1.05%	5.00%	29.99%	3.14%
Gross carrying amount *(RMB'000)*	82,512	13,716	5,461	101,689
Expected credit losses *(RMB'000)*	868	686	1,638	3,192

As at 31 December 2025

	Less than 6 months	6 to 12 months	Over 12 months	Total
Expected credit loss rate	1.89%	4.72%	45.94%	7.83%
Gross carrying amount *(RMB'000)*	127,667	24,855	21,937	174,459
Expected credit losses *(RMB'000)*	2,417	1,173	10,077	13,667

The bank acceptance notes receivables held by the Company were mostly issued by reputable banks and with short-term maturity. Accordingly, the identified impairment loss was assessed to be minimal as at the end of each of the Relevant Periods.

21. DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

The Group and the Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Notes receivable	7,907	4,353	3,494

Notes receivable balances are monitored on an ongoing basis and the Group's exposure to expected credit losses is not significant.

22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Prepayments	5,586	5,715	11,311
Deposits and other receivables	4,470	5,126	3,643
Due from employees	478	416	461
Listing expense	—	—	2,174
Total	10,534	11,257	17,589

The Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Prepayments	5,586	5,721	11,002
Deposits and other receivables	4,258	5,046	4,131
Due from employees	211	208	413
Listing expense	—	—	2,174
Total	10,055	10,975	17,720

Prepayments mainly represent advanced payments to suppliers.

Deposits mainly represent deposits with suppliers and rental deposits.

As there was no significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). As at 31 December 2023, 2024 and 2025, the credit rating of other receivables was performing. The Group assessed that the expected credit losses for these receivables were not material under the 12-month expected credit loss method. In view of the history of cooperation with debtors and the sound collection history of receivables, management believes that the credit risk inherent in the outstanding other receivable balances of the Group is not significant.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group and the Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Other unlisted investments, at fair value	—	2,083	18,012

The above unlisted investments were wealth management products issued by banks in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

24. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances:.	99,842	93,267	154,947
Less: Restricted bank deposits	161	408	1,007
Cash and cash equivalents	99,681	92,859	153,940
Denominated in RMB	83,363	51,754	65,370
Denominated in USD	16,250	40,578	84,854
Denominated in EUR	68	527	3,716
Total	99,681	92,859	153,940

The Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances	97,183	92,719	140,634
Less: Restricted bank deposits	161	408	1,007
Cash and cash equivalents	97,022	92,311	139,627
Denominated in RMB	80,704	51,590	53,287
Denominated in USD	16,250	40,578	84,694
Denominated in EUR	68	143	1,646
Total	97,022	92,311	139,627

The RMB is not freely convertible into other currencies, however, under Chinese Mainland Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and restricted bank deposits are deposited with creditworthy banks with no recent history of default. The restricted bank deposits represent amounts required to be placed in banks for securing notes payable and letters of guarantee.

25. TRADE AND BILLS PAYABLES

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Trade payables	36,756	60,000	102,389
Bills payable	6,060	14,910	27,687
Total	42,816	74,910	130,076

An aging analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Within one year	42,653	73,026	124,975
Over one year	163	1,884	5,101
Total	42,816	74,910	130,076

The trade payables are non-interest-bearing and are normally settled on around 90 day terms.

The Company

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Trade payables	65,466	105,224	163,091
Bills payable	6,060	17,210	32,487
Total	71,526	122,434	195,578

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Within one year	69,842	102,681	190,477
Over one year	1,684	19,753	5,101
Total	71,526	122,434	195,578

The trade payables are non-interest-bearing and are normally settled on around 90 day terms.

26. OTHER PAYABLES AND ACCRUALS

The Group

	Notes	31 December 2023	31 December 2024	31 December 2025
		RMB'000	*RMB'000*	*RMB'000*
Employee benefit payables		21,309	20,525	26,221
Tax payables other than income tax		4,115	7,468	11,598
Other payables	*(a)*	5,282	9,062	9,232
Output VAT to be transferred		4,797	4,287	3,821
Total		35,503	41,342	50,872

Note:

(a) Other payables are non-interest-bearing and have a non-fixed term.

The Company

	Notes	31 December 2023	31 December 2024	31 December 2025
		RMB'000	*RMB'000*	*RMB'000*
Employee benefit payables		19,310	18,766	22,217
Tax payables other than income tax		3,986	7,040	10,740
Other payables	*(a)*	2,801	6,365	6,972
Output VAT to be transferred		4,797	4,287	3,821
Total		30,894	36,458	43,750

Note:

(a) Other payables are non-interest-bearing and have no fixed terms.

27. CONTRACT LIABILITIES

The Group

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Advances received from customers	45,226	46,147	37,051

The Company

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Advances received from customers	43,102	46,147	36,973

28. INTEREST-BEARING BANK BORROWINGS

The Group

	31 December 2023			31 December 2024			31 December 2025		
	Effective interest rate (%)	*Maturity*	*RMB'000*	*Effective interest rate (%)*	*Maturity*	*RMB'000*	*Effective interest rate (%)*	*Maturity*	*RMB'000*
Current									
Bank loans — Guaranteed	2.60–3.10	2024	34,013	2.60–3.10	2025	14,012	—	—	—
Bank loans — Unsecured			—	0.95–3.10	2025	38,467	2.30–2.70	2026	103,747
Non-current									
Bank loans — Unsecured			—	2.80	2026	9,000	2.30	2027	9,000
Total			34,013			61,479			112,747

An alternative approach of disclosing relevant information is illustrated below:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Analysed into:			
Bank loans repayable			
Within one year	34,013	52,479	103,747
In the second year	—	9,000	9,000
Total	34,013	61,479	112,747

The Company

	31 December 2023			31 December 2024			31 December 2025		
	Effective interest rate (%)	*Maturity*	*RMB'000*	*Effective interest rate (%)*	*Maturity*	*RMB'000*	*Effective interest rate (%)*	*Maturity*	*RMB'000*
Current									
Bank loans — Guaranteed	2.60–3.10	2024	34,013	2.60–3.10	2025	14,012	—	—	—
Bank loans — Unsecured			—	0.95–3.10	2025	36,167	2.30–2.70	2026	98,019
Non-current									
Bank loans — Unsecured			—	2.80	2026	9,000	2.30	2027	9,000
Total			34,013			59,179			107,019

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Analysed into:			
Bank loans repayable			
Within one year	34,013	50,179	98,019
In the second year	—	9,000	9,000
Total	34,013	59,179	107,019

Notes:

(a) The Group's and the Company's bank borrowings are all denominated in RMB.

(b) As at 31 December 2023, 2024 and 2025, the Group's and the Company's interest-bearing bank borrowings amounting to RMB34,013,000, RMB14,012,000 and nil were guaranteed by the ultimate controller Mr. Zhao Yue and director Ms. Ding Xia.

29. PROVISION

The Group and the Company

	Warranties
	RMB'000
At 1 January 2023	461
Additional provision	640
Amounts utilised during the year	(477)
At 31 December 2023 and 1 January 2024	624
At 1 January 2024	624
Additional provision	604
Amounts utilised during the year	(368)
At 31 December 2024	860
At 1 January 2025	860
Additional provision	519
Amounts utilised during the year	(263)
At 31 December 2025	1,116

The amount of the provision for the warranties is estimated based on sales volumes and past experience of the level of repairs. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

30. PAID-IN CAPITAL/SHARE CAPITAL

The Group and the Company

Paid-in capital

A summary of movements in the Company's paid-in capital is as follows:

	Number of shares in issue	Paid-in capital
	'000	*RMB'000*
At 31 December 2022	10,465	10,465
Rights fully paid	905	905
At 31 December 2023	11,370	11,370
At 31 December 2023	11,370	11,370
Rights fully paid	247	247
At 31 December 2024	11,617	11,617
At 31 December 2024	11,617	11,617
Conversion into a joint stock company	(11,617)	(11,617)
At 31 December 2025	—	—

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital
	'000	*RMB '000*
At 1 January 2023, 31 December 2023, 31 December 2024 and 1 January 2025	—	—
Issue of ordinary shares upon conversion into a joint stock company (ordinary shares of RMB1.00 each)	11,617	11,617
Issue of new shares	792	792
Other reserve converted into share capital	87,591	87,591
At 31 December 2025	100,000	100,000

The Company entered into respective shareholders' agreements and share subscription agreements (collectively, the "**Pre-IPO Investors Agreements**") with various Pre-IPO Investors (collectively, the "**Pre-IPO Investors**"). The Pre-IPO Investors acquired ordinary shares of the Company through share subscription and transfer from the shareholders of the Company with a total consideration of approximately RMB366 million (collectively, the "**Pre-IPO Investments**"). Pursuant to the Pre-IPO Investors Agreements, the Pre-IPO Investors were granted by the Company with special rights ("**Special Rights**") which included redemption rights, anti-dilution rights and liquidation preferences rights.

There was no exercise of Special Rights granted by the Company throughout the Relevant Periods.

On 19 May 2025, the Company and the Pre-IPO Investors subsequently entered into supplemental agreements, agreeing that certain of the Special Rights granted by the Company to Pre-IPO Investors, including redemption rights, liquidation preferences and anti-dilution rights, have been irrecoverably terminated and shall be void ab initio. Taking into account the legal and regulatory framework of the Company's jurisdiction and the governing law of the supplemental agreements, the directors considered that it is appropriate to present the Pre-IPO Investments as equity throughout the Relevant Periods.

Had the Special Rights granted by the Company to the Pre-IPO Investors been accounted for as financial liabilities measured at present value of the redemption amount prior to entering into the supplemental agreements, (i) the redemption financial liabilities, total current liabilities, net current (liabilities)/assets and net (liabilities)/assets would have been:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Redemption financial liabilities	379,957	418,062	—
Total current liabilities	541,342	638,928	329,042
(Net current liabilities)/net current assets	(284,033)	(324,097)	141,692
(Net liabilities)/net assets	(271,811)	(320,306)	148,988

, and (ii) the finance costs associated with the redemption financial liabilities, the net loss for the year, basic loss per share during the Relevant Periods would have been:

	Year ended 31 December 2023	Year ended 31 December 2024	Year ended 31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Finance costs associated with the redemption financial liabilities	(34,187)	(38,105)	(16,170)
Total net loss	(81,891)	(80,413)	(63,236)
Basic loss per share	(0.92)	(0.87)	(0.65)

The Group had no potentially dilutive ordinary shares in issue during the Relevant Periods.

31. SHARE-BASED PAYMENTS

The board of directors (the "**Board**") of the Company declared various restricted share unit schemes collectively (the "**Schemes**") under a number of share-based compensation plans for the purpose of recognising and rewarding eligible persons for their contribution to the Group, attracting best available personnel and providing additional incentives to them so as to align the interests of these eligible persons with those of the Group and to further promote the success of the Group's business.

The controlling shareholder of the Company established two partnerships ("**shareholding platforms**") as employee shareholding platforms, and the shareholding platforms directly increase capital of the Company to obtain equity corresponding to the amount of capital contribution. As the incentive object, employees directly hold the property share of the partnership in the form of joining the shareholding platforms, and indirectly hold the equity of the Company, which vest in the form of the shares (the "**RSUs**").

Batch of 30 December 2022

On 30 December 2022, equivalent to 282,046 shares of the Company were granted through a shareholding platform to eligible participants at a consideration of RMB20 per share and equivalent to 209,113 shares of the Company were granted through a shareholding platform to eligible participants at a consideration of RMB1 per share. The shares are subject to a cliff vesting schedule, with the vesting period commencing from the grant date and concluding upon the successful IPO of the Company. This structure is designed to incentivize the participants to contribute to the Company's growth and successful public listing. After the IPO, in accordance with listing regulations, a lock-up period, commonly known as the "restricted period", will be enforced. During this period, shareholders are prohibited from transferring their shares. The lock-up period is set to last for 1 year, ensuring stability in the Company's shareholding structure and supporting the company's post-IPO development. The following restricted shares were forfeited during the Relevant Periods.

	Number of shares		
	Year ended 31 December		
	2023	2024	2025
At beginning of the year	491,159	470,248	470,248
Forfeited during the year	(20,911)	—	(2,904)
At end of the year	470,248	470,248	467,344

The participants have accepted restricted shares by signing off the offer letters.

The aggregate fair value of the restricted shares granted is amounted to approximately RMB102,587,000, and will be charged to profit or loss pursuant to the Scheme in aggregate from the date of grant to the date on which the vesting conditions are satisfied. The Group has recognized expenses of RMB24,591,000, RMB24,591,000, and RMB19,824,000 during the years ended 31 December 2023, 2024 and 2025 respectively.

Batch of 30 June 2023

On 30 June 2023, equivalent to 52,278 shares of the Company were granted through a shareholding platform to eligible participants at a consideration of RMB20 per share and equivalent to 11,008 shares of the Company were granted through a shareholding platform to eligible participants at a consideration of RMB1 per share. The shares are subject to a cliff vesting schedule, with the vesting period commencing from the grant date and concluding upon the successful IPO of the Company. This structure is designed to incentivize the participants to contribute to the Company's growth and successful public listing. After the IPO, in accordance with listing regulations, a lock-up period, commonly known as the "restricted period", will be enforced. During this period, shareholders are prohibited from transferring their shares. The lock-up period is set to last for 1 year, ensuring stability in the Company's shareholding structure and supporting the Company's post-IPO development. The following restricted shares were granted and forfeited during the Relevant Periods.

	Number of shares Year ended 31 December 2023	Number of shares Year ended 31 December 2024	Number of shares Year ended 31 December 2025
At beginning of the year	—	63,286	63,286
Granted during the year	63,286	—	—
Forfeited during the year	—	—	(2,662)
At end of the year	63,286	63,286	60,624

The participants have accepted restricted shares by signing off the offer letters.

The aggregate fair value of the restricted shares granted is amounted to approximately RMB15,443,000, and will be charged to profit or loss pursuant to the Scheme in aggregate from the date of grant to the date on which the vesting conditions are satisfied. The Group has recognized expenses of RMB2,206,000, RMB4,412,000 and RMB3,249,000 during the years ended 31 December 2023, 2024 and 2025, respectively.

Batch of 30 June 2024

On 30 June 2024, equivalent to 49,132 shares of the Company were granted through a shareholding platform to eligible participants at a consideration of RMB20 per share. The shares are subject to a cliff vesting schedule, with the vesting period commencing from the grant date and concluding upon the successful IPO of the Company. This structure is designed to incentivize the participants to contribute to the Company's growth and successful public listing. After the IPO, in accordance with listing regulations, a lock-up period, commonly known as the "restricted period", will be enforced. During this period, shareholders are prohibited from transferring their shares. The lock-up period is set to last for 1 year, ensuring stability in the Company's shareholding structure and supporting the Company's post-IPO development. The following restricted shares were granted during the years ended 31 December 2024 and 2025, respectively.

	Number of shares Year ended 31 December 2024	Number of shares Year ended 31 December 2025
At beginning of the year	—	49,132
Granted during the year	49,132	—
At end of the year	49,132	49,132

The participants have accepted restricted shares by signing off the offer letters.

The aggregate fair value of the restricted shares granted is amounted to approximately RMB13,368,000, and will be charged to profit or loss pursuant to the Scheme in aggregate from the date of grant to the date on which the vesting conditions are satisfied. The Group has recognized expenses of RMB2,674,000 and RMB4,596,000 during the years ended 31 December 2024 and 2025, respectively.

Batch of 15 May 2025

On 15 May 2025, equivalent to 168,196 shares of the Company were granted through a shareholding platform to eligible participants at a consideration of RMB6.54 per share. The shares are subject to a cliff vesting schedule, with the vesting period commencing from the grant date and concluding upon the successful IPO of the Company with a lock-up period. This structure is designed to incentivize the participants to contribute to the Company's growth and successful public listing. During this period, shareholders are prohibited from transferring their shares. The lock-up period is set to last for 1-3 year based on the performance-assessment results for the fiscal years ending 31 December 2025 and 2026, ensuring stability in the Company's shareholding structure and supporting the Company's post-IPO development. The following restricted shares were granted during the year ended 31 December 2025.

	Number of shares
	Year ended 31 December 2025
At beginning of the year	—
Granted during the year	168,196
At end of the year	168,196

The participants have accepted restricted shares by signing off the offer letters.

The aggregate fair value of the restricted shares granted is amounted to approximately RMB4,400,000, and will be charged to profit or loss pursuant to the Scheme in aggregate from the date of grant to the date on which the vesting conditions are satisfied. The Group recognized expenses of RMB1,130,000 during the year ended 31 December 2025.

Batch of 31 December 2025

On 31 December 2025, equivalent to 35,497 shares of the Company were granted through a shareholding platform to eligible participants at a consideration of RMB6.54 per share. The shares are subject to a cliff vesting schedule, with the vesting period commencing from the grant date and concluding upon the successful IPO of the Company with a lock-up period. This structure is designed to incentivize the participants to contribute to the Company's growth and successful public listing. During this period, shareholders are prohibited from transferring their shares. The lock-up period is set to last for 1-3 year based on the performance-assessment results for the fiscal years ending 31 December 2025 and 2026, ensuring stability in the Company's shareholding structure and supporting the Company's post-IPO development. The following restricted shares were granted during the year ended 31 December 2025.

	Number of shares
	Year ended 31 December 2025
At beginning of the year	—
Granted during the year	35,497
At end of the year	35,497

The participants have accepted restricted shares by signing off the offer letters.

The aggregate fair value of the restricted shares granted is amounted to approximately RMB1,365,000, and will be charged to profit or loss pursuant to the Scheme in aggregate from the date of grant to the date on which the vesting conditions are satisfied. The Group recognized no expenses during the year ended 31 December 2025.

The fair value of the restricted shares granted on the date of 30 June 2023, 30 June 2024 and 31 December 2025 was estimated on the dates of grant using the market model with the following assumptions used and the fair value of the restricted shares granted on the date of 15 May 2025 was estimated on the date of grant using the price of the recent transaction.

	Batch of 30 June 2023	Batch of 30 June 2024	Batch of 15 May 2025	Batch of 31 December 2025
EV/Sales	9.5x	9.0x	n/a	11.8x
Discount for Lack of marketability	16.78%	17.02%	n/a	14.69%
Price per share of the recent transaction	n/a	n/a	33	n/a

32. RESERVES

The Group

The amounts of the Group's reserves and the movements therein for the Relevant Periods are presented in the consolidated statements of changes in equity on page I-5 of the financial statements.

(a) Share-based payment reserve

The share-based payment reserve represents the equity-settled share awards as set out in note 31 to the Historical Financial Information.

The Company

	Other reserves	Accumulated loss	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2023	236,672	(126,855)	109,817
Total comprehensive loss for the year	—	(55,516)	(55,516)
Business combination under common control	(945)	—	(945)
Equity-settled share-based payments of the Company	26,797	—	26,797
At 31 December 2023	262,524	(182,371)	80,153

	Other reserves	Accumulated loss	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2024	262,524	(182,371)	80,153
Total comprehensive loss for the year	—	(50,920)	(50,920)
Equity-settled share-based payments of the Company	31,677	—	31,677
At 31 December 2024	294,201	(233,291)	60,910

	Other reserves	Accumulated loss	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2025	294,201	(233,291)	60,910
Total comprehensive loss for the period	—	(56,316)	(56,316)
Conversion into a joint stock company	(246,376)	246,376	—
Capital injection	68,325	—	68,325
Other reserve converted into share capital	(87,591)	—	(87,591)
Equity-settled share-based payments of the Company	28,799	—	28,799
At 31 December 2025	57,358	(43,231)	14,127

33. BUSINESS COMBINATION

In March 2023, the Company acquired 100% equity interests in Jiangsu Xianjue Intelligent Technology Co., Ltd. ("**Xianjue**") held by Mr. Zhao Yue, Mr. Ye Yangsheng and Mr. Wang Qun at a purchase consideration of RMB945,000.00. Xianjue is principally engaged in manufacture and sales of industrial products.

After the completion of the acquisition, Xianjue was accounted for as a subsidiary of the Group. Since the Company and Xianjue were under common control of Mr. Yue Zhao (the ultimate controlling shareholder of the Company) before and after the completion of the aforesaid acquisition, the business combination of Xianjue has been accounted for by applying the pooling of interest method.

Business combinations arising from transfers of interests in entities that are under the control of the ultimate shareholder that controls the Group are accounted for as if the acquisitions had occurred at the beginning of the earliest date presented or, if later, at the date that common control was established. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the acquired entities' financial statements.

Upon transfer of interest in an entity to another entity that is under the control of the ultimate shareholder that controls the Group, any difference between the Group's interest in the carrying value of the assets and liabilities and the cost of transfer of interest in the entity is recognised directly in equity.

The consolidated statement of comprehensive income includes the results of each of the combining entities from the earliest date presented or since the date when the combining entities first came under the common control, where this is a shorter period.

All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full on consolidation.

The carrying value of the assets and liabilities of Xianjue at the acquisition date were as follows:

	Carrying value recognised on acquisition
	RMB'000
Current assets	694
Non-current assets	568
Total assets	1,262
Current liabilities	(317)
Non-current liabilities	—
Total liabilities	(317)
Net assets	945
Satisfied by cash	945

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the years ended 31 December 2023, 2024 and 2025, the Group had non-cash additions to right-of-use assets RMB239,000, RMB9,752,000 and RMB14,317,000 and lease liabilities RMB239,000, RMB9,752,000 and RMB14,317,000, respectively, in respect of lease arrangements for office.

