



MiniMax Group Inc.

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

Stock Code : 0100



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

(in alphabetical order)



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

(in alphabetical order)



Morgan Stanley

IMPORTANT

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



MiniMax Group Inc.

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 25,389,220 Offer Shares (subject to the Offer Size Adjustment Option and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 1,269,480 Offer Shares (subject to reallocation)
Number of International Offer Shares	: 24,119,740 Offer Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option)
Maximum Offer Price	: HK\$165.00 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.0001 per Offer Share
Stock code	: 0100

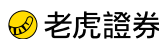
*Joint Sponsors, Overall Coordinators, Joint Global Coordinators,
Joint Bookrunners and Joint Lead Managers
(in alphabetical order)*



*Overall Coordinators, Joint Global Coordinators,
Joint Bookrunners and Joint Lead Managers
(in alphabetical order)*



*Joint Bookrunners and Joint Lead Managers
(in alphabetical order)*



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

A copy of this Prospectus, having attached thereto the documents specified in the section headed "Appendix V — Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display", 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 and the Registrar of Companies in Hong Kong take no responsibility for the contents of this Prospectus or any other document referred to above.

The final Offer Price is expected to be fixed by agreement between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or around Wednesday, January 7, 2026. The Offer Price will be not more than HK\$165.00 per Offer Share and is currently expected to be not less than HK\$151.00 per Offer Share unless otherwise announced. If, for any reason, the final Offer Price is not agreed by 12:00 noon on Wednesday, January 7, 2026 between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company, the Global Offering will not proceed and will lapse.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered, sold, pledged, or transferred within the United States, except that Offer Shares may be offered, sold or delivered (a) in the United States solely to QIBs in reliance on Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act; or (b) outside the United States in offshore transactions in reliance on Regulation S.

Applicants for Hong Kong Offer Shares may be required to pay, on application (subject to application channels), the Offer Price of HK\$165.00 for each Hong Kong Offer Share together with a brokerage fee of 1%, a SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%.

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

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement 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. See "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination".

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. In addition, our Company is a Pre-Commercial Company (as defined in Chapter 18C of the Listing Rules). Pre-Commercial Companies are Specialist Technology Companies that cannot meet the revenue requirement as set out in Rule 18C.03(4) of the Listing Rules, and so are subject to a higher risk of corporate failure if they are unable to secure sufficient external funding and/or cannot generate sufficient revenue to sustain their operations after listing.

Our Company will be controlled through weighted voting rights upon Listing. Prospective investors should be aware of the potential risks of investing in a company with a WVR structure, in particular that the WVR Beneficiary, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of our Shareholders' resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with the WVR structure, see "Risk Factors — Risks Related to the WVR Structure". Prospective investors should make the decision to invest in our Company only after due and careful consideration.

ATTENTION

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

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk and our website at <http://www.minimaxi.com>. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

December 31, 2025

IMPORTANT

IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES

FULLY ELECTRONIC APPLICATION PROCESS

The Company has adopted a fully electronic application process for the Hong Kong Public Offering.

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at <https://www.minimaxi.com>.

The Company 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 prospectus as registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

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

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

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses stated above. Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in this prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares.

Your application through the **HK eIPO White Form** service or the **HKSCC EIPO** channel must be for a minimum of 20 Hong Kong Offer Shares and in one of the numbers set out in the table.

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

IMPORTANT

If you are applying through the **HKSCC EIPO** channel, you are required to pre-fund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong.

No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment
	HK\$		HK\$		HK\$		HK\$
20	3,333.28	400	66,665.61	6,000	999,984.16	80,000	13,333,122.00
40	6,666.56	500	83,332.01	7,000	1,166,648.18	90,000	14,999,762.26
60	9,999.84	600	99,998.41	8,000	1,333,312.20	100,000	16,666,402.50
80	13,333.13	700	116,664.82	9,000	1,499,976.23	200,000	33,332,805.00
100	16,666.40	800	133,331.22	10,000	1,666,640.26	300,000	49,999,207.50
120	19,999.68	900	149,997.62	20,000	3,333,280.50	400,000	66,665,610.00
140	23,332.96	1,000	166,664.03	30,000	4,999,920.76	500,000	83,332,012.50
160	26,666.24	2,000	333,328.06	40,000	6,666,561.00	634,740 ⁽¹⁾	105,788,323.23
180	29,999.52	3,000	499,992.08	50,000	8,333,201.26		
200	33,332.80	4,000	666,656.10	60,000	9,999,841.50		
300	49,999.21	5,000	833,320.13	70,000	11,666,481.76		

-
- (1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.
- (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) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** service) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

EXPECTED TIMETABLE⁽¹⁾

If there is any change in the following expected timetable, we will issue an announcement to be published on the websites of the Company at <https://www.minimaxi.com> and the Stock Exchange at www.hkexnews.hk.

Date⁽¹⁾

Hong Kong Public Offering commences 9:00 a.m. on
Wednesday, December 31, 2025

Latest time for completing electronic applications under
HK eIPO White Form service through the designated website
at www.hkeipo.hk⁽²⁾ 11:30 a.m. on
Tuesday, January 6, 2026

Application lists open⁽³⁾ 11:45 a.m. on
Tuesday, January 6, 2026

Latest time for (a) completing payment for
HK eIPO White Form 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
Tuesday, January 6, 2026

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

Application lists close⁽³⁾ 12:00 noon on
Tuesday, January 6, 2026

Expected Price Determination Date⁽⁵⁾ on or before 12:00 noon,
Wednesday, January 7, 2026

(1) Announcement of the Offer Price, the level of indication 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 under the Hong Kong Public Offering to be published of the website of Hong Kong Stock Exchange at www.hkexnews.hk and the Company's website at <https://www.minimaxi.com>⁽⁶⁾ on or before⁽¹⁰⁾ 11:00 p.m. on
Thursday, January 8, 2026

EXPECTED TIMETABLE⁽¹⁾

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

- in the announcement to be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and on the Company's website at <https://www.minimaxi.com>, at or before11:00 p.m. on Thursday, January 8, 2026
- from the "Allotment Results" page in the designated results of allocations website at www.hkeipo.hk/IPOResult (or www.tricor.com.hk/ipo/result) from11:00 p.m. on Thursday, January 8, 2026 to 12:00 midnight on Wednesday, January 14, 2026
- from the allocation results telephone enquiry line by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m. fromFriday, January 9, 2026 to Wednesday, January 14, 2026 (except Saturday, Sunday and public holiday in Hong Kong)

Share certificates in respect of wholly or partially successful applications to be dispatched or deposited into CCASS on or before⁽⁷⁾ Thursday, January 8, 2026

HK eIPO White Form e-Auto Refund payment instructions/refund checks in respect of (i) wholly or partially successful applications if the final Offer Price is less than the price payable on application (if applicable) and (ii) wholly or partially unsuccessful applications under the Hong Kong Public Offering to be dispatched on or before⁽⁸⁾⁽⁹⁾ Friday, January 9, 2026

Dealings in the Class A Ordinary Shares on the Hong Kong Stock Exchange expected to commence at 9:00 a.m. onFriday, January 9, 2026

EXPECTED TIMETABLE⁽¹⁾

Notes:

- (1) All times refer to Hong Kong local time, except as otherwise stated.
- (2) You will not be permitted to submit your application through the designated website at **www.hkeipo.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 at or before 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.
- (3) If there is/are a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning and/or Extreme Conditions in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Tuesday, January 6, 2026, the application lists will not open or close on that day. Please 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 or by instructing your **broker** or **custodian** to apply on your behalf via **HKSCC EIPO** Channel should see “How to Apply for Hong Kong Offer Shares — A. Application for Hong Kong Offer Shares — 2. Application Channels”.
- (5) The Price Determination Date is expected to be on or before Wednesday, January 7, 2026 and, in any event, not later than 12:00 noon on Wednesday, January 7, 2026. If, for any reason, the Offer Price is not agreed between the Overall Coordinators (for themselves and on behalf of the Underwriters) and us by 12:00 noon on Wednesday, January 7, 2026, the Global Offering will not proceed and will lapse.
- (6) None of the website or any of the information contained on the website forms part of this prospectus.
- (7) The Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date provided that the Global Offering has become unconditional and the right of termination described in “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” has not been exercised. Investors who trade Class A Ordinary Shares on the basis of publicly available allocation details or prior to the receipt of Share certificates or the Share certificates becoming valid do so entirely at their own risk.
- (8) **HK eIPO White Form** e-Auto Refund payment instructions/refund checks will be issued in respect of wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering and also in respect of wholly or partially successful applications in the event that the final Offer Price is less than the price payable per Offer Share on application. Part of the applicant’s identification document number, or, if the application is made by joint applicants, part of the identification document number of the first-named applicant, provided by the applicant(s) may be printed on the refund check, if any. Such data would also be transferred to a third party for refund purposes. Banks may require verification of an applicant’s identification document number before encashment of the refund check. Inaccurate completion of an applicant’s identification document number may invalidate or delay encashment of the refund check.
- (9) Applicants who have applied for Hong Kong Offer Shares through **HKSCC EIPO** channel should refer to the section headed “How to Apply for Hong Kong Offer Shares — D. Despatch/Collection of Share Certificates and Refund of Application Monies” for details.

Applicants who have applied through the **HK eIPO White Form** service and paid their applications monies through single bank accounts may have refund monies (if any) dispatched to the bank account in the form of **HK eIPO White Form** e-Auto Refund payment instructions. Applicants who have applied through the **HK eIPO White Form** service and paid their application monies through multiple bank accounts may have refund monies (if any) dispatched to the address as specified in their application instructions in the form of refund checks in favor of the applicant (or, in the case of joint applications, the first-named applicant) by ordinary post at their own risk.

Any uncollected Share certificates will be dispatched by ordinary post, at the applicants’ risk, to the addresses specified in the relevant applications.

Further information is set out in the section headed “How to Apply for Hong Kong Offer Shares — D. Despatch/Collection of Share Certificates and Refund of Application Monies”.

EXPECTED TIMETABLE⁽¹⁾

The above expected timetable is a summary only. You should see “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” for details of the structure of the Global Offering, including the conditions of the Global Offering, and the procedures for application for the Hong Kong Offer Shares.

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, the Company will make an announcement as soon as practicable thereafter.

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IMPORTANT NOTICE TO INVESTORS

This Prospectus is issued by us solely in connection with the Hong Kong Public Offering 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, and does not constitute, an offer or a solicitation of an offer to subscribe for or buy, any security in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this Prospectus in any jurisdiction other than Hong Kong. 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.

You should rely only on the information contained in this Prospectus to make your investment decision. 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 made in this Prospectus must not be relied on by you as having been authorized by us, the Joint Sponsors, 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 or representatives, or any other person or party involved in the Global Offering.

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SUMMARY

This summary aims to give you an overview of the information contained in this Prospectus. As it is a summary, it does not contain all the information that may be important to you. You should read the whole Prospectus before you decide to invest in the 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 operating loss since our inception, and we may incur adjusted net loss (non-IFRS measure) and operating loss for the foreseeable future. We had negative net cash flow from operating activities during the Track Record Period. We did not declare or pay any dividends during the Track Record Period and may not pay any 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 the Offer Shares are set out in the section headed “Risk Factors” in this Prospectus. You should read that section carefully in full before you decide to invest in the Offer Shares.

OVERVIEW

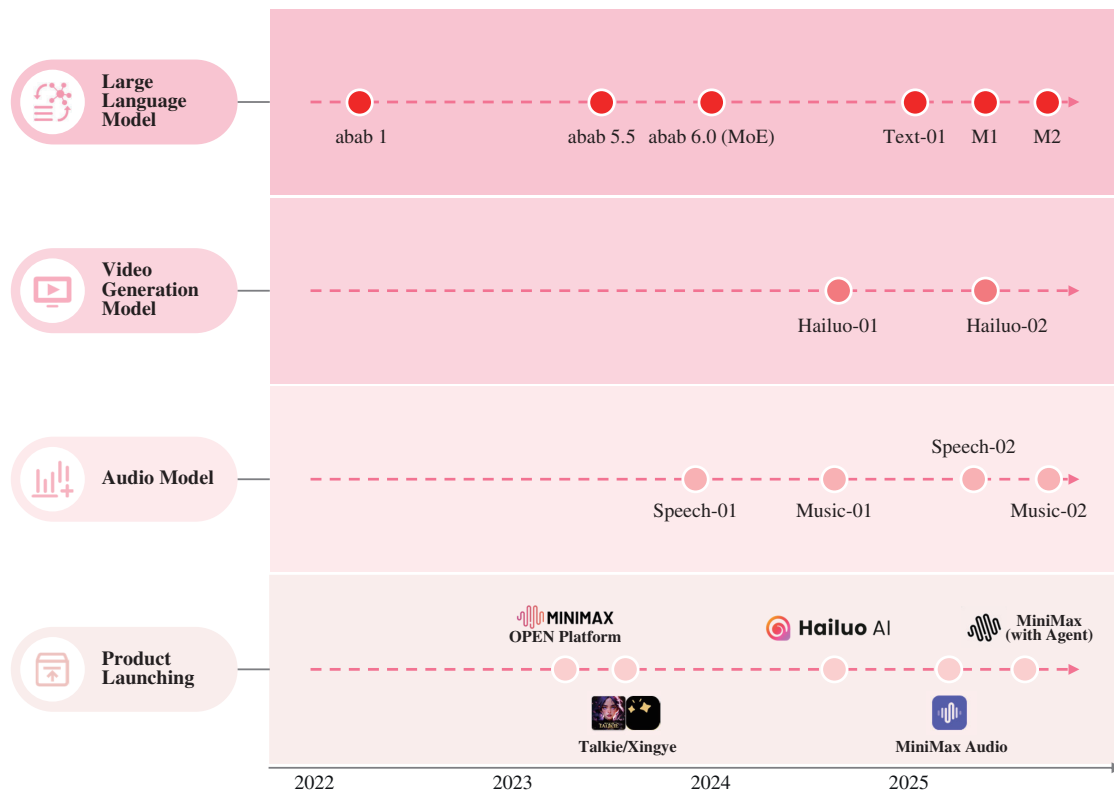
MiniMax is a global AI foundation model company. Founded by a group of forward-thinking engineers, we are committed to driving AI innovation towards performing the full range of human intellectual tasks, from learning and reasoning to planning and generalizing knowledge across diverse domains.

The foundation model market is expanding at an unprecedented pace, rapidly reshaping human society. The global foundation model market is projected to exceed US\$300 billion by 2030. IDC estimates that AI will cumulatively contribute US\$19.9 trillion to the global economy through 2030 and drive 3.5% of global GDP in 2030. We believe we have established a solid foundation to capture this market potential and have already made meaningful progress.

Our Journey

Our journey has been guided by a clear vision since inception centered on two key areas: developing advanced foundation models and creating AI-native products that enhance productivity and enrich life. Recognizing that real-world human interaction is inherently multi-modal, we stand out as one of the few foundation model developers who are committed to developing multi-modal models from day one. We take a cost-efficient approach in pursuing AI advancement, delivering high performance while ensuring our technological breakthroughs remain accessible and affordable to users globally. We adopted the Mixture-of-Experts (MoE) architecture and hybrid attention mechanism at an early stage, which significantly reduced computation resources while maintaining globally recognized performance.

SUMMARY



We have been consistently iterating our models to higher intelligence levels. Today, our proprietary foundation model suite, led by MiniMax-M2, Hailuo-02, and Speech-02, has long context processing capacity and can understand, generate, and integrate a wide range of modalities, including text, video, and audio. These models power our major AI-native products — including MiniMax, Hailuo AI, MiniMax Audio, Talkie/Xingye, and our enterprise and developer-facing Open Platform, delivering intelligent and dynamic experiences to users globally.

As of September 30, 2025, our AI-native products had cumulatively served over 200 million individual users across over 200 countries and regions, and more than 100 thousand enterprises and developers across over 100 countries and regions.

Scalability

We believe scalability is pivotal to our long-term goals. To build one of the most scalable AI businesses globally, we focus on three core competencies — original research, a sustainable business model, and organizational efficiency. These pillars support both continuous model advancement and product commercialization at scale. Together, the three core competencies enable an elevated level of intelligence for everyone—powering productivity and enriching life. See “Business — Scalability.”

OUR MODELS AND PRODUCT OFFERINGS

Our Foundation Model Suite

We have leveraged our R&D capabilities to build a comprehensive suite of foundation models, and maintain competitiveness across various modalities. Our foundation model suite includes large language models, video generation models, and models for speech and music generation.

Large Language Model: MiniMax M Series

The MiniMax M Series, comprising MiniMax-M1 and MiniMax-M2, represents our flagship family of large language models. MiniMax-M1, launched in June 2025, is an open-source, large-scale hybrid-attention reasoning model. It adopts a hybrid MoE architecture combined with a lightning attention mechanism, enabling long-context processing with a context window of up to 1 million tokens and supporting the development of more capable AI agents.

MiniMax-M2, our latest large language model, is engineered for elite performance in coding and agentic tasks. Leveraging a carefully engineered, data-efficient MoE architecture and activation-parameter design, MiniMax-M2 delivers higher-performance capabilities at substantially faster inference speeds compared with MiniMax-M1, while maintaining an optimized profile across model intelligence, responsiveness and cost-efficiency.

Video Generation Model: Hailuo-02

The Hailuo-02 series model generates high-quality video content from a variety form of information inputs. Commercialized at scale with competitive results on global benchmarks upon its release, Hailuo-02 offers cinematic video quality, advanced prompt adherence, smooth motion, and style diversity. With user-friendly interface and ability to do aesthetic refinement, it helps content creators and advertisers produce compelling videos out of simple prompts.

Speech Generation Model: Speech-02

The Speech-02 model series is designed to generate natural, high-quality speech from text input. Widely recognized as a top performing speech model globally upon its release in April 2025, our Speech-02 model delivers hyper-realistic, personalized voice synthesis across multiple languages.

Our AI-Native Product Offerings

Leveraging our multi-modal foundation model suite, we deliver AI-native products and services that unleash the power of AI to benefit both individual users, developers and enterprise customers around the world. The evolution of our AI-native products is rooted in advancements

SUMMARY

in its underlying foundation models. Through continuous iterations and upgrades of foundation models and the development of new ones, we are able to design and create AI-native products with enhanced productivity and user experience.

MiniMax: Intelligent Agent Application

MiniMax is our intelligent AI agent application, which is designed to autonomously perform a wide range of tasks through natural language instructions. Supported by our foundation models, MiniMax Agent can plan, reason, and execute complex actions such as coding, research, document drafting, and presentation creation within a unified workspace.

Hailuo AI: Flagship Visual Generation Platform

Hailuo AI fully integrates our Hailuo-02 model that has quickly become one of the world's most popular AI image and video creation platforms through organic user adoption. It is offered in both web and app forms, and is designed for real-time, high-quality image and video generation.

MiniMax Audio: Advanced Audio Generation Tool

MiniMax Audio is designed to provide users with high-fidelity audio generation capabilities. Accessible via web platform, MiniMax Audio integrates the Company's Speech-02 model to support interactive audio synthesis and generate natural, high-quality speech from text input.

Talkie/Xingye: Multi-modal Entertainment Platform

Talkie (for international markets)/Xingye (for Chinese domestic market) is a globally recognized AI-native multi-modal entertainment platform. Users of Talkie/Xingye can engage with emotionally responsive AI themes or virtual characters powered by the Company's proprietary AI-models.

MiniMax Open Platform

Our Open Platform offers scalable, configurable AI services to enterprise customers and developers across more than 100 countries and regions as of September 30, 2025. Through public APIs and services, enterprise and developer customers can access the Company's foundation models and integrate such text, video and audio model capabilities into their own products and services. Our Open Platform supports rapid business deployment in key industry sectors such as smart devices, healthcare, cultural tourism, finance, and internet services — making it one of the world's largest open platforms for enterprises and developers in terms of average daily token volume, signifying widespread adoption.

SUMMARY

OUR BUSINESS AND REVENUE MODEL

Our revenue is derived from two primary sources — (i) AI-native products and (ii) Open Platform and other AI-based enterprise services. Each revenue stream reflects a distinct monetization pathway aligned with our product and platform strategies. The following table sets forth the breakdown of our revenue by nature, in absolute amounts and as a percentage of our total revenue, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
	(in thousands, except for percentages)									
AI-native products	–	–	758	21.9	21,805	71.4	13,529	69.5	38,020	71.1
Open Platform and other AI-based enterprise services	–	–	2,702	78.1	8,718	28.6	5,925	30.5	15,417	28.9
Total revenue	–	–	<u>3,460</u>	<u>100.0</u>	<u>30,523</u>	<u>100.0</u>	<u>19,454</u>	<u>100.0</u>	<u>53,437</u>	<u>100.0</u>

AI-native products. We generate revenue from individual users through subscription-based access to our monetized AI-native consumer applications, such as MiniMax, MiniMax Audio, Hailuo AI, and Talkie/Xingye. Subscriptions provide users with premium functionality across multi-modal generation, intelligent interaction, and personalized content. Revenue is recognised ratably over the subscription period, as we satisfy a stand-ready performance obligation to provide continuous access to content and services throughout the term. Users have option to pre-purchase additional credits to recharge their accounts and buy these virtual items. For consumable virtual items, revenue is recognised when the virtual items are consumed. For non-consumable virtual items, revenue is recognised over the estimated average acting period of the paying users. In addition, we generate online marketing service revenue by providing marketing services to mediation platform on certain of our AI-native applications. Revenue is recognised at a point in time, when a user views or clicks on an advertisement, thereby fulfilling our performance obligation. These services enable mediation platform to engage with end users in a contextually relevant and measurable manner. As our user base and engagement levels expand, this revenue stream is expected to continue contributing to our overall monetization.

Open Platform and other AI-based enterprise services. We provide enterprise customers and developers with access to our usage-based Open Platform and other AI-based enterprise services. Revenue from API usage is recognised at a point in time when the customers call APIs with tokens, which are billed under certain agreed fee schedule or usage-based structure. Revenue from other AI-based enterprise services, mainly consists of arrangements customized to enterprise requirements and licensed deliverables, is typically recognised at a point in time,

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when control is transferred or acceptance is confirmed. In relation to our AI-based enterprise services, for customised arrangements, we work with enterprise customers to set up dedicated inference resource pools tailored to their needs, helping ensure stable and predictable model inference performance. For licensed deliverables, we license our foundation models to enable customers to deploy and operate such models in their own systems. These services support enterprise use cases across sectors such as smart devices, healthcare, cultural tourism, finance and internet services.

The tables below set forth breakdowns of revenue by product and further by monetization method:

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
(in thousands, except for percentages)										
AI-native products										
MiniMax	—	—	—	—	—	—	—	—	756	1.4
Hailuo AI	—	—	—	—	2,347	7.7	—	—	17,464	32.6
MiniMax Audio	—	—	—	—	—	—	—	—	1,050	2.0
Talkie/Xingye	—	—	758	21.9	19,458	63.7	13,529	69.5	18,750	35.1
Open Platform and other										
AI-based enterprise										
services	—	—	2,702	78.1	8,718	28.6	5,925	30.5	15,417	28.9
	—	—								
Total revenue	—	—	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0
	—	—								

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		For the year ended December 31,						For the nine months ended September 30,			
		2022		2023		2024		2024		2025	
		US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
(unaudited)											
(in thousands, except for percentages)											
AI-native products											
MiniMax	In-app top-up	-	-	-	-	-	-	-	-	204.0	0.4
	Subscriptions	-	-	-	-	-	-	-	-	552.0	1.0
Hailuo AI	In-app top-up	-	-	-	-	527	1.7	-	-	3,317	6.2
	Subscriptions	-	-	-	-	1,820	6.0	-	-	14,147	26.4
MiniMax Audio .	In-app top-up	-	-	-	-	-	-	-	-	196	0.4
	Subscriptions	-	-	-	-	-	-	-	-	854	1.6
Talkie/Xingye . .	In-app top-up	-	-	164	4.8	897	3.0	712	3.7	958	1.8
	Subscriptions	-	-	594	17.1	3,960	12.9	2,917	14.9	6,604	12.4
	Online marketing service	-	-	-	-	14,601	47.8	9,900	50.9	11,188	20.9
Open Platform and other		-	-	2,702	78.1	8,718	28.6	5,925	30.5	15,417	28.9
AI-based enterprise services . .		-	-	-	-	-	-	-	-	-	-
Total revenue		<u>-</u>	<u>-</u>	<u>3,460</u>	<u>100.0</u>	<u>30,523</u>	<u>100.0</u>	<u>19,454</u>	<u>100.0</u>	<u>53,437</u>	<u>100.0</u>

We expect our cost of sales as well as our research and development expenses to continue to increase in absolute terms for the year ended December 31, 2026, reflecting our strategic focus on advancing foundational AI model capabilities. See “Financial Information.”

Key Operating Data

Our suite of AI-native products has attracted a broad user base, with average MAU rising more than six times from 3.1 million in 2023 to 19.1 million in 2024 and further to 27.6 million in the nine months ended September 30, 2025. Cumulative users of our AI-native products increased to more than 212 million by September 30, 2025. The growing number of users of our consumer-facing products provides valuable feedback, enabling rapid product iteration and improvement.

Our number of paying users for AI-native products expanded from around 119,700 in 2023 to around 650,300 in 2024, and further to approximately 1,771,600 in the nine months ended September 30, 2025.

Complementing our growing individual paying user base, we have also cultivated a portfolio of enterprise customers and developers. Enterprise customers and developers access our core AI models via our Open Platform, which supports growing business needs across key industry sectors. Our Open Platform demonstrates solid monetization capabilities for the

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foundation models offered. We have consistently observed a rapid increase in paying customers on the Open Platform. Our number of paying users on the Open Platform, defined as users who have individually consumed no less than US\$50 worth of API calls in a given period, expanded from around 100 in 2023 to around 700 in 2024, and further to approximately 2,500 in the nine months ended September 30, 2025. See “Business — Key Operating Data.”

The following chart sets forth the number of our users and customers within each period of the Track Record Period^{1,2}:

	As of December 31,			As of September 30,	
	2022	2023	2024	2024	2025
	('000 users)				
AI-native products . .	–	11,131	115,378	76,571	212,247
MiniMax	–	686	13,541	10,969	19,057
Hailuo AI	–	–	5,735	36	42,348
MiniMax Audio	–	–	47	–	3,742
Talkie/Xingye	–	10,445	96,055	65,566	147,100
Open Platform	–	13	42	34	132
Total	–	11,144	115,420	76,605	212,379

Notes:

1. Number of users comprise all registered users for our web-based AI-native products and all activated devices for our app-based AI-native products. As some users may have multiple accounts, we cannot guarantee that each user is a unique individual.
2. Number of customers of our Open Platform comprise all registered customers who have made API calls on our Open Platform. Customers who have registered but not made API calls are not included. Our Open Platform is designed as a technology access platform for a broad range of developers, including both developers and enterprise customers. Our Open Platform is managed on a developer account basis. During registration and subsequent use, we only require users to provide basic contact information (such as email address, mobile number and account nickname) and do not require them to upload business licences or identity documents, nor do we use such information as a mandatory classification standard. As a result, we are currently not able to reliably distinguish whether an Open Platform customer is a developer or an enterprise customer.

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The following chart sets forth the number of paying users within each period of the Track Record Period¹:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	('000 users)				
AI-native products . .	–	119.7	650.3	489.1	1,771.6
MiniMax	–	–	–	–	10.3
Hailuo AI	–	–	64.8	–	311.1
MiniMax Audio	–	–	–	–	59.8
Talkie/Xingye	–	119.7	585.5	489.1	1,390.4
Open Platform	–	0.1	0.7	0.4	2.5
Total	–	119.8	651.0	489.5	1,774.1

Note:

1. A paying user for AI-native products is defined as a user who has made at least one monetary transaction in a given period. A paying user for our Open Platform is defined as a user who has individually consumed no less than US\$50 worth of API calls in a given period.

The following chart sets forth the number of average monthly active user (“MAU”) within each period of the Track Record Period^{1,2}:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	('000 users)				
AI-native products . .	–	3,144	19,106	14,601	27,622
MiniMax	–	239	2,195	2,166	1,429
Hailuo AI	–	–	2,172	36	5,648
MiniMax Audio	–	–	47	–	494
Talkie/Xingye	–	2,905	14,692	12,399	20,051
Open Platform	–	4	5	4	16
Total	–	3,148	19,111	14,605	27,638

Notes:

1. MAUs comprise all unique devices that performed at least one action on our AI-native apps and all registered user accounts that logged into our web platforms at least once during a given month, including both paying and non-paying users. As some users may have multiple accounts, we cannot guarantee that each user is a unique individual.
2. The average monthly active customers for Open Platform comprise all registered customers who have made API calls during a given month on our Open Platform including both paying and non-paying customers. Customers who have registered but not made API calls are not included.

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The following chart sets forth the number of new users within each period of the Track Record Period^{1,2}:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	('000 users)				
AI-native products . .	–	11,131	104,247	65,440	96,869
MiniMax	–	686	12,855	10,283	5,516
Hailuo AI	–	–	5,735	36	36,613
MiniMax Audio	–	–	47	–	3,695
Talkie/Xingye	–	10,445	85,610	55,121	51,045
Open Platform	–	13	29	21	90
Total	–	11,144	104,276	65,461	96,959

Notes:

1. New users comprise all newly registered users for our web-based AI-native products and all newly activated devices for our app-based AI-native products.
2. New customers for Open Platform comprise all newly registered customers who have made API calls. Customers who have registered but not made API calls are not included.

The following chart sets forth the average spending per paying customer within each period of the Track Record Period¹:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	(US\$)				
AI-native products . .	–	6	11	7	15
MiniMax	–	–	–	–	73
Hailuo AI	–	–	36	–	56
MiniMax Audio	–	–	–	–	18
Talkie/Xingye	–	6	8	7	5
Open Platform	–	27,020	12,454	14,813	6,167

Note:

1. For AI-native products, average spending per paying customer is calculated by dividing a product's revenue generated from in-app top-up and subscriptions by the number of paying users in a given period. For Open Platform, average spending per paying customer is calculated by dividing the total revenue generated by the number of paying users of our Open Platform in a given period.

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OUR STRENGTHS

Our core strength resides in the scalability embedded across our key operational pillars. This includes our algorithms, model training and inference infrastructure, commercialization roadmaps, and organizational structure, all of which are structured to facilitate the long-term scalability of our company.

- A Prospective Innovation Roadmap for Scalable Model Capabilities
- Scalable AI Infrastructure Delivering Efficiency and Performance
- Scalable Commercialization Approach with Global Adoption
- Flat and Nimble Organizational Structure Enabling Innovation and Execution

See “Business — Our Strengths” for details.

OUR STRATEGIES

We are committed to scaling our capabilities to make AI universally accessible. We plan to implement the following three core strategies:

- Advance AI through R&D Leadership
- Deliver “Technology as Products” with Commercial Potential
- Evolve our Organization and Expand Talent Pool

See “Business — Our Strengths” for details.

RESEARCH AND DEVELOPMENT

We have built an R&D team of around 300 members, structured into specialized groups focused on text, visual, audio, AI infrastructure (training and inference optimization), and product development. Our core R&D team comprises experts formerly with global AI leaders such as Microsoft, Google, Meta, Alibaba, ByteDance and DeepSeek. During the Track Record Period, our research and development expenses were US\$10.6 million, US\$70.0 million, US\$189.0 million, US\$138.7 million and US\$180.3 million in 2022, 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively, which mainly included cloud services expenses related to training.

See “Business — Research and Development.”

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CUSTOMERS AND SUPPLIERS

Our customers comprise a broad and diverse base across various sectors and geographies. In 2023, 2024 and nine months ended September 30, 2025, revenue from our five largest customers in each year/period during the Track Record Period amounted to US\$2.1 million, US\$13.4 million and US\$11.6 million, representing 60.5%, 44.1% and 21.7% of our total revenue for the respective periods. In 2023, 2024 and nine months ended September 30, 2025, revenue derived from our largest customer in each year/period during the Track Record Period amounted to US\$1.3 million, US\$9.4 million and US\$7.8 million, representing 37.2%, 30.9% and 14.7% of our total revenue for the respective periods.