(b) Changes in liabilities arising from financing activities

31 December 2023

	Bank and other loans	**Lease liabilities**
	RMB'000	*RMB'000*
At 1 January 2023	13,513	21,879
New leases	—	239
Disposal	—	(1,350)
Changes from financing cash flows	19,758	(6,425)
Interest expense	742	819
At 31 December 2023	34,013	15,162

31 December 2024

	Bank and other loans	Lease liabilities
	RMB'000	*RMB'000*
At 1 January 2024	34,013	15,162
New leases	—	9,752
Changes from financing cash flows	26,003	(5,286)
Interest expense	1,463	700
At 31 December 2024	61,479	20,328

31 December 2025

	Bank and other loans	Lease liabilities	Accrued listing expenses in other payables and accruals*
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2025	61,479	20,328	—
New Lease	—	14,317	—
Changes from financing cash flows	48,958	(6,880)	(1,725)
Interest expense	2,310	806	—
Increase in deferred listing expenses	—	—	2,174
At 31 December 2025	112,747	28,571	449

* As of 31 December 2025, the listing expenses amounting to RMB2,174,000 were required to be capitalized and included in other payables and accruals, of which RMB1,725,000 has been paid.

(c) The total cash outflow for leases included in the statement of cash flows is as follows:

	31 December 2023	31 December 2024	31 December 2025
	RMB'000	*RMB'000*	*RMB'000*
Within operating activities	550	492	559
Within financing activities	6,425	5,286	6,880

35. RELATED PARTY TRANSACTIONS

(a) The Group had the following transactions with related parties during the year:

	Notes	31 December 2023	31 December 2024	31 December 2025
		RMB'000	*RMB'000*	*RMB'000*
Acquisition a subsidiary from the ultimate controlling shareholder	*(i)*	945	—	—
Interest income from shareholders		158	—	—

Note:

(i) Details refer to Note 33 business combination under common control.

(b) No outstanding balances with related parties are as at the end of each of the Relevant Periods.

36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2023

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income		
	Mandatorily designated as such	Debt investments	Financial assets at amortised cost	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Other long-term receivables	—	—	1,560	1,560
Trade and notes receivables	—	—	53,741	53,741
Debt instruments at fair value through other comprehensive income	—	7,907	—	7,907
Financial assets included in prepayments, other receivables and other assets	—	—	4,948	4,948
Restricted bank deposits	—	—	161	161
Cash and cash equivalents	—	—	99,681	99,681
Total	—	7,907	160,091	167,998

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	42,816
Financial liabilities included in other payables and accruals *(note 26)*	5,282
Interest-bearing bank borrowings	34,013
Total	82,111

2024

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income		
	Mandatorily designated as such	Debt investments	Financial assets at amortised cost	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Other long-term receivables	—	—	1,312	1,312
Trade and notes receivables	—	—	108,973	108,973
Debt instruments at fair value through other comprehensive income	—	4,353	—	4,353
Financial assets included in prepayments, other receivables and other assets	—	—	5,542	5,542
Financial assets at fair value through profit or loss	2,083	—	—	2,083
Restricted bank deposits	—	—	408	408
Cash and cash equivalents	—	—	92,859	92,859
Total	2,083	4,353	209,094	215,530

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	74,910
Financial liabilities included in other payables and accruals *(note 26)*	9,062
Interest-bearing bank borrowings	61,479
Total	145,451

2025

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income			
	Mandatorily designated as such	Debt investments	Equity investment	Financial assets at amortised cost	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Other long-term receivables	—	—	—	1,224	1,224
Equity investments designated at fair value through other comprehensive income	—	—	250	—	250
Trade and notes receivables	—	—	—	169,569	169,569
Debt instruments at fair value through other comprehensive income	—	3,494	—	—	3,494
Financial assets included in prepayments, other receivables and other assets	—	—	—	4,104	4,104
Financial assets at fair value through profit or loss	18,012	—	—	—	18,012
Restricted bank deposits	—	—	—	1,007	1,007
Cash and cash equivalents	—	—	—	153,940	153,940
Total	18,012	3,494	250	329,844	351,600

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	130,076
Financial liabilities included in other payables and accruals *(note 26)*	9,232
Interest-bearing bank borrowings	112,747
Total	252,055

For the details of Pre-IPO Investments, please refer to Note 30 to this report.

37. TRANSFERS OF FINANCIAL ASSETS

Transferred financial assets that are not derecognised in their entirety

The Group endorsed certain notes receivable accepted by banks in Chinese Mainland (the "**Endorsed Bills**") with a carrying amount of RMB3,399,000, RMB8,876,000 and RMB12,272,000 to certain of its suppliers in order to settle the trade payables due to such suppliers (the "**Endorsement**") as at 31 December 2023, 2024 and 2025, respectively. In the opinion of the management, the Group has retained the substantial risks and rewards, which include default risks relating to such Endorsed Bills, and accordingly, it continued to recognise the full carrying amounts of the Endorsed Bills and the associated trade payables settled. Subsequent to the Endorsement, the Group did not retain any rights on the use of the Endorsed Bills, including the sale, transfer or pledge of the Endorsed Bills to any other third parties. The aggregate carrying amount of the trade payables settled by the Endorsed Bills during the year to which the suppliers have recourse was RMB3,399,000, RMB8,876,000 and RMB12,272,000 as at 31 December 2023, 2024 and 2025, respectively. In addition, the Group discounted certain notes receivable accepted by banks in the Chinese Mainland (the "**Discounted Notes**") to certain banks to finance its operating cash flows (the "**Discount**") with an aggregate carrying amount of RMB2,300,000 and RMB5,728,000 as at 31 December 2024 and 31 December 2025, respectively.

Transferred financial assets that are derecognised in their entirety

The Group endorsed certain bills receivable accepted by banks (the "**Derecognised Bills**") to certain of their suppliers in order to settle the trade payables due to such suppliers with carrying amounts in aggregate of RMB20,317,000, RMB18,212,000 and RMB35,772,000 as at 31 December 2023, 2024 and 2025, respectively. The Derecognised Bills had a maturity of 1 to 6 months at the end of the Relevant Periods. In accordance with the Law of Negotiable Instruments, the holders of the Derecognised Bills may exercise the right of recourse against any, several or all of the persons, including the Group, liable for the Derecognised Bills regardless of the order of precedence (the "**Continuing Involvement**"). In the opinion of the management, the Group has transferred substantially all the risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated trade payables. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their carrying amounts. In the opinion of management, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, the current portion of pledged deposits, trade and notes receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, and amounts due from related parties approximate to their carrying amounts largely due to the short term maturities of these instruments. Management has also assessed the fair value of the other long-term receivables approximate to their carrying amounts mainly due to the interest rate of other long-term receivables approximates to the market interest rates of instruments with similar terms and risks.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At the end of each of the Relevant Periods, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank borrowings as at were assessed to be insignificant.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Chinese Mainland. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model. If all significant inputs required by fair value measurement are observable, the instruments are included in level 2. If one or more of the significant inputs is not based on observable market data, the instruments are included in level 3.

For Level 3 financial assets, the Group adopts the valuation techniques to determine the fair value. Valuation technique was the recent transaction price. The fair value measurement of these financial instruments may involve unobservable inputs such as recent transaction price. The Group periodically reviews the significant unobservable input and valuation adjustments used to measure the fair values of financial assets in Level 3.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2025:

	Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
Unlisted equity investment	recent transaction price	recent transaction price	N/A	N/A

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Debt instruments at fair value through other comprehensive income	—	7,907	—	7,907

As at 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Debt instruments at fair value through other comprehensive income	—	4,353	—	4,353
Financial assets at fair value through profit or loss	—	2,083	—	2,083
Total	—	6,436	—	6,436

As at 31 December 2025

	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Debt instruments at fair value through other comprehensive income	—	3,494	—	3,494
Financial assets at fair value through profit or loss	—	18,012	—	18,012
Equity investments designated at fair value through other comprehensive income	—	—	250	250
Total	—	21,506	250	21,756

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets.

The movements in fair value measurements within Level 3 during the year are as follows:

	At 31 December 2025
	RMB'000
Equity investments at fair value through other comprehensive income	
At 1 January	—
Purchases	250
At 31 December	250

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, comprise bank loans and overdrafts and cash and term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales by operating units and investing and financing activities by investment holding units in currencies other than the units' functional currencies. The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the major foreign currency exchange rate, with all other variables held constant, of the Group's profit before tax due to differences arising on settlement or translation of monetary assets and liabilities and the Group's equity due to the changes of exchange fluctuation reserves of certain overseas subsidiaries of which the functional currencies are currencies other than RMB.

	Increase/ (decrease) in USD/RMB rate	Increase/ (decrease) in profit before tax	Increase/ (decrease) in equity
	%	RMB'000	RMB'000
31 December 2023			
If the USD weakens against the RMB	(5)	(890)	(890)
If the USD strengthens against the RMB	5	890	890
31 December 2024			
If the USD weakens against the RMB	(5)	(2,338)	(2,338)
If the USD strengthens against the RMB	5	2,338	2,338
31 December 2025			
If the USD weakens against the RMB	(5)	(4,315)	(4,315)
If the USD strengthens against the RMB	5	4,315	4,315

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by analysis by customer/counterparty, by geographical region and by industry sector. As at the end of each of the Relevant Periods, the Group had certain concentrations of credit risk as 7.36%, 16.16% and 4.63% of the Group's trade receivables were due from the Group's largest debtor, respectively, and 26.92%, 31.09% and 18.19% of the Group's trade receivables were due from the Group's five largest debtors, respectively.

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification. The amounts presented are gross carrying amounts for financial assets.

31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Other long-term receivables	1,560	—	—	—	1,560
Trade and notes receivables*	—	—	—	55,026	55,026
Debt instruments at fair value through other comprehensive income	7,907	—	—	—	7,907
Financial assets included in prepayments, other receivables and other assets**	4,948	—	—	—	4,948
Restricted bank balances	161	—	—	—	161
Cash and cash equivalents	99,681	—	—	—	99,681
Total	114,257	—	—	55,026	169,283

31 December 2024

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Other long-term receivables	1,312	—	—	—	1,312
Trade and notes receivables*	—	—	—	112,190	112,190
Debt instruments at fair value through other comprehensive income	4,353	—	—	—	4,353
Financial assets included in prepayments, other receivables and other assets**	5,542	—	—	—	5,542
Restricted bank balances	408	—	—	—	408
Cash and cash equivalents	92,859	—	—	—	92,859
Total	104,474	—	—	112,190	216,664

31 December 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Other long-term receivables	1,224	—	—	—	1,224
Trade and notes receivables*	—	—	—	183,362	183,362
Debt instruments at fair value through other comprehensive income	3,494	—	—	—	3,494
Financial assets included in prepayments, other receivables and other assets**	4,104	—	—	—	4,104
Restricted bank balances	1,007	—	—	—	1,007
Cash and cash equivalents	153,940	—	—	—	153,940
Total	163,769	—	—	183,362	347,131

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the expected credit loss rate is disclosed in note 20 to the Historical Financial Information.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank borrowings and lease liabilities. All of the Group's borrowings would mature in less than one year as at the end of each of the Relevant Periods, respectively, based on the carrying value of borrowings reflected in the Historical Financial Information.

The maturity profile of the Group's financial liabilities as at each end of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

31 December 2023

Group	2023					
	On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Lease liabilities	—	562	2,899	13,590	—	17,051
Trade and bills payables	—	42,816	—	—	—	42,816
Financial liabilities included in payables and accruals	5,282	—	—	—	—	5,282
Interest-bearing bank borrowings	—	20,480	14,446	—	—	34,926
Total	5,282	63,858	17,345	13,590	—	100,075

31 December 2024

Group	2024					
	On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Lease liabilities	—	855	4,750	16,190	—	21,795
Trade and bills payables	—	74,910	—	—	—	74,910
Financial liabilities included in payables and accruals	9,062	—	—	—	—	9,062
Interest-bearing bank borrowings	—	38,454	15,474	9,248	—	63,176
Total	9,062	114,219	20,224	25,438	—	168,943

31 December 2025

Group	2025					
	On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Lease liabilities	—	923	6,136	20,451	3,798	31,308
Trade and bills payables	—	130,076	—	—	—	130,076
Financial liabilities included in payables and accruals	9,232	—	—	—	—	9,232
Interest-bearing bank borrowings	—	37,928	68,205	9,207	—	115,340
Total	9,232	168,927	74,341	29,658	3,798	285,956

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

40. EVENTS AFTER 31 DECEMBER 2025

There are no significant subsequent events undertaken by the Company or by the Group after 31 December 2025.

41. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 31 December 2025.

The following information sets out in this appendix does not form part of the Accountants' Report from Ernst & Young, Certified Public Accountants, Hong Kong, the Reporting Accountants, as set out in Appendix I to this prospectus, and is included herein for illustrative purpose only. The unaudited pro forma financial information should be read in conjunction with "Financial Information" and the Accountants' Report set out in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted consolidated net tangible assets has been prepared in accordance with Rule 4.29 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants for illustration purposes only, and is set out here to illustrate the effect of the Global Offering on our consolidated net tangible assets as of 31 December 2025 as if the Global Offering had taken place on that day.

The unaudited pro forma adjusted consolidated net tangible assets have been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as of 31 December 2025 or any future dates. It is prepared based on the consolidated net tangible assets of the Group attributable to equity holders of the Company as of 31 December 2025 as set out in the Accountants' Report in Appendix I to this prospectus and adjusted as described below.

	Consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 December 2025	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Company as at 31 December 2025	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company per Share as at 31 December 2025	
	RMB'000	*RMB'000*	*RMB'000*	*RMB*	*HK$*
	(note 1)	*(note 2)*		*(note 3)*	*(note 4)*
Based on an Offer Price of HK$101.6 per Share	147,119	881,839	1,028,958	9.31	10.70

Notes:

1. The consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 December 2025 is based on consolidated net assets of the Group attributable to equity holders of the Company as at 31 December 2025 of approximately RMB148,988,000 after deducting of other intangible assets of RMB1,869,000 as of 31 December 2025 set out in the Accountants' Report in Appendix I to this prospectus.
2. The estimated net proceeds from the Global Offering are based on 10,497,300 Offer Shares at the indicative Offer Price HK$101.6 per Share, after deduction of underwriting fees and commissions and other listing related expenses payable by the Company (excluding the listing expenses that have been charged to profit or loss during the Track Record Period), and without taking into account of any shares which may be allotted and issued upon the exercise of the Over-allotment Option.
3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company per Share is calculated based on 110,497,300 Shares in issue immediately following the completion of the Global Offering and does not take into account of any Shares which may be issued under the Over-allotment Option, or any Shares which may be allotted, issued or repurchased by the Company.
4. For the purpose of this unaudited pro forma statement of adjusted net tangible assets, the balances stated in RMB are converted into HKD at the rate of HK$1 to RMB0.8705. No representation is made that the Hong Kong dollar amounts have been, could have been or may be converted to Renminbi, or vice versa, at that rate or any other rates or at all.
5. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets to reflect any trading results or other transactions for the Group entered into subsequent to 31 December 2025.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for inclusion in this document, received from the independent reporting accountants of the Company, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.

27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

To the Directors of Shanghai Seer Intelligent Technology Co., Ltd.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Shanghai Seer Intelligent Technology 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 consolidated net tangible assets as at 31 December 2025, and related notes as set out on page II-1 of the prospectus dated 15 June 2026 (the "**Prospectus**") issued by the Company (the "**Unaudited Pro Forma Financial Information**"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group's financial position as at 31 December 2025. As part of this process, information about the Group's financial position, has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2025, on which an accountants' report has been published.

Directors' responsibility 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 ("**AG**") 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* 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 1 *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management including policies or 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 the Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the global offering of shares of the Company on unadjusted financial information of the Group as if 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 transaction 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 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 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 purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Certified Public Accountants
Hong Kong

15 June 2026

TAXATION OF SECURITY HOLDERS

Income tax and capital gains tax of holders of the H shares is subject to the laws and practices of the PRC and of jurisdictions in which holders of the H shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current laws and practices, and has not taken in to account the expected change or amendment to the relevant laws or policies and does not constitute any opinion or advice. The discussion does not deal with all possible tax consequences relating to an investment in the H shares, nor does it take into account the specific circumstances of any particular investor, some of which may be subject to special regulation. Accordingly, you should consult your own tax adviser regarding the tax consequences of an investment in the H shares. The discussion is based upon laws and relevant interpretations in effect as of the Latest Practicable Date, all of which are subject to change or adjustment and may have retrospective effect.

This discussion does not address any aspects of PRC taxation other than income tax, capital gains tax and profits tax, sales tax, value-added tax, stamp duty and estate duty. Prospective investors are urged to consult their financial advisers regarding the PRC and other tax consequences of owning and disposing of the H shares.

Taxation In Chinese Mainland

Tax on Dividends

For Individual Investors

According to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》), or the Individual Income Tax Law, amended by the SCNPC on 31 August 2018 and effective on 1 January 2019, and the Implementation Rules of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》) amended by the State Council on 18 December 2018 and effective on 1 January 2019, dividends paid by PRC companies to individual investors are ordinarily subject to a withholding income tax levied at a flat rate of 20%. 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》) issued by the Ministry of Finance, the State Administration of Taxation and the CSRC on 7 September 2015 and effective on 8 September 2015, where an individual holds the shares of a listed company obtained from the public offering for more than one year and transfers the stock of the listed company on the stock market, 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 transfers the stock of the listed company on the stock market, 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 Chinese Mainland and the Hong Kong Special Administrative Region for 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》), or the Arrangement for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, executed on 21 August 2006, the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total amount of dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interests in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total amount of dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Chinese Mainland and the Hong Kong Special Administrative Region for 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》第五議定書), or the Fifth Protocol, issued by The State Administration of Taxation and effective on 6 December 2019 provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

For Enterprise Investors

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), or the EIT Law, amended by the SCNPC and effective on 29 December 2018, and the Implementation Rules 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》), or the Implementation Rules of the EIT Law, amended by the State Council and effective on 20 January 2025, a non-resident enterprise is subject to a reduced rate of 10% enterprise income tax on PRC-sourced income, including dividends paid by a PRC resident enterprise that issues and lists shares in Hong Kong, if such non-resident enterprise does not have an establishment or place of business in the PRC or has an establishment or place of business in the PRC but the PRC-sourced income is not actually connected with such establishment or place of business in the PRC. The aforesaid income tax payable by non-resident enterprises shall be withheld at source, and the payer shall be the withholding agent, and the tax shall be withheld by the withholding agent from the payment or due payment every time it is paid or due. Such tax may be reduced or exempted pursuant to an applicable treaty for the avoidance of double taxation.

Pursuant to the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which Are Overseas Non-resident Enterprises (《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》) issued by the State Administration of Taxation and effective on 6 November 2008, a PRC resident enterprise is required to withhold enterprise income tax at a rate of 10% on dividends paid to non-PRC resident enterprise holders of H Shares which are derived out of profit generated since 2008. The Reply on the Collection of Enterprise Income Tax on Dividends Received by Non-resident Enterprises from Holding B Shares and Other Shares (《稅務總局關於非居民企業取得B股等股票股息徵收企業所得稅問題的批覆》) promulgated by the State Administration of Taxation and effective 24 July 2009 further provides that PRC-resident enterprises listed on Chinese and overseas stock exchanges by issuing stocks (including A shares, B shares and overseas shares) must withhold enterprise income tax at a flat rate of 10% on dividends of 2008 and onwards that it distributes to non-resident enterprise shareholders. Such tax rates may be further modified pursuant to the tax treaty or agreement that China has concluded with a relevant jurisdiction, where applicable.

According to The Arrangement Between The Chinese Mainland And The HONG KONG Special Administrative Region For 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》), the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total dividends payable by the PRC company. If a Hong Kong resident directly holds 25% or more of equity interest in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total dividends payable by the PRC company. The Fifth Protocol provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

Pursuant to applicable regulations, we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares (including HKSCC Nominees). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities' verification.

Tax related to equity transfer income

For Individual Investors

Under the Individual Income Tax 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 (《財政部、國家稅務總局關 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 State Administration of Taxation and became effective on 30 March 1998, from 1 January 1997, income of individuals from the transfer of shares in listed companies continues to be temporarily exempted from individual income tax. The State Administration of Taxation does not specify whether to continue to exempt individuals from personal income tax on the income from the transfer of shares in listed company in the newly revised EIT Law and Implementation Rules of the EIT Law.

For Enterprise Investors

Under the EIT Law and its implementation rules, a non-PRC resident enterprise is subject to enterprise income tax at the rate of 10% with respect to PRC-sourced income, including gains derived from the disposal of shares in a PRC resident enterprise, if it does not have an establishment or premises in the PRC or has an establishment or premises in the PRC but the PRC-sourced income is not actually connected with such establishment or premises in the PRC. The aforementioned income tax payable by non-PRC resident enterprises is subject to source withholding, and the payer is the withholding agent. The tax shall be withheld by the withholding agent from the payment or due payment every time it is paid or due. Such tax may be reduced or exempted under applicable tax treaties or arrangements.

Shanghai-Hong Kong Stock Connect Taxation Policy

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (《財政部、國家稅務總局、中國證券監督管理委員會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) promulgated by the Ministry of Finance, the State Administration of Taxation and the CSRC on 31 October 2014 and effective on 17 November 2014, transfer spread income derived by Chinese Mainland enterprises from stock investment listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect shall be included in their total income and subject to enterprise income tax according to law. For dividends and bonuses received by Chinese Mainland individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the H-share companies shall apply to CSDC for providing the register of Chinese Mainland individual investors to the H-share companies and withhold individual income tax at the rate of 20% on behalf of the H-share companies. Pursuant to the Announcement on Extending the Implementation of the Individual Income Tax Policies Concerning the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and the Chinese Mainland-Hong Kong Mutual Recognition of Funds (《關於延續實施滬港、深港股票市場交易互聯互通機制和內地與香港基金互認有關個人所得稅政策的公告》) which promulgated on 21 August 2023 and implemented on the same date, the transfer spread income derived by Chinese Mainland individual investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect shall be exempted from individual income tax from 5 December 2019 to 31 December 2027. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (《財政部、國家稅務總局、中國證券監督管理委員會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》), dividends derived by Chinese Mainland enterprises from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect are included in their total income and subject to Enterprise Income Tax according to law. Pursuant to which, dividend income obtained by Chinese Mainland resident enterprises from holding H shares for 12 consecutive months shall be exempted from enterprise income tax according to law. H-share companies shall not withhold income tax on dividends and bonus income for Chinese Mainland enterprises investors. The tax payable shall be declared and paid by the enterprise itself.

Shenzhen-Hong Kong Stock Connect Taxation Policy

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) promulgated by the Ministry of Finance, the State Administration of Taxation and the CSRC on 5 November 2016 and effective on 5 December 2016, transfer spread income derived by Chinese Mainland enterprises from stock investment listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect shall be included in their total income and subject to enterprise income tax according to law. For dividends and bonuses received by Chinese Mainland individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the H-share companies shall apply to CSDC for providing the register of Chinese Mainland individual investors to the H-share companies and the H-share companies shall withhold individual income tax at the rate of 20% on behalf of the investors.

Pursuant to the Announcement on Extending the Implementation of the Individual Income Tax Policies Concerning the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and the Chinese Mainland-Hong Kong Mutual Recognition of Funds (《關於延續實施滬港、深港股票市場交易互聯互通機制和內地與香港基金互認有關個人所得稅政策的公告》) which promulgated on 21 August 2023 and implemented on the same date, the transfer spread income derived by Chinese Mainland individual investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect shall be exempted from individual income tax to 31 December 2027.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》), dividends derived by Chinese Mainland enterprises investors from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect are included in their total income and subject to Enterprise Income Tax according to law. In particular, dividend and bonus income obtained by Chinese Mainland resident enterprises from holding H shares for 12 consecutive months shall be exempted from enterprise income tax according to law. H-share companies shall not withhold income tax on dividends and bonus income for Chinese Mainland enterprises. The tax payable shall be declared and paid by the enterprise itself.

Stamp Duty

According to the Stamp Duty Law of the People's Republic of China (《中華人民共和國印花稅法》), which was promulgated on 10 June 2021 and came into effect on 1 July 2022, the disposal of H Shares by non-Chinese Mainland investors outside of the Chinese Mainland is not subject to the requirements of the Stamp Duty Law of the People's Republic of China.

Estate duty

According to PRC law, no estate duty is currently levied in the Chinese Mainland.

TAXATION IN HONG KONG

Tax on Dividends

Under the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends paid by the Company.

Profit Tax

No profit tax is imposed in Hong Kong in respect of the sale of H shares. However, trading profits from the sale of the H shares by persons carrying on any industry, profession or business in Hong Kong, where such profits are derived from or arise in Hong Kong from such industry, profession or business will be subject to Hong Kong profits tax. Trading profits from sales of the H shares effected on the Hong Kong Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading profits from sales of H shares effected on the Hong Kong Stock Exchange realized by persons carrying on a business of trading or dealing in securities in Hong Kong. The trading profits from sales of the H shares for certain categories of taxpayers are likely to be regarded as deriving trading profits rather than capital gains (for example, financial institutions, insurance companies and securities dealers) unless these taxpayers can prove that the investment securities are held for long-term investment purposes. Shareholders should take advice from their own professional advisers as to their particular tax position.

Currently, the profit tax rate for the first HK$2 million of assessable profits of an incorporated company is 8.25%, and profits above such amount is subject to a tax rate of 16.5%. The profit tax rate for the first HK$2 million of assessable profits of an unincorporated company is 7.5%, and profits above such amount is subject to a tax rate of 15%.

Stamp Duty

Hong Kong stamp duty, currently charged at the ad valorem rate of 0.10% on the higher of the consideration for or the market value of the H shares, will be payable by the purchaser on every purchase and by the seller on every sale of any Hong Kong securities, including H shares (in other words, a total of 0.20% is currently payable on a typical sale and purchase transaction involving H Shares). In addition, a fixed duty of HK$5.00 is currently payable on any instrument of transfer of H Shares. Where one of the parties is a resident outside Hong Kong and does not pay the ad valorem duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If no stamp duty is paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

AFRC Transaction Levy

The AFRC Transaction Levy was applicable to all sale and purchase of securities at 0.00015% per side with effect from January 1, 2022, which will be regarded as one of the transaction costs.

Estate Duty

The Revenue (Abolition of Estate Duty) Ordinance 2005 abolished estate duty in respect of deaths occurring on or after February 11, 2006.

MAJOR TAXATION OF OUR COMPANY IN THE PRC

Enterprise Income Tax

According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》), enterprises and other income-generating organizations (hereinafter collectively referred to as "**enterprises**") within the territory of the People's Republic of China are the taxpayers of enterprise income tax and shall pay enterprise income tax in accordance with the provisions of the EIT Law. The Enterprise Income Tax rate is 25%. Enterprises are classified into resident enterprises and non-resident enterprises. A non-resident enterprise that does not have an establishment or place of business in the PRC, or has an establishment or place of business in the PRC but the income has no actual connection to such establishment or place of business, shall pay enterprise income tax on its income within the PRC and withhold at source, where the payer is the withholding agent. The tax shall be withheld by the withholding agent from the payment or due payment every time it is paid or due. Meanwhile, any gains realized on the transfer of shares by such investors are subject to enterprise income tax and shall be withheld at source if such gains are regarded as income derived from the transfer of property within the PRC.

Value-added tax

Pursuant to the Provisional Regulations on Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例》) amended by the State Council and became effective on 19 November 2017 and the Detailed Rules for the Implementation of the Provisional Regulations on Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例實施細則》) amended by the MOF on 28 October 2011 and effective on 1

November 2011, all entities and individuals in the PRC engaging in the sale of goods, the provision of processing, repairs and replacement services, and the importation of goods are required to pay value-added tax. For taxpayers selling or importing goods, the general tax rate shall be 17% unless otherwise specified in the aforesaid regulations.

According to the Notice on the Adjustment to VAT Rates (《財政部、國家稅務總局關於調整增值稅稅率的通知》) (Cai Shui [2018] No. 32), promulgated by the MOF and the State Administration of Taxation on 4 April 2018, and became effective as of 1 May 2018, the VAT rates of 17% and 11% applicable to the taxpayers who have VAT taxable sales activities or imported goods are adjusted to 16% and 10%, respectively.

According to the Announcement on Relevant Policies for Deepening Value-Added Tax Reform (《關於深化增值稅改革有關政策的公告》) (2019 No. 39 of MOF, State Administration of Taxation and General Administration of Customs), promulgated by the MOF, the State Administration of Taxation and the General Administration of Customs on 20 March 2019 and became effective on 1 April 2019, the VAT rates of 16% and 10% applicable to the taxpayers who have VAT taxable sales activities or imported goods are adjusted to 13% and 9%, respectively.

On December 25, 2024, the SCNPC promulgated the VAT Law of the PRC (《中華人民共和國增值稅法》), which will come into effective on January 1, 2026, and replace the Provisional Regulations on Value-added Tax of the PRC.

FOREIGN EXCHANGE ADMINISTRATION IN THE PRC

The lawful currency of the PRC is the Renminbi. The SAFE, authorized by the PBOC, is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange regulations.

Pursuant to the Regulations of the People's Republic of China on Foreign Exchange Control (《中華人民共和國外匯管理條例》) amended by the State Council and became effective on 5 August 2008, all international payments and transfers are classified into current account items and capital account items. The PRC does not impose restrictions on international payments and transfers under current account items. Foreign exchange income from the current account of PRC enterprises may be retained or sold to financial institutions engaged in the settlement and sale of foreign exchange in accordance with relevant provisions of the State. The retention or sale of foreign exchange receipts under capital accounts to financial institutions engaging in settlement and sale of foreign exchange shall be subject to the approval of foreign exchange administrative authorities, unless otherwise stipulated by the State. Pursuant to the Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》) promulgated by the PBOC on 20 June 1996 and became effective on 1 July 1996, the remaining restrictions on convertibility of foreign exchange in respect of current account items are abolished while the existing restrictions on foreign exchange transactions in respect of capital account items are retained. According to relevant laws and regulations of the PRC, PRC enterprises (including foreign-invested enterprises) which require foreign exchange for transactions relating to current account items, may, without the approval of SAFE, effect payment from their foreign exchange accounts at the designated foreign exchange banks, on the strength of valid receipts and proof of transactions. Foreign-invested enterprise that need to distribute profits to their shareholders in foreign exchange and Chinese enterprise that need to pay fixed dividends in foreign exchange in accordance with the requirements shall pay from its foreign exchange account or pay at the designated foreign exchange bank by a resolution of the board of directors on the distribution of profits.

According to the Decision of the State Council on Canceling and Adjusting a Group of Administrative Approval Items and Other Matters (《國務院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 and effective on 23 October 2014, the administrative approval of the SAFE and its branches on matters concerning the repatriation and settlement of foreign exchange of overseas-raised funds through overseas listing has been canceled.

According to the Circular of the SAFE on Relevant Issues Concerning the Foreign Exchange Administration of Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》) promulgated by the SAFE and became effective on 26 December 2014, the relevant provisions on foreign exchange administration of domestic joint stock companies (hereinafter referred to as "**domestic companies**") listed overseas are as follows:

(i) The SAFE and its branches and the Foreign Exchange Management Department, or the Foreign Exchange Bureau, supervise, manage and inspect the business registration, account opening and use, cross-border income and expenditure, and capital exchange involved in the overseas listing of domestic companies.

(ii) A domestic company shall, within 15 working days after the completion of the overseas listing and issuance, register the overseas listing with the Foreign Exchange Bureau at the place where it is registered with relevant material.

(iii) After the overseas listing of a domestic company, its domestic shareholders who intend to increase or reduce their shareholding in an overseas listed company according to relevant regulations shall register the overseas shareholding with the local foreign exchange bureau at the place where the domestic shareholders are located within 20 working days prior to the proposed increase or reduction of shareholding with relevant materials.

(iv) A domestic company (other than banking financial institutions) shall, by virtue of its registration certificate for overseas listing business, open a "special foreign exchange account for overseas listing of domestic companies" with a domestic bank for its initial offering (or additional offering) and repurchase business to handle the remittance and transfer of funds for the relevant business.

According to the Notice of the State Administration of Foreign Exchange on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (《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》) issued on 13 February 2015 and came into effect on 1 June 2015, the SAFE has cancelled the confirmation of foreign exchange registration under domestic direct investment and the confirmation of foreign exchange registration under overseas direct investment, instead, banks shall directly examine and handle foreign exchange registration under domestic direct investment and foreign exchange registration under overseas direct investment, and the SAFE and its branch offices shall indirectly regulate the foreign exchange registration of direct investment through banks.

According to the Notice of the State Administration of Foreign Exchange of the PRC on Revolutionize and Regulate Capital Account Settlement Management Policies (《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》) issued and implemented by the SAFE on 9 June 2016, foreign currency earnings in capital account that relevant policies of willingness exchange settlement have been clearly implemented on (including the recalling of raised capital by overseas listing) may undertake foreign exchange settlement in the banks according to actual business needs of the domestic institutions. The tentative percentage of foreign exchange settlement for foreign currency earnings in capital account of domestic institutions is 100%, subject to adjustment by the SAFE in due time in accordance with international revenue and expenditure situations.

This Appendix summarizes certain aspects of PRC laws and regulations which are relevant to our Company's operations and business. Laws and regulations relating to taxation in the PRC are discussed separately in "Appendix III — Taxation and Foreign Exchange" to this document. This Appendix also contains a summary of laws and regulatory provisions of the PRC Company Law. The principal objective of this summary is to provide potential investors with an overview of the principal laws and regulatory provisions applicable to our Company. This summary is not intended to include all the information which is important to the potential investors. For a discussion of laws and regulations which are relevant to our Company's business, see "Regulatory Overview" in this document.

THE PRC LEGAL SYSTEM

The PRC legal system is based on the PRC Constitution (《中華人民共和國憲法》), or the Constitution, and is made up of written laws, administrative regulations, local regulations, separate regulations, rules and regulations of departments of the State Council, rules and regulations of local governments, autonomous regulations, separate regulations of autonomous regions, special administrative region law and international treaties and other regulatory documents signed by the PRC government. Court decisions do not constitute binding precedents, although they are used for the purposes of judicial reference and guidance.

According to the Constitution and the Legislation Law of the People's Republic of China (《中華人民共和國立法法》), or the Legislation Law, which was amended by the National People's Congress ("**NPC**") on 13 March 2023 and became effective on 15 March 2023, the NPC and the Standing Committee of the National People's Congress ("**SCNPC**") are empowered to exercise the legislative power of the State. The NPC has the power to formulate and amend basic laws governing criminal and civil matters, state organs and other matters. The SCNPC is empowered to formulate and amend laws other than those required to be enacted by the NPC and to supplement and amend any parts of laws enacted by the NPC during the adjournment of the NPC, provided such supplements and amendments are not in conflict with the basic principles of such laws.

The State Council is the highest organ of state administration and has the power to formulate administrative regulations based on the Constitution and laws. The people's congresses of provinces, autonomous regions and municipalities and their respective standing committees may formulate local regulations based on the specific circumstances and actual needs of their respective administrative areas, provided that such local regulations do not contravene any provision of the Constitution, laws or administrative regulations. The people's congresses of cities divided into districts and their standing committees may formulate local regulations on matters such as urban and rural construction and management, ecological civilization construction, historical and cultural protection and grassroots governance based on the specific circumstances and actual needs of such cities, provided that such local regulations do not contravene any provision of the Constitution, laws, administrative regulations and local regulations of such provinces or autonomous regions. Where laws have other stipulations on matters of local regulations formulated by cities divided into districts, such stipulations shall prevail. The local regulations of cities divided into districts shall be submitted for approval before implementation.

The standing committees of the people's congresses of provinces or autonomous regions shall examine the legality of local regulations submitted for approval, and such approval should be granted within four months if they are not in conflict with the Constitution, laws, administrative regulations and local regulations of their respective provinces or autonomous regions. People's congresses of national autonomous areas have the power to enact autonomous regulations and separate regulations in the light of the political, economic and cultural characteristics of the nationality (nationalities) in the areas concerned. The ministries, commissions, People's Bank of China, National Audit Office of the State Council and institutions with administrative functions directly under the State Council may formulate rules and regulations within the jurisdiction of their respective departments based on the laws and the administrative regulations, decisions and rulings of the State Council.

The Constitution has supreme legal authority and no laws, administrative regulations, local regulations, autonomous regulations or separate regulations or rules may contravene the Constitution. The authority of laws is greater than that of administrative regulations, local regulations and rules. The authority of administrative regulations is greater than that of local regulations and rules. The authority of the rules enacted by the people's governments of the provinces and autonomous regions is greater than that of the rules enacted by the people's governments of the cities divided into districts within their respective administrative regions.

The NPC has the power to alter or annul any inappropriate laws enacted by the SCNPC, and to annul any autonomous regulations and separate regulations which have been approved by the SCNPC but which contravene the Constitution and the Legislation Law; the SCNPC has the power to annul administrative regulations that contravene the Constitution and laws, to annul local regulations that contravene the Constitution, laws and administrative regulations, and to annul autonomous regulations and separate regulations which have been approved by the standing committees of the people's congresses of the relevant provinces, autonomous regions or municipalities directly under the Central Government, but which contravene the Constitution and the Legislation Law; the State Council has the power to alter or annul any inappropriate ministerial rules and rules of local governments; the people's congresses of provinces, autonomous regions and municipalities directly under the Central Government have the power to alter or annul any inappropriate local regulations enacted or approved by their respective standing committees; the standing committees of the local people's congresses have the power to annul inappropriate rules enacted by the people's governments at the corresponding level; the people's governments of provinces and autonomous regions have the power to alter or annul any inappropriate rules enacted by the people's governments at a lower level.

According to the Constitution and the Legislation Law, the power to interpret laws is vested in the SCNPC. According to the Decision of the SCNPC Regarding the Strengthening of Interpretation of Laws (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) passed by the SCNPC and effective on 10 June 1981, the Supreme People's Court shall give interpretation on questions involving the specific application of laws and decrees in court trials. The Supreme People's Procuratorate shall interpret all issues involving the specific application of laws and decrees in the procuratorial work. Interpretation of questions involving the specific application of laws and decrees in areas unrelated to judicial and procuratorial work shall be provided by the State Council and competent authorities.

Where the scope of local regulations needs to be further defined or additional stipulations need to be made, the standing committees of the people's congresses of provinces, autonomous regions and municipalities directly under the Central Government which have enacted these regulations shall provide the interpretations or make the stipulations. Interpretation of questions involving the specific application of local regulations shall be provided by the competent departments of the people's governments of provinces, autonomous regions and municipalities.

PRC JUDICIAL SYSTEM

According to the Constitution and the Law of the PRC of Organization of the People's Courts (《中華人民共和國人民法院組織法》) amended by the SCNPC on 26 October 2018 and becoming effective on 1 January 2019, the PRC People's Court is made up of the Supreme People's Court, the local people's courts, and other special people's courts. The local people's courts are divided into three levels, namely the basic people's courts, the intermediate people's courts and the higher people's courts. The basic people's courts may set up certain people's tribunals based on the status of the region, population and cases. The Supreme People's Court shall be the highest judicial organ of the state. The Supreme People's Court shall supervise the administration of justice by the local people's courts at all levels and by the special people's courts. The people's courts at a higher level shall supervise the judicial work of the people's courts at lower levels.

According to the Constitution and the Law of Organization of the People's Procuratorate of the PRC (《中華人民共和國人民檢察院組織法》) revised by SCNPC on 26 October 2018 and taking effect on 1 January 2019, the People's Procuratorate is the law supervision organ of the state. The Supreme People's Procuratorate shall be the highest procuratorial organ. The Supreme People's Procuratorate shall direct the work of the local people's procuratorates at all levels and of the special people's procuratorates; the people's procuratorates at higher levels shall direct the work of those at lower levels.

The people's courts employ a two-tier appellate system, and judgments or rulings of the second instance at the people's courts are final. A party may appeal against the judgment or ruling of the first instance of a local people's courts. The people's procuratorate may present a protest to the people's courts at the next higher level in accordance with the procedures stipulated by the laws. In the absence of any appeal by the parties and any protest by the people's procuratorate within the stipulated period, the judgments or rulings of the people's courts are final. Judgments or rulings of the second instance of the intermediate people's courts, the higher people's courts and the Supreme People's Court and those of the first instance of the Supreme People's Court are final. However, if the Supreme People's Court or the people's courts at the next higher level finds any definite errors in a legally effective final judgment or ruling of the people's court at a lower level, or if the chief judge of a people's court at any level finds any definite errors in a legally effective final judgment or ruling of such court, the case can be retried according to judicial supervision procedures.

The PRC Civil Procedure Law (《中華人民共和國民事訴訟法(2023年修正)》), or the PRC Civil Procedure Law, adopted by the SCNPC on 1 September 2023 and effective on 1 January 2024 sets forth the requirements for instituting a civil action, the jurisdiction of the people's courts, the procedures to be followed for conducting a civil action and the procedures for enforcement of a civil judgment or order. All parties to a civil action conducted within the PRC must comply with the PRC Civil Procedure Law. Civil cases are generally heard by the courts where the defendants are located. The court of jurisdiction in a civil action may be chosen by express agreement between the parties, provided that the court is located at a place that has direct connection with the dispute, such as the plaintiff's or the defendant's place of domicile, the place where the contract is performed or signed, or the object of the action is located. However, the choice of the court cannot be in conflict with the regulations of different jurisdictions and exclusive jurisdictions in any case.

A foreign individual, a person without nationality, a foreign-invested enterprise or a foreign organization must have the same litigation rights and obligations as a PRC citizen, legal person or other organizations when initiating or defending any proceedings at a people's court. If a foreign court limits the litigation rights of PRC citizens and enterprises, the PRC court may apply the same limitations to the citizens and enterprises of such foreign country. A foreign individual, a person without nationality, a foreign-invested enterprise or a foreign organization must engage a PRC lawyer if such person needs to engage a lawyer in initiating or defending any proceedings at a people's court. Under an international treaty or the principle of reciprocity signed or acceded to by the PRC, the people's court and foreign courts may require each other to act on their behalf to serve documents, conduct investigations, collect evidence and take other actions on behalf of each other. If the request by a foreign court would result in the violation of the PRC's sovereignty, security or public interest, the people's court shall decline the request.

All parties must comply with legally effective civil judgments and rulings. If any party to a civil action refuse to comply with a judgment or order made by a people's court or an award made by an arbitration tribunal in the PRC, the other party may apply to the people's court for enforcement within two years. Suspension or disruption of the time limit for applying for such enforcement shall comply with the provisions of the applicable law concerning the suspension or disruption of the time-barring of actions.