We maintain stable and long-standing relationships with a select group of suppliers, principally in the areas of cloud infrastructure services. In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchases from our five largest suppliers in each year/period during the Track Record Period amounted to US\$4.5 million, US\$49.8 million, US\$149.0 million and US\$143.6 million, representing 63.9%, 63.0%, 57.3% and 62.5% of our total purchases for the respective periods. In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchases derived from our largest supplier in each year/period during the Track Record Period amounted to US\$1.6 million, US\$23.0 million, US\$72.8 million and US\$54.9 million, representing 22.8%, 29.1%, 28.0% and 23.9% of our total purchases for the respective periods. See “Business — Ecosystem of Partners.”

LEGAL PROCEEDINGS

On September 16, 2025, a group of major U.S. movie studio companies, including Disney, Universal and Warner Bros. Discovery (the “**Plaintiffs**”), filed a civil complaint (the “**Complaint**”) in the United States District Court for the Central District of California, against our Group in relation to Hailuo AI, our visual generation platform. The Plaintiffs allege (i) direct infringement, on the basis that the Company itself, through Hailuo AI, created and displayed videos and images depicting a number of well-known film and animation characters owned by the Plaintiffs, and (ii) secondary infringement, including contributory and vicarious infringement, on the basis that the Company knew or should have known that users could create content depicting the Plaintiffs’ characters, and because the Company is allegedly benefiting from that use. In their prayer for relief, the Plaintiffs primarily seek, among other things, monetary relief in the form of actual or statutory damages, injunctive relief, attorneys’ fees and other equitable remedies.

These claims are commercial disputes in nature, and having considered advice from our U.S. litigation advisor, our Directors believe, that they are without merit in all material respects and that there is insufficient evidence to support them. Based on the Joint Sponsors’ due diligence conducted, there was no reasonable basis for the Joint Sponsors to disagree with the Directors’ view that the claims are without merits in all material respects. The Company categorically denies the allegations of direct infringement, as Hailuo AI only produces outputs in response to user prompts and therefore lacks the volitional conduct required for direct liability. In respect of the secondary infringement claims, Hailuo AI is a general-purpose

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creative tool created for lawful uses, and the Company does not have any direct financial benefit tied to alleged infringements, such that the elements required for contributory or vicarious liability are not satisfied.

The Plaintiffs have alleged in their Complaint that they are entitled to statutory damages of up to US\$150,000 per infringed work, which is the maximum amount awardable per work under U.S. copyright law and is only awarded if infringement is found to be willful. The attachments to the Complaint identify approximately 500 registrations for motion pictures and television programs that are at issue in this case. Therefore, assuming the plaintiffs prevail and fully succeed in their claims, the worst-case scenario, as alleged by the plaintiffs, would be a monetary claim of US\$75 million in statutory damages, calculated by multiplying the number of alleged works by the alleged maximum statutory damages amount, and injunctive relief. The overwhelming majority of Hailuo AI outputs user-created content have nothing to do with the Plaintiffs' characters. Having considered advice from our U.S. litigation advisor, our Directors consider the likelihood of the Plaintiffs fully succeeding on both liability and maximum statutory damages to be extremely remote. While the Plaintiffs claim each of the 500 registrations they have identified is eligible to be counted as a "work", having considered advice from our U.S. litigation advisor, our Directors are of the view that the number of "works" properly eligible for statutory calculation is likely to be significantly lower than the approximately 500 registrations referenced in the Complaint, as U.S. law does not assess statutory damages on a per-registration basis, and many of the alleged characters appear repeatedly across multiple registrations without new protectable expression; therefore, they would not be considered unique "works". Having further considered advice from our U.S. litigation advisor, our Directors are of the view that statutory damages of US\$150,000 per work are rarely awarded absent willful and repeated infringement — a standard that the Directors believe is not supported by the facts — and that statistical studies indicate such maximum awards occur only in exceptional, deliberate-infringement scenarios. Based on the independent due diligence steps performed by the Joint Sponsors, including interviewing and discussing with the Company's U.S. litigation advisor, the Joint Sponsors have reasonable grounds to believe that the view of the Directors expressed above fairly represents the views of the Company's U.S. litigation advisor.

Based on the above, having considered advice from our U.S. litigation advisor, the Directors are of the view that the claims will not have a material adverse effect on our business, results of operations or financial condition because (i) even in the extremely remote scenario where the Plaintiffs prevail in full and obtain the maximum statutory damages claimed, the maximum alleged damages of approximately US\$75 million would represent only around 4.9% of our available financial resources (including cash and cash equivalents, current portion of our available financial assets and expected IPO proceeds), and this proportion is expected to decline over time given the typically protracted nature of U.S. civil litigation and the Company's expected continued growth; (ii) the likelihood of an injunction materially disrupting our business is low, as preliminary injunctions require a strong showing of factors including likelihood of success on the merits, irreparable harm absent an injunction and urgency, none of which have been substantiated, and courts in comparable technology cases generally favor narrow output-specific remedies rather than broad platform-wide restrictions,

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making any such operational impact unlikely even in a final judgment; and (iii) the Plaintiffs' intellectual property is not material to the commercial viability of Hailuo AI, which is a general-purpose creative platform created for lawful uses, and the Directors do not consider such intellectual property to be a meaningful driver of user engagement, revenue generation or growth, such that exclusion of such content would not be expected to affect our business, financial performance or prospects in a material manner. Based on the independent due diligence steps performed by the Joint Sponsors, including, among other things, (a) discussing with the Company's U.S. litigation advisor regarding the potential worst-case scenario, the possibility of granting the injunctive relief and their legal analysis in this regard, (b) reviewing of the Group's financial information, and (c) examination of the MAU data of Hailuo AI from June to November 2025 and the system-check results of Hailuo AI's outputs, the Joint Sponsors concur with the Directors' view above. For details, see "Business — Legal Proceedings and Compliance — Copyright Infringement Lawsuit," Risk Factors — Risks Related to Our Business and Industry — The content or data that we use to train our foundation models and the content generated by our foundation models could be subject to third-party intellectual property infringement claims which may materially and adversely affect our business, financial condition and results of operations" and "Risk Factors — Risks Related to Our Business and Industry — We may become subject to litigation brought by third parties claiming infringement by us of their intellectual property rights."

OUR MARKET OPPORTUNITIES AND COMPETITION

The global model-based foundation model market is still in the early stages of commercialization. As technologies continue to mature and the willingness of users to pay steadily increases, the global model-based foundation model market is expected to grow rapidly from US\$10.7 billion in 2024 to US\$206.5 billion by 2029, representing a CAGR of 80.7%.

We differentiate ourselves through our technical focus on long-context modeling and scalable multi-modal architecture design, which allow us to build models capable of handling complex, multi-dimensional interactions across text, visual and audio. We are the tenth largest foundation model company globally, with a market share of 0.3%. Additionally, we are the fourth largest pureplay foundation model company globally in terms of model-based revenues in 2024.

See "Industry Overview" for details.

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RISK FACTORS

We are a Specialist Technology Company seeking Listing on the Main Board of the Stock Exchange under Chapter 18C of the Listing Rules. Our business and the Global Offering involve certain risks as set out in “Risk Factors” in this document. You should read that section in its entirety carefully before you decide to invest in our Shares. We believe the most significant risks we face include but are not limited to the following:

- We have recorded net losses, net liabilities and operating cash outflow during the Track Record Period and recorded net current liabilities as of September 30, 2025, and we may not be able to achieve or subsequently maintain profitability.
- We operate in a rapidly evolving and increasingly competitive global foundation model industry. Our business is subject to constant technological advancements and industry transformation. If we fail to continuously innovate and adapt to evolving customer needs, our competitive position would be impacted and our business, financial condition and results of operations may be materially and adversely affected.
- The content or data that we use to train our foundation models and the content generated by our foundation models could be subject to third-party intellectual property infringement claims which may materially and adversely affect our business, financial condition and results of operations.
- Any actual or perceived flaws or inappropriate usage of foundation model technologies committed by us or other third parties intentionally or inadvertently, could materially and adversely impact our reputation, business, financial condition, results of operations and the broader acceptance of foundation model products by society at-large.
- The competitiveness of our foundation models and offerings depends on our continuous and significant investment in research and development, and we intend to continue investing significantly in research and development. Such investment may negatively impact our profitability and operating cash flow in the short term and may not generate the results we expect to achieve.

See “Risk Factors” for details.

INTELLECTUAL PROPERTY RIGHTS

Intellectual property lies at the heart of our research, product development and commercial success. We safeguard our proprietary technologies through a layered strategy that combines (i) statutory protection under patent, copyright, trademark, trade-secret and unfair-competition laws in the PRC and other jurisdictions, and (ii) contractual safeguards such as confidentiality undertakings, invention-assignment covenants and license agreements. All

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employment and key commercial contracts expressly delineate ownership of, and obligations to protect, intellectual property created or used in the course of our business. During the Track Record Period, our core technologies were patented. Such patents are typically valid for 10 to 20 years.

As of the Latest Practicable Date, we had 75 patents registered with the National Intellectual Property Administration of the PRC, 144 trademarks registered in the PRC, 73 copyrights registered with the National Copyright Administration of the PRC, 28 registered strategic domain names in the PRC and 87 trademarks registered internationally. See “Appendix IV — Statutory and General Information — B. Further Information about our Business — 2. Intellectual Property Rights of our Group” for a schedule of material intellectual property rights.

During the Track Record Period and up to the Latest Practicable Date, we were not involved in any IP litigation, arbitration or administrative proceedings, nor have we received any claim alleging infringement of third-party rights that would have a material adverse effect on our business, results of operations, or financial condition. We will continue to monitor the landscape and, where necessary, defend or enforce our rights vigorously.

Notwithstanding the foregoing measures, we cannot rule out the possibility of future challenges to our IP or allegations of infringement against us. Enforcement actions may involve significant cost and management distraction. For a discussion of these and other related risks, please refer to “Risk Factors — We may not be able to adequately protect or enforce our intellectual property rights throughout the world, and our efforts to do so may be costly” and “Risk Factors — We may become subject to litigation brought by third parties claiming infringement by us of their intellectual property rights.” See “Business — Intellectual Property.”

WEIGHTED VOTING RIGHTS STRUCTURE

Our Company has a weighted voting rights structure. The Company satisfies the presumption for the “Innovative Company Requirements” and the “external validation” requirements under Chapter 2.2 of the Guide for New Listing Applicants published by the Stock Exchange pursuant to the Joint Announcement on Launch of Technology Enterprises Channel published on 6 May 2025 as it meets all relevant requirements under Chapter 18C of the Rules and Chapter 2.5 of the Guide for New Listing Applicants. Under our weighted voting rights structure, our share capital comprises Class A Ordinary Shares and Class B Ordinary Shares. Each Class B Ordinary Share entitles the holder to exercise ten votes, and each Class A Ordinary Share entitles the holder to exercise one vote, respectively, on any matters subject to the vote at general meetings of the Company, subject to Rule 8A.24 of the Listing Rules that requires the Reserved Matters to be voted on a one vote per share basis.

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The table below sets out the beneficial interests entitled to and voting rights to be held by the WVR Beneficiaries upon the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised):

	Number of Class B Ordinary Shares held	Number of Class A Ordinary Shares interested in ⁽³⁾	Approximate percentage of beneficial interests in the issued share capital	Approximate percentage of voting rights controlled ⁽¹⁾
Dr. Yan ⁽²⁾ . . .	74,102,534	3,355,030	25.36%	72.05%
Ms. Yun ⁽²⁾ . . .	7,000,000	1,644,970	2.83%	6.76%

Notes:

- (1) On the basis that each Class A Ordinary Share entitles the Shareholder to one vote per Share and each Class B Ordinary Share entitles the Shareholder to ten votes per Share.
- (2) For details of the shareholding structure of our WVR Beneficiaries, please refer to the section headed “History, Reorganization and Corporate Structure.”
- (3) Dr. Yan and Ms. Yun are interested in MiniMax Matrix as to 67.1% and 32.9%.

Our Company is adopting the WVR structure to enable the WVR Beneficiaries to exercise voting control over our Company. This will enable our Company to benefit from the continuing vision and leadership of the WVR Beneficiaries who will control our Company with a view to its long-term prospects and strategy. Taking into account the WVR Beneficiaries’ contribution to the Group, such arrangement is in the best interests of the Company and its Shareholders as a whole.

Prospective investors are advised to be aware of the potential risks of investing in companies with weighted voting rights structures, in particular that interests of the WVR Beneficiaries may not necessarily always be aligned with those of our Shareholders as a whole, and that the WVR Beneficiaries will be in a position to exercise their higher voting power to influence the affairs of our Company and the outcome of Shareholders’ resolutions, irrespective of how other Shareholders vote.

Prospective investors should make the decision to invest in the Company only after due and careful consideration. For further information about the risks associated with the WVR structure adopted by the Company, see “Risk Factors — Risks Related to the WVR Structure.” Save for the weighted voting rights attached to Class B Ordinary Shares, the rights attached to both classes of Shares are identical. For further information about the rights, preferences, privileges and restrictions of the Class A Ordinary Shares and Class B Ordinary Shares, please see “Summary of the Constitution of our Company and Cayman Islands Company Law — 2 Articles of Association” in Appendix III to this Prospectus for further details.

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OUR CONTROLLING SHAREHOLDERS

Immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised), an aggregate of 5,000,000 Class A Ordinary Shares and 74,102,534 Class B Ordinary Shares, representing approximately (i) 72.05% of the voting rights in our issued share capital in general meetings (except for resolutions with respect to the Reserved Matters), and (ii) 25.90% of the voting rights in our issued share capital in general meetings for resolutions with respect to the Reserved Matters, will be held by MiniMax Awakening, MiniMax Limited and Alpha EXP as well as MiniMax Matrix. MiniMax Awakening and MiniMax Limited are wholly owned by Dr. Yan through Local Linearity. MiniMax Matrix is also a controlled entity of Dr. Yan through Local Linearity. Alpha EXP is held by Scaling EXP Limited as to 99% and Local Linearity as to 1%. Scaling EXP Limited is wholly-owned by Trident Trust Company (Hong Kong) Limited, which acts as the trustee of Alpha EXP Trust. Alpha EXP Trust is a trust established by Dr. Yan (as settlor) for the benefit of himself. Accordingly, Dr. Yan, Local Linearity Inc., MiniMax Awakening, MiniMax Limited, Alpha EXP, Scaling EXP Limited, and MiniMax Matrix together will constitute as a group of Controlling Shareholders of our Company after the Listing.

PRE-IPO INVESTMENTS

We have undertaken several rounds of Pre-IPO Investments. For details of the background of our key Pre-IPO Investors and the principal terms of the Pre-IPO Investments, see “History, Reorganization and Corporate Structure — Pre-IPO Investments.”

LOCK-UP REQUIREMENTS UNDER RULE 18C.14 OF THE LISTING RULES

Dr. Yan, Ms. Yun and their close associates as well as our Pathfinder SIIs will be subject to lock-up requirements pursuant to Rule 18C.14 of the Listing Rules. For details, see the section headed “History, Reorganization and Corporate Structure — Lock-up Periods”. Upon the Company’s application and the notification by the Stock Exchange that our Company will no longer be regarded as a Pre-Commercial Company after the Listing, the lock-up period will expire on the later of: (i) the date on which such lock-up periods would have ended if the Company had applied for listing as a Commercial Company; and (2) the date falling on the 30th day after the announcement on the removal of designation as a Pre-Commercial Company as required under Rule 18C.24 of the Listing Rules.

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

Summary of Consolidated Statements of Profit or Loss

The following table sets forth a summary of our consolidated statements of profit or loss, in absolute amounts and as a percentage of our total revenue, for the periods indicated. See “Financial Information” for details.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
(in thousands, except for percentages)										
Revenue	–	–	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0
Cost of sales	–	–	(4,314)	(124.7)	(26,785)	(87.8)	(18,944)	(97.4)	(40,961)	(76.7)
Gross (loss)/profit	–	–	(854)	(24.7)	3,738	12.2	510	2.6	12,476	23.3
Other income and gains, net	1,155	–	8,942	258.4	36,151	118.4	25,278	129.9	31,232	58.4
Selling and distribution expenses	(587)	–	(22,827)	(659.7)	(86,995)	(285.0)	(53,389)	(274.4)	(39,325)	(73.6)
Administrative expenses . .	(3,213)	–	(7,615)	(220.1)	(14,384)	(47.1)	(9,610)	(49.4)	(22,074)	(41.3)
Research and development expenses	(10,560)	–	(70,002)	(2,023.2)	(188,979)	(619.1)	(138,684)	(712.9)	(180,312)	(337.4)
Fair value loss on financial liabilities	(60,509)	–	(176,826)	(5,110.6)	(214,172)	(701.7)	(128,063)	(658.3)	(313,477)	(586.6)
Finance costs	(14)	–	(61)	(1.8)	(509)	(1.7)	(316)	(1.6)	(511)	(1.0)
Impairment losses on financial assets, net . . .	–	–	(3)	(0.1)	(88)	(0.3)	(68)	(0.3)	(22)	(0.0)
Loss before tax	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Income tax expense	–	–	–	–	–	–	–	–	–	–
Loss for the year/period . .	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Attributable to:										
Owners of the parent . . .	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Non-controlling interests .	–	–	–	–	–	–	–	–	–	–
Loss and total comprehensive income for the year	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Loss per share attributable to ordinary equity holders of the parent										
Basic and diluted										
–For loss for the year/period (US\$)	(0.74)		(2.56)		(4.28)		(2.80)		(4.71)	

SUMMARY

Non-IFRS Financial Measure

We use adjusted net loss (non-IFRS measure), which is a non-IFRS financial measure, in evaluating our operating results and for financial and operational decision-making purposes. We believe that adjusted net loss (non-IFRS measure) helps identify underlying trends in our business that could otherwise be distorted by the effect of certain expenses that we include in our net loss. We believe that adjusted net loss (non-IFRS measure) provides useful information about our results of operations, enhances the overall understanding of our past performance and future prospects and allows for greater visibility with respect to key metrics used by our management in its financial and operational decision-making.

Adjusted net loss (non-IFRS measure) should not be considered in isolation or construed as an alternative to net loss or any other measure of performance or as an indicator of our operating performance. Investors are encouraged to review adjusted net loss (non-IFRS measure) and the reconciliation to its most directly comparable IFRS measure. Adjusted net loss (non-IFRS measure) presented here may not be comparable to similarly titled measures presented by other companies. Other companies may calculate similarly titled measures differently, limiting their usefulness as comparative measures to our data. We encourage investors and others to review our financial information in its entirety and not rely on a single financial measure.

We define our adjusted net loss (non-IFRS measure) as net loss adjusted by adding back (i) share-based payment expenses that are included in cost of sales, general administrative, research and development, and sales and marketing expenses, relates to the share-based awards that we grant to participants of our share incentive schemes and is a non-cash expense, (ii) fair value losses on financial liabilities, comprising fair value changes of convertible redeemable preferred shares which will be re-designated from liabilities to equity as a result of the automatic conversion into ordinary shares upon Listing, and convertible bonds, which have subsequently been repaid in full as of the Latest Practicable Date, and (iii) listing expenses.

The following table presents our non-IFRS financial measure for the years ended December 31, 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025. See “Financial Information — Non-IFRS Financial Measure” for details.

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	US\$	US\$	US\$	US\$	US\$
	(unaudited)				
	(in thousands)				
Net loss for the year/period	<u>(73,728)</u>	<u>(269,246)</u>	<u>(465,238)</u>	<u>(304,342)</u>	<u>(512,013)</u>
Add:					
Share-based payment expenses	1,069	3,346	6,823	6,100	8,581
Fair value loss on financial liabilities	60,509	176,826	214,172	128,063	313,477
Listing expenses	—	—	—	—	3,675
Adjusted net loss for the year/period (non- IFRS measure).	<u>(12,150)</u>	<u>(89,074)</u>	<u>(244,243)</u>	<u>(170,179)</u>	<u>(186,280)</u>

SUMMARY

We recorded US\$73.7 million, US\$269.2 million, US\$465.2 million, US\$304.3 million and US\$512.0 million in loss for the year/period in 2022, 2023, 2024 and for the nine months ended September 30, 2024 and 2025, respectively, due to significant initial investment in foundation model R&D and AI infrastructure and fair value loss on financial liabilities.

Summary of Consolidated Statements of Financial Position

The table below sets forth selected information from our consolidated statements of financial position as of the dates indicated, which has been extracted from our consolidated financial statements included in Appendix I to this Prospectus.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	<i>(US\$ in thousands)</i>			
NON-CURRENT ASSETS				
Property, plant and equipment	231	709	1,093	1,134
Right-of-use assets	458	3,313	3,077	2,746
Prepayments, other receivables and other assets	–	435	561	731
Financial assets at fair value through profit or loss	–	–	95,331	70,228
Financial assets at fair value through other comprehensive income . . .	–	–	4,836	6,440
Restricted cash	–	39	38	41
Total non-current assets . .	689	4,496	104,936	81,320
CURRENT ASSETS				
Trade receivables	–	1,338	6,982	8,063
Prepayments, other receivables and other assets	569	4,378	13,470	11,811
Financial assets at amortised costs	–	–	147,444	–
Financial assets at fair value through profit or loss	65,791	15,802	295,220	644,154
Time deposits	–	91,698	26,327	–
Restricted cash	2,221	–	27,293	25,097
Cash and cash equivalents . .	4,691	206,295	288,912	362,647

SUMMARY

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(US\$ in thousands)			
Total current assets	73,272	319,511	805,648	1,051,772
CURRENT LIABILITIES				
Interest-bearing bank				
borrowings	–	–	19,455	19,102
Trade and bills payables . . .	2,394	17,242	51,212	70,219
Other payables, accruals and				
other liabilities	2,326	14,741	51,512	17,322
Contract liabilities	–	559	1,553	4,657
Lease liabilities	349	1,248	1,964	1,694
Convertible redeemable				
preferred shares	145,175	629,001	1,581,949	2,321,193
Total current liabilities . . .	150,244	662,791	1,707,645	2,434,187
NET CURRENT				
LIABILITIES	(76,972)	(343,280)	(901,997)	(1,382,415)
TOTAL ASSETS LESS				
CURRENT				
LIABILITIES	(76,283)	(338,784)	(797,061)	(1,301,095)
NON-CURRENT				
LIABILITIES				
Lease liabilities	91	1,912	1,059	937
Other non-current liabilities .	–	1,218	1,200	1,467
Total non-current				
liabilities	91	3,130	2,259	2,404
Net liabilities	(76,374)	(341,914)	(799,320)	(1,303,499)

Our net current liabilities increased from US\$77.0 million as of December 31, 2022 to US\$343.3 million as of December 31, 2023, primarily due to (i) an increase in convertible redeemable preferred shares from US\$145.2 million as of December 31, 2022 to US\$629.0 million as of December 31, 2023, (ii) a decrease in financial assets at fair value through profit or loss from US\$65.8 million as of December 31, 2022 to US\$15.8 million as of December 31, 2023, (iii) an increase in trade and bills payables from US\$2.4 million as of December 31, 2022 to US\$17.2 million as of December 31, 2023, and (iv) an increase in other payables, accruals and other liabilities from US\$2.3 million as of December 31, 2022 to US\$14.7 million as of December 31, 2023, partially offset by (i) an increase in cash and cash equivalents from US\$4.7 million as of December 31, 2022 to US\$206.3 million as of December 31, 2023, and (ii) the recognition of time deposits of US\$91.7 million.

SUMMARY

Our net current liabilities increased from US\$343.3 million as of December 31, 2023 to US\$902.0 million as of December 31, 2024, primarily due to (i) an increase in convertible redeemable preferred shares from US\$629.0 million as of December 31, 2023 to US\$1,581.9 million as of December 31, 2024, (ii) an increase in trade and bills payables from US\$17.2 million as of December 31, 2023 to US\$51.2 million as of December 31, 2024, and (iii) an increase in other payables, accruals and other liabilities from US\$14.7 million as of December 31, 2023 to US\$51.5 million as of December 31, 2024. This was partially offset by (i) an increase in financial assets at fair value through profit or loss from US\$15.8 million as of December 31, 2023 to US\$295.2 million as of December 31, 2024, and (ii) an increase in financial assets at amortized costs from nil as of December 31, 2023 to US\$147.4 million as of December 31, 2024.

Our net current liabilities increased from US\$902.0 million as of December 31, 2024 to US\$1,382.4 million as of September 30, 2025, primarily due to (i) an increase in convertible redeemable preferred shares from US\$1,581.9 million as December 31, 2024 to US\$2,321.2 million as of September 30, 2025, and (ii) a decrease in financial assets at amortized cost from US\$147.4 million as of December 31, 2024 to nil as of September 30, 2025, and (iii) an increase in trade and bills payables from US\$51.2 million as of December 31, 2024 to US\$70.2 million as of September 30, 2025. This was partially offset by (i) an increase in financial assets at fair value through profit or loss from US\$295.2 million as of December 31, 2024 to US\$644.2 million as of September 30, 2025, and (ii) a decrease in other payables, accruals and other liabilities from US\$51.5 million as of December 31, 2024 to US\$17.3 million as of September 30, 2025.

We had net liabilities of US\$76.4 million, US\$341.9 million, US\$799.3 million and US\$1,303.5 million as of December 31, 2022, 2023, 2024 and September 30, 2025, respectively.

As of September 30, 2025, we had net liabilities of US\$1,303.5 million primarily because of convertible redeemable preferred shares totaling US\$2,321.2 million. Nevertheless, as these convertible redeemable preferred shares will be re-designated from financial liabilities to equity as a result of the automatic conversion into ordinary shares upon Listing, our net liabilities position will turn into a net assets position.

Our net liabilities increased from US\$76.4 million as of December 31, 2022 to US\$341.9 million as of December 31, 2023, primarily due to an increase of US\$269.2 million in the accumulated losses for the period, partially offset by (i) an increase of US\$3.3 million in the recognition of share-based payment expenses, and (ii) an increase of US\$0.4 million in the exchange differences on translation of foreign operations.

Our net liabilities increased from US\$341.9 million as of December 31, 2023 to US\$799.3 million as of December 31, 2024, primarily due to an increase of US\$465.2 million in the accumulated losses for the period, partially offset by (i) an increase of US\$6.8 million in the

SUMMARY

recognition of share-based payment expenses, (ii) an increase of US\$0.4 million in the exchange differences on translation of foreign operations, and (iii) an increase of US\$0.7 million of change in fair value of equity investments at fair value through other comprehensive, net of tax.

Our net liabilities increased from US\$799.3 million as of December 31, 2024 to US\$1,303.5 million as of September 30, 2025, primarily due to an increase of US\$512.0 million in the accumulated losses for the period, partially offset by (i) an increase of US\$8.6 million in the recognition of share-based payment expenses, and (ii) an increase of US\$1.6 million of change in fair value of equity investments at fair value through other comprehensive, net of tax.

Summary of Consolidated Statements of Cash Flows

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

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
				<i>(unaudited)</i>	
				<i>(US\$ in thousands)</i>	
Net cash flows used in operating activities	(11,019)	(64,455)	(258,483)	(195,596)	(209,396)
Net cash flows used in investing activities	(35,156)	(40,320)	(431,300)	(630,463)	(126,231)
Net cash flows generated from financing activities . .	49,786	306,243	771,092	718,827	407,913
Net increase/ (decrease) in cash and cash equivalents	3,611	201,468	81,309	(107,232)	72,286
Cash and cash equivalents at the beginning of the year/period	994	4,691	206,295	206,295	288,912
Effect of foreign exchange differences, net	86	136	1,308	500	1,449
Cash and cash equivalents at the end of the year/period	4,691	206,295	288,912	99,563	362,647

During the Track Record Period, we recorded net cash flows used in operating activities, primarily reflecting our position as an R&D-intensive Specialist Technology Company in the early stages of commercialization. In particular, our operating cash outflows were mainly attributable to (i) significant research and development expenses, including staff costs for our

SUMMARY

R&D and AI infrastructure teams and substantial third-party cloud services and other computing-related costs incurred for training and operating our foundation models, (ii) our early stage of commercialisation, during which our AI-native products and Open Platform only began to generate revenue in the course of 2023 and 2024, resulting in a relatively small revenue base as compared with our operating cost structure, and (iii) other operating cash outflows, including cash operating costs relating to workforce employment, marketing and promotion to acquire and engage users, and general and administrative expenses. These factors collectively resulted in net operating cash outflows throughout the Track Record Period.

Our cash burn refers to the aggregate amount of (i) net cash used in operating activities, (ii) capital expenditures, and (iii) lease payment. Our historical cash burn was US\$11.5 million, US\$65.9 million, US\$260.7 million and US\$211.3 million in 2022, 2023, 2024 and nine months ended September 30, 2025, respectively. Our cash burn increased throughout the Track Record Period primarily due to increases in net cash used in operating activities as we scale up R&D activities. In the future, we aim to continue to enhance our profitability and improve our net operating cash outflows position through the following focus areas: (i) leveraging the rapid growth of the foundation model industry, (ii) continuing to enhance foundation model intelligence levels, (iii) enhancing the affordability of our AI technologies, (iv) broadening monetization of our AI-native product suite, and (v) optimizing organizational efficiency and scalability. Please refer to “Business — Path to the Commercialization of our Specialist Technology Products” for our detailed strategies.

For the year ended December 31, 2025, our monthly cash burn is expected to be US\$28.1 million. As of September 30, 2025, our cash balance was US\$1,046.2 million, including cash and cash equivalents US\$362.6 million, current portion of financial assets at fair value through profit or loss US\$644.2 million and unutilised banking facilities US\$39.4 million, as they represent available liquidity to fund our operations. Assuming the expected average monthly cash burn of US\$28.1 million going forward at approximately 1.3 times of the average monthly cash burn of the twelve months ended December 31, 2024, we estimate that our cash balance is sufficient for us to operate for approximately 37 months without IPO proceeds, lasting approximately until October 2028. With the estimated net IPO proceeds of US\$468.7 million (assuming 25,389,220 Offer Shares to be issued at the Offer Price of HK\$151.0 per Share, being the low-end of the Offer Price range, and the Offer Size Adjustment Option and the over-allotment option are not exercised, and deducting the estimated IPO expense), our cash is sufficient for us to operate for approximately 54 months with IPO proceeds, lasting approximately until March 2030.

See “Financial Information — Cash Burn” for details.

SUMMARY

COMMERCIALIZATION AND BUSINESS SUSTAINABILITY

Commercialization of our Specialist Technology Products

Since our inception, our commercial strategy has centered on two key areas: developing advanced foundation models and creating AI-native products that enhance productivity and quality of life. All of our foundation models and AI-native products are designed as Specialist Technology Products as defined under Chapter 18C of the Listing Rules. As advised by CIC, we confirm that all our Specialist Technology Products fall within the acceptable sector of artificial intelligence under the Listing Rules, and that all revenues generated during the Track Record Period were derived from sales of these products. We further confirm that all our foundation models and AI-native products have been developed in-house. For description of the ownership of our key IP rights, see “Business — Intellectual Property.”

- **Foundation Models:** We have built several integrated foundation models across various modalities. Our foundation model suite includes large language models, video generation models, and models for speech and music generation.
- **AI-native Products:** Leveraging our multi-modal foundation model suite, we deliver AI-native products and services that use the power of AI to benefit both individual users and enterprises around the world. The evolution of our AI-native products is rooted in advancements in its foundation models. Through continuous upgrades to its existing foundation models and the development of new ones, we are able to design and create AI-native products with enhanced user experience.

We are still at a nascent stage in terms of monetization and commercialization as historically we have been largely focused on developing our foundation AI models. During the Track Record Period, we have scaled our product offerings and therefore have experienced rapid revenue growth, reflecting our ability to advance proprietary foundation models while rapidly scaling the usage of our AI-native products across individual users, developers, and enterprise customers. Our revenue increased from US\$3.5 million in 2023 to US\$30.5 million in 2024, as a result of growth momentum from both our developer and enterprise-facing Open Platform and multi-modal AI-native consumer-facing products. For the nine months ended September 30, 2025, our revenue further increased to US\$53.4 million, compared to US\$19.5 million in the nine months ended September 30, 2024. These gains were driven by the enhancement of intelligent level of our foundation models, the expansion of our AI-native product suite, increased adoption by individual users, developers, and enterprise customers, and diversified monetization channels across subscriptions, in-app top-up, enterprise API usage, and online marketing services.

As we scaled up operations, we significantly improved our gross profit margin, from negative 24.7% in 2023 to 12.2% in 2024, and further to 23.3% in the nine months ended September 30, 2025. These improvements were primarily driven by advancement in intelligence level of our models, improved model and system efficiency, optimization of infrastructure allocation, and increased scale of revenue relative to compute intensity, in line

SUMMARY

with our strategy to enhance efficiency of our AI infrastructure. In particular, gross margin of AI-native products significantly improved during the Track Record Period due to improvements in user engagement and monetization and introduction of new monetized features, reflecting our ongoing commercial emphasis on enhancing monetization from core AI-native product offerings.

We recorded US\$73.7 million, US\$269.2 million, US\$465.2 million, US\$304.3 million and US\$512.0 million in loss for the year/period in 2022, 2023, 2024, and for the nine months ended September 30, 2024 and 2025, respectively, due to significant initial investment in foundation model R&D and AI infrastructure. Excluding share-based payment expenses, fair value changes in financial instruments and listing expenses, our adjusted net loss (non-IFRS measure) narrowed meaningfully as a percentage of revenue, from over 2,500% in 2023 to 800.2% in 2024 and further to 348.6% in the nine months ended September 30, 2025. Our R&D expenses as a percentage of revenue declined from over 2,000% in 2023 to 619.1% in 2024 and further to 337.4% in the nine months ended September 30, 2025. We expect continued net losses in the foreseeable future as we remain largely as an R&D focused company operating in the AI research space.

We recorded net losses in 2022, 2023, 2024, and the nine months ended September 30, 2025. We recorded adjusted net loss (non-IFRS measure) and net operating cash outflow during the Track Record Period. We currently expect such positions may continue until we achieve a greater scale. We anticipate a significant increase in net loss for the year ended December 31, 2025, primarily due to the expected R&D expenses as we continue to elevate the intelligence level of our foundation models and fair value loss on financial liabilities, as the valuation of our company is expected to increase in 2025. In the future, we aim to maintain business sustainability and achieve long-term commercialization through the following focus areas: (i) leveraging the rapid growth of the foundation model industry, (ii) continuing to enhance foundation model intelligence levels, (iii) enhancing the affordability of our AI technologies, (iv) broadening monetization of our AI-native product suite, and (v) optimizing organizational efficiency and scalability.

We expect to achieve the revenue requirement for a Commercial Company pursuant to Chapter 18C of the Listing Rules in the twelve months ended December 31, 2025, primarily driven by commercial expansion of our AI-native products and increasing adoption of our Open Platform. To demonstrate our rapid growth during the Track Record Period and monetization potential, for our AI-native user products, our number of paying users expanded from around 119,700 in 2023 to 650,300 in 2024 and from approximately 489,100 in the nine months ended September 30, 2024 to approximately 1,771,600 during the same period in 2025. For our Open Platform, paying users, defined as a user who has individually consumed no less than US\$50 worth of API calls (or its equivalent in other currencies), increased from approximately 400 in the nine months ended September 30, 2024 to approximately 2,500 during the same period in 2025.

Based on the foregoing, our Directors believe, and the Joint Sponsors concur, that our business is sustainable. See “Business — Commercialization and Business Sustainability.”

SUMMARY

KEY FINANCIAL RATIOS

The following table sets forth certain of our key financial ratios for the periods indicated:

	For the year ended December 31,			For the nine months ended September 30,
	2022	2023	2024	2025
Key Income Statement ratio				
Revenue growth	N/A	N/A	782.2%	174.7%
Gross margin	N/A	(24.7%)	12.2%	23.3%
Net loss margin	N/A	(7,781.7%)	(1,524.2%)	(958.2%)
Adjusted net loss margin (non-IFRS measure)	N/A	(2,574.4%)	(800.2%)	(348.6%)
Research and development expenses growth rate . . .	N/A	562.9%	170.0%	30.0%
Key Balance Sheet Ratio				
Current ratio	0.49	0.48	0.47	0.43

Note:

1. Current ratio is calculated based on total current assets divided by total current liabilities.

See “Financial Information — Key Financial Ratios” for more information.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the granting of the listing of, and permission to deal in (a) the Class A Ordinary Shares in issue (including the Class A Ordinary Shares on conversion of the Preferred Shares and the Class B Ordinary Shares issued before Listing) and to be issued pursuant to the Global Offering (including any Class A Ordinary Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option), and (b) the Class A Ordinary Shares which may be issued under the Post-IPO Share Incentive Plan. We satisfy the requirements under Rule 18C.03 of the Listing Rules as a Pre-Commercial Company (as defined in the Listing Rules) and Rule 8A.06(1) of the Listing Rules, with reference to our expected market capitalization at the time of Listing, which exceeds HK\$40 billion based on the low-end of the indicative Offer Price range.

SUMMARY

GLOBAL OFFERING STATISTICS

All statistics in the following table are based on the assumption that the Offer Size Adjustment Option and the Over-allotment Option are not exercised.

	Based on an Offer Price of HK\$151.00 per Share	Based on an Offer Price of HK\$165.00 per Share
Market capitalization of our Shares ⁽¹⁾	HK\$46,122.54 million	HK\$50,398.80 million
Unaudited pro forma adjusted consolidated net tangible assets per Share ⁽²⁾	HK\$37.96	HK\$39.08

(1) The calculation of the market capitalization of our Shares is based on the assumption that 305,447,288 Shares will be in issue and outstanding immediately following the completion of the Global Offering.

(2) The unaudited pro forma adjusted consolidated net tangible assets per Share is calculated after making the adjustments referred to in “Appendix II — Unaudited Pro Forma Financial Information” and on the basis that 305,447,288 shares were in issue assuming that the Global Offering and reclassification of financial liabilities arising from the convertible redeemable preferred shares and ordinary shares into equity had been completed on September 30, 2025, without taking account of the exercise of the Offer Size Adjustment Option and the Over-allotment Option. The unaudited pro forma adjusted consolidated net tangible assets per Share amounts in USD are converted into Hong Kong dollars at USD1.00 = HKD7.7805 prevailing on the Latest Practicable Date.

Listing Expenses

Our listing expenses mainly include (i) underwriting-related expenses, such as underwriting fees and commissions, and (ii) non-underwriting-related expenses, comprising professional fees paid to our legal advisors and reporting accountants for their services rendered in relation to the Listing and the Global Offering, and other fees and expenses. Assuming full payment of the discretionary incentive fee, the estimated total listing expenses (based on the mid-point of the Offer Price range and assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised) for the Global Offering are approximately HK\$193.2 million, accounting for approximately 4.8% of our gross proceeds. Among such estimated total listing expenses, we expect to pay underwriting-related expenses of HK\$133.0 million, professional fees for our legal advisors and reporting accountants of HK\$40.3 million and other fees and expenses of HK\$19.9 million. During the Track Record Period, the listing expenses charged to our consolidated statements of profit or loss were US\$3.7 million (HK\$28.6 million) and the issuance costs which were recognized as prepayments and are expected to be deducted from equity upon the Listing, were US\$0.4 million (HK\$3.3 million). After the Track Record Period approximately HK\$26.7 million is expected to be charged to our consolidated statements of profit or loss, and approximately HK\$134.7 million is expected to be accounted for as a deduction from equity upon the Listing.

SUMMARY

Future Plans and Use of Proceeds

We estimate that we will receive net proceeds from the Global Offering of approximately HK\$3,818.3 million, after deducting underwriting commissions, fees and estimated expenses payable by us in connection with the Global Offering, assuming the Offer Size Adjustment Option or Over-allotment Option is not exercised and an Offer Price of HK\$158.00 per Offer Share, being the midpoint of the indicative Offer Price range stated in this Prospectus.

We intend to use the net proceeds of the Global Offering for the following purposes:

- Approximately 90%, or HK\$3,436.4 million of the net proceeds will be used for our research and development over the next five years including the development of our foundation models and our AI-native products. Specifically, (i) approximately 70.0%, or HK\$2,672.8 million, of the net proceeds over the next five years to the research and development of our foundation models; and (ii) approximately 20.0%, or HK\$763.7 million, of the net proceeds over the next five years to the development, refinement and global scaling of our AI-native products.
- Approximately 10.0%, or HK\$381.8 million, of the net proceeds will be allocated to working capital and general corporate purposes.

See “Future Plans” and “Use of Proceeds” for details.

DIVIDEND AND DIVIDEND POLICY

No dividend was paid or declared by us or any of our subsidiaries since our incorporation. After the Track Record Period and up to the date of this Prospectus, we did not declare any dividends to our Shareholders. As of the Latest Practicable Date, we did not have a formal dividend policy or a fixed dividend distribution ratio. Any declaration and payment as well as the amount of dividends will be subject to our Articles and the Cayman Companies Act. We currently do not have any dividend policy to guide our dividends declaration or payments. Our board of directors has the discretion to pay interim dividends and to recommend to Shareholders to pay final dividends, and will depend on a number of factors, including our earnings, capital requirements, overall financial condition and contractual restrictions. See “Financial Information — Dividends.”

IMPACT OF THE COVID-19 PANDEMIC DURING THE TRACK RECORD PERIOD

COVID-19 did not have any material impact on the Group’s business, operation or financial condition during the Track Record Period because the Group’s core business activities are performed by distributed engineering teams and are inherently remote-compatible, its products are provided online through cloud infrastructure rather than offline channels, and it has limited reliance on physical supply chains or on-site deployment and did not experience any material project delays, customer cancellations, revenue shortfalls or credit losses attributable to the pandemic.

SUMMARY

RECENT DEVELOPMENTS

As of the Latest Practicable Date, we had not experienced any material impact from tariffs, export controls, or other trade-related measures imposed by governmental authorities in the jurisdictions in which we operate. Although certain countries, including the United States, have in recent periods introduced or adjusted tariffs and related policies on goods and technologies, such measures have not had a material adverse effect on our operations, financial condition or prospects to date. We continue to monitor relevant developments and assess their potential implications for our business.

Our Directors confirm that, up to the date of this Prospectus, there has been no material adverse change in our financial or trading position or prospects since September 30, 2025, being the end date of the periods reported in the Accountant's Report set out in Appendix I, and there is no event since September 30, 2025 that would materially affect the information shown in the Accountant's Report set out in Appendix I.

We anticipate a significant increase in net loss for the year ended December 31, 2025, primarily due to the expected R&D expenses as we continue to elevate the intelligence level of our foundation models and fair value loss on financial liabilities, as the valuation of our company is expected to increase in 2025.

RECENT REGULATORY DEVELOPMENT

Outbound Investment Rules

Effective on January 2, 2025, the final rule issued Treasury to implement the executive order of August 9, 2023 (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) 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 acquisitions of equity interests (including contingent equity interests), certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. Since our principal place of business is in China and we engage in the development of certain AI models, we are likely to be deemed as a "covered foreign person" as described in the Final Rule. Based on information we provided to our international sanctions advisor, it appears likely that some U.S. persons that purchase our Shares in the Global Offering or are the parents of non-U.S. person subsidiaries that purchase our Shares in the Global Offering would be required to file notifications regarding their or their subsidiaries' purchases with Treasury no later than 30 days after such purchases of the Shares. See "Risk Factors — Risks Related to Our Business and Industry — We are subject to the risks associated with international trade policies, geopolitics and trade protection measures. Changes in international relationships, trade and investment policies, trade protection and investment restriction measures may adversely impact our business, financial condition and results of operations."

SUMMARY

Export Control Regulations

In recent years, the United States has expanded export controls restrictions on China through the Export Administration Regulations (the “**EAR**”), administered by the Bureau of Industry and Security of the United States Department of Commerce (the “**BIS**”). The United States in recent years has placed an increasing number of entities, including a number of entities in China, on the Entity List and other restricted or prohibited parties lists. In addition to naming additional persons to these lists, BIS has imposed complex and restrictive rules applicable to doing business with persons on them. For example, on September 29, 2025, the BIS issued an immediately effective interim final rule that extended Entity List and Military End-User List restrictions to entities that are 50% or more owned, directly or indirectly, by shareholders on those lists. The U.S. Government has indicated that implementation of the Affiliate Rule will be delayed for at least one year (i.e., until October 2026). These recent measures together with the U.S. export control regime regulate the export, reexport and transfer of U.S. products, software, and technology, including certain items manufactured outside the United States that contain greater than de minimis controlled U.S. content or are the foreign direct product of certain U.S. software or technology.

Tariff Regulations

We are also closely monitoring potential changes in tariff policy and assessing the potential impact of such policy changes on our business operations and financial performance. For example, recently, the United States proposed to impose multiple rounds of tariffs on a wide range of goods imported from multiple countries, including China, and China responded with retaliatory tariffs. As advised by our international legal advisor, U.S. import tariffs only apply of export of physical goods to the United States. On such basis, it is of the view of our Directors that, given that we do not export physical goods to the United States, U.S. tariffs are unlikely to have a material adverse impact on our business operations and financial performance. As relevant policies are rapidly evolving, it may be difficult to evaluate these tariff measures’ potential future impacts. See “Risk Factors — Risks Related to Our Business and Industry — We are subject to the risks associated with international trade policies, geopolitics and trade protection measures. Changes in international relationships, trade and investment policies, trade protection and investment restriction measures may adversely impact our business, financial condition and results of operations.”

AI Chatbot Regulations

Several U.S. states, including California, New York, Maine, and Utah, have recently enacted laws that specifically regulate AI-powered chatbots. These laws impose new operational requirements, such as clear and recurring user disclosures, and mandate the implementation of safety protocols to prevent harmful content, particularly related to self-harm. For example, California’s law, effective January 2026, includes specific protections for minors and establishes a private right of action allowing for statutory damages.

SUMMARY

We are in the process of reviewing these regulations to ensure the continued compliance of our Talkie application. Based on (i) an assessment of the current features and functionalities of Talkie and (ii) research conducted on existing state legislation and regulations governing chatbots, as advised by our U.S. data legal advisor, (a) the current features and design of Talkie are already in material compliance with the chatbot laws currently in force in Utah, New York and Maine; and (b) Talkie is not subject to the chatbot laws currently enacted in other U.S. states, as such laws regulate functions that Talkie does not offer, such as the provision of medical services.

Guided by legal advice from our U.S. data legal advisor, we are currently implementing the updates necessary for compliance with the upcoming chatbot law in California. These updates primarily involve reviewing our user interface, supplementing certain mandatory disclosures and incorporating required safety features. Such updates are consistent with our ordinary product-development cycle for Talkie and are expected to be completed within a reasonable timeframe and at a reasonable cost. We are currently designing and implementing these updates and expect to complete the process by the end of 2025, ahead of the California chatbot law's anticipated effective date in January 2026. Based on our planned timetable and the progress made to date, as advised by our U.S. data legal advisor, Talkie is expected to be in compliance with the requirements under the California chatbot law, once it is enacted in January 2026.

In light of the abovementioned view of our U.S. data legal advisor, although compliance with these state-level regulations may result in certain incremental operational costs, we do not expect such regulations to have any material adverse effect on our business, results of operations or financial condition. For further details regarding our AI safety and alignment measures, safeguards against inappropriate or harmful outputs and user misuse, and our ongoing efforts to ensure responsible AI development, please refer to the section headed "Business — Research and Development."

DEFINITIONS

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

“Accountant’s Report”	the accountant’s report of our Company, the text of which is set out in Appendix I to this Prospectus
“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 (會計及財務匯報局)
“Alpha EXP”	Alpha EXP Limited, a business company incorporated in the BVI on November 23, 2021, and one of our Controlling Shareholders
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company with effect upon the Listing Date (as amended from time to time), a summary of which is set out in Appendix III to this Prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Jizhi”	Beijing Xiyu Jizhi Technology Co., Ltd. (北京稀宇極智科技有限公司) (formerly known as Mingri Zhimeng (Beijing) Technology Co., Ltd. (名日之夢(北京)科技有限公司)), a limited liability company established in the PRC on November 18, 2021 and a wholly-owned subsidiary of the Company
“Board”, “Board of Directors” or “our Board”	the board of Directors of the Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands

DEFINITIONS

“Capital Market Intermediaries” or “capital market intermediary(ies)” or “CMI(s)”	the capital market intermediaries participating in the Global Offering and has the meaning ascribed thereto under the Listing Rules
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Prospectus only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“CIC”	China Insights Industry Consultancy Limited (灼識行業諮詢有限公司), an independent professional market research and consulting company
“Circular 37”	the Notice of the SAFE on Issues Concerning Foreign Exchange Administration of the Overseas Investment and Financing and the Round-Tripping Investment Made by Domestic Residents through Special-Purpose Companies (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題 的通知》)
“Class A Ordinary Shares”	Class A ordinary shares in the share capital of the Company with a par value of US\$0.0001 each, conferring a holder of a Class A ordinary share one vote per share on all matters subject to the vote at general meetings of the Company
“Class B Ordinary Shares”	Class B ordinary shares in the share capital of the Company with a par value of US\$0.0001 each, conferring weighted voting rights in the Company such that a holder of a Class B ordinary share is entitled to ten votes per share on all matters subject to the vote at general meetings of the Company, subject to the requirements under Rule 8A.24 of the Hong Kong Listing Rules that the Reserved Matters shall be voted on a one vote per share basis
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the 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
“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	MiniMax Group Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands on June 30, 2021
“Compliance Adviser”	Somerley Capital Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Dr. Yan, Local Linearity, Alpha EXP, MiniMax Matrix, MiniMax Limited, Scaling EXP Limited, and MiniMax Awakening, being the members constituting the group of our Controlling Shareholders
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Corporate Governance Committee”	the corporate governance committee of the Board
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company

DEFINITIONS

“Dr. Yan”	Dr. Yan Junjie (閻俊傑), the founder, the chairman of the Board, chief executive officer, chief technology officer and one of our Controlling Shareholders
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“ESG”	Environmental, Social and Governance
“Exchange Participant”	a person (a) who, in accordance with the Hong Kong Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FINI”	“Fast Interface for New Issuance”, the online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for the Listing
“Floating Sky”	Floating Sky Limited (formerly known as Sapiens Origin Limited), a business company incorporated in the BVI on November 23, 2021
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group”, “our Group”, “our”, “we” or “us”	our Company, its subsidiaries and the Consolidated Affiliated Entity from time to time, and where the context requires, in respect of the period prior to our Company became the holding company of its present subsidiaries and Consolidated Affiliated Entity, such subsidiaries and Consolidated Affiliated Entity as if they were subsidiaries and Consolidated Affiliated Entity of our Company at the relevant time

DEFINITIONS

“ HK eIPO White Form ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“ HK eIPO White Form Service Provider ”	the HK eIPO White Form service provider designated by our Company as specified on the designated website at www.hkeipo.hk
“ HK\$ ” or “ Hong Kong Dollars ” or “ HK Dollars ” and “ HK cents ”	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 channel ”	the arrangement in HKSCC Operational Procedures for instructions to be given electronically to HKSCC by participants via FINI for applications to be made on their behalf for new issue shares and for the payment of application moneys, and for those instructions to be acted upon
“ HKSCC Nominees ”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“ HKSCC Operational Procedures ”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of the systems established, operated and/or otherwise provided by or through HKSCC (including FINI and CCASS) as from time to time in force
“ HKSCC Participant(s) ”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“ HKSCC Rules ”	the General Rules of HKSCC and as may be amended or modified from time to time and where the context so permits, shall include the Operational Procedures of HKSCC

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 1,269,480 Class A Ordinary Shares (subject to reallocation as described in the section headed “Structure of the Global Offering”) initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offering of the Hong Kong Offer Shares for subscription by the public in Hong Kong (plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%), on and subject to the terms and conditions described in “Structure of the Global Offering — The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 30, 2025, relating to the Hong Kong Public Offering entered into by, among others, our Company, the Controlling Shareholders and the Overall Coordinators, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement”

DEFINITIONS

“ICP License(s)”	the value-added telecommunications business operation licence (增值電信業務經營許可證) issued by MIIT with a service scope of Internet information service, a subcategory of value-added telecommunication service under the Classification Catalogue Telecommunications Services (《電信業務分類目錄》)
“IFRSs”	the IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board
“IIT Law”	the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》)
“Independent Third Party(ies)”	any person(s) or entity(ies) who is not a connected person of the Company within the meaning of the Listing Rules
“International Offer Shares”	the 24,119,740 Class A Ordinary Shares offered by our Company pursuant to the International Offering (subject to reallocation as described in the section headed “Structure of the Global Offering”) together with any additional Class A Ordinary Shares which may be allotted and issued by our Company pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in reliance on Regulation S, and in the United States only to QIBs in reliance on Rule 144A or any other available exemption from registration under the US Securities Act, in each case on and subject to the terms and conditions of the International Underwriting Agreement, as further described in the section headed “Underwriting — International Offering”
“International Sanctions Legal Advisor”	Hogan Lovells International LLP, our legal advisor on international sanctions laws
“International Underwriters”	the group of international underwriters who are expected to enter into the International Underwriting Agreement to underwrite the International Offering

DEFINITIONS

“International Underwriting Agreement”	the underwriting agreement relating to the International Offering expected to be entered into on or about January 7, 2026 by our Company and the International Underwriters, as further described in the section headed “Underwriting — International Offering”
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Lead Managers”	the joint lead managers as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Sponsors”	the Joint Sponsors as named in the section headed “Directors and Parties Involved in the Global Offering”
“Latest Practicable Date”	December 21, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
“Local Linearity”	Local Linearity Inc., a company with limited liability incorporated in the BVI on August 28, 2023 and one of our Controlling Shareholders
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about January 9, 2026, on which our Shares are to be listed and on which dealings in our Shares are to be first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)

DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on December 29, 2025, with effect from the Listing Date, as amended from time to time, a summary of which is set out in Appendix III to this Prospectus
“MiniMax Awakening”	MiniMax Awakening Limited (formerly MiniMax LMM Holding Limited), a company with limited liability incorporated in the BVI on November 23, 2021, and one of our Controlling Shareholders
“MiniMax Gene”	MiniMax Gene Limited, a company with limited liability incorporated in the BVI on November 23, 2021
“MiniMax HongKong”	MiniMax Hongkong Tech Limited, a limited company incorporated in Hong Kong on April 10, 2025, and a wholly-owned subsidiary of our Company
“MiniMax Matrix”	MiniMax Matrix Limited, a company with limited liability incorporated in the BVI on June 29, 2021, and one of our Controlling Shareholders
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))
“Ms. Yun”	Ms. Yun Yeyi (袁燁禕), one of our executive Directors and our chief operating officer
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

DEFINITIONS

“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), expressed in Hong Kong dollars, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in “Structure of the Global Offering — Pricing and Allocation”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, together, where relevant, with any additional Shares to be issued by our Company pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option
“Offer Size Adjustment Option”	the option expected to be granted by us under the International Underwriting Agreement to the International Underwriters, exercisable by the Overall Coordinators (for themselves and on behalf of the International Underwriters), pursuant to which our Company may allot and issue up to an aggregate of 3,808,380 additional Shares (representing in aggregate approximately 15.0% of the Offer Shares initially being offered under the Global Offering assuming the Over-allotment Option is not exercised) at the Offer Price, to cover any excess market demand in the International Offering (without being subject to any reallocation mechanism), as described in “Structure of the Global Offering — Offer Size Adjustment Option”
“Overall Coordinators”	the overall coordinators as named in the section headed “Directors and Parties involved in the Global Offering”
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Overall Coordinators (for themselves and on behalf of the International Underwriters), to require our Company to allot and issue additional Shares to the International Underwriters to, among other things, cover over-allocations in the International Offering, if any, details of which are described in “Structure of the Global Offering — Over-allotment Option”

DEFINITIONS

“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“Post-IPO Share Incentive Plan”	the post-IPO share incentive plan adopted by the Company on December 29, 2025, with effect upon the Listing, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Plans — 2. Post-IPO Share Incentive Plan” in Appendix IV of this Prospectus
“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisor”	Jingtian & Gongcheng, our legal advisor on PRC laws in connection with the Global Offering
“Pre-IPO Investment(s)”	the investment(s) in our Company undertaken by the Pre-IPO Investors prior to this initial public offering, details of which are set out in “History, Reorganization and Corporate Structure”
“Pre-IPO Investor(s)”	Holder(s) of Shares pursuant to the Pre-IPO Investments, details of which are set out in the section headed “History, Reorganization and Corporate Structure”
“Pre-IPO Share Incentive Plan”	refers to the pre-IPO share incentive plan adopted by the Company, as amended from time to time, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Plans — 1. Pre-IPO Share Incentive Plan” in Appendix IV of this Prospectus
“Preferred Share(s)”	preferred shares(s) in the share capital of the Company, including the Series Angel Preferred Shares, the Series Pre-A Preferred Shares, the Series A Preferred Shares, the Series A+ Preferred Shares, the Series Pre-B Preferred Shares, the Series Pre-B+ Preferred Shares and the Series Pre-B++ Preferred Shares

DEFINITIONS

“Price Determination Agreement”	the agreement to be entered into between our Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date to record the Offer Price
“Price Determination Date”	the date, expected to be on or about January 7, 2026 on which the Offer Price is determined, or such later time as the Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company may agree, but in any event no later than 12:00 noon on January 7, 2026
“Prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“QIB(s)”	qualified institutional buyer(s) within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization conducted by the Group described in the section headed “History, Reorganization and Corporate Structure — Corporate Reorganization” in this Prospectus
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to Rule 8A.24 of the Hong Kong Listing Rules, being: (i) any amendment to the Memorandum and Articles, (ii) the variation of the rights attached to any class of Shares, (iii) the appointment or removal of an independent non-executive Director, (iv) the appointment or removal of the Company’s auditors, and (v) the voluntary liquidation or winding-up of the Company
“RSUs”	restricted share units
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

DEFINITIONS

“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“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 sanctioned country; 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)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Shanghai Jizhi Wujie”	Shanghai Jizhi Wujie Technology Co., Ltd. (上海極智無界科技有限公司), a limited liability company incorporated in the PRC on April 18, 2025, and is controlled by Dr. Yan, hence a connected person of the Company
“Shanghai Jizhi Zongheng”	Shanghai Jizhi Zongheng Technology Co., Ltd. (上海極智縱橫科技有限公司), a limited liability company incorporated in the PRC on April 23, 2025, and is wholly-owned by Jizhi Wujie, which was ultimately controlled by Dr. Yan, hence a connected person of the Company
“Shanghai MiniMax”	Shanghai Xiyu Technology Co., Ltd. (上海稀宇科技有限公司), a limited liability company established in China on January 28, 2023, a wholly owned subsidiary of the Company
“Shanghai Jizhi”	Shanghai Xiyu Jizhi Technology Co., Ltd. (上海稀宇極智科技有限公司), a limited liability company established in the PRC on November 3, 2021, a wholly owned subsidiary of the Company

DEFINITIONS

“Share(s)”	ordinary and/or preferred shares in the share capital of our Company of US\$0.0001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Stabilizing Manager”	China International Capital Corporation Hong Kong Securities Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Track Record Period”	the period comprising three financial years ended December 31, 2022, 2023 and 2024 and the nine months ended September 30, 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, 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/or the International Underwriting Agreement, as the context may require
“United States”, “USA” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD”, “US\$” or “U.S. dollars”	United States dollar, the lawful currency of the United States
“VAT”	value-added tax

DEFINITIONS

“WVR Beneficiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to each of Dr. Yan and Ms. Yun, being the holder of the Class B Ordinary Shares upon Listing
“WVR structure”	has the meaning ascribed to it under the Hong Kong Listing Rules
“%”	per cent

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains explanations of certain technical terms used in this Prospectus. As such, these terms and their meanings may not correspond to standard industry meanings or usage of these terms.

“AI”	artificial intelligence, a branch of computer science that develops systems capable of performing tasks that typically require human intelligence, such as perception, learning, reasoning, and decision-making
“AIGC”	Artificial Intelligence Generated Content, content such as text, visual, and audio created automatically by artificial intelligence technologies without direct human creation
“AI agent”	an intelligent system capable of autonomously performing specific tasks on behalf of a user to achieve a proposed goal
“AI Infrastructure”	the integrated set of hardware, software, data systems, or cloud resources necessary for training and inferencing AI models
“AI music synthesis model”	an artificial intelligence system designed to generate or compose music by learning patterns from existing musical data, enabling creation of original melodies, harmonies, and rhythms
“AI-native”	refers to products, services, or systems that are built from the ground up with artificial intelligence as a core component, rather than integrating AI as an add-on. AI-native solutions are designed to leverage AI technologies in their fundamental architecture and functionality
“AI-powered Multi-modal Entertainment Platform”	a platform that uses artificial intelligence to enable agents to process and respond to multiple types of inputs, allowing more natural and versatile interactions
“API”	a set of rules and tools that allows different software systems to communicate and interact with each other
“API Platform”	a system that provides standardized interfaces allowing developers to access and integrate a company’s services or data into their own applications

GLOSSARY OF TECHNICAL TERMS

“app” or “application”	application software designed to run on smartphones and other mobile devices
“Asia-Pacific”	A geographic region comprising countries in East Asia, South Asia, Southeast Asia, and Oceania, often including Australia and New Zealand
“attention”	the sophisticated mechanism that enables the foundation model to weigh the importance of different parts of its input data when processing information
“Audio Generation Tool”	software that uses AI to create synthetic audio content, including speech, music, or sound effects, based on user input or predefined parameters
“auto-regressive model”	a type of statistical model that uses past values of a time series to predict future values of that same time series
“B2B” or “2B” or “ToB”	“business-to-business”, refers to commercial transactions or relationships between businesses rather than between a business and individual consumers
“B2C” or “2C” or “ToC”	“business-to-consumer”, refers to commercial transactions or relationships between a business and individual consumers
“benchmark”	standardized evaluation frameworks used to measure and compare the performance of language models
“CAGR”	compound annual growth rate
“Chat Completions API”	an application programming interface that allows developers to build interactive chat experiences by generating AI-driven responses in a conversational format, typically based on large language models
“chain-of-thought” or “CoT”	a reasoning technique where the model generates intermediate reasoning steps or explanations to solve complex problems
“Diffusion Model”	a type of generative model in machine learning that excels at creating high-quality data, particularly images and text, by gradually adding noise to a data point and then learning to reverse this process

GLOSSARY OF TECHNICAL TERMS

“DiT”	diffusion models with transformers, a type of diffusion model that utilizes the transformer architecture as its backbone for image generation
“ELO”	a rating system used to assess the relative skill levels of players in competitive games or activities, where a higher score indicates stronger performance
“ESG”	environmental, social and governance
“fine-tuning”	the process of adapting a pre-trained foundation model to perform a specific task or specialize in a particular domain with higher accuracy and relevance
“Flow-VAE”	a hybrid AI model combining Variational Autoencoders and normalizing flows to improve the quality and flexibility of generated data by capturing complex data distributions more effectively
“foundation model”	a large-scale, pre-trained model developed on broad and diverse datasets designed to serve as a general-purpose model that can be used for solving a wide variety of tasks
“fps”	frames per second, a measure of how many individual frames (images) are displayed or generated each second in a video or animation. Higher fps results in smoother motion
“freemium”	a business model that offers basic services or products free of charge while charging for premium features, advanced functionality, or enhanced experiences.
“GDP”	gross domestic product, the total monetary value of all goods and services produced within a country’s borders during a specific period, commonly used to measure the size and health of a country’s economy
“generative AI”	a type of artificial intelligence that creates new content by learning patterns from existing data and generating original outputs
“GPU”	Graphics Processing Unit, a processor that handles many tasks at once, widely used in AI to speed up model training and data processing

GLOSSARY OF TECHNICAL TERMS

“High and New Technology Enterprise”	refers to an enterprise established in the PRC that is recognized by the competent government authorities as meeting the prescribed criteria in terms of core independent intellectual property rights, research and development capability, technology and product offerings, and revenue composition from high and new technology-related businesses. Enterprises with such designation are entitled to a preferential PRC corporate income tax rate of 15%, subject to fulfilment of the relevant requirements
“HTML”	HyperText Markup Language, the standard language used to create and structure content on the web, defining elements such as text, images, links, and layout in web pages
“IDC”	International Data Corporation (IDC), a global market intelligence, data, and events provider for the information technology, telecommunications, and consumer technology markets
“Image Generation & Music Generation API”	an application programming interface that enables developers to create images and music programmatically using AI models, allowing automated generation of visual and audio content based on user inputs
“image-to-video” or “I2V”	a technology or model that generates video sequences from a single image or a series of images, creating motion and transitions to produce dynamic video content
“inference activities”	the computational processes through which a trained foundation model is deployed to generate outputs or responses based on new user inputs or data. Inference takes place after the model has been trained and involves applying the model’s learned parameters to perform reasoning, prediction or content generation in real time. For example, when a user inputs a prompt or message in our MiniMax app and receives a generated text produced by the underlying foundation model, such model computation constitutes an inference activity
“inference cost”	the cost of computational resources needed to use a trained AI model to process inputs and generate outputs