When a party applies to a people's court for enforcing an effective judgment or ruling by a people's court against a party who is not located within the territory of the PRC or whose property is not within the PRC, the party may apply to a foreign court with proper jurisdiction for recognition and enforcement of the judgment or ruling. A foreign judgment or ruling may also be recognized and enforced by the people's court according to the PRC enforcement procedures if the PRC has entered into, or acceded to, an international treaty with the relevant foreign country, which provides for such recognition and enforcement, or if the judgment or ruling satisfies the court's examination according to the principle of reciprocity, unless among other exceptions, the people's court finds that the recognition or enforcement of such judgment or ruling will result in a violation of the basic legal principles of the PRC, its sovereignty or security, or for reasons of social and public interests.

THE PRC COMPANY LAW, TRIAL MEASURES AND GUIDELINES FOR ARTICLES OF ASSOCIATION

A joint stock limited company established in the PRC seeking a listing on The Stock Exchange of Hong Kong Limited is mainly subject to the following laws and regulations of the PRC.

The PRC Company Law (《中華人民共和國公司法》), or the Company Law, was adopted by the Fifth Standing Committee Meeting of the Eighth NPC on 29 December 1993 and came into effect on 1 July 1994, and was amended on 25 December 1999, 28 August 2004, 27 October 2005, 28 December 2013, 26 October 2018 and 29 December 2023. The latest revised Company Law came into effect on 1 July 2024.

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》) and its five interpretative guidelines promulgated by the China Securities Regulatory Commission ("**CSRC**") on 17 February 2023 came into effect on 31 March 2023 and were applicable to the direct and indirect overseas share subscription and listing of domestic companies.

According to the Trial Measures and its interpretative guidelines, where a domestic company directly offering and listing overseas, it shall formulate its articles of association in line with the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), or the Guidelines for Articles of Association, in place of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas which ceased to apply from 31 March 2023. The Guidelines for Articles of Association were promulgated by the CSRC on 16 December 1997 and last amended on 28 March 2025.

Set out below is a summary of the major provisions of the Company Law, the Trial Measures and the Guidelines for Articles of Association which are applicable to our Company.

General Provisions

"A joint stock limited company" means a corporate legal person incorporated under the Company Law, whose registered capital is divided into shares of equal par value. The liability of its shareholders is limited to the extent of the shares held by them and the liability of a company is limited to the full value of all the property owned by it.

A company must conduct its business in accordance with laws as well as public and commercial ethics. A company may invest in other limited liability companies. The liabilities of the company to such invested companies are limited to the amount invested. Unless otherwise provided by laws, a company cannot be the capital contributor who has the joint liabilities associated with the debts of the invested enterprises.

Incorporation

A joint stock limited company may be incorporated by promotion or subscription. A joint stock limited company may be incorporated by a minimum of one but not more than 200 promoters, and at least half of the promoters must have residence within the PRC.

The promoters shall convene an inaugural meeting of the company within 30 days after the share capital has been paid-up and shall notified all subscribers the date of the meeting or make an announcement in this regard 15 days before the meeting. The inaugural meeting may be held only the presence of promoters and subscribers holding more than 50% of the total number of shares. Powers to be exercised at the inaugural meeting include but not limited to the adoption of articles of association and the election of members of the board of directors and the supervisory committee of a company. The aforesaid matters shall be resolved by more than 50% of the votes to be casted by subscribers presented at the meeting.

Within 30 days after the conclusion of the inaugural meeting, the board of directors shall apply to the registration authority for registration of the incorporation of the joint stock limited company. A company is formally established and has the status of a legal person after the business license has been issued by the relevant registration authority.

Registered Shares

Under the Company Law, shareholders may make capital contributions in cash, or with non-monetary property that may be valued in money and legally transferred, such as contribution in kind or with intellectual property rights, land use rights, shareholding or claims.

The Trial Measures provides that domestic enterprises that are listed overseas may raise funds and distribute dividends in foreign currencies or Renminbi.

Under the Trial Measures, 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. The domestic unlisted shares mentioned in the preceding paragraph refer to the shares that have been issued by domestic enterprises but have not been listed or listed for trading on domestic exchanges. Domestic unlisted shares shall be centrally registered and deposited with domestic securities registration and settlement institutions. The registration and settlement arrangements of overseas listed shares shall be subject to the provisions of overseas listing places.

Under the Company Law, a joint stock limited company is required to maintain a register of shareholders, detailing the following information: (i) the name and domicile of each shareholder; (ii) the class and number of shares subscribed for by each shareholder; (iii) the serial number of shares if issued in paper form; and (iv) the date on which each shareholder acquired the shares.

Allotment and Issue of Shares

All issue of shares of a joint stock limited company shall be based on the principles of equality and fairness. The same class of shares must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. It may issue shares at par value or at a premium, but it may not issue shares below the par value.

Domestic enterprises issued and listed overseas shall file with the CSRC in accordance with Trial Measures, submit filing reports, legal opinions and other relevant materials, and truthfully, accurately and completely explain shareholder information and other information. Where a domestic enterprise directly issues and is listed overseas, the issuer shall file with the CSRC. If a domestic enterprise is indirectly listed overseas, the issuer shall designate a major domestic operating entity as the domestic responsible person and file with the CSRC.

Increase in Share Capital

Under the Company Law, in the case of a joint stock limited company issuing new shares, resolutions shall be passed at the shareholders' general meeting in respect of the class and number of new shares, the issue price of the new shares, the commencement and end dates for the issuance of new shares and the class and number of the new shares proposed to be issued to existing shareholders, if any. If no par value stock is issued, the proceeds from the issuance of the new stocks shall be included into the registered capital. Additionally, if a company intends to make public offering of shares, it is required to complete the registration with the securities regulatory authority of the State Council and announce the prospectus.

Reduction of Share Capital

A company may reduce its registered capital in accordance with the following procedures prescribed by the Company Law:

(i) to prepare a balance sheet and a property list;

(ii) a company makes a resolution at shareholders' general meeting to reduce its registered capital;

(iii) a company shall inform its creditors within 10 days and publish an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days after the approval of resolution of reducing registered capital;

(iv) the creditors shall have the right to require a company to repay its debts or provide corresponding guarantees within 30 days after receiving the notice or within 45 days after the announcement if the creditors have not received the notice;

(v) when a company reduces its registered capital, it shall register the change with a company registration authority in accordance with the law.

When a company reduces its registered capital, it must reduce the amount of capital contribution or shares in proportion to the capital contribution or shares held by the shareholders, unless otherwise prescribed by any law, or agreed upon by all the shareholders of a limited liability company, or as specified in the articles of association of a joint stock limited company.

Share Buy-Back

Under the Company Law, a company shall not purchase its own shares. Except for any following circumstances:

(i) reducing the registered capital;

(ii) merging with other company that holds the shares of the company;

(iii) using the shares for employee stocks plan or equity incentives;

(iv) with respect to shareholders voting against any resolution adopted at the shareholders' general meeting on the merger or division of our Company, the right to demand our Company to acquire the shares held by them;

(v) using the shares for the conversion of convertible corporate bonds issued by the listed company;

(vi) as required for maintenance of the corporate value and shareholders' rights and interests of a listed company.

The purchase of shares of a company for reasons specified in the case of (i) to (ii) above shall be subject to the resolution of the general meeting; the purchase of shares of a company for reasons specified in the case of (iii), (v) and (vi) above shall be subject to the resolution of the Board meeting attended by more than two-thirds of the directors in accordance with the provisions of the articles of association or the authorization from the general meeting.

Following the purchase of a company's shares by a company in accordance with the above provisions, such shares shall be canceled within 10 days from the date of buy-back in the case of item (i) above; such shares shall be transferred or canceled within six months in the case of items (ii) and

(iv) above; the total numbers of share of our Company held by a company shall not exceed 10% of the total issued shares of our Company, and shall be transferred or canceled within three years in the case of items (iii), (v) and (vi) above.

Transfer of Shares

Shares held by a shareholder may be transferred according to the law. Under the Company Law, a shareholder should affect a transfer of his shares on securities exchange established according to the law or by any other means as required by the State Council. Registered shares may be transferred by endorsement of shareholders or by other means stipulated by laws or administrative regulations. After the transfer, a company shall record the name and address of the transferee in the register of shareholders. No changes of registration in the share register provided in the foregoing requirement shall be affected during a period of 20 days prior to the convening of shareholder's general meeting or 5 days prior to the record date for a company's distribution of dividends. If any law, administrative regulation, or any provision by the securities regulatory authority of the State Council specifies otherwise for the modification of the register of shareholders of a listed company, such provisions should prevail.

Under the Company Law, shares issued by a company prior to the public offering of shares shall not be transferred within one year from the date on which the shares of the company are listed and traded on a securities exchange. The directors, supervisors and senior management of the company should declare to the company the shares they hold and the changes thereof. During the term of office as determined when they assume the posts, the shares transferred each year should not exceed 25% of the total shares they hold of the company. Shares of a company held by its directors, supervisors and senior management shall not be transferred within one year from the date of a company's listing on a securities exchange, nor within six months after their resignation from their positions with a company.

If the shares are pledged within the time limit for restricted transfer as provided for by laws and administrative regulations, the pledgee cannot exercise the pledge right within such restricted period.

Shareholders

Under the Company Law and Guidelines for Articles of Association, the rights of a shareholder of ordinary shares of a company include:

(i) to receive dividends and other forms of distributions in proportion to their shareholdings;

(ii) to attend or appoint a proxy to attend shareholders' general meetings and to exercise voting rights;

(iii) to supervise and manage a company's business operations, and to present proposals or to raise inquiries;

(iv) to transfer shares in accordance with laws, administrative regulations and the provisions of the articles of association;

(v) to inspect the company's articles of association, share register, counterfoil of company debentures, minutes of shareholder's general meetings, resolutions of meetings of the board of directors, resolutions of meetings of the board of supervisors and financial and accounting reports and to make proposals or enquiries on the company's operations;

(vi) in the event of the winding-up or liquidation of a company, to participate in the distribution of remaining property of a company in proportion to the number of shares held;

(vii) other rights conferred by laws, administrative regulations and the articles of association.

The obligations of a shareholder of ordinary shares of a company include:

(i) to comply with the articles of association;

(ii) to pay subscription money according to the number of shares subscribed and the method of subscription;

(iii) not to abuse their shareholders' rights to damage the interests of a company or other shareholders; not to abuse the independent legal person status of a company and the limited liability of shareholders to damage the interests of the creditors of a company;

(iv) other obligations conferred by laws, administrative regulations and the articles of association.

Shareholder's General Meetings

Under the Company Law, the shareholders' general meeting of a joint stock limited company is made up of all shareholders. The shareholders' general meeting is the organ of authority of a company, which exercises the following functions and powers:

(i) to elect and replace directors and supervisors and to decide on matters relating to the remuneration of directors and supervisors;

(ii) to examine and approve reports of the board of directors;

(iii) to examine and approve reports of the supervisory committee;

(iv) to examine and approve a company's profit distribution plans and loss recovery plans;

(v) to resolve on the increase or reduction of a company's registered capital;

(vi) to resolve on the issuance of corporate bonds;

(vii) to resolve on the merger, division, dissolution, liquidation or change of corporate form of a company;

(viii) to amend the company's articles of association;

(ix) other functions and powers specified in provision of the articles of association.

Under the Company Law, annual shareholders' general meetings are required to be held once every year. An extraordinary shareholders' general meeting is required to be held within two months after the occurrence of any of the following circumstances:

(i) the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the number specified in the articles of association;

(ii) when the unrecovered losses of a company amount to one-third of the total paid-up share capital;

(iii) shareholders individually or jointly holding 10% or more of the company's shares request;

(iv) when deemed necessary by the Board;

(v) the Supervisory Committee proposes to convene the meeting;

(vi) other circumstances as stipulated in the articles of association.

Shareholders' general meetings shall be convened by the board of directors, and presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or not performing his duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his duties, a director nominated by more than half of directors shall preside over the meeting.

If the board of directors is incapable of performing or is not performing its duties to convene the general meeting, the supervisory board should convene and preside over shareholders' general meeting in a timely manner. If the supervisory board fails to convene and preside over shareholders' general meeting, shareholders individually or in aggregate holding 10% or more of the company's shares for 90 days or more consecutively may unilaterally convene and preside over shareholders' general meeting.

If the shareholders who separately or aggregately hold more than 10% of the shares of the company request to convene an interim shareholders' meeting, the board of directors and the board of supervisors should, within 10 days after the receipt of such request, decide whether to hold an interim shareholders' meeting and reply to the shareholders in writing.

Notice of general meeting shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders 20 days before the meeting. A notice of extraordinary general meeting shall be given to all shareholders 15 days prior to the meeting. For the issuance of bearer share certificates, the time and venue of and matters to be considered at the meeting shall be announced 30 days before the meeting.

Shareholders who individually or jointly hold more than 1% of the company's shares may put forward interim proposals and submit them to the convener in writing 10 days before the general meeting of shareholders. The convener shall issue a supplementary notice of the general meeting of shareholders within two days after receiving the proposal and announce the contents of the interim proposal.

Under the Company Law, a shareholder may entrust a proxy to attend a shareholders' general meeting, and it should clarify the matters, power and time limit of the proxy. The proxy shall present a written power of attorney issued by the shareholder to a company and shall exercise his voting rights within the scope of authorization. There is no specific provision in the Company Law regarding the number of shareholders constituting a quorum in a shareholders' general meeting.

Under the Company Law, shareholders present at a shareholders' general meeting have one vote for each share they hold, except the shareholders of classified shares. However, shares held by the company itself are not entitled to any voting rights.

The cumulative voting system may be adopted for the election of directors and supervisors at the shareholders' general meeting in accordance with the provisions of the articles of association or the resolutions of the shareholders' general meeting. Under the accumulative voting system, each share shall have the same number of voting rights as the number of directors or supervisors to be elected at the shareholders' general meeting, and shareholders may consolidate their voting rights when casting a vote.

Under the Company Law and the Guidelines for Articles of Association, the passing of any resolution requires affirmative votes of shareholders representing more than half of the voting rights represented by the shareholders who attend the shareholders' general meeting.

Matters relating to merger, division or dissolution of a company, increase or reduction of registered capital, change of corporate form or amendments to the articles of association must be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

Directors

Under the Company Law, a joint stock limited company should have a board of directors, which consists of more than three members. The term of office of a director shall be stipulated in the articles of association, but each term of office shall not exceed three years. Directors may serve consecutive terms if re-elected.

Meetings of the board of directors shall be convened at least twice a year. All directors and supervisors shall be noticed 10 days before the meeting for every meeting. The Board exercises the following functions and powers:

(i) to convene shareholder's general meetings and report its work to the shareholder's general meetings;

(ii) to implement the resolutions of the shareholder's general meeting;

(iii) to decide on a company's business plans and investment plans;

(iv) to formulate a company's profit distribution plan and loss recovery plan;

(v) to formulate proposals for the increase or reduction of a company's registered capital and the issue of corporate bonds;

(vi) to formulate plans for merger, division, dissolution or change of corporate form of a company;

(vii) to decide on the internal management structure of a company;

(viii) to decide on the appointment or dismissal of the manager of a company and their remuneration;

(ix) To decide on the appointment or dismissal of the deputy manager and financial officer of a company based on the nomination of the manager and as well as remuneration;

(x) to formulate a company's basic management system;

(xi) other functions and powers specified in the articles of association or granted by the shareholders' meeting.

Board meetings shall be held only if more than half of the directors are present. If a director is unable to attend a board meeting, he may appoint another director by a power of attorney specifying the scope of the authorization for another director to attend the meeting on his behalf. If a resolution of the board of directors violates the laws, administrative regulations or the articles of association, and as a result of which the company suffers serious losses, the directors participating in the resolution shall be liable to compensate the company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be exempt from such liability.

Under the Company Law, a person may not serve as a director of a company if he/she is:

(i) a person without capacity or with restricted capacity;

(ii) a person who has been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property, or disrupting the order of the socialist market economy, or has been deprived of political rights due to a crime, where a five-year period has not elapsed since the date of completion of the sentence; if he/she is pronounced for suspension of sentence, a two-year period has not elapsed since the expiration of the suspension period;

(iii) a person who was a director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;

(iv) persons who were legal representatives of a company or enterprise which had its business license revoked due to violation of the law and had been closed down by order, and who were personally liable, where less than three years have elapsed since the date of the revocation of the business license of the company or enterprise or the order for closure; and

(v) being listed as one of "dishonest persons subject to enforcement" by the people's court due to his/her failure to pay off a relatively large number of due debts.

The board of directors shall have one chairman, who shall be elected by more than half of all the directors. The chairman shall exercise the following functions and powers (including but not limited to):

(i) to preside over shareholders' general meetings and convene and preside over board meetings;

(ii) to examine the implementation of resolutions of the Board;

(iii) to sign the securities issued by a company;

(iv) to exercise other powers conferred by the Board.

Supervisors

Under the Company Law, a joint stock limited company shall have a supervisory committee composed of not less than three members. The supervisory committee shall comprise shareholder representatives and an appropriate proportion of the company's staff representatives, of which the proportion of staff representatives shall not be less than one-third and the specific proportion shall be stipulated in the articles of association. Employee representatives of the supervisory committee shall be democratically elected by the company's employees at the employee representative assembly, employee general meeting or otherwise. Directors or senior management may not act concurrently as supervisors.

The Supervisory Committee exercises the following powers:

(i) to examine the company's financial affairs;

(ii) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, administrative regulations, the articles of association or resolutions of shareholders' general meetings;

(iii) to demand rectification by a director or senior management when the acts of such persons are harmful to the company's interest;

(iv) to propose the convening of extraordinary general meetings, and to convene and preside over shareholders' general meetings when the Board fails to perform the duty of convening and presiding over shareholders' general meetings under the Company Law;

(v) to submit proposals to the shareholders' general meeting;

(vi) to initiate legal proceedings against directors and senior management in accordance with the Company Law;

(vii) other functions and powers specified in the articles of association.

On December 27, 2024, the CSRC promulgated the Transitional arrangements relating to the implementation of the rules under the new Companies Law (關於新《公司法》配套制度規則實施相關過渡期安排), listed companies shall, before January 1, 2026, in accordance with the provisions of the Company Law, the Implementation Provisions and the supporting rules of the CSRC, provide in the articles of association for the establishment of an audit committee in the board of directors, exercising the powers and functions of the supervisory board as stipulated in the Company Law, the listed companies will then have no supervisory board or supervisors. Before a listed company adjusts the establishment of the company's internal supervisory body, the supervisory board or supervisors shall continue to comply with the provisions in the original rules of the CSRC.

Managers and Senior Management

Under the Company Law, a company should have a manager who is appointed or removed by the board of directors. The manager is responsible to the board of directors and exercise his/her functions and powers according to the articles of association or the authorization of the board of directors. The manager attends the meetings of the board of directors as a non-voting member.

According to the Company Law, senior management shall refer to the manager, deputy manager(s), financial controller, secretary of the board of directors and other personnel as stipulated in the articles of association of the company.

Duties of Directors, Supervisors and Senior Management

Directors, supervisors and senior management of the company are required under the Company Law to comply with the relevant laws, regulations and the articles of association, and have fiduciary and diligent duties to the company. Directors, supervisors and senior management are prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating the company's properties.

Directors, supervisors and senior management are prohibited from:

(i) embezzling the company's property or misappropriating of the company's capital;

(ii) depositing the company's capital into accounts under his own name or the name of other individuals;

(iii) giving bribes or accepting any other illegal proceeds by taking advantage of their power;

(iv) accept and possess commissions paid by a third party for transactions conducted with the company;

(v) unauthorized divulgence of confidential business information of the company; or

(vi) other acts in violation of their fiduciary duty to the company.

If any director, supervisor or senior management directly or indirectly concludes a contract or conducts a transaction with the company, he/she should report the matters relating to the conclusion of the contract or transaction to the board of directors or shareholders' meeting, subject to the approval of the board of directors or shareholders' meeting according to the articles of association.

The provisions of the preceding paragraph shall apply if any near relatives of the directors, supervisors or senior management, or any of the enterprises directly or indirectly controlled by the directors, supervisors or senior management or any of their near relatives, or any related parties with any other related-party relationship with the directors, supervisors or senior management, concludes a contract or conducts a transaction with the company.

Neither director, supervisor or senior management may take advantage of his/her position to seek any business opportunity that belongs to the company for himself/herself or any other person except under any of the following circumstances:

(i) where he/she has reported to the board of directors or the shareholders' meeting and has been approved by a resolution of the board of directors or the shareholders' meeting according to the articles of association; or

(ii) where the company cannot make use of the business opportunity as stipulated by laws, administrative regulations or the articles of association.

Where any director, supervisor or senior management fails to report to the board of directors or the shareholders' meeting and obtain an approval by resolution of the board of directors or the shareholders' meeting according to the articles of association, he/she may not engage in any business that is similar to that of the company where he/she holds office for himself/herself or for any other person.

A director, supervisor or senior management who contravenes any law, regulation or the company's articles of association in the performance of his duties resulting in any loss to the company shall be personally liable for the damages to the company.

Finance and Accounting

Under the Company Law, a company shall establish its financial and accounting systems according to laws, administrative regulations and the regulations of the financial department of the State Council. At the end of each fiscal year, the company shall prepare a financial and accounting reports which shall be audited by an accounting firm in accordance with the law. The financial and accounting reports shall be prepared in accordance with the laws, administrative regulations and the regulations of the financial department of the State Council.