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“inference latency”	the time delay between providing inputs to an AI model and receiving outputs from the model
“Intelligent Agent Application”	a software application powered by AI that can understand and respond to user inputs in natural language, enabling interactive and human-like conversations for customer service, information retrieval, or other purposes
“large model”, “large language model” or “LLM”	advanced AI models trained on massive amounts of text data to understand, generate, and interact using human language. They are capable of performing a wide range of natural language processing tasks, such as text generation, translation, summarization, and question answering
“large-scale hybrid-attention reasoning model”	an AI technique that combines two different attention mechanisms: one is the computationally expensive but high-precision traditional attention (Softmax Attention), and the other is the fast, less resource-intensive linear attention (Lightning Attention). The model uses the fast linear attention for most of the text processing and only activates the high-precision traditional attention for critical parts. This design allows the AI to efficiently process extremely long texts at a lower computational cost, achieving a balance between performance and efficiency
“linear attention” or “linear attention mechanism”	an efficient attention mechanism that reduces the computational complexity of traditional attention from quadratic to linear, enabling faster processing of long input sequences while preserving key information
“long context processing capacity”	the ability of an AI model to understand, retain, and make use of extremely long sequences of input data, such as lengthy texts, conversations, or documents, allowing it to maintain context and coherence over extended interactions with users

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“MAU”	monthly active user, the number of unique devices that performed at least one action on our AI-native applications and the number of registered user accounts that logged into our web platforms at least once during a given month, including both paying and non-paying users; MAU figures for a given period represent the average monthly active users for the relevant period, calculated as the average of the MAUs for each month within that period
“model-as-a-service” or “MaaS”	a cloud-based offering that allows users to access and deploy models via APIs, enabling them to integrate AI capabilities into applications without managing model development, training, or infrastructure
“MCP”	Model Context Protocol, a technical standard or framework that defines how context information is structured, exchanged, and managed within AI models, enabling them to better understand and respond based on the surrounding data or dialogue history
“MCP API”	an application programming interface that supports the MCP, enabling AI models or applications to exchange, manage, and utilize contextual information efficiently for improved understanding and response generation
“MFU”	Model Flop Utilization, a metric of computing power used by a model during training or inference, indicating how efficiently the model utilizes available resources
“model call”	the process of sending an input, such as a query, prompt, or data, to a foundation model to obtain an output
“model for speech and music generation”	AI model that generates synthetic speech or music based on input data such as text, audio prompts, or musical notation. Speech generation models convert text into natural-sounding spoken language, while music generation models create original musical compositions or continuations in various styles and formats

GLOSSARY OF TECHNICAL TERMS

“MoE” or “Mixture-of-Experts architecture”	Mixture-of-Experts, an AI model architecture that uses a group of sub-networks, or “experts,” where only a subset is activated for each input. This allows the model to scale efficiently by allocating computational resources based on the nature of the task, improving performance while maintaining efficiency
“Multi-Modal Model Suite”	a collection of AI models designed to process and understand multiple types of data inputs, such as text, audio, and video, in an integrated manner, enabling more comprehensive and human-like perception and interaction
“Open Platform”	a publicly accessible interface that allows third-party developers to integrate with a company’s systems or services by providing standardized programming access, enabling the development of applications or services based on the platform’s capabilities
“open-source”	the practice of making a software’s source code publicly available, allowing anyone to view, use, modify, and distribute it, typically under an open-source license
“p”	pixel, a unit that represents a single point in a digital image or display. It is commonly used to measure screen resolution or image dimensions
“parameters”	internal numerical variables or configurations that are learned and adjusted by the foundation model during its training process. These parameters effectively encapsulate the knowledge, patterns, and relationships extracted by the model from the extensive datasets it has been trained on
“Q&A”	question and answer
“R&D”	research and development
“reasoning model”	an AI model designed to simulate logical thinking by drawing inferences, making decisions, or solving problems based on input data, often across multiple steps or contexts

GLOSSARY OF TECHNICAL TERMS

“reinforcement learning from human feedback” or “RLHF”	the process that reinforces the model with human demonstrations and preference data to make the model follow instructions and generate detailed, relevant responses
“Scaling Law”	the empirical relationship describing that the performance of models systematically improves as a function of increasing model size, dataset size, and computational resources
“SDK”	Software Development Kit, a collection of tools, libraries, documentation, and code samples that developers use to build applications for a specific platform, system, or service
“semantic space”	a way to represent the meaning of words or concepts as points in a multi-dimensional space, where the dimensions represent semantic features or contexts. It’s a computational approach used in natural language processing and related fields to model relationships between words and concepts based on their meaning and context
“SLA”	Service Level Agreements, formal contracts between a service provider and a customer that define the expected level of service, including performance metrics such as uptime, response time, and support quality, as well as remedies if standards are not met
“softmax attention”	an algorithm that helps AI models focus on the most relevant parts of the input by assigning weights using the softmax function
“text-to-speech” or “TTS”	A technology that converts written text into spoken audio, allowing machines to read text aloud in a natural and intelligible voice
“test-time compute”	refers to the amount of computational power used by an AI model when it is generating a response or performing a task after it has been trained
“token”	a unit of text as the fundamental element for input processing and output generation for models

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“Transformer”	the sophisticated neural network architecture that can efficiently processes sequential data, such as text, by utilizing attention mechanisms to prioritize key input elements
“URL”	Uniform Resource Locator, the address used to locate and access resources, such as web pages, on the internet
“Video Generation API”	an application programming interface that allows developers to programmatically create or control the generation of video content using AI models, typically from inputs like text, or audio
“video generation model”	AI model designed to create synthetic video content by generating sequences of images over time, often based on text descriptions, images, or other input data. This model learns motion, visual consistency, and temporal coherence to produce realistic or stylized video outputs

FORWARD-LOOKING STATEMENTS

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

We have included in this Prospectus forward-looking statements. Statements that are not historical facts, including but not limited to statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements. When used in this Prospectus, the words “aim”, “anticipate”, “believe”, “could”, “expect”, “going forward”, “intend”, “ought to”, “project”, “seek”, “should”, “will”, “would”, “vision”, “aspire”, “target”, “schedule”, and the negative of these words and other similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management 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 the risk factors as described in this Prospectus, some of which are beyond our control and may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties facing us which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our operations and business prospects;
- our ability to maintain relationship with, and the actions and developments affecting, our suppliers and customers;
- future developments, trends and conditions in the industries and markets in which we operate or plan to operate;
- general economic, political and business conditions in the markets in which we operate;
- changes to the regulatory environment in the industries and markets in which we operate;
- our ability to maintain the market leading positions;
- the actions and developments of our competitors;
- the ability of third parties to perform in accordance with contractual terms and specifications;
- our ability to retain senior management and key personnel and recruit qualified staff;

FORWARD-LOOKING STATEMENTS

- our business strategies and plans to achieve these strategies;
- the effectiveness of our quality control systems;
- change or volatility in interest rates, foreign exchange rates, equity prices, trading volumes, commodity prices and overall market trends, including those pertaining to the PRC and the industry and markets in which we operate; and
- capital market developments.

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

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

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

RISK FACTORS

An investment in our Class A Ordinary Shares involves significant risks. You should carefully consider all of the information in this Prospectus, including the risks and uncertainties described below, before deciding to invest in our Class A Ordinary Shares. Particularly, we are a Pre-Commercial Company seeking to list on the Main Board of the Stock Exchange under Chapter 18C and Chapter 8A of the Listing Rules. Our operations and the global foundation model industry in which we operate involve certain risks and uncertainties, some of which are beyond our control and may cause you to lose all your investments in our Class A Ordinary Shares.

The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition, results of operations and growth prospects. In any such event, the trading price of our Class A Ordinary Shares could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us, or not expressed or implied below, or that we deem immaterial, could also harm our business, financial condition and results of operations.

These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in the section headed “Forward-Looking Statements” in this Prospectus.

RISKS RELATED TO THE COMMERCIALIZATION OF OUR PRODUCTS

We have recorded net losses, net liabilities and operating cash outflow during the Track Record Period and recorded net current liabilities as of September 30, 2025, and we may not be able to achieve or subsequently maintain profitability.

We have recorded net losses and net liabilities during the Track Record Period, and have experienced, and expect to continue to experience, cash outflow from operating activities. Our operating expenses, comprising selling and distribution expenses, administrative expenses and research and development expenses, increased from US\$14.4 million in 2022 to US\$100.4 million in 2023 and further to US\$290.4 million in 2024, primarily due to increasing investment in third-party cloud services related to training. We recorded net losses of US\$73.7 million, US\$269.2 million, US\$465.2 million, US\$304.3 million and US\$512.0 million in 2022, 2023, 2024 and nine months ended September 30, 2024 and 2025, respectively. We may continue to record net losses in the short term as we are still in the expansion stage of our business and operations in the rapidly evolving global foundation model industry, and are continuously investing in research and development activities to support our long-term growth. We anticipate that our operating expenses, net losses, net liabilities and cash outflow from operations will continue to increase in the foreseeable future as we continue to expand our

RISK FACTORS

business and operations, invest in our foundation model research and development, and carry out sales and marketing activities. If we fail to manage such increases, our business operations, results of operations, financial position and profitability would be materially adversely affected.

In addition, we may not be able to achieve or subsequently maintain profitability in the near future. We believe that our future revenue growth will depend on, among other factors, our ability to develop new technologies, enhance user experience, establish effective commercialization strategies, compete effectively and successfully and develop new products. Accordingly, you should not rely on the revenues of any prior period as an indication of our future performance. Furthermore, we expect to incur substantial costs and expenses as a result of being a public company. If we are unable to generate adequate revenues and manage our expenses, we may continue to incur significant losses and may not be able to achieve or subsequently maintain profitability.

The content or data that we use to train our foundation models and the content generated by our foundation models could be subject to third-party intellectual property infringement claims which may materially and adversely affect our business, financial condition and results of operations.

The model training process begins with the curation and organisation of massive volumes of available data sourced from a wide range of domains. It is possible that our training data includes third-party text, video, image, audio or other content without all required third-party consent. The legal frameworks governing the use of such data for training foundation models are still developing and subject to change. If our use of training data is found by competent jurisdictional authorities to infringe on third-party IP rights, we could be subject to costly and time-consuming litigation, be forced to pay substantial damages or licensing fees, or be required to remove the data and retrain our models, which would be a difficult and expensive undertaking.

Additionally, there is a risk that our foundation models may be capable of generating outputs that are substantially similar to existing copyrighted works, trademarks, or other protected intellectual properties. The legal standards for determining infringement by AI-generated content are not yet settled. If the output of our foundation models is deemed by competent jurisdictional authorities to infringe on a third party's intellectual property rights, we, and the users of our AI-native products, could be held liable. Such claims could lead to legal action against us, demands for indemnification from our customers, and could damage our reputation and the perceived reliability of our products.

On September 16, 2025, a group of major U.S. movie studio companies, including Disney, Universal and Warner Bros. Discovery (the “**Plaintiffs**”), filed a civil complaint (the “**Complaint**”) in the United States District Court for the Central District of California, against our Group in relation to Hailuo AI, our visual generation platform. The Plaintiffs allege (i) direct infringement, on the basis that the Company itself, through Hailuo AI, created and displayed videos and images depicting a number of well-known film and animation characters

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owned by the Plaintiffs, and (ii) secondary infringement, under contributory and vicarious infringement doctrines, on the basis that the Company knew or should have known that users could create content depicting the Plaintiffs' characters, and because the Company is allegedly benefiting from that use. In their prayer for relief, the Plaintiffs primarily seek, among other things, monetary relief in the form of actual or statutory damages, injunctive relief, attorneys' fees and other equitable remedies.

The Plaintiffs have alleged in their Complaint that they are entitled to statutory damages of up to US\$150,000 per infringed work, which is the maximum amount awardable per work under U.S. copyright law and is only awarded if infringement is found to be willful. The attachments to the Complaint identify approximately 500 registrations for motion pictures and television programs that are at issue in this case. Therefore, assuming the plaintiffs prevail and fully succeed in their claims, the worst-case scenario, as alleged by the plaintiffs, would be a monetary claim of US\$75 million and injunctive relief. In the alternative, the plaintiffs have also alleged they are entitled to actual damages and disgorgement of profits. For details, see "Business — Legal Proceedings and Compliance — Copyright Infringement Lawsuit". In the event that the Plaintiffs prevail in the Lawsuit, we could be subject to significant monetary damages, damage to our brand image, among others, which could negatively affect our business, financial condition and results of operations. Additionally, we cannot preclude the possibility that the Plaintiffs may raise additional claims against the Company, in which case the Company may be liable for further damages, legal costs, and reputational harm, which could further affect our business operations and financial positions. Furthermore, we cannot preclude the possibility that other enterprises may raise similar claims against the Company, exposing us to additional legal risks and potential liabilities. Regardless of the merits or outcome of the Lawsuit, other third-party intellectual property owners may seek to assert claims against us in connection with the same or different content. The existence of ongoing litigation, together with the evolving legal standards, judicial practices and licensing arrangements in our industry, may result in additional third-party intellectual property owners pursuing similar claims, which could expose us to further legal proceedings and other adverse consequences.

We are aware of recent licensing arrangements among certain industry participants, including licensing arrangements between IP owners and generative AI technology companies. These licensing arrangements may reflect a broader trend toward increased collaboration between traditional IP rights holders and AI companies. While we will closely monitor industry developments and potential commercial opportunities, we may not be able to identify suitable IP rights holders for cooperation in a timely manner, or to effectively capture the benefits of such industry trends, which could adversely affect our business, results of operations and growth prospects. In addition, such cooperation may lead to more widespread use of licensing and other commercial arrangements relating to copyrighted content and generative AI technologies, and regulatory frameworks and market practices may evolve toward greater clarity and standardization. While such developments may reduce certain areas of uncertainty, they may also result in a more active IP enforcement environment. For example, holders of

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exclusive licenses, or future exclusive licensees of copyrighted works, may seek to assert or enforce their licensed rights against third parties, including through infringement claims, which could expose us to additional legal risks.

We operate in a rapidly evolving and increasingly competitive global foundation model industry. Our business is subject to constant technological advancements and industry transformation. If we fail to continuously innovate and adapt to evolving customer needs, our competitive position would be impacted and our business, financial condition and results of operations may be materially and adversely affected.

We primarily compete in the global foundation model industry, which is characterized by intense competition and constant changes, including rapid technological evolution, frequent introductions of new products, continual shifts in customer demands and periodic emergence of new industry standards and practices. Our success depends, in part, on our ability to respond to such competition and changes in a cost-effective and timely manner. We need to develop expertise across different industry sectors, adapt our products for different industry verticals and constantly anticipate the emergence of new technologies and assess their market acceptance. We also need to invest significant resources, including financial resources, in research and development to lead technological advances in order to keep our products competitive in the market.

In particular, the foundation model industry is experiencing rapid innovation across multiple dimensions. From a technological perspective, advances include (i) new model architectures such as Mixture-of-Experts and other sparsely activated networks that improve the balance between reasoning performance and computational efficiency; (ii) extended context windows and multi-step reasoning mechanisms that enable models to understand longer documents, perform complex analytical tasks, and act as autonomous agents; (iii) multi-modal foundation models that can process and generate text, images, audio and video simultaneously, allowing for more natural and context-rich human-AI interaction; and (iv) improved pre-train and post train techniques, which enhance accuracy and allow models to be tailored to specific business uses.

At the same time, customer needs are also evolving. Users and enterprise clients are increasingly seeking: (i) powerful foundation models that integrate knowledge across multiple domains and can be efficiently augmented with their proprietary context to address sector-specific use cases; (ii) lower latency and higher cost efficiency that enable large-scale, real-time use in both consumer and enterprise applications; (iii) stronger privacy, security and data-governance features to satisfy regulatory obligations and internal controls; and (iv) AI systems with persistent memory, tool integration and autonomous task capabilities, enabling proactive, agent-like performance instead of simple one-off responses. These trends are accelerating industry transformation and driving leading participants to invest continually in model algorithm, computing infrastructure, alignment and safety features built around general-use models.

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The foundation model market is expanding at an unprecedented pace, rapidly reshaping human society. According to CIC, the global foundation model market is projected to exceed US\$300 billion by 2030. IDC estimates that AI will cumulatively contribute US\$19.9 trillion to the global economy through 2030 and drive 3.5% of global GDP in 2030. While this growth presents significant opportunities, it has also attracted an increasing number of competitors, many of whom have access to greater technical, financial, and data resources than we do. These competitors may be able to devote more resources to model training, infrastructure, talent acquisition, and marketing, potentially limiting our ability to gain or retain market share. As AI becomes a core component of digital infrastructure, competition may intensify further, making it more difficult for us to differentiate our products, maintain pricing power, and achieve sustainable profitability.

If we are unable to deliver products that meet or exceed users' evolving performance expectations or fail to keep pace with innovation cycles, our products may lose competitiveness, resulting in reduced pricing power, or missed commercial opportunities. As a result, our business, financial condition, and results of operations may be materially and adversely affected.

Any actual or perceived flaws or inappropriate usage of foundation model technologies committed by us or other third parties intentionally or inadvertently, could materially and adversely impact our reputation, business, financial condition, results of operations and the broader acceptance of foundation model products by society at-large.

Foundation model technologies are at early stages of development and continue to evolve. Similar to many innovations, foundation model technologies present risks and challenges, such as potential misuse by third parties for inappropriate purposes or biased applications which breach public confidence, or attract litigation or other proceedings initiated by certain individuals claiming for infringement of legitimate rights such as privacy or personality rights. Our users may generate content using our technologies or post their experience with our products online. Some of these user generated content or communication may contain illegal, obscene or incendiary contents that may result in a negative impact among other users. Such content or communications may be deemed unlawful under applicable laws and regulations, and government authorities may require us to discontinue or restrict certain features, functions, or products that would have led, or may lead, to these events or terminate contracts with responsible platform service providers. We may incur significant costs in investigating and defending ourselves for claims or penalties caused by the improperly disseminated information contained in user-generated content or communication, and our business, financial condition, results of operation and prospects may be materially and adversely affected. Even if we have customary user agreement with our users, we cannot control our users' usage of our foundation models and AI-native products. Such misuse could affect customer perception, public opinions, views of policymakers and regulators and result in decreased adoption of foundation model technologies.

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In addition, flaws or deficiencies in foundation model technologies could compromise the accuracy, reliability, integrity and thoroughness of the recommendations, forecasts or analyses generated by our products. If the recommendations, forecasts or analyses that our foundation models or our AI-native products assist in producing are inaccurate, misleading or otherwise flawed, or if our users rely on our products in inappropriate or harmful ways, we could be subjected to competitive harm, potential legal liability, and ethical or reputational harm. By “competitive harm,” we refer to negative impacts on our ability to compete effectively in the market, including but not limited to loss of users or customers, damage to our brand, erosion of trust, increased customer acquisition costs, and the strengthening of our competitors’ market positions. There can be no assurance that we will be able to detect and rectify such issues in a timely manner, or at all. Any flaws or inappropriate usage of foundation model technologies and related products, whether actual or perceived, could materially and adversely affect our business, reputation, results of operations and prospects.

The competitiveness of our foundation models and offerings depends on our continuous and significant investment in research and development, and we intend to continue investing significantly in research and development. Such investment may negatively impact our profitability and operating cash flow in the short term and may not generate the results we expect to achieve.

Our technological capabilities and infrastructure are critical to our success. To maintain the competitiveness, we have made substantial investments in our research and development. Our research and development expenses increased from US\$10.6 million in 2022 to US\$70.0 million in 2023 and further to US\$189.0 million in 2024, and subsequently increased from US\$138.7 million in the nine months ended September 30, 2024 to US\$180.3 million in the nine months ended September 30, 2025, representing nil, 2,023.2%, 619.1%, 712.9% and 337.4% of our total revenues for the corresponding period. The industries in which we operate are characterized by rapid technological changes and are constant technological innovation. We need to allocate significant financial and other resources to research and development in order to enhance the functionality, performance, and competitiveness of our products. As a result, we expect that our research and development expenses will remain relatively high for the foreseeable future.

However, our expenditures on research and development may not generate corresponding benefits. We have been constantly focusing on advancing the deep integration and performance optimization of algorithms, software, and hardware, with particular emphasis on usability, scalability, and alignment with evolving industry standards and user needs. However, there is no guarantee that all of our efforts on research and development can yield anticipated benefits. Research and development activities are inherently uncertain, and we may not be able to obtain and retain sufficient resources, including qualified research and development personnel. It is possible that our research and development efforts may ultimately prove unsuccessful. Even if we succeed in our research and development efforts and achieve the results we expect, such results may not materialize within the expected timeframe, and we may still encounter practical difficulties in commercializing our research and development results. In addition, even successfully developed products may not achieve market acceptance to the extent we

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anticipate. Moreover, given the rapid pace of innovation in the global foundation model industry, new technological developments could render our current or future technologies obsolete or less competitive, thereby limiting our ability to recover related development costs, which could result in a decline in our revenues, profitability and market share.

We have a limited operating history, which makes it difficult to forecast our future business prospects and results of operations.

We have a limited operating history, and we only commenced the development of models across multiple modalities in 2022. As a result, and particularly in light of the rapidly evolving nature of the global foundation model industry, it may make it difficult to evaluate our current business and reliably predict our future performance. Our historical results may not provide a meaningful basis for evaluating our business, results of operations, financial condition and prospects, and we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown factors, and may not be able to achieve promising results in future periods. If we cannot address these risks and overcome these difficulties successfully, our business and prospects will suffer.

In addition, our growth prospects should be considered in light of the risks and uncertainties that fast-growing companies with a limited operating history may encounter, including, among others, risks and uncertainties regarding our ability to:

- maintain and upgrade our AI architecture;
- upgrade our foundation model products and develop new technologies;
- further commercialize our foundation model products;
- retain existing users and attract new users to purchase our products;
- expand into new industry verticals and launch new products;
- further expand into international markets;
- increase brand awareness through marketing and promotional activities;
- successfully compete with other companies that are currently in, or may in the future enter, the industries and verticals we have entered;
- attract, retain and motivate talented employees, including research and development talents as well as staff with in-depth industry know-how;
- adapt to evolving regulatory environment; and

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- defend ourselves against litigation, regulatory, intellectual property, privacy, data protection or other claims.

All of these initiatives involve inherent risks and will require significant research and development expenses, operating expenses and allocation of valuable management and employee resources. We cannot assure you that we will be able to effectively manage the expansion or growth of our operations and workforce or implement our business strategies effectively. If the markets for our products fail to develop as anticipated, or if we are unable to address the evolving needs of this dynamic market, our business, results of operations and financial condition may be materially and adversely affected.

As we continue to grow, we may not be able to effectively manage our growth and expand our operations, which could negatively impact our operation performance growth, financial condition, results of operations, and reputation.

We have experienced rapid growth in recent years. Driven by our monetization strategy, our revenues increased from nil in 2022 to US\$3.5 million in 2023, and further to US\$30.5 million in 2024, and subsequently increased from US\$19.5 million in the nine months ended September 30, 2024 to US\$53.4 million in the nine months ended September 30, 2025. We plan to further expand our business by, among other things, continuing to invest in technology, enhancing our brand recognition, and scaling our products globally. Our future operating results will depend to a large extent on our ability to manage our expansion and growth successfully.

Risks that we face in undertaking this expansion include, among others:

- managing a larger organization with a greater number of employees across different divisions and geographic locations;
- managing our supply chain to support rapid business growth;
- controlling expenses and investments in anticipation of expanded operations;
- establishing or expanding research and development, sales and service facilities;
- implementing and enhancing administrative structure systems and processes;
- executing our strategies and business initiatives successfully;
- our ability to secure services from third parties who procure specialized hardware and software, that we rely on to establish the technology infrastructure supporting our foundation model products;
- improving our operational, financial and management controls, compliance programs and reporting systems; and

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- addressing new markets and potentially unforeseen challenges as they arise.

If we fail to efficiently manage our business expansion, our costs and expenses may increase faster than anticipated, and we may not be able to respond promptly to competitive challenges or otherwise execute our business strategies successfully. Our growth requires significant financial resources and will place significant demands on our management. If we fail to effectively manage the growth of our business and operations, our reputation, overall prospects, and results of operations could be negatively impacted.

We may not be able to sustain our historical growth rates, and our historical growth may not be indicative of our future growth or financial results.

We have achieved rapid growth during the Track Record Period. Our total revenue increased from nil in 2022 to US\$3.5 million in 2023, and further by 782.2% to US\$30.5 million in 2024. We recorded total revenue of US\$53.4 million in the nine months ended September 30, 2025, compared with US\$19.5 million during the same period in 2024. However, there is no assurance that we will be able to sustain our historical growth rates in future periods. Our growth rates may decline for a number of reasons, including macroeconomic conditions, technology development in the global foundation model industry, availability of AI talents, increasing enterprise awareness to adopt foundation model products, our continued investment in technological innovation, and our ability to attract and retain our users. We cannot assure you that we will be able to effectively manage our growth or implement our business strategies. If the market for our products does not develop as we expect or if we fail to address the needs of this dynamic market, our business, results of operations and financial condition will be materially and adversely affected.

If our expansion or attempts to develop new products is not successful, our business, prospects and growth momentum may be materially and adversely affected.

Leveraging our foundation model technologies as well as software and hardware integration capabilities, we are able to provide foundation model-empowered products designed to address diversified needs of our users across different verticals. We have a track record of successfully developing new products. We cannot assure you, however, that we will be able to maintain this growth momentum in the future. Expanding offering categories into new business areas involves new risks and challenges. Our lack of familiarity with new verticals may make it more difficult for us to keep pace with evolving customer demands and preferences. In addition, there may be one or more existing market leaders in any vertical that we decide to expand into. Such companies may be able to compete more effectively than us by leveraging their experience in doing business in that market as well as their deeper industry insight and greater brand recognition among users. We will need to comply with new laws and regulations applicable to these businesses. Expansion into any new vertical and development of new products may place significant strain on our management and resources and incur substantial research and development and other costs and expenses before generating any revenues, and failure to expand successfully could have a material adverse effect on our business and prospects. We may also experience downward pressure on our operating margin

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as a result of such business expansion of our business into new areas, which may have margins much lower than that of our existing business lines. Our operating margin may also be negatively impacted from a greater proportion of revenue contributed by new business areas, which may grow faster than our existing business lines.

We have limited experience in the commercialization of our products.

We have relatively limited experience in launching, commercializing, as well as the sales and marketing of our products. For example, we have limited experience in building a commercial team, conducting comprehensive market analysis, or managing the sales force for our products and services. Therefore, our ability to successfully commercialize our products may involve more inherent risks, take longer, and cost more than it would if we were a company with more experience in sales and marketing. In particular, the commercialization of new products requires additional resources. The success of our sales and marketing efforts depends on our ability to attract, motivate and retain qualified and professional employees in our commercialization team who have, among other things, adequate industry knowledge to communicate effectively with industry professionals, sufficient experience in sales and marketing of our foundation model products, and strong connections within the industry as well as with academic and research institutions. Furthermore, along with our market expansion after the commercialization of our products and services, we expect to hire more employees with relevant industry experience and knowledge to strengthen our sales and marketing workforce. However, competition for experienced sales and marketing personnel is intense. In certain emerging industries that rely significantly on AI, many players with sufficient funds would heavily devote their resources to compete for talents with us. If we are unable to attract, motivate and retain a sufficient number of qualified sales and marketing personnel to support our business, the commercialization of our products may be adversely affected. Our business, results of operations, and prospects may also be adversely affected if our investment and efforts to expand our sales force do not generate a corresponding increase in revenue.

The size of our addressable markets and the demand for our products may not increase as rapidly as we anticipate due to a variety of factors. If the market for our products fails to grow as we expect, or if our users or potential users fail to adopt our products, our business, results of operations and financial condition could be adversely affected.

We are pursuing opportunities in markets that are undergoing rapid changes, including technological and regulatory changes, and it is difficult to predict the timing and size of the opportunities for our key products. See “— Risks Related to the Commercialization of Our Products — We operate in a rapidly evolving and increasingly competitive global foundation model industry. Our business is subject to constant technological advancements and industry transformation. If we fail to continuously innovate and adapt to evolving customer needs, our competitive position would be impacted and our business, financial condition and results of operations may be materially and adversely affected.”

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In particular, our business growth relies on our ability to identify and adapt to the needs of our users and develop products that meet their demands. Our ability to retain existing users, attract new users, and increase revenue from both new and existing users will depend on a number of factors. Such growth also depends, to a large extent, on our ability to provide products that meet our users' requirements, including more advanced products that address the evolving needs of our users at competitive prices, the strength of our technology, and our ability to continue improving and enhancing the functionality, performance, reliability, design, security and adaptability of our products. To the extent we are not able to provide products that meet our users' requirement, or we are not able to improve and enhance the functionality, performance, reliability, design, security, adaptability and scalability of our products in a manner that responds to our users' evolving needs, our existing users may not spend more on our products, and we may not be able to attract new users, under which circumstances our business, financial condition, results of operations and prospects may be materially and adversely affected.

Our future financial performance will depend on our ability to make timely investments in the correct market opportunities. If one or more of these markets experience a shift in customer or prospective customer demand, then our products may not compete as effectively, if at all. Given the evolving nature of the markets in which we operate, it is difficult to predict customer demand or adoption rates for our products or the future growth of the markets in which we operate. Even if the global foundation model market grow substantially, there is no guarantee that demand for our products will correlate with that growth if we fail to effectively pursue such opportunities. There is also no guarantee that our business will be successful simply because of the future addressable markets of our products, or because of the trends of the addressable markets of our products. If demand does not develop or if we cannot accurately forecast customer demand, then the size of our markets, our future business, results of operations and financial condition would be materially and adversely affected.

In addition, evolving market conditions and changes in customer expectations may impact our pricing models and further affect demand for our products. As the market for our products grows, as our competitors introduce new products that compete with ours or reduce their prices, or as we enter into new verticals or international markets, we may be unable to attract new users or retain existing users based on our historical pricing models. Given our limited operating history and limited experience with our historical pricing models, we may not be able to accurately predict customer demands. In addition, regardless of the pricing model used, certain users may demand higher price discounts. As a result, we may be required to reduce our prices or offer alternative pricing models, which could adversely affect our revenue, gross margin, profitability, financial position and cash flow.

Furthermore, our prices vary across our products. Our products have different margin profiles, which vary between products depending on the amount, number and type of components that we deliver. If we adjust our business mix or fail to maintain our gross margin and operating margin for our products, our business, results of operations and financial condition would be adversely affected.

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The execution of our growth strategies will also require substantial capital investment and resource allocation. In particular, we may fund some of our expansion plans through our internal financial resources, and may also seek external equity or debt financings to implement them. If we seek debt financings for such plans, we may incur interest costs, which may affect our profit. In addition, we may not be able to manage our current or future operations effectively and efficiently to compete successfully in our existing markets or the new markets that we enter. We may also need to adjust our business plans and growth strategies from time to time, which could involve uncertainties. If our business plans and growth strategies fail to perform as expected, our business, financial condition and results of operations could be materially and adversely affected.

If we fail to retain existing users or attract new users, our business, financial condition and results of operations will suffer.

As of September 30, 2025, our AI-native products had collectively served over 200 million cumulative users and more than 100 thousand enterprises and developers across more than 200 countries and regions. We expect to continue to maintain business relationships with these existing users by not only providing existing products but also exploring their evolving needs to develop and promote new products. We also intend to further grow our business by attracting new users and expanding our global footprint. As a result, retaining our existing users and engaging new users are critical to our future operating results. Factors that may affect our ability to retain and promote additional products to our developers and enterprise customers include:

- the demand of our users for products;
- the price, performance, and functionality of our products;
- the availability, price, performance, and functionality of competing products;
- the stability, performance, and security of our technological infrastructure;
- our ability to develop complementary products, applications and platforms that are tailored to our users' needs;
- the effectiveness of our products;
- the success of our upgraded products or technologies;
- the financial performance, the budget of the research and development activities and the overall business environment of our company; and
- the overall business environment of the industry.

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In addition, we deliver certain products on a subscription basis. As a result, our future revenue depends in part on our ability to retain existing users and encourage renewals of subscriptions, which is in turn dependent on our ability to scale and adapt our products to meet our users' evolving needs. Factors that are not within our control may result in a reduction in our revenue or profitability. The cancellation of subscriptions to our products could materially and adversely affect our business, financial condition and results of operations.

RISKS RELATED TO OUR BUSINESS AND INDUSTRY

We may be unable to successfully expand our user base globally, and the expansion of our international operations may expose us to additional regulatory, economic and political risks, the failure to handle which may adversely affect our business, financial condition and results of operations.

We aim to expand our user base globally. However, we may not succeed in this endeavor and our success will depend on our ability to provide foundation model products that meet the diverse needs of users across different regions. For example, given the high regulatory and market access challenges in specific markets, we may not actively explore these markets in the short term, which could limit our ability to successfully achieve this objective. In addition, we operate in a highly competitive industry, and we cannot assure you that the pace of our growth will meet expectations. Our expansion strategy also requires significant cash investments and management resources and there is no guarantee that our business can generate additional sales of our products to support our expansion. As we expand, we will face risks in doing business internationally that could adversely affect our business, including:

- the difficulty of managing and staffing international operations and the increased operations, travel, and network costs associated with numerous international locations;
- challenges of gaining acceptance for our products by users in different markets;
- our ability to effectively price our products in competitive international markets;
- global or regional health crises;
- tariffs and other non-tariff trade barriers, such as quotas and local content rules;
- the complexities of complying with current and future export control and economic sanctions administered by the U.S. Department of Commerce's Bureau of Industry and Security, the U.S. Department of the Treasury's ("Treasury") Office of Foreign Assets Control and other relevant authorities;
- protectionist or national security policies that restrict our ability to develop, import or export certain technologies or limit our ability to raise capital; and

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- more limited protection for intellectual property rights in some countries.

Our failure to manage any of these risks successfully could harm our international operations, and adversely affect our business, operating results and financial condition.

AI technologies carry certain inherent safety risks, which may adversely affect our business and reputation.

AI technologies carry certain inherent risks and challenges that may adversely affect public perception of our business. Any inappropriate, abusive or premature usage of AI technologies, whether actual or perceived, whether intended or inadvertent, and whether by us or by third parties, may dissuade prospective users from adopting AI-native products, may impair the general acceptance of AI-native products by the society, attract negative publicity and adversely impact our reputation. Specific risks relating to AI technologies may include, among others: (i) fraudulent activity, such as the creation of convincing fake images, videos, and text that can be used to create deepfakes, impersonations, and forged documents for fraudulent purposes; (ii) misinformation and disinformation, such as the generation of realistic and convincing synthetic media that could be used to spread misinformation and disinformation; (iii) privacy concerns, such as the creation of synthetic identities or manipulation of personal data, which may raise privacy concerns; (iv) cybersecurity threats, such as the creation of sophisticated phishing attacks or bypass of security measures, which may increase the risk of cyberattacks and data breaches; and (v) safety and alignment challenges, particularly as AI systems become more advanced and capable.

Adverse user behaviours and misuse of AI-native products may also cause, or be alleged to cause, harm to users or third parties, including by promoting or facilitating self-harm, suicide or other violent conduct, or by creating undue emotional dependence, particularly among minors or other vulnerable persons. In this regard, certain AI companies have been sued in connection with allegations that their chatbot products contributed to users' self-harm or suicide.

In addition, adverse user behaviours may result in heightened scrutiny by platform operators and other regulators, and could lead to enforcement actions such as takedowns, suspensions, distribution restrictions, age-gating requirements or other remedial measures that may materially reduce user acquisition, engagement and monetisation. For the temporary removal of the Talkie app from Apple's App Store, please refer to "Risk Factors – Any restriction on access to major distribution channels, such as the iOS App Store, Google Play or the Internet, or any failure to maintain stable relationships with such channels, could materially and adversely affect our user growth and business performance".

If similar incidents were to occur in relation to our products or services, we could be subject to significant legal and regulatory exposure (including civil claims alleging negligence, wrongful death, product liability, failure-to-warn or consumer-protection violations), as well as other enforcement actions, product changes or usage restrictions. Even if such claims are ultimately unsuccessful, defending against them could be costly and time-consuming, could

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divert management attention, could require increased spending on safety, compliance and customer support, and could cause reputational harm, any of which could materially and adversely affect our business, operations and financial performance.

We may face significant challenges in ensuring that our AI-native products behave in a manner that is safe, reliable, and aligned with human values. As AI models grow more complex, there is an inherent risk that they may exhibit unintended behaviors, pursue goals misaligned with user or societal interests, or fail to perform as expected in high-stakes or novel situations. For example, advanced AI systems could develop emergent capabilities, such as strategic planning or deception, that were not anticipated during their development. Additionally, the rapid pace of AI progress may exacerbate safety risks, as competitive pressures or the deployment of untrustworthy AI systems by third parties could lead to harmful outcomes. If we are unable to address these safety challenges effectively, any real or perceived failures in the safety or alignment of our AI systems could result in reputational damage, regulatory scrutiny and a loss of user trust, all of which could materially and adversely affect our business, operations, and financial performance.

In addition to these safety-related concerns, we are subject to a complex and evolving regulatory landscape governing internet content. Applicable government and regulatory authorities have adopted regulations governing content contained within videos, audios, images and other information over the internet. Under these regulations, internet content providers are prohibited from posting or displaying content that, among other things, violates applicable laws and regulations, impairs the national dignity of certain countries or the public interest, or is obscene, superstitious, fraudulent, violent or defamatory on the internet. Internet content providers are also prohibited from displaying content that may be deemed by relevant government authorities as illegal or inappropriate.

We allow our users to produce content using our AI-native products and generate outputs via our foundation models. These outputs may include various forms of media such as text, video, audio, and image, some of which may feature our proprietary watermarks. We implement measures to identify and restrict content that may be prohibited under applicable government regulations. However, we cannot guarantee that all generated content will be identified or restricted in a timely manner, or that it will fully comply with all relevant laws and regulations.

If we are unable to protect or promote our brand and reputation, our business may be materially adversely affected. Negative publicity or rumors about us, our products, our management, directors, employees, shareholders, users, business partners or their affiliates or our industry in general may adversely affect our reputation and business.

We must maintain and enhance our brand identity while increasing market awareness of the reputation of our business and products. The successful promotion of our brand depends on our ability to achieve widespread acceptance of our products, attract and retain users, maintain our current market share, and successfully differentiate our products from those of our competitors.

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Achieving these goals require substantial expenditures, and we anticipate expenses to increase as we expand into new markets. In addition to marketing and advertising costs, we may need to invest in customer support, public relations, community engagement, and compliance mechanisms to reinforce positive brand perception. However, there is no assurance that these investments will result in increased revenue, or that any revenue growth will be sufficient to offset the associated expenses.

Moreover, even isolated incidents, such as unintended outputs generated by our foundation models, miscommunication by company representatives, or negative feedback from influential users or media, can quickly escalate online and undermine years of brand-building efforts. Damage to our brand or reputation could lead to user attrition, reduced pricing power, increased customer acquisition costs, or reluctance from potential partners and investors to engage with us. Any of these factors could materially and adversely affect our business, financial condition, results of operations and growth prospects.

The technology infrastructure we relied on and our products may experience system failures, interruptions, security breaches, cyberattacks, or other technical inadequacies. Our brand, reputation, business, financial conditions or results of operations may be materially and adversely affected if we fail to effectively identify and rectify these problems in a timely manner.

The technology infrastructure we relied on and products may encounter disruptions or other outages caused by problems or defects in our own technologies and systems, such as malfunctions in software or network overload. The technology infrastructure we relied on may also be vulnerable to damage or interruption caused by security breaches, cyberattacks, human error or other technical inadequacies. The occurrence of unanticipated problems that affect the technology infrastructure we relied on could result in interruptions in the availability of our products. It may be difficult for us to respond to such interruptions in a timely manner, or at all. Such interruptions may affect the ability of users to use our products, which would damage our reputation, reduce our future revenues, harm our future profits, subject us to regulatory scrutiny and lead our users to seek alternative products.

It is possible that our security controls and other security practices we follow may not prevent the improper access to or disclosure of personal data or proprietary information. We also rely on systems provided by third parties, which may also suffer security breaches or unauthorized access to or disclosure of personal data or proprietary information. Additionally, our business involves the processing, storage, transmission and processing of confidential and user data, including user data, and the deployment of our IT resources in a safe and secure manner that does not expose our network systems to security breaches or the loss of data. Any data security incidents, including internal malfeasance by our employees, unauthorized access or usage, virus or similar breach or disruption of us or our service providers could result in loss of confidential or proprietary information or personal data, damage to our reputation, loss of users, litigation, regulatory investigations, fines, penalties and other liabilities. Accordingly, if our cybersecurity measures or those of our users fail to protect against unauthorized access, attacks (which may include sophisticated cyber-attacks), the compromise or mishandling of

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data, or other misconduct or malfeasance, including by computer hackers, employees, contractors, vendors, users and business partners, as well as software bugs, human error or technical malfunctions, then our reputation, business, operating results and financial condition could be adversely affected.

Furthermore, the technology infrastructure we relied on is also vulnerable to damages from fires, floods, earthquakes and other natural disasters, power loss and telecommunications failures. Any network interruption or inadequacy that causes interruptions to our operations, or failure to maintain the network and server or solve such problems in a timely manner, could reduce our user satisfaction, which in turn could adversely affect our reputation, business and financial condition.

Flaws in our foundation model products, including programming errors or defects in our models, whether real or perceived, could adversely affect our user experience and market acceptance of our products, which may materially and adversely affect our reputation, business and results of operations.

The technology underlying our AI-native products is inherently complex and may contain material defects or errors, particularly when new products are first introduced, when new features or capabilities are released or when integrated with new or updated third-party hardware or software. Our foundation model products are subject to frequent updates, and may contain bugs or flaws that can only become apparent when the updates are accessed by a number of users, especially when we launch updates under a tight schedule. We have from time to time received user feedback pertaining to programming errors. We cannot assure you that we will be able to detect and resolve all these programming errors effectively and in a timely manner. Any real or perceived programming errors or defects may adversely affect user experience, cause users to refrain from subscribing for our products, or cause our enterprise customers to reduce their use of our products, result in negative publicity and performance issues, any of which could materially and adversely affect our business and results of operations. Correcting such defects or errors may be costly and time consuming. Moreover, the harm to our reputation and legal liability related to such real or perceived defects or errors may be substantial and would harm our business.

We make certain of our models and products available on an open-source basis and may use open-source technology, which may pose particular risks to our business.

We strongly believe in open-source collaboration and we make certain of our models and products available on an open-source basis. By opening our technologies, we allow third parties, including competitors, to access, use, modify, or redistribute them, which could limit our ability to commercialize those technologies or differentiate ourselves in the marketplace. Specifically, our competitors may develop their own products using our open-source technology to compete with us, potentially reducing the demand for our products.

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In addition, we may from time to time, use open-source technology in certain of our operations and expect to continue using certain open-source technology in the future. There remains a risk that third parties may assert claims of ownership or seek to enforce the terms of open-source licenses. Such claims may include demands for the release of open-source components, derivative works, or even our proprietary source code developed using open-source technology. These claims could lead to litigation and divert management attention and resources. Moreover, the terms of many open-source licenses have not been interpreted by courts, creating a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrict our ability to commercialize our products. In such an event, we may be required to seek licenses from third parties to continue commercially offering our products, to make our proprietary code generally available in source code form, to re-engineer our products or to discontinue the sale of our products if re-engineering could not be accomplished on a timely basis, any of which could adversely affect our business, financial condition and results of operations.

Any restriction on access to major distribution channels, such as the iOS App Store, Google Play or the Internet, or any failure to maintain stable relationships with such channels, could materially and adversely affect our user growth and business performance.

Users of some of our products need to access the Internet and major app distribution channels such as Apple's App Store, Google Play, and other well-known app stores, to download certain of our AI-native products. Any disruption, restriction, suspension, or removal of our mobile apps from these third-party distribution channels, or any changes to their terms, review policies, or technical requirements, could materially impact our ability to acquire users and deliver our products. For example, in December 2024, a prior version of our Talkie app was temporarily removed from Apple's App Store in certain jurisdictions for a period of approximately two months. To the best of our knowledge, such temporary removal of the Talkie app from Apple's App Store was not due to any product default or illegality, and Apple did not specify the reasons for such removal. As a result, from mid-December 2024 to the mid-February 2025, such prior version of Talkie app could not be downloaded from the Apple's App Store in certain jurisdictions, and the average daily downloads of Talkie app decreased by approximately 16.8 thousand compared with its average level prior to such removal. During such period, we made certain adjustments to the product features of our Talkie app to enhance its risk management and user experience. Since mid-February 2025, the updated Talkie app has been made available for download on Apple's App Store. If any of our current or future mobile apps are restricted, removed or otherwise disrupted in their access to these distribution channels — whether due to technical issues, platform concerns, evolving content standards, geopolitical sensitivities, or other factors — we may face reputational harm, reduced user growth, and our financial condition and results of operations may be materially and adversely affected.

Moreover, laws and regulations or government authorities may block or limit the access to the Internet generally or these distribution channels for reasons of security, confidentiality, data privacy or other concerns, and there is no assurance that we will be able to maintain stable

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relationships with these distribution channels. Any restriction on access to the Internet in general or these distribution channels or the failure to maintain relationship with these distribution channels could result in the loss of existing users, slower user growth, or increased distribution and customer acquisition costs. In case an important distribution channel is inaccessible, we will resort to other distribution channels available to us. That said, our business, results of operations and prospects may be materially and adversely affected by limited access to distribution channels.

Our success depends on the continued contributions of our senior management and key employees. Failure to attract, recruit, retain, and motivate such qualified personnel could materially and adversely affect our business and growth prospects.

The business of the Company is highly dependent on certain individuals whose leadership, vision, and technical expertise are not readily replaceable. The market for high-caliber workers and leaders in our industry is extremely competitive. To execute our business strategies successfully, we must attract, retain and motivate our senior management and key employees. In particular, hiring qualified executives, scientists, engineers, technical staff and research and development personnel is costly and critical to our business. Competition for personnel results in increased costs in the form of cash and stock-based compensation. Nonetheless, we must recruit and develop diverse qualified personnel to remain competitive in our industry. If one or more of our key employees, including senior executives or core technical personnel, were to depart unexpectedly, such departures could disrupt our operations, delay product development or strategic initiatives, and result in the loss of valuable institutional knowledge. Effective succession planning is also important to our long-term success. Failure to ensure effective transfer of knowledge and smooth transitions involving key employees could hinder our strategic planning and execution. If we are less successful in our recruiting efforts, or if we cannot retain key employees or their knowledge, our ability to develop and deliver successful products may be adversely affected. Such events may also lead to reputational harm, decreased employee morale, and potential reluctance from customers or partners to continue existing or prospective engagements.

The interpretation and application of employment-related laws to our workforce practices may result in increased operating costs and less flexibility in how we meet our workforce needs. Changes in immigration and work permit laws and regulations or the administration or interpretation of such laws or regulations could impair our ability to attract and retain highly qualified employees. If we do not continue to anticipate and address the needs of our employees sufficiently and/or in a timely manner, their productivity could be impacted, or we could fail to retain them, which could have a material adverse impact on our future business operations, results of operations and financial condition.

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We face risks related to changes in global and regional macroeconomic conditions, geopolitical tensions, regional conflicts, terrorist activities, natural disasters, health epidemics and other outbreaks of contagious diseases, and other force majeure events, any of which could materially and adversely affect our business operations, financial condition, results of operations and prospects.

Uncertainties about global economic conditions, regulatory changes, geopolitical tensions 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. A deteriorating global economic outlook could result in a slowdown in business investment, tighter budget allocations for technology spending, and greater pricing sensitivity among customers, which may in turn reduce the market adoption of our products and services.

The escalated Palestinian-Israeli conflict, the conflict in Ukraine and the imposition of broad economic sanctions on Russia have disrupted global supply chains and triggered uncertainty across financial markets. Unrest, terrorist threats and the potential for war in the Middle East and elsewhere may increase volatility and risk aversion in global capital markets. In addition, the evolving trade relationships between China and other countries — particularly regarding tariffs, treaties, and government regulations — may have profound implications on cross-border business activities, cost structures, and our ability to access certain markets. Such developments may affect the macroeconomic environment, both domestically and internationally, and could have a direct or indirect impact on the markets in which we operate.

Geopolitical, economic and market conditions, including factors such as the liquidity of the global financial markets, the level and volatility of debt and equity prices, interest rates, currency and commodities prices, investor sentiment, inflation and the availability and cost of capital and credit have been affecting, and will continue to affect the countries where we operate. There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies adopted by the central banks and financial authorities of some of the world's leading economies.

There have been concerns over unrest and terrorist threats in the Middle East, Europe and Africa and over the conflicts involving Ukraine and Syria. The slow economic recoveries around the world and the high inflation, high interest environment have contributed to higher global volatility. These developments may adversely impact global liquidity, heighten market volatility and increase U.S. dollar funding costs resulting in tightened global financial conditions and fears of a recession. It is unclear whether these challenges and uncertainties will be contained or resolved, and what effects they may have on the global political and economic conditions in the long term. It remains unclear whether these challenges and uncertainties will be resolved in the near future, and their potential long-term effects on the global political and economic landscape remain difficult to predict. Any severe or prolonged slowdown in the global or PRC economy may materially and adversely affect our business, results of operations and financial condition.

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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 the 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, results of operations, financial condition and prospects.

We are subject to the risks associated with international trade policies, geopolitics and trade protection measures. Changes in international relationships, trade and investment policies, trade protection and investment restriction measures may adversely impact our business, financial condition and results of operations.

Our operations may be negatively affected by trade policies, geopolitics and other trade protection measures administered by the government authorities in the countries in and with which we operate, including, but not limited to, regulation of economic and labor conditions, increased duties, taxes and other costs. Margins on sales of our products in certain countries could be materially and adversely affected by international trade regulations, including duties, tariffs and antidumping penalties. In addition to trade policy measures, the United States and certain other governments have imposed and may adopt additional sanctions, export controls and other regulatory measures that directly or indirectly affect technology companies based in certain jurisdictions. Due to the global presence of our business, we are potentially impacted by changes in international trade and investment policies, escalations of tensions in international relations, and increased scrutiny from regulatory authorities, particularly given recent trade negotiations between the United States and China, which has resulted in and may continue to cause changes in international trade policies and additional barriers to trade. Such regulatory measures are complex and subject to frequent changes, and the interpretation and enforcement of the relevant regulations may change from time to time, which may be driven by political and/or other factors that are not within our control or that are heightened by national security and foreign policy concerns.

For instance, in recent years, the United States has expanded sanctions and export control restrictions on China through the EAR, administered by BIS. These regulations are designed, in part, to restrict the access by Chinese companies to sensitive U.S. technologies, particularly in industries like telecommunications, artificial intelligence, and semiconductors. In recent years, the United States has expanded sanctions and export controls restrictions on China through the Export Administration Regulations (the “**EAR**”), administered by the Bureau of Industry and Security of the United States Department of Commerce (the “**BIS**”). For instance, in October 2022, BIS issued an interim final rule (the “**BIS October 2022 IFR**”) requiring license for exports, re-exports, or transfers of any item subject to the EAR when there is “knowledge” that the item is destined for end use in the development or production of ICs at a fab in China that fabricates ICs meeting certain criteria. On December 2, 2024, BIS issued an interim final rule (the “**BIS December 2024 IFR**”) and a final rule (the “**BIS December 2024 FR**”), which expanded controls in the EAR on advanced computing and semiconductor manufacturing items. Separately, BIS issued the so-called “Affiliate Rule” that expanded the scope of the Entity List and Military End-User List to include entities owned 50 percent or

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more directly or indirectly, individually or in the aggregate, by one or more listed parties. The U.S. Government has indicated that implementation of the Affiliate Rule will be delayed for at least one year (i.e., until November 2026). These recent measures together with the U.S. export control regime regulate the export, reexport and transfer of U.S. products, software, and technology, including certain items manufactured outside the United States that contain greater than *de minimis* controlled U.S. content or are the foreign direct product of certain U.S. software or technology. Export licenses may be required depending on the nature of the items, destination, end-use, end-user and other parties to the relevant transactions.

Our AI products were developed by us without direct using material U.S. software or technology, or incorporating material components procured from U.S. suppliers. We engage certain U.S. service providers in our ordinary course of business to support the operations of our international business. The services provided by such U.S. service providers could generally be replaced by suppliers in other jurisdictions around the world, at comparable quality and price, and we therefore believe that our R&D activities and operations are not reliant on technology or raw materials of U.S.-origin to any material extent. However, if any uncertainties in U.S.-China relationship or any resulted disruption to our supply chains will make it necessary for us to make such transition, such transition may take time to complete, and cause certain delays or disruptions to our ordinary course of business, and may therefore adversely affect our business, results of operations and financial conditions.

In addition to disrupting our supply chain in the U.S., export controls could also adversely impact the ability of our technology vendors in China to procure certain hardware or related services for their provision of services to us, which may have a material adverse impact on our operations. In the future, as similar or more expansive restrictions may be imposed by different jurisdictions, we will need to maintain heightened internal control and risk management policies to ensure sound compliance with such restrictions, which requires significant resources and efforts. Furthermore, such potential restrictions may materially and adversely affect our and our technology partners' abilities to acquire technologies, systems, devices or components that may be critical to business operations. Any of these developments could affect us, our users and/or suppliers or economic conditions generally, any of which could adversely affect our business and financial condition.

As advised by our international sanctions legal advisor, during the Track Record Period and up to the Latest Practicable Date, our Group has not been subject to sanctions, and we have not engaged in any material activities in comprehensively sanction countries, or entered into material service contract with any customers that are targets of U.S. sanctions. Therefore, as advised by our international sanctions legal advisor, we have been in compliance with rule and laws in US export control and sanctions in all material aspects, and U.S. sanctions are not likely to have any material adverse impact on us.

Our business operations is impacted not only by rules and laws related to export control, but also by changes in regulations governing cross-border investment policies. Changes in international investment policies, particularly with regard to China, could materially and adversely impact our business and operating results. In particular, in January 2025, a U.S. rule

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went into effect that prohibits or requires the submission of notifications in connection with U.S. outbound investment in Chinese-affiliated companies engaged in certain activities involving specified sensitive technologies sectors (artificial intelligence (“AI”), semiconductors and microelectronics, and quantum information technologies) and issued a broadly worded “America First Trade Policy” and an “America First Investment Policy” that seek to further restrict U.S. investments involving China (including possibly expanding technologies subject to the U.S. outbound investment regime and narrowing related exceptions (including those related to publicly traded securities)). In addition, effective on January 2, 2025, the final rule issued by the U.S. Department of the Treasury to implement the executive order of August 9, 2023 (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) AI systems. The Final Rule could limit our ability to raise capital or contingent equity capital from U.S. investors after this Global Offering given that relevant laws, regulations, and policies continue to evolve. See “— We are subject to the risks associated with sanctions and export controls laws and regulations, and developing domestic and foreign laws and regulations on AI and related technologies, and our business, financial condition and results of operations could be materially and adversely affected.”

We are closely monitoring potential changes in tariff policy and assessing the potential impact of such policy changes on our business operations and financial performance. For example, recently, the United States proposed to impose multiple rounds of tariffs on a wide range of goods imported from multiple countries, including China, and China responded with retaliatory 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. These policies have adversely affected the global economy and financial markets. On August 12, 2025, both the U.S. and China announced the extension of these tariff measures for another 90 days. On October 30, 2025, the United States announced it would further reduce tariffs by 10% but otherwise the tariffs by China and the United States remains in place. As advised by our international sanctions legal advisor, U.S. import tariffs only apply of export of physical goods to the United States. On such basis, it is of the view of our Directors that, given that we do not export physical goods to the United States, U.S. tariffs are unlikely to have a material adverse impact on our business operations and financial performance. As relevant policies are rapidly evolving, it may be difficult to evaluate these tariff measures’ potential future impacts.

Geopolitical conflicts may also lead to volatility in financial markets, fluctuations in currency exchange rates, increased procurement costs and declines in trading prices of our Class A Ordinary Shares. In extreme cases, such conflicts could result in economic downturns that materially and adversely impact our operations. It is unclear whether these challenges and

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uncertainties will be contained or resolved, and what effects they may have on the global political and economic conditions in the long term and the ability of Chinese companies to raise capital from U.S. investors.

We collaborate with third-party online payment channels for payment collection. Any interruption of their services or unintended leakage of confidential information may materially and adversely affect our reputation and business.

We collaborate with major third-party payment channels to facilitate and collect users' payment for subscriptions and in-app purchases. We are subject to various risks and uncertainties associated with these third-party online payment channels. Any interruption in their payment services could adversely affect our payment collection, and in turn, our revenue.

In all online payment transactions through third-party payment channels, secured transmission of users' confidential information over public networks is essential for maintaining user confidence. We do not have control over the security measures of the third-party payment channels, and their security measures may not be adequate at present or may not be adequate with the expected increased usage of online payment systems. We could be exposed to litigation and potential liabilities if we fail to safeguard users' confidential information, which could harm our reputation and our ability to retain or attract users and may have a material and adverse effect on our business.

Furthermore, our payment channels are subject to various laws and regulations regulating electronic funds transfers and virtual currencies, which could change or be reinterpreted in a way that will adversely affect their compliance. If our payment channels experience any non-compliance incidents, they may be subject to fines and even lose their ability to accept online payments from our users, which in turn would materially and adversely affect our ability to monetize our user base. In addition, if we or the third-party payment channels experienced any investigations or litigations arising from any non-compliance incidents, the assets maintained at these third-party payment channels could be frozen, seized or even forfeited, which would materially and adversely affect our business and financial conditions.

We allow our users to supply content through certain of our products to receive AI-generated outputs. If users have not obtained all necessary copyright licenses in connection with such inputted content, we may be subject to potential disputes and liabilities.

We allow users to input content for the purpose of obtaining AI-generated outputs on certain of our products, which may expose us to potential disputes and liabilities in connection with third-party copyright. When users register on our platform, they agree to our standard agreement, under which they agree not to disseminate any content infringing on third-party copyright. Given the amount of user-supplied contents, the way they were inputted by users and the passage of time since they were initially inputted, it is generally impracticable for us to

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accurately identify and verify the individual users that inputted or provided such content, the copyright status of such content, and the appropriate copyright owners from whom copyright licenses should have been obtained.

Applicable laws and regulations and certain other jurisdiction, online service providers, which provide storage space for users to supply works or links to other services or content, may be held liable for copyright infringement under various circumstances. For example, according to our PRC Legal Advisor, we and our PRC operations are subject to the following PRC laws and regulations:

- According to the Civil Code of the People's Republic of China (中華人民共和國民法典), the network service provider shall bear joint and several liability with the network user for the expanded part of the damage if it fails to take timely necessary measures after receiving the notice from the right holder. Where a network service provider knows or should know that a network user is infringing upon the civil rights and interests of others by using its network services but fails to take necessary measures, it shall bear joint and several liability with such network user.
- According to the Provisions by the Supreme People's Court on Several Issues Concerning the Application of Law in Hearing Civil Dispute Cases Involving Infringement of the Right of Communication to the Public on Information Networks (最高人民法院關於審理侵害信息網絡傳播權民事糾紛案件適用法律若干問題的規定), if a network service provider knows or should know that a network user is infringing upon the right to disseminate information through information networks by using its network services, but fails to take necessary measures such as deletion, blocking, or disconnection of links, or provides technical support or other assistance, the people's court shall determine that it constitutes an act of contributory infringement.
- Pursuant to the Interim Measures for the Administration of Generative Artificial Intelligence Services (生成式人工智能服務管理暫行辦法), the provision and use of generative artificial intelligence services shall abide by the following provisions: (i) Respect intellectual property rights and business ethics, keep trade secrets; (ii) Respect the legitimate rights and interests of others, shall not endanger others' physical and mental health, or infringe upon others' rights to portrait, reputation, honor, privacy, or personal information.
 - Providers of generative artificial intelligence services (the “**Providers**”) shall carry out training data processing activities such as pre-training and optimization training in accordance with the law, and comply with the following provisions: (i) Use data and basic models with legal sources; (ii) Where intellectual property rights are involved, shall not infringe upon the intellectual property rights legally enjoyed by others; (iii) Where personal information is involved, shall obtain the individual's consent or meet other circumstances prescribed by laws and administrative regulations; (iv) Take

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effective measures to improve the quality of training data and enhance the authenticity, accuracy, objectivity, and diversity of training data; (v) Other relevant provisions of laws and administrative regulations such as the Cybersecurity Law of the People's Republic of China, the Data Security Law of the People's Republic of China, and the Personal Information Protection Law of the People's Republic of China, as well as relevant regulatory requirements of competent authorities.

- Providers shall assume the responsibilities of network information content producers in accordance with the law and fulfill obligations related to network information security. Where personal information is involved, they shall assume the responsibilities of personal information processors in accordance with the law and fulfill obligations for personal information protection.
- Furthermore, providers shall establish and improve complaint and report mechanisms, set up convenient complaint and report portals, publicize processing procedures and feedback time limits, promptly accept and handle public complaints and reports, and feedback the handling results.
- According to the Copyright Law of the PRC (中華人民共和國著作權法), anyone who commits any of the infringing acts such as using another person's work without paying remuneration as required shall, or other acts of infringing copyright depending on the circumstances, bear civil liabilities such as ceasing the infringement, eliminating the effects, making an apology, or compensating for losses.
- According to the Provisions by the Supreme People's Court on Several Issues Concerning the Application of Law in Hearing Civil Dispute Cases Involving Infringement of the Right of Communication to the Public on Information Networks (《最高人民法院關於審理侵害信息網絡傳播權民事糾紛案件適用法律若干問題的規定》) issued by Supreme People's Court and became effective on January 1, 2021, if a network service provider knows or should know that a network user is infringing upon the right to disseminate information through information networks by using its network services, but fails to take necessary measures such as deletion, blocking, or disconnection of links, or provides technical support or other assistance, the people's court shall determine that it constitutes an act of contributory infringement.

See “Regulatory Overview — Laws and Regulations in the PRC — Government Policies on Artificial Intelligence” and “Regulatory Overview — Laws and Regulations in the PRC — Regulations Relating to Intellectual Property” for details.

We may not be effective in preventing the unauthorized posting and use of third parties' copyrighted content or the infringement of other third-party intellectual property rights. In addition, individual users who supply infringing content on certain of our product may not have sufficient resources to fully indemnify us, if at all, for any such claims. Also, such measures

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may fail or be considered insufficient by courts or other relevant regulatory authorities. We may be subject to joint infringement liability with the users, which may materially and adversely affect our business, financial position, and reputation.

As an online service provider, we have adopted a comprehensive set of measures to reduce the likelihood of using, developing or making available any content without the proper licenses or necessary consents. Such measures include (i) requiring users to acknowledge and agree that they will not supply or perform content which may infringe upon others' copyright; (ii) putting in place procedures to block users on our blacklists from supplying or distributing content; (iii) implementing "notice and take-down" policies to be eligible for the safe harbor exemption for user-generated content. However, these measures may not be effective in preventing the unauthorized posting and use of third parties' copyrighted content or the infringement of other third-party intellectual property rights. Specifically, it is possible that such acknowledgments and agreements by users may not be enforceable against third parties who file claims against us. Furthermore, a plaintiff may not be able to locate users who generate content that infringes on the plaintiff's copyright and may choose to sue us instead. In addition, individual users who supply infringing content on our platforms may not have sufficient resources to fully indemnify us, if at all, for any such claims. Also, such measures may fail or be considered insufficient by courts or other relevant regulatory authorities. If we are not eligible for the safe harbor exemption, we may be subject to joint infringement liability with the users, and we may have to change our policies or adopt new measures to become eligible and retain eligibility for the safe harbor exemption, which could be expensive and reduce the attractiveness of our platform to users.

We may not be able to adequately protect or enforce our intellectual property rights throughout the world, and our efforts to do so may be costly.