A joint stock limited company shall make its financial and accounting reports available at the company for inspection by the shareholders 20 days before the convening of an annual general meeting of shareholders. A joint stock limited company issuing its shares in public must publish its financial and accounting reports.

When distributing each year's after-tax profits, the company shall set aside 10% of its profits into its statutory reserve fund. The company can no longer withdraw statutory reserve fund if it has accumulated to more than 50% of the registered capital. If the statutory reserve fund of the company is insufficient to make up for the losses of the previous years, the current year profits shall be used to make up for the losses before making allocations to the statutory reserve in accordance with the preceding paragraph. After the company has made an allocation to the statutory reserve fund from its after-tax profit, it may also make an allocation to the discretionary reserve fund from its after-tax profit upon a resolution of the shareholders' general meeting.

A joint stock limited company may distribute profits in proportion to the number of shares held by its shareholders, except for profit distributions that are not in proportion to the number of shares held in accordance with the provisions of the articles of association of the joint stock limited company.

The premium over the nominal value of the shares of a joint stock limited company from the issue of shares, the amount of share proceeds from the issuance of no-par shares that have not been credited to the registered capital and other incomes required by the financial department of the State Council to be treated as the capital reserve fund shall be accounted for as the capital reserve fund of the company.

The reserve fund of the company shall be used to make up losses of the company, expand the production and operation of the company or increase the capital of the company. Where the reserve fund of a company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions. When the statutory reserve fund is converted to increase registered capital, the balance of the statutory reserve shall not be less than 25% of the registered capital before such conversion.

The company shall not keep accounts other than those provided by law.

Appointment and Dismissal of Accounting Firms

Pursuant to the Company Law, the engagement or dismissal of an accounting firm responsible for the company's auditing shall be determined by a shareholders' general meeting, the board of directors or the board of supervisors in accordance with the articles of association. The accounting firm should be allowed to make representations when the general meeting, the board of directors or the board of supervisors conduct a vote on the dismissal of the accounting firm. The company should provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

The Guidelines for Articles of Association provides that the company guarantees to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the employed accounting firm, and shall not refuse, conceal or falsely report. And the audit fee of the accounting firm shall be decided by the general meeting of shareholders.

Profit Distribution

Where a company distributes profits to shareholders in violation of the provisions of the Company Law, the shareholders shall refund the profits distributed to the company, and the shareholders, directors, supervisors, and senior management personnel who are responsible for causing losses to the company shall bear compensation liability.

Dissolution and Liquidation

According to the Company Law, a company shall be dissolved for the following reasons:

(i) the term of business stipulated in the articles of association has expired or other events of dissolution specified in the articles of association have occurred;

(ii) the shareholders' general meeting resolves to dissolve the company;

(iii) dissolution is necessary due to a merger or division of the company;

(iv) the business license is revoked, or the business license is ordered to be closed or revoked in accordance with laws;

(v) where the company encounters serious difficulties in its operation and management and its continuance shall cause a significant loss in the interest of shareholders, and where this cannot be resolved through other means, shareholders who hold more than 10% of the total shareholders' voting rights of the company may present a petition to a people's court for the dissolution of the company with the support of the judgment.

If any of the situations as mentioned in the preceding paragraph arises, a company shall publicize the situations through the National Enterprise Credit Information Publicity System within ten days.

Where the company is dissolved in accordance with sub-paragraph (i) above, it may carry on its existence by amending its articles of association or upon a resolution of the shareholders' meeting, which must be approved by more than two-thirds of the voting rights held by the shareholders present at the shareholders' general meeting. Where the company is dissolved pursuant to sub-paragraphs (i), (ii), (iv) or (v) above, it shall be liquidated. The directors, who are the liquidation obligors of the company, shall form a liquidation group to carry out liquidation within 15 days from the date of occurrence of the cause of dissolution. The liquidation group shall be composed of the directors, unless it is otherwise provided for in the company's articles of association or it is otherwise elected by the shareholders' meeting. The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the company or the creditors.

The liquidation group fails to be formed within the time limit or fails to carry out the liquidation after its formation, any interested party may request the people's court to designate relevant persons to form a liquidation group. The people's court shall accept such request and organize a liquidation group to carry out the liquidation in a timely manner.

The liquidation committee shall exercise the following functions and powers during the liquidation period:

(i) to liquidate the company's property and respectively prepare balance sheet and list of property;

(ii) to notify creditors by notice or public announcement;

(iii) to deal with the outstanding business of the company involved in the liquidation;

(iv) to pay all outstanding taxes and taxes arising in the course of liquidation;

(v) to liquidate claims and debts;

(vi) distributing the remaining property of the company after paying off debts;

(vii) to participate in civil litigations on behalf of the company.

The liquidation group shall notify the company's creditors within ten days as of its formation and shall make a public announcement in the newspaper or on the National Enterprise Credit Information Publicity System within 60 days. The creditors shall file their proofs of claim with the liquidation group within 30 days as of the receipt of the notice or within 45 days as of the issuance of the public announcement in the case of failing to receive such notice.

The remaining property of the company after the payment of liquidation expenses, employees' wages, social insurance expenses and statutory compensation, outstanding taxes and the company's debts, shall be distributed to shareholders in proportion to their shareholdings.

During the liquidation period, the company shall continue to exist but shall not carry out any business activities unrelated to the liquidation. The company's assets shall not be distributed to the shareholders before the liquidation in accordance with the preceding paragraph.

If the liquidation committee, having thoroughly examined the company's assets and having prepared a balance sheet and an inventory of assets, discovers that the company's assets are insufficient to pay its debts in full, it shall file an application to a people's court for bankruptcy liquidation. After the people's court accepts the application for bankruptcy, the liquidation group shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report to be submitted to the shareholders' general meeting or the people's court for confirmation, and submit to the company registration authority to apply for cancelation of the company's registration.

The members of the liquidation group performing their duties of liquidation are obliged to loyalty and diligence. Any member of the liquidation group who neglects to fulfill his/her liquidation duties, thus causing any loss to the company shall be liable for compensation, and any member of the liquidation group who cause any loss to any creditor due to his/her intentional or gross negligence shall be liable for compensation.

Where, after three years since the business license of a company is revoked, or the company is ordered to close down or is revoked, the company fails to apply for its deregistration with the company registration authority, the said authority may announce the company's deregistration through the National Enterprise Credit Information Publicity System for a period of no less than 60 days. If there is no objection after the announcement period expires, the company registration authority may deregister the company.

Overseas Listing

According to the Trial Measures, where an issuer makes an overseas initial public offering or listing, it shall file with the CSRC within 3 working days after submitting the application documents for overseas issuance and listing. If an issuer issues securities in the same overseas market after overseas issuance and listing, it shall file with the CSRC within 3 working days after the completion of the issuance. If an issuer issues and lists in other overseas markets after overseas issuance and listing, it shall be filed in accordance with the provisions of the first paragraph of this article. Moreover, if the filing materials are complete and meet the requirements, the CSRC shall complete the filing within 20 working days from the date of receiving the filing materials, and publicize the filing information through the website. If the filing materials are incomplete or do not meet the requirements, the CSRC shall inform the issuer of the materials to be supplemented within 5 working days after receiving the filing materials. The issuer shall supplement the materials within 30 working days.

Suspension and Termination of Listing

The Company Law has deleted provisions governing suspension and termination of listing. The PRC Securities Law (2019 revision) (《中華人民共和國證券法(2019年修訂)》) has also deleted provisions regarding suspension of listing. Where listed securities fall under the delisting circumstances stipulated by the stock exchange, the stock exchange shall terminate its listing and trading in accordance with the business rules.

According to the Trial Measures, in case of active or compulsory termination of listing, the issuer shall report the specific situation to the CSRC within 3 working days from the date of occurrence and announcement of the relevant matters.

SECURITIES LAW AND REGULATIONS

In October 1992, the State Council established the Securities Committee and the CSRC. The Securities Committee is responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities-related institutions in the PRC and administering the CSRC. The CSRC is the regulatory arm of the Securities Committee and is responsible for the drafting of regulatory provisions of securities markets, supervising securities companies, regulating public offers of securities by Chinese companies in the Chinese Mainland or overseas, regulating the trading of securities, compiling securities-related statistics and undertaking research and analysis. On 29 March 1998, the State Council consolidated the above two departments and reformed the CSRC.

The Regulations of the State Council Concerning the Domestic Listed Foreign Shares of Joint Stock Limited Companies (《國務院關於股份有限公司境內上市外資股的規定》), which were promulgated by the State Council and came into effect on 25 December 1995, mainly provide for the issue, subscription, trading and payment of dividends of domestic listed foreign shares and disclosure of information of joint stock limited companies with domestic listed foreign shares.

The Securities Law of the People's Republic of China (《中華人民共和國證券法》), or the PRC Securities Law, which was amended by the Standing Committee of the NPC on 28 December 2019 and came into effect on 1 March 2020, provides a series of provisions regulating, among other things, the issue and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of the State Council's securities regulatory authorities in the PRC, and comprehensively regulates activities in the PRC securities market. The PRC Securities Law provides that a domestic enterprise must comply with the relevant provisions of the State Council in issuing securities directly or indirectly outside the PRC or listing and trading its securities outside the PRC. Currently, the issue and trading of foreign issued shares are mainly governed by the rules and regulations promulgated by the State Council and the CSRC.

ARBITRATION AND ENFORCEMENT OF ARBITRAL AWARDS

Under the Arbitration Law of the People's Republic of China (《中華人民共和國仲裁法》), or the Arbitration Law, amended by the Standing Committee of the NPC on 1 September 2017 and effective on 1 January 2018, the Arbitration Law is applicable to economic disputes involving foreign parties, and all parties have entered into a written agreement to refer the matter to an arbitration committee constituted in accordance with the Arbitration Law. An arbitration committee may, before the promulgation by the PRC Arbitration Association of arbitration regulations, formulate interim arbitration rules in accordance with relevant regulations under the Arbitration Law and the PRC Civil Procedure Law. Where both parties have agreed to settle disputes by means of arbitration, the people's court will refuse to take legal action brought by a party in the people's court.

Under the Arbitration Law, an arbitral award is final and binding on the parties. If a party fails to comply with an award, the other party to the award may apply to the people's court for enforcement according to the PRC Civil Procedure Law. A people's court may refuse to enforce an arbitral award made by an arbitration commission if there is any procedural irregularity (including irregularity in the composition of the arbitration committee or the making of an award on matters beyond the scope of the arbitration agreement or the jurisdiction of the arbitration commission). A party seeking to enforce an arbitral award of foreign arbitration commission against a party who or whose property is not within the PRC shall apply to a foreign court with jurisdiction over the case for recognition and enforcement. Similarly, an arbitral award made by a foreign arbitration body may be recognized and enforced by the people's court in accordance with the principles of reciprocity or any international treaty concluded or acceded to by the PRC.

According to the Arrangement of the Supreme People's Court on Mutual Enforcement of Arbitral Awards between the Chinese Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的安排》) promulgated by the Supreme People's Court on 24 January 2000 and effective on 1 February 2000, and the Supplementary Arrangement of the Supreme People's Court on Mutual Enforcement of Arbitral Awards between the Chinese Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的補充安排》) promulgated by the Supreme People's Court on 26 November 2020 and effective on 27 November 2020, awards made by PRC arbitral authorities can be enforced in Hong Kong, and Hong Kong arbitration awards are also enforceable in the PRC.

This Appendix contains a summary of the principal provisions of the Articles of Association. As the principal objective of this Appendix is to provide potential investors with an overview of the Articles of Association, it may not contain all the information that is important to potential investors. The full text of the Articles of Association in Chinese is available for inspection, as discussed in the Appendix to the document entitled "VII. Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display."

SHARES AND REGISTERED CAPITAL

The shares of the Company shall be in the form of stock certificates. The issuance of the Company's shares shall follow the principles of fairness and impartiality. Each share of the same class shall carry equal rights. Shares of the same class issued at the same time shall be issued under identical conditions and at the same price. Each share subscribed for by any entity or individual shall be paid for at the same price.

INCREASE, DECREASE, REPURCHASE AND TRANSFER OF SHARES

In accordance with the needs of its operations and development, and in compliance with laws and administrative regulations, the Company may increase its registered capital by a resolution of the meeting of shareholders through the following methods:

(1) Issuing shares to non-specific parties with approval from the relevant authorities;

(2) Issuing shares to specific parties;

(3) Distribution of bonus shares to existing shareholders;

(4) Capitalization of capital reserves;

(5) Other methods as prescribed by laws, administrative regulations, the CSRC, the securities regulatory authorities of the place where the Company's shares are listed, and other regulatory authorities.

Any increase in registered capital shall be processed in accordance with the procedures prescribed by relevant laws and regulations, after obtaining approval under these Articles of Association and the regulations of the stock exchange where the Company's shares are listed.

The Company may reduce its registered capital. Any reduction in registered capital shall be conducted in accordance with the procedures stipulated in the Company Law, the Hong Kong Stock Exchange Listing Rules, other relevant laws, administrative regulations and regulatory documents, as well as the regulations of the stock exchange where the Company's shares are listed and this Articles of Association.

Repurchase of Shares

The Company shall not acquire its own shares, except under any of the following circumstances, provided that the Company complies with the applicable laws, regulations, the regulations of the stock exchange where the Company's shares are listed, the Hong Kong Stock Exchange Listing Rules, and the provisions of this Articles of Association:

(1) reducing the Company's registered capital;

(2) merging with another company that holds shares of the Company;

(3) using the shares for employee stock ownership plans or equity incentives;

(4) at the request of a shareholder who objects to a resolution of the meeting concerning a merger or division of the Company, requiring the Company to repurchase their shares;

(5) using the shares for converting corporate bonds issued by the Company that are convertible into shares;

(6) necessary for maintaining the Company's value and safeguarding shareholders' rights and interests;

(7) other circumstances permitted by laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Stock Exchange Listing Rules and the regulations of the stock exchange where the Company's shares are listed.

The Company may acquire its own shares through public centralized trading or other means recognized by laws, administrative regulations, regulatory documents, the Hong Kong Stock Exchange Listing Rules, the regulations of the stock exchange where the Company's shares are listed and the CSRC (if required).

If the Company acquires its own shares for the reasons specified under the circumstances (1) or (2), such acquisition shall be subject to a resolution of the meeting of shareholders. In case of the circumstances stipulated in (3), (5), or (6), a resolution of the Company's Board shall be passed by more than two-thirds of the Directors attending the Board meeting in compliance with the securities regulatory rules of the jurisdiction where the Company's shares are listed.

After the Company has repurchased its own shares in accordance the circumstance (1), the shares shall be cancelled within 10 days from the date of acquisition; under the circumstance (2) and (4), the shares shall be transferred or cancelled within six months; under the circumstances (3), (5), and (6), the total number of shares held by the Company shall not exceed 10% of the total number of shares issued by the Company, and shall be transferred or cancelled within three years. Where there are other provisions in laws, regulations, the Hong Kong Stock Exchange Listing Rules and the securities regulatory authorities in the place where the Company's shares are listed regarding matters related to share repurchase, such provisions shall prevail.

Transfer of Shares

The shares of the Company may be transferred in accordance with the law. The transfer of H-shares listed in Hong Kong shall be registered with the share registration institution in Hong Kong appointed by the Company.

The Company shall not accept its own shares as the subject of a pledge.

Shares issued before the public offering of the Company shall not be transferred within one year from the date the Company's shares are listed and traded on a stock exchange.

Directors and senior management of the Company shall report to the Company the number of Company shares they hold and any changes thereto. During their term of office, the number of shares they transfer each year shall not exceed 25% of the total shares they hold in the Company. Such personnel shall not transfer any shares they hold in the Company within one year from the date of the Company's stock listing. Within six months after their resignation, they shall not transfer any shares they hold in the Company. If shares are pledged during the restricted transfer period as stipulated by laws and administrative regulations, the pledgee shall not exercise the pledge right during such restricted period.

SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

The Company shall establish a register of shareholders, which shall serve as conclusive evidence of a shareholder's ownership of the Company's shares. Shareholders shall enjoy rights and undertake obligations in accordance with the type of shares they hold; shareholders holding the same class of shares shall enjoy equal rights and bear the same obligations.

Shareholders of the Company shall have the following rights:

(1) To receive dividends and other forms of distributions in proportion to the shares they hold;

(2) To request, convene, preside over, attend, or appoint proxies to attend shareholders' meetings and exercise corresponding voting rights in accordance with the law;

(3) To supervise the Company's operations and make suggestions or inquiries;

(4) To transfer, gift, or pledge the shares they hold in accordance with laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules and this Articles of Association;

(5) To inspect and copy the Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of the Board of Directors, and the financial and accounting reports in accordance with the regulations. Shareholders who meet the specified requirements may inspect the Company's accounting books and vouchers;

(6) Upon the Company's dissolution or liquidation, to participate in the distribution of the remaining assets of the Company in proportion to the shares they hold;

(7) If dissenting to a resolution on merger or division adopted by the shareholders' meeting, to request the Company to repurchase their shares;

(8) Other rights prescribed by laws, administrative regulations, departmental rules, the Hong Kong Stock Exchange Listing Rules, other regulatory rules of the place where the Company's shares are listed, or this Articles of Association.

In the event that any resolution of the Shareholders' meeting or resolution of the Board of Directors violates laws or administrative regulations, the Shareholder is entitled to request the People's Court to deem it as invalid.

In the event that the convening procedure or voting method of the Shareholders' meeting or the Board meeting violates any of laws, administrative regulations or the Articles of Association, or any resolution of which violates the Articles of Association, the Shareholder is entitled to request the People's Court to overturn the resolution within 60 days upon the resolution was adopted. However, this provision shall not apply if the procedural defects in convening the meeting or the voting methods are only minor and have no material effect on the resolution.

Resolutions adopted by the shareholders' meeting or board of directors of the Company shall be deemed invalid under any of the following circumstances:

(1) The resolution was adopted without convening a shareholders' meeting or board meeting;

(2) No voting was conducted on the proposed resolution at the shareholders' meeting or board meeting;

(3) The number of attendees or voting rights represented at the meeting failed to meet the quorum requirements prescribed by the Company Law or these Articles of Association;

(4) The number of affirmative votes or voting rights in favor of the resolution failed to meet the approval thresholds prescribed by the Company Law or these Articles of Association.

Shareholders of the Company shall assume the following obligations:

(1) to abide by the laws, administrative regulations and the Articles of Association;

(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(3) not to withdraw the shares unless required by the laws and administrative regulations;

(4) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, and not to abuse the status of the Company as an independent legal entity and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;

(5) other obligations imposed by the laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, other regulatory rules in the place where the Company's shares are listed and the Articles of Association.

Where any shareholder of the Company abuses the shareholders' rights and incur losses to the Company or other shareholders, such shareholder shall be liable for the damages according to laws. Where shareholders of the Company abuse the Company's status 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.

Any shareholder holding 5% or more of the Company's shares with voting rights who pledges their shares shall submit a written report to the Company on the date the pledge occurs.

The Company's controlling shareholders and actual controllers shall comply with the following provisions:

(1) Exercise shareholder rights in accordance with the law, and refrain from abusing control rights or exploiting connected relationships to harm the legitimate interests of the Company or other shareholders;

(2) Strictly fulfill all public statements and commitments made, and shall not arbitrarily modify or waive them;

(3) Strictly perform information disclosure obligations in accordance with relevant regulations, actively cooperate in disclosure work, and promptly inform the Company of any material events that have occurred or are planned;

(4) Shall not misappropriate Company funds in any form;

(5) Shall not coerce, direct, or demand the Company or its personnel to provide illegal or non-compliant guarantees;

(6) Shall not exploit undisclosed material information of the Company for personal gain, disclose any undisclosed material information related to the Company in any manner, or engage in illegal activities such as insider trading, short-swing trading, or market manipulation;

(7) Shall not harm the legitimate interests of the Company or other shareholders through non-arm's length connected transactions, profit distributions, asset reorganizations, external investments, or any other means;

(8) Ensure the Company's asset integrity, personnel independence, financial independence, organizational independence, and operational independence, and shall not impair the Company's independence in any way;

(9) Other requirements stipulated by laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, the CSRC, the stock exchange where the Company's shares are listed, and these Articles of Association.

General Provisions for Shareholders' Meetings

The shareholders' meeting is the supreme authority of the Company and shall exercise the following powers in accordance with the law:

(1) To elect and replace directors, and to determine matters related to the remuneration of the Company's directors;

(2) To review and approve the report of the Board of Directors;

(3) To review and approve the Company's profit distribution plan and plan for making up losses;

(4) To resolve on increasing or reducing the Company's registered capital;

(5) To resolve on the issuance of corporate bonds and the listing plan;

(6) To resolve on matters such as the Company's merger, division, dissolution, liquidation, or change of corporate form;

(7) To amend the Articles of Association;

(8) To make resolutions on the appointment, dismissal, or non-renewal of the engagement of the accounting firm by the Company, and to determine its remuneration;

(9) To review and approve the guarantee matters specified in Article 47 of these Articles of Association;

(10) To review the purchase or sale of major assets by the Company involving, either individually or cumulatively within twelve consecutive months, an asset value or transaction amount exceeding 30% of the Company's most recently audited total assets;

(11) To review and approve any changes in the use of funds raised through public offerings;

(12) To review stock incentive plans and employee stock ownership plans;

(13) To review and approve matters concerning the acquisition of the Company's shares that are required to be reviewed by the shareholders' meeting in accordance with laws and regulations, regulatory rules of the place where the Company's shares are listed, and this Articles of Association;

(14) To review and approve matters concerning related-party transactions that are required to be reviewed by the shareholders' meeting in accordance with laws and regulations, regulatory rules of the place where the Company's shares are listed, and this Articles of Association;

(15) To review and approve other matters that, according to laws, administrative regulations, departmental rules, the Hong Kong Stock Exchange Listing Rules and the regulatory rules of the place where the Company's shares are listed, or this Articles of Association, should be decided by the shareholders' meeting.