We rely on proprietary technology, and we are dependent on our ability to protect such technology. If we are not able to adequately protect or enforce the intellectual property rights relating to our foundation model products and other technologies, competitors could be able to access and use them, and our operations and financial condition could be adversely affected. Other parties may unintentionally or willfully disclose, obtain or use our technologies. Unauthorized third parties, including our competitors, may be able to copy certain portions of our products or reverse engineer or obtain and use information that we regard as proprietary. Our competitors may also be able to independently develop similar or superior products without copying our proprietary technology or design around our patents. Further, 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. We did not adopt an aggressive or offensive global intellectual property strategy to enforce our intellectual property rights, which may expose us to greater risk of infringement by third parties.

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In addition, any litigation initiated by us concerning the infringement by third parties of our intellectual property rights is likely to be expensive and time consuming and could lead to the invalidation of, or render unenforceable, our intellectual property rights, or could otherwise have negative consequences for us. We may be a party to claims and litigation as a result of alleged infringement by third parties of our intellectual property rights. Even when we sue other parties for such infringement, that suit may have adverse consequences for our business. Any such suit may be time consuming and expensive to resolve and may divert our management's time and attention from our business. Furthermore, it could result in a court or governmental agency invalidating, narrowing the scope of, or rendering unenforceable our patents or other intellectual property rights upon which the suit is based, which may seriously harm our business. Additionally, monitoring unauthorized use and disclosures of our proprietary technology, intellectual property and confidential information can be difficult and expensive. We cannot be sure that the steps we have taken will prevent misappropriation, infringement and violation of our intellectual property or proprietary rights. If we are unable to adequately protect, establish, maintain or enforce our intellectual property or other proprietary rights, our business, financial condition and results of operations may be adversely affected.

In particular, we must actively protect and maintain the legal ownership of our trademarks under which we market our brand and offer various foundation model products. Any failure to register or maintain the registration of our trademarks in any jurisdictions where we operate our business may result in an adverse and material effect on our business, financial condition and results of operations. We currently have certain pending trademark applications across various jurisdictions, some of which may be subject to governmental scrutiny or third-party objection. We cannot assure you that we would not be subject to trademark infringement claims due to such trademark uses by us, or that we have duly registered all the trademarks necessary for our operations with competent governmental authorities. We may also be subject to other intellectual property infringement claims. As competition intensifies and as litigation becomes a more common method for resolving commercial disputes, we face a higher risk of intellectual property infringement claims. See “— We may become subject to litigation brought by third parties claiming infringement by us of their intellectual property rights.”

If we are unsuccessful in obtaining protection for our trademarks, we may be required to change our brand names and may incur significant costs or substantial damages to our businesses in redirecting the existing users and potential users to our new name and may lose audience traffic to a material extent during the process. Any potential conflict over the usage of our brand may expose us to substantial legal costs and administrative penalties and take up the time and energy of our management which could have been used on development of our business. In addition to our registered patents, trademarks, and copyrights, we rely heavily on proprietary know-hows and internal trade secrets. These trade secrets and proprietary know-hows are critical to the performance of our foundation models but are inherently more difficult to protect. If any of our employees or partners misappropriate, disclose, or independently develop similar techniques, our competitive advantage may be materially harmed, and we may have limited legal remedies to enforce our rights.

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Moreover, our intellectual property strategy is closely linked to our ability to maintain and enhance our brand reputation. Adverse publicity, with or without merits, relating to events or activities attributed to us, our management, directors, employees, shareholders, business partners or their affiliates, industry, or products similar to ours, may tarnish our reputation and reduce the value of our brand. For instance, unfounded and adversarial statements or opinions could be misleading and could harm our business and reputation. Given the delicate and complex nature of the industry that we operate in, we are vulnerable to such statements or opinions. If we fail to respond to such statements or opinions in a proper manner, our business reputation, financial condition and results of operations may be adversely affected. Moreover, damage to our reputation and loss of brand equity may reduce demand for our products, have an adverse effect on our future financial results, or reduce the trading price of our Class A Ordinary Shares. Rebuilding our reputation and brand equity may also require additional time and significant resources. If we are unable to successfully enhance and protect our reputation, our business operations, results of operations, and financial condition could be materially and adversely affected.

We may become subject to litigation brought by third parties claiming infringement by us of their intellectual property rights.

The industry in which our business operates is characterized by a dense landscape of intellectual property rights, including rights whose scope, validity or enforceability may be uncertain. As a result, even though our business conduct with respect to intellectual property is generally in alignment with industry peers according to CIC, there remains a significant amount of uncertainty in the industry regarding intellectual property protection and infringement, and we cannot be certain that the conduct of our business does not and will not infringing, misappropriating or otherwise violating intellectual property or proprietary rights of third parties. User-generated content and the training materials used in our AI-native products present risks that could lead to allegations that we inadvertently violate intellectual property rights without our knowledge. For example, it could be alleged that datasets used for training may inadvertently include copyrighted material without proper licensing, or users may input content they do not own or have permission to use, potentially giving rights to claims of secondary liability for infringement. AI-generated outputs based on such data could be alleged to be unauthorized derivative works or closely mimic protected content. Additionally, the inclusion of open-source materials with specific usage restrictions, proprietary information such as trade secrets, or data alleged obtained through web scraping in violation of terms of service may further expose us to infringement claims. The complexity and opacity of sourcing and processing large datasets increase the risk of facing the allegations of unintentional violations.

In recent years, there has been significant litigation globally involving patents and other intellectual property rights, including litigation against the foundation model industry. As the legal frameworks governing the business of the global foundation model industry are still evolving, we and our industry peers could become subject to claims and litigation alleging infringement of third-party patents, copyrights or trade secrets. For example, on September 16, 2025, a group of major U.S. movie studio companies, including Disney, Universal and Warner

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Bros. Discovery (the “**Plaintiffs**”), filed a civil complaint (the “**Complaint**”) in the United States District Court for the Central District of California, against our Group in relation to Hailuo AI, our visual generation platform. As this case is still at an early stage, we cannot predict with certainty its timing, outcome, potential damages, or expenses that may be incurred. There can be no assurance that we will be able to prevail in our defense. Any adverse outcome of this case could result in payments of monetary damages and divert our management’s attention from day-to-day operations, and thus have an adverse effect on our business, results of operations, financial condition and reputation. See “Business — Legal Proceedings and Compliance.” Furthermore, we may face similar infringement claims from other copyright owners. Any such suit may be time consuming and expensive to resolve and may divert our management’s time and attention from our business. Moreover, in the event that we recruit employees from other technology companies, including certain potential competitors, and these employees used or alleged to have used certain know-how, technology or contents, or the participation by such employees in our research and development, we may become subject to claims that such employees have improperly used or disclosed trade secrets or other proprietary information. These claims and any resulting lawsuits, if resolved adversely to us, could subject us to significant liability for damages, impose temporary or permanent injunctions against our products or business operations, or invalidate or render unenforceable our intellectual property rights. An adverse judgment could also result in loss of reputation or may force us to take costly remediation actions, such as redesigning our products. In addition, because patent applications can take many years until the patents issue, there may be applications now pending of which we are unaware, which may later result in issued patents that our products may infringe. If any of our products infringes a valid and enforceable patent, or if we wish to avoid potential intellectual property litigation on any alleged infringement of our products, we could be prevented from selling, or elect not to sell, our products unless we obtain a license, which may be unavailable or be available only at commercially unreasonable, unfavorable or otherwise unacceptable terms. Alternatively, we could be forced to pay substantial royalties or to redesign one or more of our products to avoid any infringement or allegations thereof. Additionally, we may face liability to our users, business partners or third parties for indemnification or other remedies in the event that they are sued for infringement in connection with their use of our products.

We also may not be successful in any attempt to redesign our products to avoid any alleged infringement. A successful claim of infringement against us, or our failure or inability to develop and implement non-infringing technology, or license the infringed technology, on acceptable terms and on a timely basis, could materially adversely affect our business and results of operations. Furthermore, such lawsuits, regardless of their success, could likely be time consuming and expensive to resolve and may divert management’s time and attention from our business, which could seriously harm our business. Also, such lawsuits, regardless of their success, could seriously harm our reputation with our users, developers and enterprise customers.

Further, third parties may assert infringement claims against us, including the sometimes aggressive and opportunistic actions of non-practicing entities whose business model is to obtain patent-licensing revenues from operating companies such as us. Any such assertion,

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regardless of merit, may be time consuming and expensive to resolve and result in litigation or may require us to obtain a license for the intellectual property rights of third parties. Such licenses may not be available or they may not be available on commercially reasonable terms. In addition, as we continue to develop software products and expand our portfolio using new technology and innovation, our exposure to threats of infringement may increase.

If we are unable to ensure compatibility of our products with a variety of hardware and software platforms and software applications developed by others, including our partners, and to ensure effective interoperation with mobile operating systems, networks and mobile devices whose standards we do not control, we may become less competitive and our results of operations may be materially and adversely affected.

Our foundation model products may be integrated with a variety of hardware and software platforms and software applications, and we need to modify and enhance our foundation model products to adapt to changes in hardware and software technologies in a timely and cost-effective manner. Compatibility of our products and hardware and software developed by others is critical to the performance of our products. Failure to ensure compatibility of our products may negatively affect our competitive edge, and our business, financial condition and results of operations could be materially and adversely affected.

We make our products available across a variety of mobile operating systems and devices. We are dependent on the interoperability of our products with popular mobile devices and mobile operating systems that we do not control, such as Android and iOS. Any changes in these mobile operating systems or devices that reduce the functionality of our products or give preferential treatment to competing products may negatively affect the user experience of our products or divert our users to our competitors. In addition, to deliver high-quality products, it is important that our products work well across a range of mobile operating systems, networks, mobile devices and standards that we do not control. If it becomes difficult for our users to access our products, our user growth and market acceptance of our products could be harmed. Furthermore, if the number of platforms for which we develop or adjust our products increases, it will result in an increase in our costs and expenses. Any of the above factors could adversely affect our business and results of operations.

We, our directors, management, employees and shareholders and their affiliates may be subject to lawsuits, contract disputes, employment-related controversies, and other legal and administrative proceedings or fines, which could have a material adverse effect on our business, results of operations, financial condition and reputation.

We may in the future be subject to or involved in lawsuits, contract disputes, employment-related controversies, and other legal proceedings or fines relating to our business operations inside and outside China. Lawsuits that may arise during our operations can involve substantial costs, including the costs associated with investigation, litigation and possible settlement, judgment, penalty or fine. Lawsuits may be costly and time consuming and may require a commitment of management and personnel resources that will be diverted from our normal business operations. There may also be negative publicity associated with litigation that

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could decrease consumer acceptance of our products, regardless of whether the allegations are valid or whether we are ultimately found liable. If any of these happens, our business, financial condition, results of operations or liquidity could be materially and adversely affected. In addition, our directors, management, shareholders and employees and their affiliates may from time to time be subject to litigation, regulatory investigations and/or negative publicity or otherwise face potential liability and expense in relation to commercial, labor, employment, securities or other matters, which could adversely affect our reputation and results of operations.

We or certain of our directors or officers may be a target for lawsuits, including putative class action lawsuits brought by shareholders and lawsuits against our directors and officers as a result of their position in other public companies. We cannot assure you that we or our directors or officers will be able to prevail in their defense or reverse any unfavorable judgment on appeal, and we and our directors or officers may decide to settle lawsuits on unfavorable terms. Any adverse outcome of these cases, including any plaintiffs' appeal of the judgment in these cases, could result in payments of substantial monetary damages or fines, or changes to our business practices, and thus materially and adversely affect our business, financial condition, results of operations, cash flows and reputation. Moreover, even if we or our directors or officers eventually prevail in these matters, we could incur significant legal fees or suffer significant reputational harm.

Confidentiality agreements and non-compete covenants with employees and other third parties may not adequately prevent the disclosure of proprietary information.

We have devoted substantial resources to the development of our technology and know-how. We cannot assure you that these agreements will not be breached, that we will have adequate remedies for any breach in time or at all, or that our proprietary technology, know-how or other intellectual property will not otherwise become known to third parties. Similarly, if we recruit employees who breached confidentiality, non-compete covenants with their prior employers, we may become subject to claims that such employees have improperly used or disclosed trade secrets or other proprietary information in violation of their confidentiality, non-compete covenants in a way that benefits us. 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 proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive position.

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

We may evaluate and consider a wide array of investment and acquisition opportunities that we believe can extend and solidify our leading market position as part of our overall business strategy. We may be engaged in discussions or negotiations with respect to one or more of these types of transactions. These transactions involve significant challenges and risks, including:

- difficulties in integrating the acquired personnel, operations, products into our operations;
- potential issues with technology, internal controls and financial reporting of the companies we acquire or invest in;
- disruptions of our ongoing business, distractions of the attention of our management and employees and increase of our expenses;
- loss of skilled professionals and established client relationships of the businesses we invest in or acquire;
- for investments over which we do not obtain management and operational control, lack of influence over the controlling partner or shareholder, which may prevent us from achieving our strategic goals in such investments;
- new regulatory requirements and compliance risks that we become subject to as a result of investments or acquisitions in new industries or otherwise;
- actual or alleged misconduct or noncompliance by any company we acquire or invest in (or by its affiliates) that occurred prior to our acquisition or investment, which may lead to negative publicity, government inquiry or investigations against such company or against us;
- unforeseen or hidden liabilities or costs that may adversely affect us following our acquisition of such targets;
- compliance matters including the anti-monopoly and competition laws, rules and regulations of the PRC and other countries in connection with any proposed investments and acquisitions;
- the risk that any of our pending or other future proposed investments or acquisitions does not close;
- the costs of identifying and consummating investments and acquisitions;

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- the use of substantial amounts of cash and potentially dilutive issuances of equity securities;
- the occurrence of significant amortization expenses for other intangible assets; and
- uncertainties in achieving the expected benefits of synergies and growth opportunities in connection with these acquisitions and investments.

Any such negative developments described above could disrupt our existing business and have a material adverse effect on our business, reputation, financial condition and results of operations.

We are subject to the risks associated with sanctions and export controls laws and regulations, and developing domestic and foreign laws and regulations on AI and related technologies, and our business, financial condition and results of operations could be materially and adversely affected.

International trade frictions have been escalating continuously in recent years. Certain foreign jurisdictions have imposed or may impose export controls, economic sanctions or other trade-related measures in various forms, such as heavy tariffs or harsh trade conditions, against certain countries, individuals and legal entities, which, from time to time, prohibit or restrict export and import activities to a certain extent. The United States and other jurisdictions or organization, including the European Union, the United Nations, the United Kingdom and Australia, have, through executive order, passing of legislation or other governmental means, implemented measures that impose economic sanctions against such countries or against targeted industry sectors, groups of companies or persons, and/or organization within such countries.

With the escalation of the trade dispute between the U.S. and China, the U.S. government may impose additional export control measures on components and technologies developed by U.S. companies. For example, on April 9, 2025, the U.S. government informed NVIDIA Corporation that the U.S. government requires a license for export to China, including Hong Kong and Macau, or to companies headquartered or with an ultimate parent therein, of the NVIDIA Corporation's H20 integrated circuits and any other circuits achieving the H20's memory bandwidth, interconnect bandwidth, or combination thereof. The U.S. government indicated that the license requirement addresses the risk that the covered products may be used in, or diverted to, a supercomputer in China. Our operations may be negatively affected if any of our business partners are added to the Entity List or subject to other forms of export control, which may result in our failures to obtain crucial components or access to the latest technologies originated from the U.S., and in turn, may have material and adverse impacts on our business, results of operations, financial conditions and business prospects.

International trade policies and international export controls and economic sanctions laws and regulations are constantly evolving. The U.S. Department of Commerce's Bureau of Industry and Security ("BIS") has issued an entity list (the "Entity List"), and had been frequently updating the Entity List to include more PRC-based hi-tech companies. New

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persons and entities are regularly added to the Entity List and the list of Sanctioned Targets. PRC-based companies on the Entity List are subject to trade sanctions and export controls on a number of components and technologies developed by U.S. companies. Further, new requirements or restrictions could come into effect which might increase the scrutiny on our business or result in one or more of our business activities being deemed to have violated sanctions. We cannot provide any assurance that our future business will be free of sanctions risk, or our business will conform to the expectations and requirements of the authorities of U.S. or any other jurisdictions.

On August 9, 2023, U.S. President Biden issued an executive order and his administration issued an ANPRM providing a conceptual framework for outbound investment controls focused on China, including Hong Kong and Macau. Further to this ANPRM, on June 21, 2024, the U.S. Department of the Treasury issued a proposed rule on outbound U.S. investments involving China that generally follows the ANPRM. On October 28, 2024, the U.S. Department of the Treasury issued 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) AI systems, collectively defined as “covered foreign persons.” 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 acquisitions of equity interests (including contingent equity interests), certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. The Final Rule excludes some investments from the scope of covered transactions, including certain ones in publicly traded securities. The Final Rule is aimed at exerting greater U.S. government oversight over U.S. direct and indirect investments involving China, and may introduce new hurdles and uncertainties for cross-border collaborations, investments, and funding opportunities of China-based issuers including us. Since our principal place of business is in China and we engage in the development of certain AI models, we are likely to be deemed as a “covered foreign person” as described in the Final Rule. The acquisition of our equity by U.S. persons may be deemed as a “covered transaction” as defined in the Final Rule, and such “covered transaction” is likely to be deemed as a “notifiable transaction,” but not a “prohibited transaction,” based on the level of computing power used to train the AI systems we develop and the end-uses of such systems. As a result, such U.S. persons may need to make a notification pursuant to the Final Rule. U.S. persons’ acquisitions of certain publicly traded securities may be exempted from the prohibition and the notification requirement under the Final Rule (e.g., the publicly traded securities of the Company following the completion of the Global Offering). Investors, including those that are U.S. persons or are subsidiaries of U.S. persons, should consult their legal counsel regarding any potential notification obligations. Certain Underwriters have informed us that they may consider making notifications with the U.S. Department of the Treasury. None of the Underwriters has any obligation to inform us or any investor if they later decide that they will not file such notifications. No publicly available precedent exists regarding the application of the OIP regulations by the U.S. Department of the Treasury or by any court or other regulatory, judicial or legal authority to specific transactions. In addition, the technologies of our business could change such that we are engaged in “covered

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activities” that trigger the OIP’s prohibitions, or the OIP may be changed by executive actions of the U.S. government, including modifications to the scope of activities and technologies that are subject to prohibitions or notification requirements, or changes to the scope and availability of applicable exceptions to the OIP’s prohibitions or notification requirements.

Specifically, on January 20, 2025, the U.S. government issued a national security presidential memorandum entitled “America First Trade Policy”, which, among other things, directs the Secretary of the Treasury and several other executive departments and agencies to review the OIP to determine whether it contains “sufficient controls to address national security threats” and to determine whether the executive order implementing the OIP “should be modified or rescinded and replaced.” In addition, on February 21, 2025, the U.S. government issued another national security presidential memorandum entitled “America First Investment Policy”, which, among other things, states that the U.S. government will consider potential expansion of the OIP to a wider range of technology sectors, including biotechnology, hypersonics, aerospace, advanced manufacturing, directed energy, and other areas “implicated by the PRC’s national Military-Civil Fusion strategy,” and application of restrictions to a broader range of investments, including “publicly traded securities”. On April 3, 2025, the U.S. government further stated that it intends to evaluate whether the scope of outbound investment restrictions should be expanded “to be responsive to developments in technology and the strategies of countries of concern.”

Changes to our technologies or to the OIP could limit, or in the worst-case scenario, eliminate our ability to raise capital or contingent capital (such as convertible instruments) from U.S. investors in the future. Our ability to raise such capital may be significantly and adversely affected, which could negatively impact our capital-raising capacity and our business, financial condition and prospects. In addition, changes to the Publicly Traded Securities Exception or other aspects of the OIP could restrict or prohibit the purchase or trading of our Shares by U.S. persons, impose new notification or other regulatory requirements, or otherwise make our Shares less attractive to investors. In such circumstances, the value and liquidity of our Shares may be materially and adversely affected, and in extreme cases, our Shares could experience significant declines in trading value.

The successful operation of our business depends on the performance and reliability of the Internet infrastructure and telecommunications networks in the countries where we operate.

Our business depends in part on the performance, reliability and security of the telecommunications and Internet infrastructure in the countries where we operate. In the event of disruptions, failures or other problems with the relevant Internet infrastructure, our business operation may be adversely affected. In addition, the Internet infrastructure in the countries in which we operate may not support the demands associated with continued growth in Internet usage.

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The failure of telecommunications network operators to provide us with the requisite bandwidth could also interfere with the speed and availability of our products. We have no control over the costs of the services provided by the telecommunications operators. If the prices that we pay for telecommunications and Internet services rise significantly, our margins could be adversely affected. In addition, if Internet access fees or other charges to users increase, the user base of our products may decrease, which in turn may significantly decrease our revenue.

In particular, if the security of domain names is compromised, we will be unable to use the domain names in our business operations, which could materially and adversely affect our business operations, reputation and brand image. If we fail to implement adequate encryption of data transmitted through the networks of the telecommunications and Internet operators we rely upon, there is a risk that telecommunications and Internet operators or their business partners may misappropriate our data, which could materially and adversely affect our business operations and reputation.

We depend on cloud services and infrastructure operated by third parties and any disruption of or interference with our use of such third-party services and infrastructure would adversely affect our business, results of operations and financial conditions.

We provide our foundation model products through a number of third-party cloud services and infrastructure providers. Our third-party cloud services and infrastructure providers may experience problems, including but not limited to, software and hardware breakdowns, power shortages or natural disasters, which may expose us to the risks of interruptions, delays or outages with respect to our third-party cloud services and infrastructure. The level of cloud services and infrastructure provided by these third-party providers, or regular or prolonged interruptions in that particular cloud services or infrastructure, could affect the use of, and our users' satisfaction with, our products and could harm our reputation.

Furthermore, in some circumstances, our cloud service and infrastructure providers may discontinue or restrict our access to one or more services or terminate or seek to terminate contractual relationship with us. If our contractual relationship with our current third-party providers were terminated, we could experience temporary interruptions in our ability to provide services to our users and may incur additional costs in searching for alternative cloud services and infrastructure providers.

As a result of the above, we may experience temporary disruptions to our operation leading to the dissatisfaction of our users, incur additional costs or be subject to actual or potential liability, any of which could have an adverse impact on our business, results of operations and financial conditions.

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Disruptions and unauthorized access such as cyberattacks on our IT systems or those of third-party service providers could have a material adverse effect on our business operations, results of operations, reputation and financial condition.

Our products and technologies may provide us with access to data or information, which pose a tempting target for malicious actors who may seek to carry out cyberattacks against us or our suppliers or service providers. Actual or perceived breaches of our or our service providers' security measures or any failure to maintain reliability, security and integrity of our products and technical platform, including third-party cloud platform and information technology, or IT, services upon which we rely, may expose us to significant consequences. We can provide no assurance that our IT systems or those of third-party service providers are fully protected against third-party intrusions, viruses, hacker attacks, ransomware attacks and other cyberattacks, information or data theft or other similar threats. Additionally, software authorized or licensed by third parties which is incorporated into our products and technologies may present certain risks related to cybersecurity, such as the general lack of support for such software which could result in vulnerabilities that could compromise the security of our systems. See “— We make certain of our models and products available on an open-source basis and may use open-source technology, which may pose particular risks to our business” for further details describing the risks associated with our use of open-source software.

Therefore, our systems, servers and equipment, and those of our service providers, may be subject to such incidents, which may lead to damages to our IT systems, material disruption to our business, or theft, rendering inaccessible, improper disclosure or misappropriation of our or our users' business information, trade secrets, user data and other confidential or proprietary information. Any such event could have a material adverse effect on our business even if we recover using our backup information. Consequences may include legal and financial exposure, loss of business and users, loss or unauthorized disclosure of trade secrets or other proprietary information or personal information, and could give rise to litigation (including class-action litigation and litigation and indemnity claims against us by our users based on our customer agreements and other commercial arrangements), regulatory actions and fines, consumer protection actions, other related costs (including in connection with our investigation and remediation efforts) and significant harm to our reputation. This may hinder our ability to retain existing users and business partners and attract new partners and users. To the extent we experience a cyberattack or security breach, we may be unsuccessful in implementing remediation plans to address exposure and future harm. Also, we do not maintain insurance coverage relating to cybersecurity incidents, and so any expenses or costs incurred as a result of, or related to, any cyberattacks or security breaches, which could be significant, would be at our own expense. Any such actual or perceived disruptions, access, breaches, uncertainties or events could materially and adversely affect our business operations, results of operations, and financial condition.

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We may not have sufficient insurance coverage to cover our business risks.

We believe we maintain insurance policies in line with industry standards. We do not maintain business interruption insurance, key-man life insurance or litigation insurance. 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 risk materializes, we may also suffer substantial losses as we do not have insurance coverage.

RISK RELATED TO OUR FINANCIAL POSITION AND NEED FOR ADDITIONAL CAPITAL

We need to make significant operating expenditures, and we may need to raise additional capital in the future, which may not be available on terms acceptable to us, or at all. If we cannot raise additional funds on attractive terms when we need them, our operations and prospects could be negatively affected.

The development of our products will require us to make regular operating expenditures to maintain our level of service. Changing competitive conditions or the emergence of any significant advances in foundation model products could require us to invest significant capital in order to remain competitive. As of September 30, 2025, our total shareholders' deficit was US\$1,303.5 million, and we have generated net loss in 2022, 2023, 2024 and the nine months ended September 30, 2025. In 2024, 65.1% of our operating expenses were for research and development activities. If we are unable to fund any such investment or otherwise fail to invest in our research and operations, our business, results of operations or financial condition could be adversely affected. Our operating expense requirements will depend on many factors, including, but not limited to:

- technological advancements;
- market acceptance of our products, and the overall level of sales of our products;
- research and development expenses;
- our ability to control costs;
- sales and marketing expenses;
- enhancements to our systems and facilities;

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- potential acquisitions of businesses and solution lines; and
- general economic conditions, including the effects of international conflicts and their impact on the global foundation model industry in particular.

Furthermore, if our capital requirements are materially different from those currently planned, we may need additional capital sooner than anticipated. If additional funds are raised through the issuance of equity or convertible debt securities, the percentage ownership of our shareholders at that point in time will be reduced. Additional financing may not be available on favorable terms, on a timely basis, or at all. If adequate funds are not available or are not available on acceptable terms, we may be unable to continue our operations as planned, develop or enhance our products, expand our sales and marketing programs, take advantage of future opportunities or respond to competitive pressures.

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

Our contract liabilities primarily arise from advance payments made by our users for services that have not yet been delivered. As of December 31, 2022, 2023, 2024 and September 30, 2025, we had contract liabilities of approximately nil, US\$0.6 million, US\$1.6 million and US\$4.7 million. For further details, see “Financial Information — Liabilities — Contract Liabilities.” There is no assurance that we will be able to fulfil our obligations in respect of contract liabilities. If we have any difficulties or fail to perform our obligations under our contracts, our relationships with our users will be adversely affected and we will be unable to recognize such contract liabilities as revenue, exposing us to the risk of shortfalls in liquidity, which may have a material adverse effect on our operational performance and prospects.

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

We are exposed to credit risk related to delay in payment and defaults of our various users. As of December 31, 2022, 2023, 2024 and September 30, 2025, our trade receivables amounted to nil, US\$1.3 million, US\$7.0 million and US\$8.1 million, respectively, and our current version of prepayments, other receivables and other assets amounted to US\$0.6 million, US\$4.4 million, US\$13.5 million and US\$11.8 million respectively. We may not be able to collect all such trade receivables and prepayments, other receivables and other assets due to a variety of factors that are beyond our control, including long payment cycles of certain of our suppliers, adverse operating condition or financial condition of users, and users’ inability to pay. If our users delay or default in their payments to us, we may have to make impairment provisions and write-off the relevant receivables and hence our liquidity and financial condition would be adversely affected.

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Fluctuations in changes in fair value of our financial assets at fair value through profit or loss would affect our financial results.

We have invested in, and intend to continue to selectively invest in, businesses, assets and technologies that complement our existing business and may make other financial investments. We recorded financial assets at fair value through profit or loss of US\$65.8 million, US\$15.8 million, US\$390.6 million and US\$714.4 million as of December 31, 2022, 2023, 2024 and September 30, 2025, respectively. These financial assets at fair value through profit or loss included our investments in structured wealth management products. The fair value changes in our financial assets measured at fair value through profit or loss may negatively affect our financial performance. The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. Any change in the estimates and assumptions may lead to a change in the fair value of the financial assets, which in turn could negatively affect our financial conditions and results.

Share-based payments may have a material and adverse effect on our financial performance and cause shareholding dilution to our Shareholders.

The share incentive plan was established for the benefit of our directors, senior management and core employees as remuneration for their services provided to us and to incentivize and reward the eligible persons who have contributed to the success of our Company. For the principal terms of the employee incentive scheme, see “Appendix IV — Statutory and General Information — D. Share Incentive Plans.” In 2022, 2023, 2024 and the nine months ended September 30, 2025, we recorded US\$1.1 million, US\$3.3 million, US\$6.8 million and US\$8.6 million, respectively, in share-based payments.

To further incentivize our employees, we may incur additional share-based payment expenses in the future. We believe such share-based awards are important to our ability to attract, retain and motivate our key personnel, and we may continue to grant share-based awards in the future. Expenses incurred with respect to such share-based payments may also increase our operating expenses and therefore have a negative effect on our financial performance. Issuance of additional Shares with respect to such share-based payments may dilute the shareholding of our Shareholders and could result in a decline in the value of our Class A Ordinary Shares.

We may be subject to higher income tax rates if certain preferential tax treatments granted to us become unavailable or are not renewed.

Our PRC subsidiaries are subject to the PRC corporate income tax at a standard rate of 25% on their taxable income, but certain of our PRC subsidiaries were accredited as “High and New Technology Enterprises,” and are entitled to a preferential income tax rate of 15%. We cannot assure you that the PRC policies on preferential tax treatments will not change or that the current preferential tax treatments we enjoy or will be entitled to enjoy will not be

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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, cancelation 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.

To address any ESG-related risks, we may incur additional costs, which may materially and adversely affect our financial performance.

To identify, manage, and mitigate ESG-related 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 generation of emissions and wastes, and we do not produce any heavy pollution. Nonetheless, we monitor environmental and climate-related risks that may impact our business, strategy and financial performance. We also evaluate the magnitude of the resulting impact over the short-, medium- and long-term horizons. We monitor a wide range of indicators 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. For further details, see “Business — Environmental, Social and Governance.”

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 and cost of sales may rise. 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 results of operations and financial conditions.

RISKS RELATED TO DOING BUSINESS IN THE GEOGRAPHIC MARKETS IN WHICH WE OPERATE

Changes in the political, economic and social conditions of the geographic markets in which we operate may materially and adversely affect our business, financial condition and results of operations.

Our business, financial condition and results of operations may be influenced to a significant degree by political, economic and social conditions in the geographic markets in which we operate, particularly those with emerging or evolving regulatory frameworks for AI and foundation model technologies.

In certain markets, local governments continue to play an active role in shaping the technology sector, including through licensing regimes, export controls, foreign ownership restrictions, or preferential treatment for domestic players. In some cases, governments may impose restrictions on access to computing infrastructure, or introduce national security reviews of AI and foundation model technologies, which could adversely affect our

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commercialization pace, product deployment or international expansion. Actions taken by governments to manage inflation, devalue currencies, impose capital controls, or regulate technology exports or imports may also materially impact our operations.

Additionally, political or social instability—including policy unpredictability, trade tensions, protests, or deteriorating diplomatic relations—could increase compliance costs, limit access to key resources or partnerships, or disrupt our operations and strategic planning. These risks are heightened in jurisdictions where the regulatory environment is rapidly changing or where geopolitical tensions may affect access to talent, infrastructure, or markets for AI and foundation model technologies.

We may be subject to the approval, filing or other requirements of the CSRC or other PRC governmental authorities in connection with capital raising activities.

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.

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. The interpretation and implementation of the Archives Rules may keep evolving, failure to comply with which may materially affect our business, results of operations or financial conditions.