The shareholders' meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

The following external guarantee acts must be submitted to the shareholders' meeting for approval:

(1) Any guarantee provided when the aggregate amount of external guarantees for the Company and its controlled subsidiaries exceeds 50% of the most recently audited net assets;

(2) Any guarantee provided when the Company's total external guarantees exceed 30% of the most recently audited total assets;

(3) Guarantees where the aggregate amount within one year exceeds 30% of the Company's most recently audited total assets;

(4) Guarantees provided to entities with a debt-to-asset ratio exceeding 70%;

(5) Single guarantees exceeding 10% of the most recently audited net assets;

(6) Guarantees provided to shareholders, actual controllers, or their connected parties;

(7) Other guarantee circumstances requiring shareholders' meeting approval as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the jurisdiction where the Company's shares are listed, or other normative documents.

Other external guarantee matters that do not meet the above thresholds shall be subject to approval by the Board of Directors.

For guarantee matters within the authority of the Board of Directors, approval by more than half of all directors is required, and at least two-thirds of the directors attending the Board meeting must consent.

When the shareholders' meeting deliberates on a proposal to provide a guarantee to shareholders, actual controllers, or their related parties, the relevant shareholders or shareholders under the control of the actual controller shall abstain from voting on such matters. The resolution shall be adopted by a majority of the voting rights held by the other shareholders present at the meeting.

Shareholders' meetings are classified into annual meetings and extraordinary meetings. An annual meeting shall be held once every year and must take place within six months after the end of the preceding fiscal year.

Under any of the following circumstances, the Company shall convene an extraordinary meeting within two months from the date the event occurs:

(1) The number of directors falls below the statutory minimum or less than two-thirds of the number specified in these Articles of Association;

(2) The Company's uncovered losses amount to one-third of the total paid-in share capital;

(3) Shareholders individually or jointly holding 10% or more of the Company's shares request the meeting in writing;

(4) The Board of Directors deems it necessary;

(5) The Audit Committee proposes to convene the meeting;

(6) Other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Stock Exchange Listing Rules and securities regulatory requirements of the jurisdiction where the Company's shares are listed, or these Articles of Association.

The shareholders' meeting shall be held at the Company's domicile, its regular place of business, or any other venue specified in the meeting notice.

The shareholders' meeting shall be held with a physical venue for in-person attendance. The Company shall also provide means such as remote voting to facilitate shareholder participation. Shareholders participating through such means shall be deemed present.

Once a notice of the shareholders' meeting has been issued, the venue of the on-site meeting shall not be changed without just cause. If a change is indeed necessary, the convener shall provide an explanation at least two working days before the scheduled on-site meeting.

Convening of Shareholders' Meetings

Shareholders' meetings shall be convened by the Board of Directors in accordance with the law.

The independent non-executive directors shall have the right to propose the convening of an extraordinary general meeting to the Board of Directors, subject to approval by a majority of all independent non-executive directors. Upon receiving such a proposal, the Board shall, in accordance with laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, securities regulatory rules of the jurisdiction where the Company's shares are listed and these Articles of Association, provide a written response indicating whether it agrees to convene the meeting within ten days. If the Board agrees, it shall issue the notice for the shareholders' meeting within five days of adopting the relevant board resolution. If it does not agree, it shall explain the reasons and make an announcement.

The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary meeting and shall make the proposal in writing. The Board shall, in accordance with laws, administrative regulations, and these Articles of Association, provide a written response indicating whether it agrees to convene the meeting within ten days of receiving the proposal.

If the Board agrees, it shall issue the meeting notice within five days of adopting the board resolution, and any changes to the original proposal must be approved by the Audit Committee.

If the Board disagrees or fails to respond within ten days, it shall be deemed as a failure or refusal to perform its duty to convene the meeting. In such case, the Audit Committee may convene and preside over the meeting on its own initiative.

Shareholders individually or jointly holding more than 10% of the Company's shares have the right to request the Board of Directors to convene an extraordinary meeting, and such request shall be submitted in writing. The Board shall, in accordance with laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, securities regulatory rules of the jurisdiction where the Company's shares are listed and these Articles of Association, provide a written response indicating whether it agrees to convene the meeting within ten days.

If the Board agrees, it shall issue the meeting notice within five days of adopting the board resolution, and any changes to the original request must be approved by the relevant shareholders.

If the Board disagrees or fails to respond within ten days, the shareholders holding more than 10% of the Company's shares may submit the request in writing to the Audit Committee.

If the Audit Committee agrees, it shall issue the meeting notice within five days of receiving the request, and any changes to the original request must be approved by the relevant shareholders.

If the Audit Committee disapproves the convening of an extraordinary general meeting or fails to provide feedback within 10 days upon receipt of the request, it shall be deemed that the Audit Committee refuses to convene and preside over the shareholders' meeting. Shareholders who have individually or jointly held more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting themselves.

If the Audit Committee or shareholders decide to convene a shareholders' meeting on their own initiative, they shall provide written notice to the Board of Directors. If the securities regulatory rules of the jurisdiction where the Company's shares are listed provide otherwise, such rules shall prevail, provided that they do not contravene domestic laws, administrative regulations, or these Articles of Association.

Before the announcement of the voting results of the shareholders' meeting, the convening shareholders' shareholding ratio shall not be less than 10%.

Where a shareholders' meeting is convened by the Audit Committee or shareholders themselves, the Board of Directors and the Board Secretary shall provide necessary cooperation. The Board shall provide the shareholder register as of the date of the meeting.

All necessary expenses for a shareholders' meeting convened by the Audit Committee or shareholders themselves shall be borne by the Company.

Proposals and Notice of Shareholders' Meeting

The content of a proposal shall fall within the scope of authority of the shareholders' meeting, contain a clear topic and specific resolution matters, and comply with relevant laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, securities regulatory rules of the jurisdiction where the Company's shares are listed and the Articles of Association.

When the Company convenes a shareholders' meeting, the Board of Directors, the Audit Committee, and shareholders individually or jointly holding more than 1% of the Company's shares shall have the right to submit proposals to the Company.

Subject to the provisions of the Hong Kong Stock Exchange Listing Rules, shareholders individually or jointly holding more than 1% of the Company's shares may submit interim proposals in writing to the convener no later than ten days before the shareholders' meeting is held. Upon receipt of such proposals, the convener shall issue a supplementary notice of the shareholders' meeting within two days to inform shareholders of the content of the interim proposals.

Except as provided in the preceding paragraph or in compliance with the requirements of the Hong Kong Stock Exchange Listing Rules, after the notice of the shareholders' meeting has been issued, the convener shall not modify the proposals listed in the notice or add new proposals.

Proposals that are not specified in the notice of the shareholders' meeting or do not comply with these Articles of Association shall not be put to vote or adopted by the shareholders' meeting.

The convener shall notify all shareholders of the annual meeting 21 days prior to its convening, and of an extraordinary meeting 15 days prior to its convening.

Proxy for the Shareholders' Meeting

All shareholders listed in the register of shareholders, or their proxies, shall have the right to attend the shareholders' meeting and to speak and exercise their voting rights in accordance with applicable laws, regulations, the Hong Kong Stock Exchange Listing Rules and these Articles of Association.

Shareholders may attend the shareholders' meeting in person or appoint a proxy to attend and vote on their behalf. Unless an individual shareholder is required by the Hong Kong Stock Exchange Listing Rules to abstain from voting on a particular matter, the proxy of such shareholder may exercise the following rights in accordance with the shareholder's mandate:

(1) The right to speak on behalf of the shareholder at the shareholders' meeting;

(2) The right to demand a poll, either individually or jointly with others;

(3) Subject to any other provisions of relevant laws, administrative regulations, securities regulatory rules in the place where the Company's shares are listed, or other securities laws and regulations, the right to exercise voting rights by show of hands or by poll.

Individual shareholders attending the meeting in person shall present their identity card or other valid documents or certificates that can verify their identity; where a proxy is appointed to attend the meeting, the proxy shall present a valid identity document and a shareholder's power of attorney.

Corporate shareholders or other institutional shareholders shall be represented by their legal representative (principal)/executive partner in charge of affairs, or by an agent appointed by the legal representative (principal)/executive partner in charge of affairs to attend the meeting. If the legal representative (principal)/executive partner in charge of affairs attends the meeting, they shall present their personal identification card and valid proof demonstrating their status as the legal representative (principal)/executive partner in charge of affairs. If an agent is appointed to attend the meeting, the agent shall present their personal identification card and a written power of attorney lawfully issued by the legal representative (principal)/executive partner in charge of affairs of the corporate or institutional shareholder (except for the recognized clearing house or its agents).

If the shareholder is a recognized clearing house (or its nominee) as defined by the relevant ordinances in force in Hong Kong from time to time, such shareholder may authorize one or more persons it deems appropriate to act as its proxy or representative at any general meeting of shareholders or any meeting of creditors; provided that if more than one person is authorized, the power of attorney or authorization document shall specify the number and class of shares to which each such person's authorization relates. The person(s) so authorized may attend the meeting on behalf of the recognized clearing house (or its nominee) (without producing evidence of shareholding, notarized authorization, and/or further proof of due authorization) and exercise the same statutory rights as other shareholders, including the rights to speak and vote, as if such person were an individual shareholder of the Company.

Any shareholder who is entitled to attend the shareholders' meeting and to vote shall have the right to appoint one or more persons (who need not be shareholders) as their proxy to attend and vote on their behalf. A power of attorney issued by a shareholder to authorize another person to attend the shareholders' meeting shall specify the following:

(1) The name of the principal and the number of shares held in the Company;

(2) The name of the proxy;

(3) Voting instructions for each proposed resolution on the meeting agenda, specifying "for," "against," or "abstain";

(4) The issuance date and validity period of the power of attorney;

(5) The signature (or seal) of the principal. If the principal is an institutional shareholder, the official seal of the institution shall be affixed.

The power of attorney should specify whether the proxy is authorized to vote according to their own discretion if the shareholder does not provide specific instructions.

The proxy form shall be deposited at the Company's registered office or at any other place specified in the notice of the meeting, at least 24 hours before the relevant meeting at which the proxy is to vote, or at least 24 hours before the designated time for voting. If a proxy is authorized to sign the proxy voting authorization letter on behalf of the shareholder, the power of attorney or other authorization documents must be notarized. The notarized power of attorney or other authorization documents, together with the proxy voting authorization letter, shall be kept at the Company's domicile or other location specified in the notice of the meeting.

If the shareholder is a legal person or unincorporated entity, its legal representative or a person authorized by a resolution of its board of directors or other decision-making body shall attend the shareholders' meeting as its representative.

Voting and Resolutions of the Shareholders' Meeting

Resolutions of the shareholders' meeting shall be classified into ordinary resolutions and special resolutions.

An ordinary resolution shall be passed by more than half of the voting rights held by shareholders (including proxies) attending the shareholders' meeting.

A special resolution shall be passed by at least two-thirds of the voting rights held by shareholders (including proxies) attending the shareholders' meeting.

The following matters shall be resolved by an ordinary resolution of the shareholders' meeting:

(1) Reports of the Board of Directors;

(2) Profit distribution plans and loss recovery plans formulated by the Board of Directors;

(3) The appointment and removal of members of the Board of Directors (including the removal of any director before the expiration of their term, provided that such removal shall not affect any claim for damages that the director may have under any contract) and their remuneration and method of payment;

(4) The annual report of the Company;

(5) Resolutions regarding the appointment, dismissal, or non-renewal of the engagement of an accounting firm, or the remuneration of the accounting firm;

(6) Other matters except those required by laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules and securities regulatory rules of the jurisdiction where the Company's shares are listed, or these Articles of Association to be adopted by special resolution.

The following matters shall be resolved by a special resolution of the shareholders' meeting:

(1) Increase or decrease of the Company's registered capital;

(2) Division, spin-off, merger, dissolution, or liquidation;

(3) Amendments to the Articles of Association;

(4) Acquisition or disposal of assets where the total assets involved or transaction amount exceeds 30% of the Company's most recently audited total assets within a continuous twelve-month period;

(5) Equity incentive plans;

(6) Other matters required by laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, securities regulatory requirements of the jurisdiction where the Company's shares are listed, or these Articles of Association, and matters deemed by an ordinary resolution of the shareholders' meeting to have a material impact on the Company and therefore requiring a special resolution.

The shares held by the Company's shareholders are all ordinary shares, and there are no shares with special voting rights. Shareholders (including proxies) shall exercise voting rights based on the number of voting shares they represent, with one vote per share. When voting, shareholders (including proxies) who have two or more voting rights are not required to cast all their votes as either in favor, against, or abstaining.

When the shareholders' meeting deliberates on significant matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of such separate vote counting shall be disclosed in a timely manner.

Shares held by the Company shall not carry voting rights and shall not be included in the total number of shares with voting rights present at the meeting.

Where a shareholder acquires shares with voting rights in violation of Article 63, Paragraphs 1 and 2 of the Securities Law (unless the listing rules and related regulatory rules of the place where the Company's shares are listed do not have any mandatory provisions to the contrary, in which case this shall not apply), the portion of shares exceeding the prescribed ratio shall not carry voting rights for 36 months from the date of acquisition and shall not be included in the total number of shares with voting rights present at the meeting. (Applicable after listing)

The Company's Board of Directors, independent non-executive directors, shareholders holding 1% or more of the Company's voting shares, or investor protection institutions established in accordance with laws, administrative regulations, securities regulatory rules of the jurisdiction where the Company's shares are listed or CSRC rules, may solicit shareholders' voting rights.

When the shareholders' meeting deliberates on matters involving related-party transactions, the related shareholders shall abstain from voting, and the voting rights of the shares they represent shall not be counted in the total number of valid votes.

The announcement of the shareholders' meeting resolution shall fully disclose the voting situation of non-associated shareholders.

DIRECTORS AND THE BOARD OF DIRECTORS

Directors

Company directors shall be natural persons. A person who falls under any of the following circumstances shall not serve as a director of the Company:

(1) a person who has no or limited civil capacity;

(2) a person who has been sentenced for corruption, bribery, embezzlement, misappropriation of property, or disrupting the socialist market economic order, and the sentence has not expired for more than five years; or having been deprived of political rights for committing a crime, and the deprivation has not expired for more than five years; or having been granted probation, where less than two years have elapsed since the end of the probation period;

(3) a person who has served as a director, factory manager, or general manager of a company or enterprise that went bankrupt and was liquidated, and being personally liable for the bankruptcy, where less than three years have elapsed since the completion of the liquidation;

(4) a person who has served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close due to legal violations, and being personally liable for such violations, where less than three years have elapsed since the business license was revoked;

(5) a person who has a large amount of personal debt that is overdue and unpaid;

(6) a person who is subject to market entry restrictions by the CSRC, where the restriction period has not yet expired;

(7) other circumstances where a person is disqualified from serving as a director under laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, the securities regulatory rules of the place where the Company's shares are listed, or departmental rules.

If a director is elected or appointed in violation of the provisions of this article, such election, appointment, or engagement shall be invalid. If a director falls under any of the circumstances listed in this article during his or her term of office, the Company shall remove him or her from office.

Directors shall be elected or replaced by the shareholders' meeting, and may be removed by the shareholders' meeting before the expiration of their term of office.

Each director shall serve a term of three years and may be re-elected upon the expiry of their term. Independent non-executive directors shall serve the same term as other directors of the Company.

The term of a director shall commence from the date of assuming office and shall end upon the expiration of the term of the current board of directors. Where the election of new directors is not conducted in a timely manner upon expiration of the term, the incumbent directors shall continue to perform their duties as directors in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected directors assume office.

Where additional or replacement directors are elected before the end of a term, their term shall be the remaining term of the current board of directors, and shall commence from the date on which the shareholders' meeting approves their election and end on the date when newly elected directors are approved at the expiration of the current board's term.

A director may concurrently serve as the general manager or other senior management personnel. However, the number of directors concurrently serving as the general manager or other senior management personnel, together with directors elected as employee representatives, shall not exceed one-half of the total number of directors of the Company.

Board of Directors

The Company shall establish a Board of Directors. The Board of Directors shall consist of seven directors. Board members shall be elected by the shareholders' meeting in accordance with the law. Directors shall be classified into executive directors, non-executive directors and independent non-executive directors, among which there shall be no fewer than three independent non-executive directors, accounting for at least one-third of the total number of the Board. At least one independent non-executive director must possess appropriate professional qualifications required by the Hong Kong Stock Exchange Listing Rules and other regulatory rules or have accounting or relevant financial management expertise. Additionally, at least one independent non-executive director shall ordinarily reside in Hong Kong.

The Board of Directors may, as needed, establish special committees such as the Remuneration and Appraisal Committee, Strategy Committee, Nomination Committee, Audit Committee, and Related Party Transactions Committee, which shall be accountable to the Board of Directors.

The Board of Directors shall exercise the following powers:

(1) Convene the Shareholders' Meeting and report its work thereto;

(2) Implement resolutions adopted by the Shareholders' Meeting;

(3) Decide the Company's business plans and investment proposals;

(4) Propose profit distribution plans and loss recovery plans;

(5) Propose plans for increasing or reducing the registered capital of the Company, and for issuing bonds or other securities and listing;

(6) Subject to the provisions of the securities regulatory rules of the place where the Company's shares are listed, draft proposals for significant acquisitions, repurchase of shares, merger, division, dissolution, or change of company form;

(7) Subject to the provisions of the securities regulatory rules of the place where the Company's shares are listed and within the scope of authorization granted by the shareholders' meeting, decide on matters such as external investment, acquisition and disposal of assets, asset pledges, provision of external guarantees, entrusted wealth management, related-party transactions, and charitable donations;

(8) Decide on the establishment of the Company's internal management structure;

(9) Decide on the appointment or dismissal of the managers, board secretary, and other senior management personnel, and determine their remuneration, rewards, and punishments; based on the nomination of the general manager, decide on the appointment or dismissal of the company's deputy general manager, chief financial officer, and other senior management personnel, and determine their remuneration and matters of rewards and punishments;

(10) Formulate the Company's basic management systems;

(11) Propose amendments to the Articles of Association;

(12) Manage the Company's information disclosure affairs;

(13) Submit proposals to the Shareholders' Meeting on the appointment or replacement of the accounting firm responsible for auditing the Company;

(14) Hear reports on the work of the General Manager, and supervise the performance;

(15) Other powers stipulated by laws, administrative regulations, departmental rules, the Hong Kong Stock Exchange Listing Rules, the securities regulatory rules of the place where the Company's shares are listed, or this Articles of Association, or granted by the shareholders' meeting.

Any matters exceeding the scope of authority conferred by the Shareholders' Meeting shall be submitted to the Shareholders' Meeting for deliberation.

Chairman

The Chairman shall exercise the following powers:

(1) Preside over the Shareholders' Meetings and convene and preside over the meetings of the Board of Directors;

(2) Supervise and inspect the implementation of resolutions adopted by the Board of Directors;

(3) Subject to any other provisions in the securities regulatory rules of the place where the Company's shares are listed, sign important documents of the Board of Directors and other documents that should be signed by the Chairman of the Company;

(4) Other powers and authorities granted by the Board of Directors or by laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

The Board of Directors shall convene at least four meetings each year, which shall be convened by the Chairman. A written notice shall be given to all directors at least fourteen days before the meeting is held.

Special Committees under the Board

The Company's Board of Directors establishes an Audit Committee, which exercises the powers of the Supervisory Board as stipulated by the Company Law.

The Audit Committee shall consist of three members, who must be non-executive directors. The Audit Committee shall have at least three members, with a majority of independent non-executive directors. At least one member must be an independent non-executive director with the appropriate professional qualifications as specified by the securities regulatory rules of the place where the Company's shares are listed, or with appropriate expertise in accounting or related financial management. The convener (i.e., the chairperson) of the committee must be an independent non-executive director.

The Company's Board of Directors establishes other special committees such as the Nomination Committee and the Remuneration Committee, which shall perform their duties in accordance with the laws and regulations, the Hong Kong Stock Exchange Listing Rules and this Articles of Association and the authorization granted by the Board of Directors. Proposals from these special committees shall be submitted to the Board of Directors for deliberation and decision. The working procedures of the special committees shall be formulated by the Board of Directors. The members of the Remuneration Committee and the Nomination Committee must have a majority of independent non-executive directors. The convener (i.e., the chairperson) of the Remuneration Committee must be an independent non-executive director, and the convener (i.e., the chairperson) of the Nomination Committee must be the Chairman of the Board or an independent non-executive director.

General Manager and Other Senior Management Members

The Company shall have one General Manager and several Deputy General Managers and other senior management personnel, who shall be appointed or dismissed by the Board of Directors.

Personnel holding administrative positions (other than as a director or supervisor) in the Company's controlling shareholder entity shall not serve as senior management personnel of the Company.

Senior management personnel of the Company shall receive salaries solely from the Company and not from the controlling shareholder.

The term of office for the General Manager shall be three years. The General Manager may be reappointed by the Board of Directors upon expiration of the term. If the General Manager is replaced during the term, the new term shall commence from the date the Board resolution is passed and end upon the expiry of the current Board's term.

The General Manager shall be accountable to the Board of Directors and shall exercise the following powers and functions:

(1) To preside over the production and operation management of the Company, implement the resolutions of the Board of Directors, and report work to the Board of Directors;

(2) To organize and implement the Company's annual business plan and investment programs;

(3) To draft plans for the establishment of the Company's internal management structure;

(4) To draft the Company's basic management systems;

(5) To formulate specific regulations of the Company;

(6) To propose to the Board of Directors the appointment or dismissal of the Deputy General Manager and the Chief Financial Officer;

(7) To decide on the appointment or dismissal of management personnel other than those to be appointed or dismissed by the Board of Directors;

(8) Other powers granted by these Articles of Association or the Board of Directors.

The General Manager shall attend meetings of the Board of Directors.

In accordance with the needs of the Company, the General Manager may formulate the General Manager's Rules of Procedure, which shall be implemented upon approval by the Board of Directors.

The General Manager may resign before the expiration of the term. The procedures and methods for resignation shall be governed by the employment contract between the General Manager and the Company.

The term of office for Deputy General Managers and other senior management personnel shall be three years. The General Manager shall propose their appointment or dismissal to the Board of Directors. Deputy General Managers and other senior management personnel shall assist the General Manager in managing specific aspects of the Company's operations. The specific division of labor shall be determined by the General Manager and filed with the Board of Directors.

The Company shall appoint a Board Secretary, who shall be responsible for the preparation of shareholders' meetings and board of directors' meetings, the custody of documents, and the management of shareholders' records. The Board Secretary shall also handle matters related to information disclosure.

The Board Secretary shall comply with applicable laws, administrative regulations, departmental rules, securities regulatory rules of the jurisdiction where the Company's shares are listed, the Articles of Association, and relevant Company policies and procedures.

If any senior management personnel, in the course of performing their duties, violate laws, administrative regulations, departmental rules, the Hong Kong Stock Exchange Listing Rules, securities regulatory rules of the jurisdiction where the Company's shares are listed or the Articles of Association and cause losses to the Company, they shall be liable for compensation.

Senior management personnel shall perform their duties faithfully and in the best interests of the Company and all shareholders. If any senior management personnel fail to perform their duties in good faith or breach their fiduciary obligations, resulting in damage to the interests of the Company or public shareholders, they shall bear liability for compensation in accordance with the law.

FINANCIAL AND ACCOUNTING SYSTEM

The Company shall, in accordance with laws, administrative regulations, and relevant regulations of state authorities, establish its financial and accounting systems. Where there are other provisions by the securities regulatory authorities in the place where the Company's shares are listed, such provisions shall prevail.

The Company shall prepare its annual financial accounting report within four months after the end of each fiscal year and its interim financial accounting report within two months from the end of the first half of each fiscal year. The aforementioned financial accounting reports shall be prepared and disclosed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, the Hong Kong Stock Exchange Listing Rules, and other securities regulatory rules in the place where the Company's shares are listed.

The Company shall not establish any accounting books other than the statutory ones. The Company's assets shall not be deposited into any account opened in the name of an individual.

When distributing the profits after tax for the current year, the Company shall allocate 10% of the profits to the statutory reserve fund. When the statutory reserve fund has accumulated to more than 50% of the Company's registered capital, no further appropriation is required.

If the statutory reserve fund is insufficient to cover losses from previous years, the Company shall use the current year's profits to cover the losses before making appropriations to the statutory reserve fund in accordance with the preceding paragraph.

After the statutory reserve fund is appropriated from the post-tax profits, the Company may, pursuant to a resolution of the shareholders' meeting, appropriate discretionary reserve funds from the post-tax profits.

The remaining post-tax profits after covering losses and making appropriations to the reserve funds shall be distributed to shareholders in proportion to the shares held by them, except as otherwise provided by laws and regulations, the regulatory rules of the place where the Company's securities are listed, or this Articles of Association.

If the shareholders' meeting distributes profits to shareholders in violation of the preceding paragraph before the Company has covered its losses and made the required appropriations to the statutory reserve fund, shareholders must return the distributed profits to the Company.

The Company's own shares held by the Company shall not be entitled to profit distribution.

The Company's cash dividend policy aims for stable and growing dividends. Subject to the conditions for profit distribution, the Company may distribute dividends in the form of cash, shares, or a combination of both, with cash dividends taking precedence over share dividends.

If the Company's most recent audited report is not an unqualified opinion or is an unqualified opinion with a significant uncertainty related to going concern, the Company may refrain from profit distribution.

The reserve fund of the Company shall be used to cover losses, expand production and business operations, or increase the Company's capital.

To cover the Company's losses with surplus funds, the discretionary surplus reserve and the statutory surplus reserve shall be used first; if the losses still cannot be fully covered, the capital surplus reserve may be used in accordance with the regulations.

When the statutory reserve fund is converted into capital, the amount retained in the statutory reserve fund shall not be less than 25% of the Company's registered capital prior to the conversion.

INTERNAL AUDIT

The Company shall implement an internal audit system, clarifying the leadership structure of internal audit work, its responsibilities and authorities, personnel allocation, financial support, application of audit results, and accountability.

The Company's internal audit system shall be implemented and disclosed externally after approval by the Board of Directors.

APPOINTMENT OF ACCOUNTING FIRM

The Company shall engage an accounting firm that meets the requirements set forth in the Securities Law and the Hong Kong Stock Exchange Listing Rules to conduct audits of the financial statements, verify net assets, and provide other related consulting services, with the appointment term being one year, which can be renewed.

The engagement or dismissal of an accounting firm by the Company shall be submitted to the Board of Directors for deliberation after obtaining the consent of more than half of the members of the Audit Committee, and shall be decided by the shareholders' meeting. The appointment, dismissal, and remuneration (or the method of determining remuneration) of the accounting firm must be decided by the shareholders' meeting in the form of an ordinary resolution. The Board of Directors shall not appoint an accounting firm before the decision of the shareholders' meeting.

The Company guarantees that it will provide the engaged accounting firm with truthful and complete accounting vouchers, accounting books, financial reports, and other accounting materials, and will not refuse, conceal, or falsify any information.

The audit fees of the accounting firm shall be decided by the shareholders' meeting.

If the Company dismisses or does not renew the engagement of the accounting firm, it must notify the accounting firm seven days in advance. When the shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to state its opinions.

If the accounting firm resigns, it must explain to the shareholders' meeting whether there are any improper circumstances with the Company.

FURTHER INFORMATION ABOUT THE COMPANY

Establishment of the Company

The Company was established as a limited liability company under the laws of the PRC on April 22, 2020 and was converted into a joint stock limited company under the laws of the PRC on March 24, 2025. The Company's registered office is located at No. 11, Lane 2777, Jinxiu East Road, Pilot Free Trade Zone, Shanghai, PRC.

The Company has established a place of business in Hong Kong at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong, and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance. Ms. Au Yeung Lai Yee has been appointed as our authorized representative for acceptance of service of process and notices in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

Changes in the Share Capital of the Company

Save as disclosed in "History, Development and Corporate Structure," there has been no alteration in the share capital of the Company within two years immediately preceding the date of this prospectus.

Changes in the Share Capital of Our Subsidiaries

Details of our subsidiaries are set out in "History, Development and Corporate Structure — Our Major Subsidiary" and Note 1 to the Accountants' Report as set out in Appendix I to this prospectus.

Save as disclosed below, there has been no alteration in the registered capital of our subsidiaries within two years immediately preceding the date of this prospectus.

Shanghai Seer Robot Co., Ltd. (上海仙工機器人有限公司)

On October 15, 2025, Shanghai Seer Robot Co., Ltd. was established under the laws of the PRC with a registered capital of RMB1,000,000.

Wuxi Seer Intelligent Technology Co., Ltd. (無錫仙工智能科技有限公司)

On April 22, 2025, Wuxi Seer Intelligent Technology Co., Ltd. was established under the laws of the PRC with a registered capital of RMB10,000,000.

SEER Robotics Europe GmbH

On January 18, 2024, SEER Robotics Europe GmbH was incorporated in the Germany with an initial share capital of EUR100,000.

Suzhou Seer Intelligent Technology Co., Ltd. (蘇州仙工智能科技有限公司)

On March 4, 2026, Suzhou Seer Intelligent Technology Co., Ltd. was established under the laws of the PRC with a registered capital of RMB10,000,000.

Resolutions of the Shareholders

Pursuant to a general meeting held on May 12, 2025, the Shareholders resolved that, among others:

(a) the issuance by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares being listed on the Stock Exchange;

(b) the number of H Shares to be issued shall not be more than 25% of the total issued share capital of the Company as enlarged by the Global Offering (without taking into account of any H Shares which may be issued upon the exercise of the Offer Size Adjustment Option and the Over-Allotment Option), and the grant of the Over-allotment Option in respect of not more than 15% of the number of H Shares initially available under the Global Offering;

(c) subjects to the CSRC's approval, upon completion of the Global Offering, 100,000,000 Domestic Shares in aggregate held by 17 Shareholders will be converted into H Shares on a one-for-one basis;

(d) subject to the completion of the Global Offering, the conditional adoption of the Articles of Association which shall become effective on the Listing Date, and authorization to the Board to amend the Articles of Association to the extent necessary in accordance with laws, regulations and regulatory rules and requirements from relevant government bodies or regulatory authorities and for the purpose of the Listing; and

(e) authorization of the Board or its authorized individual(s) to handle all matters relating, among other things, to the Global Offering, the issue and the listing of H Shares on the Stock Exchange.

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 the two years immediately preceding the date of this prospectus that is or may be material:

(a) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, HHLR Advisors, Ltd. and China International Capital Corporation Hong Kong Securities Limited, pursuant to which HHLR Advisors, Ltd. agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$15.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(b) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, Yuanbao Family Office Limited and China International Capital Corporation Hong Kong Securities Limited, pursuant to which Yuanbao Family Office Limited agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$15.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(c) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, 3W Fund Management Limited and China International Capital Corporation Hong Kong Securities Limited, pursuant to which 3W Fund Management Limited agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$10.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(d) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, GF Fund Management Co., Ltd. (廣發基金管理有限公司) and China International Capital Corporation Hong Kong Securities Limited, pursuant to which GF Fund Management Co., Ltd. agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$3.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(e) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, GF International Investment Management Limited (廣發國際資產管理有限公司) and China International Capital Corporation Hong Kong Securities Limited, pursuant to which GF International Investment Management Limited agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$3.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(f) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, Ruihua (International) Investment Limited (瑞華(國際)投資有限公司) and China International Capital Corporation Hong Kong Securities Limited, pursuant to which Ruihua (International) Investment Limited agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$5.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(g) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, Splendid Zhonghe (Tianjin) Investment Management Co., Ltd. (錦繡中和(天津)投資管理有限公司) and China International Capital Corporation Hong Kong Securities Limited, pursuant to which Splendid Zhonghe (Tianjin) Investment Management Co., Ltd. agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$3.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(h) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, Yishao Capital Management (HK) Limited and China International Capital Corporation Hong Kong Securities Limited, pursuant to which Yishao Capital Management (HK) Limited agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$3.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

(i) the cornerstone investment agreement dated June 12, 2026 entered into among the Company, Nova Kerry Inc. and China International Capital Corporation Hong Kong Securities Limited, pursuant to which Nova Kerry Inc. agreed to subscribe for such number of H Shares at the Offer Price in an aggregate investment amount of US$2.00 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares); and

(j) the Hong Kong Underwriting Agreement.

Intellectual Property Rights

Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we considered to be material to our business:

No.	Trademark	Registration number	Registered owner	Place of registration	Class	Expiry date
1.	SEER ROBOTICS	72516196	Shanghai Seer Soft	PRC	7	March 20, 2034
2.	SRC	39465390	Shanghai Seer Soft	PRC	7	October 6, 2030
3.	仙工智能	75403238	The Company	PRC	7	May 13, 2034

No.	Trademark	Registration number	Registered owner	Place of registration	Class	Expiry date
4.	仙工智能	75379682	The Company	PRC	12	May 13, 2034
5.	仙工智能	75389954	The Company	PRC	9	May 13, 2034
6.	仙工	57079472	The Company	PRC	9	January 20, 2032
7.	仙工	57085956	The Company	PRC	7	January 20, 2032
8.	SEER	47415005	The Company	PRC	7	June 20, 2031
9.	SEER ROBOTICS	019005329	The Company	Europe	7, 9, 12, 35	March 27, 2034
10.	仙工星云	88219962	The Company	PRC	35	April 20, 2036

Patents

As of the Latest Practicable Date, we had registered the following patents which we considered to be material to our business:

No.	Patent name	Patent holder	Patent number	Place of registration	Patent type	Patent application date
1.	Autonomous Transportation Robot (AMB-300XS-1) (無人搬運機器人 (AMB-300XS-1))	The Company	2023305519236	PRC	Design	August 28, 2023
2.	Navigation Controller (SRC-880) (導航控制器(SRC-880))	The Company	2023302914996	PRC	Design	May 17, 2023
3.	Navigation Controller (SRC-2000-F(S)) (導航控制器(SRC-2000-F(S)))	The Company	2023300257241	PRC	Design	February 3, 2023
4.	Transportation Vehicle (SLFCBD-15) (運輸車(SLFCBD-15))	The Company	202330136472X	PRC	Design	March 21, 2023
5.	Forklift (SLFCDD-16) (叉車 (SLFCDD-16))	The Company	2023301364838	PRC	Design	March 21, 2023
6.	Safety-function Controller (SRC3000FSPRO) (功能安全控制器 (SRC3000FSPRO))	The Company	2022308009584	PRC	Design	November 30, 2022
7.	Robot clamping device and its clamping method, carrier plate cassette, and integrated robots (一種機器人裝夾裝置及其夾裝方法、載板料盒、複合機器人)	The Company	2022101991913	PRC	Invention	March 2, 2022
8.	Method, storage medium and electronic equipment for stitching maps (地圖拼接方法、存儲介質和電子設備)	The Company	2025100751422	PRC	Invention	January 17, 2025
9.	Method, system and storage medium for collaborative planning of motion paths of robots (一種機器人運動路徑協同規劃方法及系統、存儲介質)	The Company	2024112907009	PRC	Invention	September 14, 2024
10.	Method, system and storage medium for correcting the deviation of loading and unloading of carton transport robots (箱式搬運機器人取放貨偏差修正方法及系統、存儲介質)	The Company	2024111072952	PRC	Invention	August 13, 2024
11.	Method, navigation server and readable storage medium for multi-agent path planning based on floating resources (一種基於浮動資源的多智能體路徑規劃方法、導航服務器及可讀存儲介質)	The Company	2021115955373	PRC	Invention	December 24, 2021

No.	Patent name	Patent holder	Patent number	Place of registration	Patent type	Patent application date
12.	Method, device and storage medium for degeneracy concatenation of trajectories containing straight paths (對含有直線路徑軌跡的簡併拼接方法、裝置及其存儲介質)	The Company	2021111512499	PRC	Invention	September 29, 2021
13.	Laser SLAM method and its readable storage medium based on phase correlation method and factor diagram (一種基於相位相關法與因子圖的激光SLAM方法及其可讀存儲介質)	The Company	2021106895299	PRC	Invention	June 21, 2021
14.	Method, system, device and storage medium for object pose estimation of monocular cameras (單目攝像頭物體位姿估計方法、系統、設備及存儲介質)	The Company	2021110254184	PRC	Invention	September 2, 2021
15.	Method, system and storage medium for collaborative cargo transport control of multi-robot (一種多機器人協同貨運控制方法及系統、存儲介質)	The Company	2024100131105	PRC	Invention	January 4, 2024
16.	Method and device for automatically updating maps for mobile robots (一種自動更新移動機器人地圖的方法及裝置)	The Company	2021106886849	PRC	Invention	June 21, 2021
17.	Tracking method, system, and storage medium for 3D moving objects (一種3D運動物體追蹤方法及系統、存儲介質)	The Company	2024100486564	PRC	Invention	January 12, 2024
18.	Method and device for 3D hand-eye calibration of mobile robots (一種移動機器人3D手眼標定方法及裝置)	The Company	2021106895301	PRC	Invention	June 21, 2021
19.	Method and system for 3D grasping of integrated robots based on Object Planar Features (一種基於物體平面特徵的複合機器人3D抓取方法及系統)	The Company	202210746771X	PRC	Invention	June 28, 2022
20.	Method, system, and storage medium for recognition and localization based on neural network (一種基於神經網絡的識別定位方法及系統、存儲介質)	The Company	2023116081760	PRC	Invention	November 29, 2023
21.	Method, system, and storage medium for steering angle compensation calibration of single steering-wheel mobile robots (單舵輪移動機器人舵角補償標定方法及系統、存儲介質)	The Company	2023117424503	PRC	Invention	December 18, 2023
22.	Method, system, and storage medium for calibration data correction of robotic arms (一種機械臂標定數據校準方法及系統，存儲介質)	The Company	202311472397X	PRC	Invention	November 7, 2023
23.	Path planning method for autonomous driving devices (一種自動行駛裝置的路徑規劃方法)	The Company	2021107480315	PRC	Invention	July 1, 2021
24.	Method, system and storage medium for detecting the failure of 2D laser localization (一種檢測2D激光定位丢失的方法及系統、存儲介質)	The Company	2023110983840	PRC	Invention	August 29, 2023
25.	Method and system for acquiring long-distance QR code and its object spatial pose (一種遠距二維碼及其物體空間位姿獲取方法及系統)	The Company	2023111217618	PRC	Invention	September 1, 2023
26.	Method, system and storage medium for evaluating the quality of 2D laser localization (一種2D激光定位質量評估方法及系統、存儲介質)	The Company	2023109648856	PRC	Invention	August 2, 2023
27.	Method, system and storage medium for cross-regional path planning (一種跨區域路徑規劃方法及系統、存儲介質)	The Company	2023108822446	PRC	Invention	July 18, 2023
28.	Method, device and storage medium for optimizing the curvature-continuous splicing of navigation path segments containing circular arc (對含有圓弧導航路徑段的曲率連續拼接優化方法、裝置及存儲介質)	The Company	2021111517613	PRC	Invention	September 29, 2021
29.	Method, system and storage medium for 2D hand-eye calibration of four-axis robotic arm (一種四軸機械臂2D手眼標定方法及系統、存儲介質)	The Company	2023109415771	PRC	Invention	July 28, 2023
30.	Method, system and storage medium for scheduling transportation distribution tasks (一種運輸分撥任務調度方法及系統、存儲介質)	The Company	2023106412983	PRC	Invention	June 1, 2023
31.	Method and system for planning robot detour paths on navigation routes (一種在導航路徑上規劃機器人繞行路徑的方法及系統)	The Company	2023108320435	PRC	Invention	July 7, 2023
32.	Method, system and storage medium for automatic calibration of robotic arm tool coordinates (一種機械臂工具坐標的自動標定方法及系統、存儲介質)	The Company	2023106885845	PRC	Invention	June 12, 2023

No.	Patent name	Patent holder	Patent number	Place of registration	Patent type	Patent application date
33.	Method, system and storage medium for automatic hand-eye calibration (一種自動手眼標定方法及系統、存儲介質)	The Company	2023106875487	PRC	Invention	June 12, 2023
34.	Method, system and storage location management system for visually detecting hollow targets (一種空心目標的視覺檢測方法及系統、庫位管理系統)	The Company	202310555439X	PRC	Invention	May 17, 2023
35.	Method and system for precise 6-degree-of-freedom (6DoF) positioning of 3D targets (一種3D目標6DoF精確定位方法及系統)	The Company	2023105512128	PRC	Invention	May 16, 2023
36.	Method, system and storage medium for updating maps based on positioning pose as constraints (基於定位位姿為約束的地圖更新方法及系統、存儲介質)	The Company	2023102614399	PRC	Invention	March 17, 2023
37.	Method, system and storage medium for calibrating the installation position of the steering wheel on a mobile robot (移動機器人舵輪安裝位置的標定方法及系統、存儲介質)	The Company	2023102750783	PRC	Invention	March 21, 2023
38.	Method, system and storage medium for detecting the status of storage location based on the generative adversarial networks (一種基於生成對抗網絡的庫位狀態檢測方法及系統、存儲介質)	The Company	2023102779917	PRC	Invention	March 21, 2023
39.	Method, system and storage medium for automatically updating maps (一種地圖自動更新方法及系統、存儲介質)	The Company	2023102770537	PRC	Invention	March 21, 2023
40.	Method, system, device and storage medium for jointly calibrating parameters of mobile robots (移動機器人的參數聯合標定方法及系統、設備、存儲介質)	The Company	2023103176090	PRC	Invention	March 29, 2023
41.	Method, system and storage medium for guiding the interaction between robotic arm and backpack (一種用於示教機械臂與背簍交互的方法及系統、存儲介質)	The Company	2023102612393	PRC	Invention	March 17, 2023
42.	Inbound and outbound method and system based on visual recognition (一種基於視覺識別的出入庫管理方法及系統)	The Company	2023100513849	PRC	Invention	February 2, 2023
43.	Visual positioning method and system and integrated robots based on 2DMarker (一種基於2DMarker的視覺定位方法和系統、複合機器人)	The Company	202211463733X	PRC	Invention	November 17, 2022
44.	Multi-line laser positioning method and positioning device, computer device and storage medium (多線激光定位方法及定位裝置、計算機設備、存儲介質)	The Company	2022114967838	PRC	Invention	November 28, 2022
45.	Visual information anti-shake method, and management method and system for warehousing location status (一種視覺信息防抖方法、倉儲庫位狀態管理方法及系統)	The Company	2022115045391	PRC	Invention	November 29, 2022
46.	Three-dimensional warehousing system and its cargo handling and warehousing method (一種立體倉儲系統及其貨運倉儲方法)	The Company	202111259988X	PRC	Invention	October 28, 2021
47.	Mapping method and device and storage medium based on single-line LiDAR (一種基於單線激光雷達的建圖方法及裝置、存儲介質)	The Company	2022111781983	PRC	Invention	September 27, 2022
48.	Path generation method, system and storage medium for mobile robots based on NURBS (一種基於NURBS的移動機器人路徑生成方法、系統及存儲介質)	The Company	202211283896X	PRC	Invention	October 20, 2022
49.	Mobile robot autonomous obstacle avoidance planning method and its task scheduling system (一種移動機器人自主繞障規劃方法及其任務調度系統)	The Company	2022111071429	PRC	Invention	September 13, 2022
50.	Intelligent guidance method and guidance device for the blind (一種智能導盲方法及導盲設備)	The Company	2022111410771	PRC	Invention	September 20, 2022
51.	3D storage location status detection method and system based on deep learning (一種基於深度學習的3D庫位狀態檢測方法及系統)	The Company	2022110165734	PRC	Invention	August 24, 2022
52.	Speed planning method and storage medium for smooth curved paths (一種在彎曲光滑路徑下的速度規劃方法、存儲介質)	The Company	2022107810254	PRC	Invention	July 5, 2022
53.	Path planning method and device for smoothly returning a mobile robot to a given trajectory (一種移動機器人平滑回歸給定軌跡的路徑規劃方法及裝置)	The Company	2022100836041	PRC	Invention	January 25, 2022