Furthermore, we cannot assure you that new rules or regulations promulgated in the future will not impose additional requirements or restrictions on us, our shareholders or our financing activities. We or our shareholders may not be able to comply with such additional requirements in a timely manner. In addition, we or our shareholders may be subject to sanctions by the CSRC or other PRC regulatory authorities for failure to seek CSRC filing or other government authorization or approval for this listing or any subsequent change in shareholding structure, it is uncertain whether we can or how long it will take us or our shareholders to obtain such approval or complete such administrative procedures and these regulatory authorities may impose fines and penalties on us or our shareholders, limit our operating activities in the PRC,

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limit our ability to pay dividends outside the PRC, delay or restrict the repatriation of the proceeds from the Global Offering into the PRC or take other actions to restrict our financing activities, which could have a material adverse effect on our business.

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

As we expand globally with our users, we become increasingly exposed to the effects of fluctuations in currency exchange rates, especially its potential impact on our financing arrangements. The value of the Renminbi against the U.S. dollar and other currencies has fluctuated significantly in the past, and may in the future continue to do so, affected by, among other things, changes in political and economic conditions and the foreign exchange policy adopted by the PRC government. We recorded other comprehensive gains from exchange differences on translation of foreign operations of US\$0.1 million, US\$0.4 million, US\$0.3 million and other comprehensive losses of US\$0.1 million and US\$1.3 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, due to the fluctuations of U.S. dollar/RMB exchange rate when translating results and financial positions of the Company and its subsidiaries inside mainland China from their functional currency RMB into our presentation currency U.S. dollar. We recorded net foreign exchange gains of US\$0.2 million, US\$0.3 million, US\$2 thousand, US\$1.4 million and US\$1.6 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, due to the fluctuation of U.S. dollar/RMB exchange rate when translating monetary assets and liabilities denominated in foreign currencies in terms of the functional currency of the Company and its subsidiaries. For details, see Note 32 to the Accountant's Report set out in Appendix I to this Prospectus.

We are a holding company, and we may rely on dividends paid by certain of our subsidiaries for our cash needs. We face translation exposure to fluctuations in currency exchange rates, which could hinder our ability to predict our future results and earnings and affect our operating results. To the extent that we need to convert any foreign currencies we receive from this Global Offering into Renminbi for our operations, appreciation of the Renminbi against such foreign currencies would have an adverse effect on the Renminbi amount we would receive. We cannot assure you that the Renminbi will not appreciate or depreciate significantly in value against the foreign currencies in the future. If we decide to convert our Renminbi into foreign currencies for making payments toward our financing, for dividends on our Offer Shares, or for other business purposes, appreciation of the foreign currency against the Renminbi would have a negative effect on the foreign currency amount, adversely affecting our financial position. Therefore, any significant fluctuation of Renminbi against the foreign currency could adversely affect our business, results of operations and financial condition, and the value of any dividends payable in foreign currencies.

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You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing actions in China against us or our management named in the document based on foreign laws.

Substantially all of our operations are located in the PRC. In addition, almost all of our Directors, supervisors 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.

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 Pursuant to Choice of Court Agreements between Parties Concerned (《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.

On January 18, 2019, the Supreme People's Court of the PRC and Hong Kong entered into an Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Cases by the Courts of the Mainland and of the Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) (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 the 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. Moreover, under the Civil Procedure Law of the PRC (《中華人民共和國民事訴訟法》), if a court of China rules that a foreign judgment violates the basic principles of PRC laws or national sovereignty, security, or public interest, the PRC court may not enforce the foreign judgment against our assets or managements in China.

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We may rely on dividends and other distributions on equity paid by our subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our subsidiaries to make payments to us could have a material and adverse effect on our ability to conduct our business.

We are a Cayman Islands holding company, and we may rely principally on dividends and other distributions on equity from our subsidiaries for our cash requirements, including for services of any debt we may incur. For example, our PRC subsidiaries' ability to distribute dividends is based upon their distributable earnings. Current PRC regulations permit our PRC subsidiaries to pay dividends to their respective shareholders only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, each of our PRC subsidiaries are required to set aside at least 10% of its after-tax profits each year, if any, to fund a statutory reserve until such reserve reaches 50% of each of their registered capitals. These reserves are not distributable as cash dividends. If our PRC subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments to us. Any limitation on the ability of our PRC subsidiaries to distribute dividends or other payments to their respective shareholders could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses, pay dividends or otherwise fund and conduct our business.

We are subject to PRC regulation of loans to and direct investment in PRC entities by offshore holding companies and governmental regulations of currency conversion when we use the proceeds of this Global Offering to make loans or additional capital contributions to our PRC subsidiaries.

We are an offshore holding company conducting our operations in China through our PRC subsidiaries. We may make loans to our PRC subsidiaries subject to the approval from governmental authorities and limitation of amount, or we may make additional capital contributions to our PRC subsidiaries in China. Any loans to our PRC subsidiaries in China, which are treated as foreign-invested enterprises under PRC law, are subject to PRC regulations and foreign exchange loan registrations. For example, loans by us to our PRC subsidiaries in China to finance their activities cannot exceed statutory limits and must be registered with the local counterpart of SAFE. In addition, a foreign invested enterprise shall use its capital pursuant to the principle of authenticity and self-use within its business scope. The capital of a foreign invested enterprise shall not be used for the following purposes (i) directly or indirectly used for payment beyond the business scope of the enterprises or the payment prohibited by relevant laws and regulations; (ii) directly or indirectly used for investment in securities investments other than banks' principal-secured products unless otherwise provided by relevant laws and regulations; (iii) the granting of loans to non-affiliated enterprises, except where it is expressly permitted in the business license; and (iv) paying the expenses related to the purchase of real estate that is not for self-use (except for the foreign-invested real estate enterprises). See "Regulatory Overview — Regulations Relating to Foreign Exchange" for details on foreign exchange related regulations.

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In light of the various requirements imposed by PRC regulations on loans to and direct investment in PRC entities by offshore holding companies, we cannot assure you that we will be able to complete the necessary government registrations or obtain the necessary government approvals on a timely basis, if at all, with respect to future loans to our PRC subsidiaries or future capital contributions by us to our wholly foreign-owned subsidiaries in China. As a result, uncertainties exist as to our ability to provide prompt financial support to our PRC subsidiaries when needed. If we fail to complete such registrations or obtain such approvals, our ability to use the proceeds we expect to receive from this Global Offering and to capitalize or otherwise fund our PRC operations may be negatively affected, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

Governmental regulation of currency conversion may limit our ability to utilize our revenue effectively and affect the value of your investment.

The conversion of Renminbi is subject to applicable laws and regulations in the PRC. We receive most of our payments from users in Renminbi and may need to convert Renminbi into foreign currencies for the payment of dividends, if any, to holders of our Class A Ordinary Shares. Under the Chinese existing foreign exchange regulations, following the completion of the Global Offering, we will be able to pay dividends in foreign currencies without prior approval from SAFE or its local branches by complying with certain procedural requirements. However, we may not be able to pay dividends in foreign currencies to our Shareholders if access to foreign currencies for current account transactions is restricted in the future. Foreign exchange transactions under our capital account continue to be subject to foreign exchange controls and require the approval of the SAFE or its local branches. These limitations could affect our ability to obtain foreign exchange through equity financing, or to obtain foreign exchange for capital expenditures.

Most of our revenue and costs are denominated in Renminbi. Any significant revaluation of the Renminbi may materially and adversely affect our results of operations, cash flows and financial condition. Since 1994, the conversion of the Renminbi into foreign currencies, including U.S. dollars, has been based on rates set by the People's Bank of China, which are set daily based on the previous business day's interbank foreign exchange market rates and current exchange rates on the world financial markets. It is difficult to predict how market forces or government policies may impact the exchange rate between the Renminbi and the Hong Kong dollar, the U.S. dollar or other currencies in the future.

Changing international circumstances could result in appreciation of the Renminbi against the U.S. dollar, the Hong Kong dollar or other foreign currencies. If the Renminbi appreciates against other currencies significantly, and as we need to convert and remit the proceeds from the Global Offering and future financing into the Renminbi for our operations, appreciation of the Renminbi against the relevant foreign currencies would reduce the Renminbi amount we would receive from the conversion. On the other hand, because the dividends on our Class A Ordinary Shares, if any, will be paid in Hong Kong dollars, any devaluation of the Renminbi against the Hong Kong dollar could reduce the amount of any cash dividends on our Class A Ordinary Shares in Hong Kong dollar terms. In addition, there are

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limited instruments available for us to reduce our exposure to foreign currency risk at reasonable costs. Any of the foregoing factors may materially and adversely affect our businesses, results of operations, financial condition and prospects.

PRC regulations establish related procedures for some acquisitions of Chinese companies by foreign investors, which could make it complicated for us to pursue growth through acquisitions in China.

Among other things, the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》), or the M&A Rules, adopted by six PRC regulatory agencies in 2006 and amended in 2009, established specific procedures and requirements for merger and acquisition activities by foreign investors. Such regulation requires, among other things, that MOFCOM be notified in advance of any change of control transaction in which a foreign investor takes control of a PRC domestic enterprise, if (i) any important industry is concerned, (ii) such transaction involves factors that have or may have impact on the national economic security, or (iii) such transaction will lead to a change in control of a domestic enterprise which holds a famous trademark or PRC time-honored brand. Moreover, the Anti-Monopoly Law of the PRC (《中華人民共和國反壟斷法》) promulgated by the Standing Committee of the NPC which became effective in 2008 and last amended in 2022 requires that transactions which are deemed concentrations and involve parties with specified turnover thresholds must be cleared by the relevant anti-monopoly authority before they can be completed.

On December 19, 2020, the NDRC and MOFCOM jointly promulgated the Measures for the Security Review of Foreign Investment (《外商投資安全審查辦法》), effective on January 18, 2021, setting forth provisions concerning the security review mechanism on foreign investment, and stating that any foreign investment that has or may have an impact on national security shall be subject to security review in accordance with the provisions thereof. According to the measures, foreign investment includes a foreign investor acquires the equity or assets of any enterprise in China by means of merger and acquisition, and a foreign investor makes investment in China by other means. Foreign investor or relevant parties in China must declare the security review to the working mechanism office prior to the investments in, among other industries, important cultural products and services, important information technology and internet products and services, important financial services, key technologies and other important fields relating to national security, while obtaining control over the enterprises invested in.

We may pursue potential strategic acquisitions that are complementary to our business and operations. Complying with the requirements of these regulations to complete such transactions could be costly, and any required approval processes, including obtaining approval or clearance from the competent governmental authority, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

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PRC regulations relating to the establishment of offshore special purpose companies by PRC residents may subject our PRC resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to inject capital into our PRC subsidiaries, limit our PRC subsidiaries' ability to increase their registered capital or distribute profits to us, or may otherwise adversely affect us.

In July 2014, SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment Through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》), or SAFE Circular 37, to replace the Notice on Relevant Issues Concerning Foreign Exchange Administration for Domestic Residents' Financing and Roundtrip Investment Through Offshore Special Purpose Vehicles, or SAFE Circular 75, which ceased to be effective upon the promulgation of SAFE Circular 37. SAFE Circular 37 requires PRC residents (including PRC individuals and PRC corporate entities) to register with SAFE or its local branches in connection with their direct or indirect offshore investment activities. SAFE Circular 37 is applicable to our shareholders who are PRC residents and may be applicable to any offshore acquisitions that we make in the future.

SAFE Circular 37 requires registration with, and approval from, Chinese government authorities in connection with direct or indirect control of an offshore entity by PRC residents. The term “control” under SAFE Circular 37 is broadly defined as the operation rights, beneficiary rights or decision-making rights acquired by PRC residents in the offshore special purpose vehicles, or SPVs, by means of acquisition, trust, proxy, voting rights, repurchase, convertible bonds or other arrangements. In addition, any PRC resident who is a direct or indirect shareholder of an SPV is required to update its filed registration with the local branch of SAFE with respect to that SPV, to reflect any material change. On February 13, 2015, the SAFE promulgated a Notice on Further Simplifying and Improving Foreign Exchange Administration Policy on 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》), or SAFE Notice 13, which became effective on June 1, 2015. Under SAFE Notice 13, applications for foreign exchange registration of inbound foreign direct investments and outbound overseas direct investments, including those required under SAFE Circular 37, will be filed with qualified banks instead of SAFE. The qualified banks will directly examine the applications and accept registrations under the supervision of SAFE.

These regulations may have a significant impact on our present and future structuring and investment. We cannot assure you that any PRC shareholders of our Company or any PRC company into which we invest will be able to comply with those requirements. Any failure or inability by such individuals or entities to comply with SAFE regulations may subject us to fines or legal sanctions, such as restrictions on our cross-border investment activities or our PRC subsidiaries' ability to distribute dividends to, or obtain foreign exchange-denominated loans from, our Company or prevent us from making distributions or paying dividends. As a result, our business operations and our ability to make distributions to you could be materially and adversely affected.

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Furthermore, with the promulgation of new laws, regulations and standards concerning foreign exchange regulations in the future, we are required to comply with these laws, regulations and standards concerning offshore or cross-border transactions, otherwise we may be subject to fines or other penalties, which could materially and adversely affect our business, results of operations and financial condition. This may restrict our ability to implement our acquisition strategy and could adversely affect our business and prospects.

If we are classified as a PRC resident enterprise for PRC enterprise income tax purposes, such classification could result in unfavorable tax consequences to us and our non-PRC shareholders.

Under the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) and its implementation rules, an enterprise established outside the PRC with its “de facto management body” within the PRC is considered a “resident enterprise” and will be subject to the enterprise income tax on its global income at the rate of 25%. The implementation rules define the term “de facto management body” as the body that exercises full and substantial control and overall management over the business, productions, personnel, accounts and properties of an enterprise. The State Administration of Taxation, or SAT, issued the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as People’s Republic of China Tax Resident Enterprises on the Basis of De Facto Management Bodies (《關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知》), known as SAT Circular 82, on April 22, 2009 and most recently amended on December 29, 2017. SAT Circular 82 provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled enterprise that is incorporated offshore is located in China. The criteria set forth in the circular may reflect the SAT’s general position on how the “de facto management body” text should be applied in determining the tax resident status of all offshore enterprises. According to SAT Circular 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be regarded as a PRC tax resident by virtue of having its “de facto management body” in China, and will be subject to PRC enterprise income tax on its global income only if all of the following conditions are met (i) the primary location of the day-to-day operational management is in the PRC; (ii) decisions relating to the enterprise’s financial and human resource matters are made or are subject to approval by organizations or personnel in the PRC; (iii) the enterprise’s primary assets, accounting books and records, company seals, and board and shareholder resolutions are located or maintained in the PRC; and (iv) at least 50% of voting board members or senior executives habitually reside in the PRC.

We believe our Company is not a PRC resident enterprise for PRC tax purposes. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body.” If the PRC tax authorities determine that our Company or any of our offshore subsidiaries is a PRC resident enterprise for enterprise income tax purposes, our Company or the relevant offshore subsidiaries will be subject to PRC enterprise income on its worldwide income at the rate of 25%. Furthermore, if we are treated as a PRC tax resident enterprise, we will be required to withhold a 10% tax from dividends we pay to our shareholders that are

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non-resident enterprises. In addition, non-resident enterprise shareholders may be subject to PRC tax at a rate of 10% on gains realized on the sale or other disposition of Offer Shares, if such gain is treated as derived from a PRC source. Furthermore, if we are deemed a PRC resident enterprise, dividends paid to our non-PRC individual shareholders and any gain realized on the transfer of Offer Shares by such shareholders may be subject to PRC tax at a rate of 20% (which, in the case of dividends, may be withheld at source by us). These rates may be reduced by an applicable tax treaty, but it is unclear whether our non-PRC shareholders would, in practice, be able to obtain the benefits of any tax treaties between their country of tax residence and the PRC in the event that we are treated as a PRC resident enterprise. Any such tax may reduce the returns on your investment in the Offer Shares.

Indirect transfers of equity interests in PRC resident enterprises by their non-PRC resident companies may be subject to tax obligation.

On February 3, 2015, the SAT issued the Public Notice Regarding Certain Corporate Income Tax Matters on Indirect Transfer of Properties by Non-Tax Resident Enterprises (《關於非居民企業間接轉讓財產企業所得稅若干問題的公告》), or SAT Bulletin 7, which came into effect on February 3, 2015 and last amended in December 2017. Pursuant to this Bulletin 7, an “indirect transfer” of assets, including equity interests in a PRC resident enterprise, by non-PRC resident enterprises may be re-characterized and treated as a direct transfer of PRC taxable assets, if such arrangement does not have a reasonable commercial purpose and was established for the purpose of avoiding payment of PRC enterprise income tax. As a result, gains derived from such indirect transfer may be subject to PRC enterprise income tax. According to Bulletin 7, “PRC taxable assets” include assets attributed to an establishment in China, immovable properties located in China, and equity investments in PRC resident enterprises, in respect of which gains from their transfer by a direct holder, being a non-PRC resident enterprise, would be subject to PRC enterprise income taxes. SAT Bulletin 7 has introduced safe harbors for the purchase and sale of equity through a public securities market. SAT Bulletin 7 also brings challenges to both foreign transferor and transferee (or other person who is obligated to pay for the transfer) of taxable assets.

On October 17, 2017, the SAT issued the Announcement of the State Administration of Taxation on Issues Concerning the Withholding of Non-resident Enterprise Income Tax at Source (《關於非居民企業所得稅源泉扣繳有關問題的公告》), or SAT Bulletin 37, which came into effect on December 1, 2017. The SAT Bulletin 37 further clarifies the practice and procedure of the withholding of non-resident enterprise income tax.

We may be subject to tax obligation as to the reporting and other implications of future transactions where PRC taxable assets are involved, such as offshore restructuring, sale of the shares in our offshore subsidiaries and investments. As a result, we may be required to expend valuable resources to comply with SAT Bulletin 7 and/or SAT Bulletin 37 or to request the relevant transferors from whom we purchase taxable assets to comply with these circulars, or to establish that our Company should not be taxed under these circulars, which may have a material adverse effect on our financial condition and results of operations.

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RISKS RELATED TO THE WVR STRUCTURE

The concentration of the voting power of our Class B Ordinary Shares limits our Shareholders' ability to influence corporate matters.

Our Company will be controlled through weighted voting rights upon completion of the Global Offering. Immediately upon the completion of Global Offering, the WVR Beneficiaries will be Dr. Yan and Ms. Yun. Dr. Yan and Ms. Yun are expected to have an economic interest in the Company of approximately 28.19%, representing approximately 78.81% of the total voting power in general meetings of the Company (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised) with respect to Shareholders' resolutions relating to matters other than the Reserved Matters. Dr. Yan and Ms. Yun therefore have significant influence over management and affairs of the Company and over all matters requiring Shareholder approval, including the election of Directors (excluding the appointment, election or removal of any independent non-executive Director) and significant corporate transactions, such as a merger or other sale of our Company or our assets, for the foreseeable future. In addition, because each Class A Ordinary Share carries only one-tenth of the voting rights of each Class B Share (except as required by applicable law and in relation to the Reserved Matters), the issuance of the Class A Ordinary Shares, including future stock-based acquisition transactions and employee equity incentive programs, could affect their ability to determine the outcome of most matters submitted to a vote of our Shareholders. For further details about our shareholding structure, see "Share Capital — Weighted Voting Rights Structure". This concentrated control limits or severely restricts our Shareholders' ability to influence corporate matters and, as a result, we may take actions that our Shareholders do not view as beneficial. As a result, the price of our Class A Ordinary Shares could be adversely affected. This concentrated control could discourage others from pursuing any potential merger, takeover, or other change of control transactions that holders of Class A Ordinary Shares may view as beneficial, and may also discourage, delay, or prevent a change of control of our Company, which could have the effect of depriving our other Shareholders of the opportunity to receive a premium for their Class A Ordinary Shares as part of a sale of our Company and may reduce the price of our Class A Ordinary Shares.

Holders of our Class B Ordinary Shares may exert substantial influence over us and may not act in the best interests of our other Shareholders.

Following the completion of the Global Offering, our WVR Beneficiaries will be in a position to exert significant influence over the affairs of our Company and will be able to influence the outcome of any Shareholders' resolutions, irrespective of how other Shareholders vote. The interests of the holders of our Class B Ordinary Shares may not necessarily be aligned with the interests of our Shareholders as a whole, and this concentration of voting power may also have the effect of delaying, deferring or preventing a change in control of our Company.

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RISKS RELATED TO THE GLOBAL OFFERING AND OUR SHARES

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

Prior to the Global Offering, there has been no public market for our Class A Ordinary Shares. There can be no guarantee that an active trading market for our Class A Ordinary Shares will develop or be sustained after the completion of the Global Offering. The Offer Price of our Class A Ordinary Shares is the result of negotiations between our Company and the Overall Coordinators (for themselves and on behalf of the Underwriters), which may not be indicative of the price at which our Class A Ordinary Shares will be traded following the completion of the Global Offering. The market price of our Class A Ordinary Shares may drop below the Offer Price at any time after completion of the Global Offering.

The price and trading volume of our Class A Ordinary Shares may be volatile, which could result in substantial losses for investors purchasing our Class A Ordinary Shares in the Global Offering.

Factors such as fluctuations in our revenue, earnings, cash flows, new investments, regulatory development, additions or departures of key personnel, or actions taken by competitors could cause the market price of our Class A Ordinary Shares or trading volume of our Class A Ordinary 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 Class A Ordinary Shares may incur substantial losses.

Subscribers and purchasers of our Class A Ordinary Shares under the Global Offering will experience immediate dilution and may experience further dilution if we issue additional Shares in the future.

The Offer Price of our Class A Ordinary Shares is higher than our net tangible assets value per Share immediately prior to the Global Offering. Therefore, subscribers and purchasers of our Class A Ordinary Shares under the Global Offering will experience an immediate dilution in pro forma net tangible assets value per Share. In order to expand our business, we may consider offering and issuing additional Shares in the future or to raise additional funds in the future to finance our business expansion, for existing operations or new acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of our Company, other than on a pro rata basis to existing Shareholders, then (i) the percentage ownership of the existing Shareholders may be reduced, and they may experience subsequent dilution and reduction in their earnings per share, (ii) such newly issued securities may have rights, preferences or privileges superior to those of the Shares of the existing Shareholders

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and/or (iii) subscribers and purchasers of our Class A Ordinary Shares may experience dilution in the net tangible assets value per Share if we issue additional Shares in the future at a price which is lower than our net tangible assets value per Share.

Future sale or major divestment of Shares by any of our substantial Shareholders could adversely affect the prevailing market price of our Class A Ordinary Shares.

The Shares held by certain Shareholders are subject to certain lock-up periods, the details of which are set out in the section headed “Underwriting” of this Prospectus. However, we cannot give any assurance that after the restrictions of the lock-up periods expire, these Shareholders will not dispose of any Shares. Sale of substantial amounts of our Class A Ordinary Shares in the public market, or the perception that these sales may occur, may materially and adversely affect the prevailing market price of our Class A Ordinary Shares.

The market price of the Shares when trading begins could be lower than the Offer Price.

The Offer Price will be determined on the Price Determination Date. However, the Shares will not commence trading on the Stock Exchange until they are delivered, which is expected to be a few Business Days after the expected Price Determination Date. Investors may not be able to sell or otherwise deal in the Shares during that period. As a result, holders of the Shares are subject to the risk that the price of the Shares when trading begins could be lower than the Offer Price as a result of adverse market conditions or other adverse developments that may occur during that period.

There can be no assurance of the accuracy or completeness of certain facts, forecasts and other statistics obtained from various government publications contained in this prospectus.

Facts, forecasts, estimates and other statistics in this Prospectus relating to the economy and the industry in which we operate our business on have been collected from materials from official government sources. The information from official government sources has not been independently verified by us, the Joint Sponsors, Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers, the Underwriters, any of their respective directors, supervisors, and advisors, or any other parties involved in the Global Offering, and no representation is given as to its accuracy. In particular, due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice, such information and statistics may be inaccurate or may not be comparable to other information and statistics produced. Statistics, industry data and other information relating to the economy and the industry derived from the official government sources used in this Prospectus may not be consistent with other information available from other sources and therefore, investors should not unduly rely upon such facts, forecasts, estimates and statistics while making investment decisions.

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

The trading market for our Class A Ordinary Shares will be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of the analysts who cover us downgrade our Class A Ordinary Shares, the price of our Class A Ordinary Shares would likely decline. If one or more of these analysts cease coverage of our Company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

We may not be able to pay any dividends to our Shareholders.

We cannot guarantee when and in what form dividends will be paid on our Class A Ordinary Shares following the Global Offering. The declaration of dividends is proposed by the Board and is based on, and limited by, various factors, such as our business and financial performance, capital and regulatory requirements and general business and operation 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.

Investors may experience difficulties in enforcing Shareholder rights.

Our Company is an exempted company incorporated in the Cayman Islands with limited liability, and the laws of the Cayman Islands differ in some respects from those of Hong Kong or other jurisdictions where investors may be located. The corporate affairs of our Company are governed by the Memorandum and the Articles, as amended from time to time, the Companies Act and the common law of the Cayman Islands. The rights of Shareholders to take legal action against our Company and/or our Directors, actions by minority Shareholders and the fiduciary duties of our Directors to our Company under Cayman Islands laws are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of the Shareholders and the fiduciary duties of our Directors under Cayman Islands laws may not be as clearly established as they would be under statutes or judicial precedents in Hong Kong or other jurisdictions where investors reside. In particular, the Cayman Islands has a less developed body of securities laws. As a result of all of the above, Shareholders may have more difficulty in exercising their rights in the face of actions taken by the management of our Company, Directors or major Shareholders than they would as shareholders of a Hong Kong company or company incorporated in other jurisdictions.

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You should read the entire Prospectus carefully and should not place any reliance on any information contained in press articles or other media regarding the Global Offering.

There may have been, prior to the publication of this Prospectus, and there may be, subsequent to the date of this Prospectus but prior to the completion of the Global Offering, press and media coverage regarding us and the Global Offering, such as the profit estimate information. You should rely solely upon the information contained in this Prospectus and any formal announcements made by us in Hong Kong in making your investment decision regarding the Global Offering. We do not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any estimates, views or opinions expressed by the press or other media regarding the Global Offering or us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication.

Accordingly, prospective investors should not rely on any such information, reports or publications in making their decisions whether to invest in the Global Offering. Prospective investors in the Global Offering are reminded that, in making their decisions as to whether to purchase our Class A Ordinary Shares, they should rely only on the financial, operational and other information included in this Prospectus. By applying to purchase our Class A Ordinary Shares in the Global Offering, you will be deemed to have agreed that you will not rely on any information other than that contained in this Prospectus.

Forward-looking information contained in this Prospectus is subject to risks and uncertainties.

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

WAIVERS AND EXEMPTION

In preparation of the Listing, the Company has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules and exemption from the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

According to Rule 8.12 of the Listing Rules, except as otherwise permitted by the Stock Exchange at its discretion, all applicants applying for a primary listing on the Stock Exchange must have sufficient management presence in Hong Kong. This would normally mean that at least two of an applicant's executive directors must be ordinarily resident in Hong Kong.

Our headquarters are based, and substantially all of the business operations of our Group, are managed and conducted in the PRC. Our executive Directors ordinarily reside in the PRC and they play very important roles in our Company's business operations. It is in our best interests for them to be based in places where our Group has significant operations. We consider it practically difficult and commercially unreasonable for us to arrange for two executive Directors to ordinarily reside in Hong Kong, either by means of relocation of our existing executive Directors or appointment of additional executive Directors. Therefore, our Company does not have, or does not contemplate in the foreseeable future that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, the Company has applied for, and the Stock Exchange has granted the Company, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules, provided that the Company will implement the following arrangements:

- (i) We have appointed Ms. Yun Yeyi (龔燁禕) and Mr. Xue Zizhao (薛子釗) as our authorized representatives (the “**Authorized Representatives**”) pursuant to Rule 3.05 of the Listing Rules. The Authorized Representatives will act as our Company's principal channel of communication with the Hong Kong Stock Exchange. The Authorized Representatives will be readily contactable by phone, facsimile and email to promptly deal with inquiries from the Hong Kong Stock Exchange, and will also be available to meet with the Hong Kong Stock Exchange to discuss any matter within a reasonable period of time upon request of the Hong Kong Stock Exchange;
- (ii) When the Hong Kong Stock Exchange wishes to contact our Directors on any matter, each of the Authorized Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) and senior management team promptly at all times. Our Company will also inform the Hong Kong Stock Exchange promptly in respect of any changes in the authorized representatives. We have provided the Hong Kong Stock Exchange with the contact details (i.e. mobile phone number, office phone number and email address) of all

WAIVERS AND EXEMPTION

Directors to facilitate communication with the Hong Kong Stock Exchange. Our Directors will also provide the phone number of the place of his/her accommodation to the Authorized Representatives in the event that any Director expects to travel or otherwise be out of office;

- (iii) All Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Hong Kong Stock Exchange within a reasonable period of time;
- (iv) We have appointed Somerley Capital Limited as our Compliance Adviser upon the Listing pursuant to Rules 3A.19 and 8A.33 of the Listing Rules commencing on the Listing Date. The Compliance Adviser will have access at all times to our Authorized Representatives, Directors, and members of our senior management, who will act as the additional channel of communication with the Hong Kong Stock Exchange when the Authorized Representatives are not available. The contact details of the Compliance Adviser has been provided to the Hong Kong Stock Exchange and the Company will inform the Hong Kong Stock Exchange promptly in respect of any change in the Compliance Adviser; and
- (v) The Company has designated staff members as the communication officer at the Company's headquarters after the Listing who will be responsible for maintaining day-to-day communication with the Authorized Representatives, and the Company's professional advisers in Hong Kong, including our legal advisers in Hong Kong and the Compliance Adviser, to keep abreast of any correspondences and/or inquiries from the Hong Kong Stock Exchange and report to the executive Directors to further facilitate communication between the Hong Kong Stock Exchange and the Company.

WAIVER IN RELATION TO JOINT COMPANY SECRETARIES

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

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

WAIVERS AND EXEMPTION

Note 2 to Rule 3.28 of the Listing Rules provides that in assessing “relevant experience,” the Stock Exchange will consider the individual’s:

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

Our Company has appointed Mr. Xue Zizhao (薛子釗) (“**Mr. Xue**”), as one of our joint company secretaries. Mr. Xue has sufficient experience in capital markets matters of our Company but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Chan Sau Ling (陳秀玲) (“**Ms. Chan**”), who is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute (HKCGI) (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (CGI) (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary. Ms. Chan will provide assistance to Mr. Xue for an initial period of three years from the Listing Date to enable Mr. Xue 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.

Since Mr. Xue does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong 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. Xue may be appointed as a joint company secretary of our Company. Pursuant to paragraph 13 of Chapter under the Guide for New Listing Applicants published by the Stock Exchange, the waiver will be for a fixed period of time (the “**Waiver Period**”) and on the following conditions: (i) 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 (ii) the waiver can be revoked if there are material breaches of the Listing Rules by the issuer. The waiver is valid for an initial period of three years from the Listing Date, and is granted on the condition that Ms. Chan will work closely with Mr. Xue to jointly discharge the duties and responsibilities as company secretary and assist Mr. Xue in acquiring the relevant experience as required under Rules 3.28 and 8.17 of the Listing Rules. Ms. Chan will also assist Mr. Xue in organizing Board meetings and Shareholders’ meetings of our Company as well as other matters of our Company which are

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incidental to the duties of a company secretary. Ms. Chan is expected to work closely with Mr. Xue and will maintain regular contact with Mr. Xue, the Directors and the senior management of our Company. The waiver will be revoked immediately if Ms. Chan ceases to provide assistance to Mr. Xue as a joint company secretary for the three-year period after the Listing or where there are material breaches of the Listing Rules by our Company. In addition, Mr. Xue will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance his knowledge of the Listing Rules during the three-year period from the Listing. Mr. Xue will also be assisted by (a) the Compliance Adviser of our Company, particularly in relation to compliance with the Listing Rules; and (b) the Hong Kong legal advisers of our Company, on matters concerning our Company's ongoing compliance with the Listing Rules and the applicable laws and regulations.

Before the expiration of the initial three-year period, the qualifications of Mr. Xue will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied. We will liaise with the Hong Kong Stock Exchange to enable it to assess whether Mr. Xue, having benefited from the assistance of Ms. Chan for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

WAIVER IN RELATION TO CONTINUING CONNECTED TRANSACTIONS

Our Group has entered into certain transactions which would constitute partially-exempt and non-exempt continuing connected transactions under Chapter 14A of the Listing Rules after the Listing. Further particulars about such transactions together with the application for a waiver from strict compliance with the relevant requirements under Chapter 14A of the Listing Rules are set out in "Connected Transactions" in this prospectus.