No.	Patent name	Patent holder	Patent number	Place of registration	Patent type	Patent application date
54.	Licence plate recognition method and its system and readable storage medium (一種車牌識別方法及其系統、可讀存儲介質)	The Company	2021112882510	PRC	Invention	November 2, 2021
55.	Multi-segment navigation path curvature-continuous splicing optimization processor, method and storage medium (多段導航路徑曲率連續拼接優化處理機、方法及存儲介質)	The Company	2021112379466	PRC	Invention	October 25, 2021
56.	Describable-shapes-based point cloud precise positioning method, device and storage medium (基於可描述形狀的點雲精準定位方法、裝置及存儲介質)	The Company	2021112379771	PRC	Invention	October 25, 2021
57.	A warehousing and freight robot and its loading method (一種倉儲貨運機器人及其載裝方法) . . .	The Company	2021112600035	PRC	Invention	October 28, 2021
58.	Method for surface shape recognition and positioning based on 3D sensor (一種基於3D傳感器的面形狀識別及定位方法)	The Company	2022107489920	PRC	Invention	June 28, 2022
59.	Gantry-type handling robot and cargo loading control method (一種龍門式搬運機器人及其貨物載裝控制方法)	The Company	2022111291895	PRC	Invention	September 16, 2022
60.	Method, system and storage medium for robot TCP calibration based on primitive geometric elements (基於樸素幾何元素的機器人TCP標定方法及系統、存儲介質)	The Company	202310570842X	PRC	Invention	May 19, 2023
61.	Method, system and storage medium for ensuring consistency of multiple robots (一種保障多機器人到達一致性的方法及系統、存儲介質)	The Company	2025105005601	PRC	Invention	April 21, 2025
62.	Method and system for pallet recognition and positioning based on 3D sensor (一種基於3D感測器的棧板識別及定位方法、系統)	The Company	2022107507134	PRC	Invention	June 28, 2022
63.	A normally closed fork tip collision sensing device, front fork arm, and forklift invention (一種常閉型叉尖碰撞傳感裝置及前叉臂、叉車發明)	The Company	2023106758924	PRC	Invention	June 8, 2023
64.	A normally open fork tip collision sensing device, front fork arm, and forklift invention (一種常開型叉尖碰撞傳感裝置及前叉臂、叉車發明)	The Company	2023106750091	PRC	Invention	June 8, 2023
65.	A pallet box storage rack and its storage method, and a composite robot invention (一種載板料盒收納架及其收納方法、複合機器人發明)	The Company	2022105578737	PRC	Invention	May 19, 2022
66.	A method and system for creating and locating long-range QR code maps using laser positioning (融合激光定位的遠距二維碼地圖創建及定位方法、系統發明)	The Company	2023111242501	PRC	Invention	September 1, 2023
67.	A Steering Angle Compensation Calibration Method and System for a Multi-Steer-Wheel Robotic Mobile Chassis (一種多舵輪機器人運動底盤舵角補償標定方法及其系統)	The Company	2026100443642	PRC	Invention	January 14, 2026
68.	A Method, System, and Storage Medium for Robot Calibration Based on Optical Motion Capture (基於光學動作捕捉標定機器人的方法及系統、存儲介質)	The Company	2026100385651	PRC	Invention	January 13, 2026

Copyrights

As of the Latest Practicable Date, we had the following copyrights which we considered to be material to our business:

No.	Copyright name	Registered owner	Registration number	Place of registration	Registration date
1.	3D Robot Visualization Software (3D機器人可視化軟件)	Shanghai Seer Soft	2024SR1817564	PRC	November 18, 2024
2.	QuickGo Single-vehicle Application System (QuickGo單車應用系統)	Shanghai Seer Soft	2024SR1726265	PRC	November 7, 2024
3.	M4 Smart Logistics Management System (M4智能物流管理系統)	Shanghai Seer Soft	2024SR0955796	PRC	July 8, 2024
4.	Roboshop Robot Software (Roboshop機器人軟件). .	Shanghai Seer Soft	2020SR0911880	PRC	August 11, 2020
5.	仙工智能 Robot Scheduling System Software (仙工智能機器人調度系統軟件)	The Company	2022SR0923816	PRC	July 13, 2022

No.	Copyright name	Registered owner	Registration number	Place of registration	Registration date
6.	Robot Map Visualization Software (機器人地圖可視化軟件)	The Company	2023SR0247020	PRC	February 15, 2023
7.	3D Digital Robot Software (3D數字孿生軟件)	The Company	2023SR0297477	PRC	March 3, 2023
8.	Integrated Warehouse System (倉配一體化系統)	The Company	2023SR0297533	PRC	March 3, 2023
9.	One-stop Log Visualization and Analysis Software from Seer Soft (仙軟一站式日誌可視化分析軟件).	Shanghai Seer Soft	2023SR1087557	PRC	September 18, 2023

Domain Names

As of the Latest Practicable Date, we had registered the following internet domain names which we considered to be material to our business:

No.	Domain name	Owner	Expiry date
1.	seer-group.com	The Company	June 4, 2027
2.	seer-group.cn	The Company	June 4, 2027
3.	seer-robotics.cn	The Company	August 30, 2027
4.	seer-robotics.com	The Company	August 30, 2027
5.	seer-robotics.ai	The Company	March 3, 2027
6.	general-humanoid-robots.ai	The Company	March 20, 2028

FURTHER INFORMATION ABOUT THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Particulars of Directors' Service Contracts

We have entered into a service contract or a letter of appointment with each of the Directors in respect of, among others, (i) term of service, (ii) termination, (iii) compliance with the relevant laws and regulations and (iv) observance of the Articles of Association. The service contracts and letters of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with any member of the Group.

Remuneration of Directors

For details of the remuneration of Directors, see "Directors and Senior Management — Directors' and Supervisors' Remuneration and Remuneration of the Five Highest-paid Individuals" and Note 9 and 10 to the Accountant's Report in Appendix I.

Employee Incentive Scheme

The following is a summary of the principal terms of our employee incentive scheme adopted on November 30, 2022 ("**Employee Incentive Scheme**"). The Employee Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of Shares or the grant of options by the Company to subscribe for the Shares after the Listing.

Purpose

The purpose of the Employee Incentive Scheme is to incentivize and retain key employees, motivating them to contribute to the long-term development of the Company. The Employee Incentive Scheme aligns the interests of employees with the Company's strategic objectives and performance goals, enhancing employee engagement, and fostering a sense of ownership within the Company.

Administration

The Employee Incentive Scheme is administered by the general manager of the Company or other individuals authorized by the Board (the "**Administrator**"), as authorized by the Shareholders' meeting, who are responsible for determining the participants, the corresponding grant amounts and proportions, as well as managing and executing the details of the Employee Incentive Scheme.

Participants

The participants under the Employee Incentive Scheme primarily include core and key employees of the Company, who continuously undertake significant responsibilities and make important or outstanding contributions in areas such as the formulation and implementation of the Company's development strategy, capital operations and investment activities, business operations and management, technological innovation, and product development. The eligibility of the participants under the Employee Incentive Scheme is determined by the Administrator in accordance with the provisions set forth in the Employee Incentive Scheme, which is primarily based on the Company's development needs and a comprehensive assessment of each participant's performance and contribution.

Grant of Incentive Awards

We have established two employee incentive platforms (the "**Employee Incentive Platforms**"), namely Shanghai Xianyi and Shanghai Xianwu, to implement the Employee Incentive Scheme. As of the Latest Practicable Date, the Employee Incentive Platforms held in aggregate 20,284,257 Shares, representing approximately 20.28% of the share capital of the Company. For details of the Employee Incentive Platforms, see "History, Development and Corporate Structure — Employee Incentive Platforms" in this prospectus.

The eligible participants under the Employee Incentive Scheme are granted awards in the form of limited partnership interests in the Employee Incentive Platforms (the "**Incentive Awards**"), thereby indirectly holding the Shares in the Company by virtue of their capacity as limited partners of the Employee Incentive Platforms. All participants agree that Mr. Zhao, the general partner of the Employee Incentive Platforms, shall exercise the voting rights attached to the Shares held by the Employee Incentive Platforms.

Subscription Price and Lock-up of Incentive Awards

The subscription price of the Incentive Awards (the "**Subscription Price**") shall be determined or adjusted at the discretion of the Administrator, taking into account factors such as the valuation from the Company's previous rounds of financing, the specific circumstances of the participants, the Company's ongoing business progress, and relevant industry practices, as specified in the grant agreement signed by the participant. Participants should use legally sourced personal or self-raised funds to pay the Subscription Price.

The lock-up period for the Incentive Awards, subject to the participant's annual performance assessment and individual circumstances, will be determined as outlined in the grant agreement of the participant. During the lock-up period, participants are prohibited from disposing of their Incentive Awards, including but not limited to transferring, pledging, gifting, setting up trust rights, encumbering, dividing their holdings through divorce, or exiting the Employee Incentive Platforms.

Details of the Incentive Awards Granted

As of the Latest Practicable Date, all of the Incentive Awards have been fully granted and vested, and there was an aggregate number of 20 and 82 participants holding partnership interests in Shanghai Xianyi and Shanghai Xianwu, respectively.

Shanghai Xianyi is a limited partnership established in the PRC on December 30, 2020 and managed by its general partner, Mr. Zhao. As of the Latest Practicable Date, Shanghai Xianyi had 19 limited partners and none of the limited partners holds more than 10.0% limited partnership interests in Shanghai Xianyi. Details are set out as follows:

Name	Position	Approximate partnership interests	Approximate number of Shares corresponding to the Incentive Awards held by the participant
General partner			
Mr. Zhao	Chairman of the Board, executive Director and chief executive officer of the Company	64.82%	10,022,230
Limited partners			
Mr. Zhang Xing	Chief financial officer of the Company	1.87%	289,807
Other 18 employees of the Group	Key employees of the Group who are eligible under the Employee Incentive Scheme	33.31%	5,149,080
Total		**100.00%**	**15,461,117**

Shanghai Xianwu is a limited partnership established in the PRC on October 8, 2021 and managed by its general partner, Mr. Zhao. As of the Latest Practicable Date, Shanghai Xianwu had three limited partners, the details of whom are set out as follows:

Name	Position	Approximate partnership interests	Approximate number of Shares corresponding to the Incentive Awards held by the participant
General partner			
Mr. Zhao	Chairman of the Board, executive Director and chief executive officer of the Company	13.28%	640,623
Limited partners			
Mr. Ye Yangsheng	Executive Director and head of the digital R&D center of the Company	0.02%	1,069
Suzhou Xianwu No. 1[(1)]	N/A	37.36%	1,801,754
Suzhou Xianwu No. 2[(2)]	N/A	49.34%	2,379,694
Total		**100.00%**	**4,823,140**

(1) As of the Latest Practicable Date, Suzhou Xianwu No. 1 had one general partner and 45 limited partners, with (i) Mr. Zhao, as the general partner, holding approximately 5.60% partnership interest and (ii) other 45 employees of the Group holding in aggregate approximately 94.40% limited partnership interest, respectively. None of the limited partners of Suzhou Xianwu No. 1 holds more than 10% limited partnership interest.

(2) As of the Latest Practicable Date, Suzhou Xianwu No. 2 had one general partner and 35 limited partners, with (i) Mr. Zhao, as the general partner, holding approximately 1.79% partnership interest, (ii) Mr. Fan Siqi, the secretary to the Board, head of the securities affairs and director of investment and financing department of the Company, holding approximately 6.43% limited partnership interest, (iii) Mr. Zhang Wenting, Mr. Zhang Tengyu and Mr. Huang Qiangsheng, all of whom are research and development team members of the Company, each holding approximately 23.60% limited partnership interest, and (iv) other 31 employees of the Group, holding in aggregate approximately 20.97% limited partnership interest and none of them holding more than 10% limited partnership interest.

Disclosure of Interests

Interests of the Directors and Chief Executive of the Company

Save as disclosed below, immediately following the completion of the Global Offering (assuming no exercise of the Offer Size Adjustment Option or the Over-allotment Option) and the conversion of the Domestic Shares into H Shares, so far as the Directors are aware, none of the Directors, or chief executive of the Company will have any interest and/or short position (as applicable) in the Shares, underlying Shares or debentures of the Company or our associated corporation (within the meaning of Part XV of the SFO) which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are 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 the Company and the Stock Exchange, once the H Shares are listed on the Stock Exchange.

Name	Position	Nature of interest	Number and description of Shares held	Approximate percentage of shareholding in the relevant type of Shares(1)	Approximate percentage of shareholding in the total share capital of the Company(1)
Mr. Zhao	Chairman of the Board, executive Director, and chief executive officer of the Company	Beneficial owner	17,050,617 H Shares	15.43%	15.43%
		Interest in controlled corporation(2)	35,835,081 H Shares	32.43%	32.43%
Mr. Ye Yangsheng	Executive Director	Interest in controlled corporation(3)	4,265,688 H Shares	3.86%	3.86%
Mr. Wang Qun.	Executive Director	Interest in controlled corporation(4)	3,324,871 H Shares	3.01%	3.01%

(1) The calculation is based on the total number of 110,497,300 H Shares in issue upon Listing comprising (i) an aggregate of 100,000,000 H Shares to be converted from the Domestic Shares and (ii) 10,497,300 H Shares to be issued pursuant to the Global Offering (without taking into account the H Shares which may be issued upon the exercise of the Offer Size Adjustment Option and the Over-allotment Option).

(2) As of the Latest Practicable Date, Mr. Zhao was the respective general partner of Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu and Shanghai Xianqi. As a result, Mr. Zhao is deemed to be interested in the 35,835,081 Shares held by Shanghai Xianyi, Shanghai Xiansan, Shanghai Xianwu, Shanghai Xianliu and Shanghai Xianqi under the SFO.

(3) As of the Latest Practicable Date, Mr. Ye Yangsheng held approximately 99.99% limited partnership interest in Shanghai Xianqi. As a result, Mr. Ye Yangsheng is deemed to be interested in the 4,265,688 Shares held by Shanghai Xianqi under the SFO.

(4) As of the Latest Practicable Date, Mr. Wang Qun held approximately 99.99% limited partnership interest in Shanghai Xianliu. As a result, Mr. Wang Qun is deemed to be interested in the 3,324,871 Shares held by Shanghai Xianliu under the SFO.

Interests of substantial Shareholders

Save as disclosed in "Substantial Shareholders" in this prospectus, the Directors are not aware of any other person (other than the Directors or chief executive of the Company) who will, immediately following the completion of the Global Offering (assuming no exercise of the Offer Size Adjustment Option or the Over-allotment Option) and the conversion of the Domestic Shares into H Shares, have an interest and/or short position in the Shares or underlying Shares which would fall to be disclosed to the Company 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 nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

Agency Fees or Commissions Received

The Underwriters will receive an underwriting commission in connection with the Underwriting Agreements. See "Underwriting — Underwriting Arrangements and Expenses — Total Commission and Expenses." Save in connection with the Underwriting Agreements, no commissions, discounts, brokerages or other special terms have been granted by the Group to any person (including the Directors, promoters and experts referred to in "— Other Information — Qualifications of Experts" below) in connection with the issue or sale of any capital or security of the Company or any member of the Group within the two years immediately preceding the date of this prospectus.

Within the two years immediately preceding the date of this prospectus, 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 the Company.

Disclaimers

(a) None of the Directors nor any of the experts referred to in "Qualifications of Experts" below has any direct or indirect interest in the promotion of, 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, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group;

(b) Save in connection with the Underwriting Agreements, none of the Directors nor any of the experts referred to "Qualifications of Experts" below is (i) materially interested in any contract or arrangement subsisting at the date of this prospectus which is interested legally or beneficially in any shares in any member of the Group; or (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and

(c) None of the Directors or their respective close associates or the Shareholders who to the knowledge of the Directors are interested in more than 5% of our issued share capital has any interest in our top five customers or suppliers during the Track Record Period.

OTHER INFORMATION

Estate Duty

The Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Litigation

As of the Latest Practicable Date, no member of the Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and so far as the Directors are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of the Group.

Sole Sponsor

The Sole Sponsor has made an application on our behalf to the Listing Committee for the listing of, and permission to deal in, the H Shares. The Sole Sponsor satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive an aggregate fee of US$600,000 to act as the sponsor to the Company in connection with the Listing.

Preliminary Expense

The Company did not incur any material preliminary expense.

Promoters

The promoters of the Company are all then 16 shareholders of the Company as of March 24, 2025 before our conversion into a joint stock company with limited liability. Within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering or the related transactions described in this prospectus.

Qualifications of Experts

The qualifications of the experts who have given opinions or advice in this prospectus are as follows:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified public accountants and registered public interest entity auditor
AllBright Law Offices	Legal advisor as to PRC law
China Insights Industry Consultancy Limited	Independent industry consultant
Hogan Lovells	Legal advisor as to International Sanctions law

Consents of Experts

Each of the experts referred to in "Qualification of Experts" above has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its reports, letters, advice or opinions (as the case may be) and the references to its name included herein in the form and context in which they are included.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see "Appendix III — Taxation and Foreign Exchange."

Binding Effect

This prospectus shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance as far as applicable.

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 (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

(a) save as disclosed in "History, Development and Corporate Structure," and "— Changes in the Share Capital of Our Subsidiaries" above, within the two years immediately preceding the date of this prospectus, no share or loan capital or debenture of the Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partially paid other than in cash or otherwise;

(b) no share or loan capital of the Company or any of its subsidiary is under option or is agreed conditionally or unconditionally to be put under option;

(c) the Company or any of its subsidiary has not issued nor agreed to issue any founder or management or deferred shares;

(d) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;

(e) there are no arrangements under which future dividends are waived or agreed to be waived;

(f) 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;

(g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months preceding the date of this prospectus;

(h) no part of the equity or debt securities of the Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to deal in on any stock exchange other than the Stock Exchange is being or is proposed to be sought;

(i) the Company has no outstanding convertible debt securities or debentures;

(j) the Company is a joint stock limited company and is subject to the PRC Company Law; and

(k) the English text of this prospectus shall prevail over its respective Chinese text.

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:

1. the written consents referred to in "Appendix VI — Statutory and General Information — Other Information — Consents of Experts;" and

2. a copy of each of the material contracts referred to in "Appendix VI — Statutory and General Information — Further Information about our Business — Summary of Material Contracts."

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.seer-robotics.ai** during a period of 14 days from the date of this prospectus:

1. the Articles of Association;

2. the Accountants' Report prepared by Ernst & Young, the text of which is set out in "Appendix I;"

3. the audited consolidated financial statements of the Company for the years ended December 31, 2023, 2024 and 2025;

4. the report prepared by Ernst & Young on the unaudited pro forma financial information of the Group, the text of which is set out in "Appendix II;"

5. the material contracts referred to in "Appendix VI — Statutory and General Information — Further Information about Our Business — Summary of Material Contracts;"

6. the written consents referred to in "Appendix VI — Statutory and General Information — Other Information — Consents of Experts;"

7. the service contracts referred to in "Appendix VI — Statutory and General Information — Further Information about the Directors and Substantial Shareholders — Particulars of Directors' Service Contracts;"

8. the PRC legal opinion issued by AllBright Law Offices, the legal advisor to the Company as to PRC law, in respect of, among other things, the general corporate matters and property interests of the Group under PRC law;

9. the legal memorandum issued by Hogan Lovells, the legal advisor to the Company as to International Sanctions law;

10. the industry report issued by China Insights Industry Consultancy Limited, the summary of which is set forth in the section headed "Industry Overview;" and

11. the PRC Company Law, the PRC Securities Law, the Trial Measures and Guidelines for Articles of Association of Listed Companies issued by the CSRC, together with their unofficial English translations.

SEER Robotics

上海仙工智能科技股份有限公司

Shanghai Seer Intelligent Technology Co., Ltd.