WAIVER AND EXEMPTION IN RELATION TO THE PRE-IPO SHARE INCENTIVE PLAN

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

Paragraph 27 of Appendix D1A to the Listing Rules requires a listing applicant to disclose, inter alia, particulars of any capital of any member of the group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an appropriate negative statement, provided that where

WAIVERS AND EXEMPTION

options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to employees under a share option scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees.

Under section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the prospectus must state the matters specified in Part I of the Third Schedule.

Under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the number, description and amount of any shares in or debentures of the company which any person has, or is entitled to be given, an option to subscribe for, together with the particulars of the option, that is to say, (a) the period during which it is exercisable; (b) the price to be paid for shares or debentures subscribed for under it; (c) the consideration (if any) given or to be given for it or for the right to it; and (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures must be specified in the prospectus.

As of the Latest Practicable Date, our Company had granted outstanding options under the Pre-IPO Share Incentive Plan to 392 grantees (the “**Grantee(s)**”) to subscribe for an aggregate of 20,890,736 Class A Ordinary Shares. Among all outstanding options, (i) options representing 14,674,381 Class A Ordinary Shares, representing approximately 4.80% of the total number of Shares in issue immediately after completion of the Global Offering assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised, were granted to 374 employees of the Group, who are not consultants, Directors or other connected persons of the Company, (ii) options representing 245,467 Class A Ordinary Shares, representing approximately 0.08% of the total number of Shares in issue immediately after completion of the Global Offering assuming the Over-allotment Option is not exercised, were granted to 13 consultants of the Company who are Independent Third Parties providing services to our Group relating to technology research, international marketing as well as financial and risk control, and (iii) options representing 5,970,888 Class A Ordinary Shares, representing approximately 1.95% of the total number of Shares in issue immediately after completion of the Global Offering assuming the Over-allotment Option is not exercised, were granted to connected persons of the Company, for details, please see the section headed “Statutory and General Information — D. Share Incentive Plans” in Appendix IV to this Prospectus.

As of the Latest Practicable Date, no outstanding share awards have been granted under the Pre-IPO Share Incentive Plan.

The Class A Ordinary Shares underlying the outstanding options represent approximately 6.84% of the total number of Shares in issue immediately after completion of the Global Offering assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised.

WAIVERS AND EXEMPTION

It is expected that no options or share awards under the Pre-IPO Share Incentive Plan will be further granted after the Listing. For more details of the Pre-IPO Share Incentive Plan, see “Statutory and General information — D. Pre-IPO Share Incentive Plan — 1. Pre-IPO Share Incentive Plan” in Appendix IV to this Prospectus.

We have applied to (i) the Stock Exchange for a waiver from strict compliance with the requirements under Rule 17.02(1)(b) of and paragraph 27 of Appendix D1A to the Listing Rules; and (ii) the SFC for a certificate of exemption from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance pursuant to section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in connection with the disclosure of certain details relating to the Pre-IPO Share Incentive Plan and the Grantees on the ground that full compliance with such disclosure requirements would be unduly burdensome for our Company and the waiver and the exemption would not prejudice the interest of the investing public for the following reasons:

- (a) given that 392 Grantees are involved, our Directors consider that it would be unduly burdensome to disclose full details of Grantees under the Pre-IPO Share Incentive Plan on an individual basis in this Prospectus, which would involve a substantial number of pages of content to be inserted into this Prospectus, significantly increasing the cost and timing for information compilation and Prospectus preparation and do not provide any material information to the investing public;
- (b) the key information of the Pre-IPO Share Incentive Plan will be disclosed in this Prospectus, including (i) a summary of the terms of the Pre-IPO Share Incentive Plan; (ii) the aggregate number of the Shares subject to the options, the percentage of our Shares of which such number represents, and the details of the options granted under the Pre-IPO Share Incentive Plan including the number of underlying Shares, exercise prices, grant dates, vesting periods, and the percentage of our Company’s total issued share capital represented upon completion of the Global Offering; and (iii) the potential dilution effect on shareholdings and the impact on earnings per Share upon full exercise of the options immediately following completion of the Global Offering;
- (c) the grant and exercise in full of the options under the Pre-IPO Share Incentive Plan will not cause any material adverse impact to the financial position of our Group;
- (d) the lack of full compliance with the disclosure requirements set out above will not prevent potential investors from making an informed assessment of the activities, assets and liabilities, financial position, management and prospects of our Group and will not prejudice the interests of any potential investors; and
- (e) our Directors consider that the information that is reasonably necessary for the potential investors to make an informed assessment of the Company in their investment decision making process has been included in this Prospectus.

WAIVERS AND EXEMPTION

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

The Stock Exchange has granted to us a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix D1A to the Listing Rules with respect to the options granted under the Pre-IPO Share Incentive Plan subject to the conditions that:

- (a) the grant of a certificate of exemption from strict compliance with the relevant Companies (Winding Up and Miscellaneous Provisions) Ordinance requirements by the SFC;
- (b) on an individual basis, full details of all the options granted by the Company under the Pre-IPO Share Incentive Plan to each of our directors, members of senior management, connected persons, consultants and other grantees with options representing 200,000 Class A Ordinary Shares or more, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix D1A to the Listing Rules and paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, be disclosed in this Prospectus;
- (c) in respect of the options granted by our Company under the Pre-IPO Share Incentive Plan to the remaining Grantees other than those referred to in sub-paragraph (b) above (the “**Other Grantees**”), the following details will be disclosed in this Prospectus, on an aggregate basis: (i) the aggregate number of the Other Grantees and the number of Class A Ordinary Shares subject to the options, (ii) the consideration paid for the grant of options, and (iii) the exercise period and the exercise price for the options;
- (d) the aggregate number of Shares underlying the outstanding options granted and the percentages of our Company’s total issued share capital represented by such number of Shares as of the Latest Practicable Date will be disclosed in this Prospectus;
- (e) a summary of the principal terms of the Pre-IPO Share Incentive Plan and the dilutive effect and impact on earnings per Share upon full exercise of the options under the Incentive Plan will be disclosed in the section headed “Statutory and General Information — D. Share Incentive Plans — 1. Pre-IPO Share Incentive Plan” in Appendix IV to this Prospectus;
- (f) the particulars of this waiver and exemption are set out in this Prospectus; and

WAIVERS AND EXEMPTION

- (g) a full list of all the Grantees who had been granted options to subscribe for the Shares under the Pre-IPO Share Incentive Plan, containing all details as required under Rule 17.02(1)(b) of and paragraph 27 of Appendix D1A to the Listing Rules and paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance be made available for public inspection in accordance with “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display” in Appendix V to this Prospectus.

The SFC has granted us a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, subject to the conditions that:

- (a) full details of all the outstanding options granted under the Pre-IPO Share Incentive Plan to each of directors, members of senior management, the connected persons, consultants and grantees who have been granted outstanding options to subscribe for 200,000 Class A Ordinary Shares or more be disclosed in this Prospectus, such details including all the particulars required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance;
- (b) in respect of the outstanding options granted by our Company to the grantees (other than those referred to in sub-paragraph (a)), on an aggregate basis, the following details be disclosed in this Prospectus:
 - (i) the aggregate number of the Other Grantees and the number of Class A Ordinary Shares subject to the options;
 - (ii) the consideration paid for the grant of options; and
 - (iii) the exercise period and the exercise price for the options;
- (c) a list of all the grantees (including the persons referred to in sub-paragraphs (a) and (b) above) who have been granted options to acquire Class A Ordinary Shares under the Pre-IPO Share Incentive Plan, containing all details as required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, be made available for public inspection in accordance with “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display — Documents Available for Inspection” in Appendix V to this Prospectus; and
- (d) the particulars of the exemption be disclosed in this Prospectus and that this Prospectus will be issued on or before December 31, 2025.

WAIVERS AND EXEMPTION

Further details of the Pre-IPO Share Incentive Plan are set out in the section headed “Statutory and General Information — D. Share Incentive Plans — 1. Pre-IPO Share Incentive Plan” in Appendix IV to this Prospectus.

WAIVER UNDER RULE 10.04 AND CONSENT UNDER PARAGRAPH 1C(2) OF APPENDIX F1 TO THE LISTING RULES IN RESPECT OF SUBSCRIPTIONS OF OFFER SHARES BY EXISTING SHAREHOLDERS AND/OR ITS CLOSE ASSOCIATES AS CORNERSTONE INVESTORS

Rule 10.04 of the Listing Rules provides that a person who is an existing shareholder of the issuer may only subscribe for or purchase any securities for which listing is sought which are being marketed by or on behalf of a new applicant either in his or its own name or through nominees if the conditions set out in Rules 10.03(1) and (2) of the Listing Rules are fulfilled.

Paragraph 1C(2) of Appendix F1 to the Listing Rules provides, inter alia, that no allocations will be permitted to applicant’s existing shareholders or their close associates, whether in their own names or through nominees unless the conditions set out in Rules 10.03 and 10.04 are fulfilled, without the prior written consent of the Hong Kong Stock Exchange.

Paragraph 57 of Chapter 2.5 of the Guide further provides that, an existing shareholder holding less than 10% of the shares in the Specialist Technology Company prior to IPO may subscribe for shares in the IPO as either a cornerstone investor or a placee. In the case of subscription as a cornerstone investor, the applicant and its sponsors must confirm that no preference was given to the existing shareholder other than the preferential treatment of assured entitlement at the IPO price and the terms are substantially the same as other cornerstone investors.

As further described in the section headed “Cornerstone Investors” in this Prospectus, each of (a) Alisoft China Holding Limited, an existing shareholder of the Company holding 13.66% ownership and 3.64% voting power in the Company as of the Latest Practicable Date; (b) Aspex Master Fund, a close associate of XEP-1 Holdings Limited, an existing minority shareholder of the Company holding 1.06% ownership and 0.28% voting power in the Company as of the Latest Practicable Date, (c) Abstract Enigma Limited, a close associate of Nexus Vector Limited, an existing minority shareholder of the Company holding 0.71% ownership and 0.19% voting power in the Company as of the Latest Practicable Date, (d) IDG Breyer Capital Fund L.P., a close associate of Lingham Beauty Limited and Forever Gain Limited, existing minority shareholders of the Company collectively holding 1.89% ownership and 0.50% voting power in the Company as of the Latest Practicable Date; (e) Janchor Partners Pan-Asian Master Fund and Janchor Partners Opportunities Master Fund III, existing minority shareholders of the Company collectively holding 0.85% ownership and 0.23% voting power in the Company as of the Latest Practicable Date, and (f) MPC VII Pte. Ltd., an existing minority shareholder of the Company, holding 2.78% ownership and 0.74% voting power in the Company as of the Latest Practicable Date (collectively, the “**Existing Shareholder CI Participants**”), has entered into a cornerstone investment agreement with the Company, the

WAIVERS AND EXEMPTION

Joint Sponsors and the Overall Coordinators, pursuant to which the Existing Shareholder CI Participants have agreed to participate as cornerstone investors in the Global Offering to subscribe for the Offer Shares to be issued by the Company under the International Offering.

We have applied for a waiver under Rule 10.04 of the Listing Rules and a consent under paragraph 1C(2) of Appendix F1 to the Listing Rules, to permit the Existing Shareholder CI Participants to participate as cornerstone investors in the Global Offering to subscribe for the Offer Shares to be issued by the Company under the International Offering. The Stock Exchange has agreed to grant the requested waiver and consent subject to the conditions that:

- (a) the allocation to the Existing Shareholder CI Participants will not affect the Company's ability to satisfy relevant requirements under Rules 8.08(1), 18C.08 and 8.08A of the Listing Rules, respectively;
- (b) the Company and the Joint Sponsors confirm that no preferential treatment has been, nor will be directly or indirectly, given to the Existing Shareholder CI Participants as cornerstone investors by virtue of their relationship with the Company in any allocation in the Global Offering, other than the preferential treatment of assured entitlement under the cornerstone investment at the Offer Price and the terms are substantially the same as other cornerstone investors; and
- (c) details of the subscription of the Offer Shares by the Existing Shareholder CI Participants as cornerstone investors under the Global Offering are disclosed in this Prospectus, and details of the allocation will be disclosed in the allotment results announcement of the Company.

For further information about the relevant cornerstone investments, please refer to the section headed "Cornerstone Investors" in this Prospectus.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This Prospectus, for which our Directors (including any proposed director who is named as such in this Prospectus) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules, 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 our Group. Our Directors (including any proposed Director who is named as such in this Prospectus), 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

The Company has completed the PRC filing procedures with CSRC for the listing of our Class A Ordinary Shares on the Stock Exchange and the Global Offering.

INFORMATION ON THE GLOBAL OFFERING

This Prospectus is published solely in connection with the Hong Kong Public Offering. For applications under the Hong Kong Public Offering, this Prospectus contains the terms and conditions of the Hong Kong Public Offering. The Global Offering comprises the Hong Kong Public Offering of initially 1,269,480 Offer Shares (subject to reallocation on the basis as set out in “Structure of the Global Offering”) and the International Offering of initially 24,119,740 Offer Shares (subject to reallocation and the Offer Size Adjustment Option on the basis as set out in “Structure of the Global Offering”).

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. 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 our Company, the Joint Sponsors, 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 affiliates or any of their respective directors, officers, employees, advisers, agents or representatives, or any other persons or parties involved in the Global Offering. Neither the delivery of this Prospectus nor any subscription or acquisition made under it shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this Prospectus or that the information in this Prospectus is correct as of any subsequent time.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

For details of the structure of the Global Offering, including its conditions and the arrangements relating to the Offer Size Adjustment Option, the Over-allotment Option and stabilization, see “Structure of the Global Offering.”

PROCEDURES FOR APPLICATION FOR HONG KONG OFFER SHARES

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

RESTRICTIONS ON OFFER AND SALE OF THE SHARES

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

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

OFFER SIZE ADJUSTMENT OPTION, OVER-ALLOTMENT AND STABILIZATION

Details of the arrangement relating to the Offer Size Adjustment Option, the Over-allotment Option and stabilization are set out in the section headed “Structure of the Global Offering.”

UNDERWRITING

The listing of our Class A Ordinary Shares on the Stock Exchange is sponsored by the Joint Sponsors and the Global Offering is managed by the Joint Global Coordinators and the Overall Coordinators. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to the Overall Coordinators (on behalf of the Underwriters) and us agreeing on the Offer Price on or before the Price Determination Date. An International Underwriting Agreement relating to the International Offering is expected to be entered into on or before Wednesday, January 7, 2026, subject to the Offer Price being agreed. The International Offering will be fully underwritten by the International Underwriters under the terms of the International Underwriting Agreement

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

to be entered into. If, for any reason, the Offer Price is not agreed among the Overall Coordinators (for themselves and on behalf of the Underwriters) and us on or before the Price Determination Date, the Global Offering will not proceed and will lapse. For full information about the Underwriters and the underwriting arrangements, see “Underwriting.”

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the granting of the listing of, and permission to deal in (a) the Class A Ordinary Shares in issue (including the Class A Ordinary Shares on conversion of the Preferred Shares and the Class B Ordinary Shares issued before Listing) and to be issued pursuant to the Global Offering (including any Class A Ordinary Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option), and (b) the Class A Ordinary Shares which may be issued under the Post-IPO Share Incentive Plan. We satisfy the requirements under Rule 18C.03 of the Listing Rules as a Pre-Commercial Company (as defined in the Listing Rules) and Rule 8A.06(1) of the Listing Rules, with reference to our expected market capitalization at the time of Listing, which exceeds HK\$40 billion based on the low-end of the indicative Offer Price range.

Under section 44B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, if the permission for the Shares to be listed 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 Global Offering or such longer period not exceeding six weeks as may, within the said three weeks, be notified to us by or on behalf of the Stock Exchange, then any allotment made on an application in pursuance of this Prospectus shall, whenever made, be void.

COMMENCEMENT OF DEALINGS IN THE CLASS A ORDINARY SHARES

Dealings in the Class A Ordinary Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, January 9, 2026. The Class A Ordinary Shares will be traded in board lots of 20 Class A Ordinary Shares each. The stock code of the Class A Ordinary Shares will be 0100.

No part of our Share is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought on the Stock Exchange or any other stock exchange as of the date of this Prospectus. All the Class A Ordinary Shares will be registered on our Hong Kong Share Register in order to enable them to be traded on the Stock Exchange.

ADMISSION OF THE SHARES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Class A Ordinary Shares on the Stock Exchange and our compliance with the stock admission requirements of HKSCC, the Class A Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the HKSCC Rules and HKSCC Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangements as such arrangements may affect their rights and interests. All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

HONG KONG REGISTER OF MEMBERS AND HONG KONG STAMP DUTY

Our Company's principal register of members will be maintained by our principal share registrar and transfer office, Maples Corporate Services Limited, in the Cayman Islands. All of the Shares issued pursuant to the Global Offering will be registered on our Company's Hong Kong Share Register to be maintained in Hong Kong by our Hong Kong Share Registrar, Tricor Investor Services Limited. Dealings in the Class A Ordinary Shares registered in our Company's Hong Kong Share Register will be subject to Hong Kong stamp duty. Unless determined otherwise by our Company, dividends payable in Hong Kong dollars in respect of the Class A Ordinary Shares will be paid to the Shareholders listed on the Hong Kong Share Register of our Company, by ordinary post, at the Shareholders' risk, to the registered address of each Shareholder.

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisers as to the taxation implications of subscribing for, purchasing, holding or disposing of, and/or dealing in the Class A Ordinary Shares or exercising rights attached to them. None of us, the Joint Sponsors, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Underwriters, any of their respective directors, officers, employees, agents or representatives or any other person or party involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchase, holding, disposition of, or dealing in, or the exercise of any rights in relation to, the Class A Ordinary Shares.

EXCHANGE RATE CONVERSION

Solely for your convenience, this Prospectus contains translations among certain Renminbi amounts into Hong Kong dollars and of Renminbi amounts into U.S. dollars at specified rates.

Unless indicated otherwise, the translation of Renminbi into Hong Kong dollars and of Renminbi into U.S. dollars, and vice versa, in this Prospectus was made at the following rates: HK\$1.00 to RMB0.9068, US\$1.00 to RMB7.0550, and US\$1.00 to HK\$7.7805. No representation is made that any amounts in Renminbi, Hong Kong dollars or U.S. dollars can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

LANGUAGE

Translated English names of Chinese laws and regulations, governmental authorities, departments, entities (including subsidiaries of our Group), institutions, natural persons, facilities, certificates, titles and the like included in this Prospectus and for which no official English translation exists are unofficial translations for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.

ROUNDING

Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments, or have been rounded to one or two decimal places. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figure preceding them. Any discrepancies in any table, chart or elsewhere between totals and sums of amounts listed therein are due to rounding.

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

DIRECTORS

Name	Address	Nationality
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Executive Directors

Dr. Yan Junjie (閔俊傑)	Room 408, Building 3 Tianchangyuan Chaoyang District Beijing, PRC	Chinese
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Ms. Yun Yeyi (龔燁禕)	No. 51, Lane 1030 Zhongshan West Road Changning District Shanghai, PRC	Chinese
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Mr. Zhao Pengyu (趙鵬宇)	No. 501, 119th Floor Block 4, Nanhu East Park 1 Wangjing Chaoyang District Beijing, PRC	Chinese
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Mr. Zhou Yucong (周彧聰)	No. 89, Lane 633 Wuzhong Road Minhang District Shanghai, PRC	Chinese
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Non-executive Directors

Mr. Chen Yingjie (陳英傑)	No. 25 Gaoan Road Xuhui District Shanghai, PRC	Chinese
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Mr. Liu Wei (劉偉)	Building 1, Phase 4, Guangqiyuan No. 519 Cangwu Road Hongmei Road Xuhui District Shanghai, PRC	Chinese
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DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Independent non-executive Directors

Mr. Huang Guobin (黃國濱)	17 MacDonnell Road Central, Hong Kong	Chinese
Dr. Wang Pengcheng (王鵬程)	Room 1005, Unit 1 Building 8, District 4 Yuandayuan, Century City Haidian District Beijing, PRC	Chinese
Dr. Zhu Huaxing (朱華星)	43-302, Zhong Guan Yuan Haidian District Beijing, PRC	Chinese

For further information of our Directors, please see the section headed “Directors and Senior Management” in this Prospectus.

PARTIES INVOLVED IN THE GLOBAL OFFERING

Joint Sponsors

China International Capital Corporation

Hong Kong Securities Limited

29/F, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

UBS Securities Hong Kong Limited

52/F, Two International Finance Centre
8 Finance Street
Central
Hong Kong

(in alphabetical order)

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Overall Coordinators

China International Capital Corporation

Hong Kong Securities Limited

29/F, One International Finance Centre

1 Harbour View Street

Central

Hong Kong

UBS AG Hong Kong Branch

52/F, Two International Finance Centre

8 Finance Street

Central

Hong Kong

(in alphabetical order)

Goldman Sachs (Asia) L.L.C.

68/F, Cheung Kong Center

2 Queen's Road Central

Central

Hong Kong

Morgan Stanley Asia Limited

46/F, International Commerce Centre

1 Austin Road West

Kowloon, Hong Kong

(in alphabetical order)

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Joint Global Coordinators

China International Capital Corporation

Hong Kong Securities Limited

29/F One International Finance Centre

1 Harbour View Street

Central

Hong Kong

UBS AG Hong Kong Branch

52/F, Two International Finance Centre

8 Finance Street

Central

Hong Kong

(in alphabetical order)

Goldman Sachs (Asia) L.L.C.

68/F, Cheung Kong Center

2 Queen's Road Central

Central

Hong Kong

Morgan Stanley Asia Limited

46/F, International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

(in alphabetical order)

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Joint Bookrunners

China International Capital Corporation

Hong Kong Securities Limited

29/F One International Finance Centre

1 Harbour View Street

Central

Hong Kong

UBS AG Hong Kong Branch

52/F, Two International Finance Centre

8 Finance Street

Central

Hong Kong

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Goldman Sachs (Asia) L.L.C.

68/F, Cheung Kong Center

2 Queen's Road Central

Central

Hong Kong

Morgan Stanley Asia Limited

46/F, International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

(in alphabetical order)

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

(in alphabetical order)

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Joint Lead Managers

China International Capital Corporation

Hong Kong Securities Limited

29/F One International Finance Centre

1 Harbour View Street

Central

Hong Kong

UBS AG Hong Kong Branch

52/F, Two International Finance Centre

8 Finance Street

Central

Hong Kong

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Goldman Sachs (Asia) L.L.C.

68/F, Cheung Kong Center

2 Queen's Road Central

Central

Hong Kong

Morgan Stanley Asia Limited

46/F, International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

(in alphabetical order)

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

(in alphabetical order)

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Capital Market Intermediaries

China International Capital Corporation

Hong Kong Securities Limited

29/F One International Finance Centre
1 Harbour View Street
Central
Hong Kong

UBS AG Hong Kong Branch

52/F, Two International Finance Centre
8 Finance Street
Central
Hong Kong

(in alphabetical order)

Goldman Sachs (Asia) L.L.C.

68/F, Cheung Kong Center
2 Queen's Road Central
Central
Hong Kong

Morgan Stanley Asia Limited

46/F, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

(in alphabetical order)

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

(in alphabetical order)

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Legal advisors to our Company

As to Hong Kong and United States laws:

Davis Polk & Wardwell

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

As to PRC laws (including as to matters concerning data compliance in the PRC):

Jingtian & Gongcheng

34/F, Tower 3
China Central Place
77 Jianguo Road
Chaoyang District
Beijing
PRC

As to international sanctions laws:

Hogan Lovells International LLP

11th Floor, One Pacific Place
88 Queensway
Hong Kong

As to United States laws (as to matters concerning data compliance in the United States):

ZwillGen PLLC

1900 M Street NW, Suite 250
Washington, DC 20036
United States

As to Singapore laws (including as to matters concerning data compliance in Singapore):

Shook Lin & Bok LLP

1 Robinson Road #18-00
AIA Tower
Singapore 048542

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

As to Cayman Islands laws:

Maples and Calder (Hong Kong) LLP
26th Floor, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

**Legal advisors to the Joint Sponsors and
the Underwriters**

As to Hong Kong and United States laws:

Freshfields
55th Floor, One Island East
Taikoo Place, Quarry Bay
Hong Kong

As to PRC laws:

Commerce & Finance Law Offices
12-15th Floor, China World Office 2
No. 1 Jianguomenwai Avenue
Chaoyang District
Beijing
PRC

Auditor and Reporting Accountant

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
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

DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Compliance Adviser

Somerley Capital Limited

20/F, China Building
29 Queen's Road Central
Hong Kong

Receiving Bank

**Standard Chartered Bank (Hong Kong)
Limited**

18/F, Standard Chartered Tower
388 Kwun Tong Road
Hong Kong

CORPORATE INFORMATION

Registered Office	Maples Corporate Services Limited PO Box 309, Ugland House Grand Cayman, KY1-1104 Cayman Islands
Head Office and Principal Place of Business in the PRC	11th Floor, Building B Xinyan Mansion No. 65 Guiqing Road Xuhui District, Shanghai PRC
Principal Place of Business in Hong Kong	Room 1917, 19/F Lee Garden One 33 Hysan Avenue, Causeway Bay Hong Kong
Company's Websites	<u>https://www.minimax.io</u> and <u>https://www.minimaxi.com</u> <i>(the information contained on these websites does not form part of this Prospectus)</i>
Joint Company Secretaries	<p>Mr. Xue Zizhao (薛子釗) 11th Floor, Building B Xinyan Mansion No. 65 Guiqing Road Xuhui District, Shanghai PRC</p> <p>Ms. Chan Sau Ling (陳秀玲) <i>(fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute)</i> Room 1917, 19/F Lee Garden One 33 Hysan Avenue, Causeway Bay Hong Kong</p>

CORPORATE INFORMATION

Authorized Representatives

Ms. Yun Yeyi (龔燁禕)
11th Floor, Building B
Xinyan Mansion
No. 65 Guiqing Road
Xuhui District, Shanghai
PRC

Mr. Xue Zizhao (薛子釗)
11th Floor, Building B
Xinyan Mansion
No. 65 Guiqing Road
Xuhui District, Shanghai
PRC

Audit Committee

Dr. Wang Pengcheng (王鵬程) (*Chairman*)
Mr. Huang Guobin (黃國濱)
Mr. Liu Wei (劉偉)

Remuneration Committee

Mr. Huang Guobin (黃國濱) (*Chairman*)
Dr. Yan Junjie (閆俊傑)
Dr. Wang Pengcheng (王鵬程)

Nomination Committee

Mr. Huang Guobin (黃國濱) (*Chairman*)
Ms. Yun Yeyi (龔燁禕)
Dr. Zhu Huaxing (朱華星)

Corporate Governance Committee

Dr. Zhu Huaxing (朱華星) (*Chairman*)
Dr. Wang Pengcheng (王鵬程)
Mr. Huang Guobin (黃國濱)

Principal Share Registrar

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall,
Cricket Square, Grand Cayman,
KY1-1102, Cayman Islands

Hong Kong Share Registrar

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

CORPORATE INFORMATION

Principal Banks

Citibank NA, Hong Kong Branch

Ground Floor, E1

One Bay East, Citi Tower

8-12 Hoi Bun Road

Kwun Tong

Hong Kong

Ping An Bank Shanghai Branch

Business Department

2F, East Podium Building

No. 1333, Lujiazui Ring Road

Pudong New Area

Shanghai

INDUSTRY OVERVIEW

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 from the independent industry report prepared by China Insights Industry Consultancy Limited (“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 Joint Sponsors, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, supervisors, and advisors, or any other parties involved in the Global Offering, and no representation is given as to its accuracy.

OVERVIEW OF THE GLOBAL FOUNDATION MODEL INDUSTRY

Artificial intelligence (AI) is not only unlocking productivity, but also enriching creativity. Today, AI permeates various aspects of both people’s professional and personal lives, from social media content recommendations, chatbots, and intelligent personal assistants, to autonomous driving systems, intelligent risk control models, and AI-assisted medical diagnostics. AI has emerged as a key enabler in the intelligent transformation of society and industries worldwide.

Foundation models in the past three years represent a significant technological paradigm shift compared to previous generations of AI — an inevitable trend fueled by societal developments. Traditional AI centered around small-scale models, which were custom-trained for application-specific scenarios. However, the goal is to enable intelligence that can perform the full range of human intellectual tasks. This requires AI to be more general-purpose, as user needs are becoming increasingly personalized and diverse. Foundation models are designed to address this challenge by offering scalability and generalization capabilities, and represent the most promising path towards achieving this goal.

Over the past three years, the field of foundation models has undergone rapid evolution. Benefitting from significant improvements in model scale and intelligence, the expansion of multi-modal capabilities, and the acceleration of commercialization, the industry has evolved at a remarkable pace.

SUSTAINED IMPROVEMENT IN MODEL INTELLIGENCE

Expansion of model scale and capabilities

Foundation models have scaled up dramatically in parameters in recent years, with significant performance improvements. OpenAI’s GPT-3 launched in 2020 with 175 billion parameters, while GPT-4 launched in 2023 far outperformed it, scoring in the top 10% on a simulated bar exam versus GPT-3.5’s bottom 10%, indicating near-human reasoning and comprehension capabilities.

INDUSTRY OVERVIEW

Since then, more advanced models like GPT-4o, Gemini 2.5 Pro, and Claude 3.7 have pushed the boundaries of scale and intelligence further. A major breakthrough was the emergence of the Mixture-of-Experts (MoE) architecture, which uses expert sub-networks and a gating network to expand scale while keeping computational cost and latency low.

In 2025, leading foundation model companies accelerated model updates from once every 4 months or longer in 2024 to no more than 3 months, driving continuous improvements in intelligence. For example, in 2024, Anthropic launched the Claude 3 series in March, followed by the Claude 3.5 generation — including the Sonnet and Haiku lineups released in June and October respectively — which together constituted a major upgrade to the Claude 3 family. However, in 2025, Anthropic launched Claude 3.7 Sonnet in February, followed by Claude 4 just three months later in May, and Opus 4.1 in August, nearly 50% faster than the 2024 update pace.

Improving context windows and reasoning efficiency

New models are not only more intelligent, but also capable of memorizing and processing more content. GPT-3 supported a context window of approximately 2,048 tokens, GPT-3.5 increased to 4,096, and GPT-4 extended to 32,768. Claude’s 100,000-token context window enabled interaction with ultra-long documents.

However, longer context windows raised inference costs, prompting architectural innovations and retrieval-augmented generation. Among the most notable innovations are improvements to the attention mechanism — for example, MiniMax Text-01, a prior version of our text model, marked the first large-scale application of the linear attention mechanism architecture.

Alignment with humans

RLHF (reinforcement learning from human feedback) allows foundation models to be more receptive to user prompts. It has now become a standard procedure that enhances instruction adherence and response quality. OpenAI used RLHF to evolve GPT-3.5 into ChatGPT, which is capable of delivering coherent, tailored, and practical answers.

This approach has also inspired alternatives like Anthropic’s “Constitutional AI,” which guides model behavior through predefined principles instead of human feedback. Human-aligned models show marked improvements in accuracy, tone control, and handling of inappropriate queries.

Emergence of CoT (chain-of-thought) and reasoning models

The CoT (chain-of-thought) prompting technique, introduced in 2022, improved performance on complex reasoning tasks, such as mathematical problem-solving, and common-sense reasoning, by generating intermediate steps.

INDUSTRY OVERVIEW

A major shift in 2024 saw models trained to break down problems step-by-step during inference, allocating more compute to iterative reasoning, reflection, and output refinement. Reasoning is increasingly regarded as a computable process rather than merely an emergent ability due to large model size. Reasoning models built on test-time compute (such as OpenAI o1 and DeepSeek R1) are explicitly trained with additional compute during the reasoning process to conduct iterative or structured reasoning during test-time. This trade-off between increased reasoning cost/latency and higher reasoning quality may lead to a divergence in future model development: one class of models will be optimized for fast, factually accurate responses, while the other will focus on deeper, more resource-intensive reasoning, with test-time compute being a key variable.

Agentic tool use as a new paradigm

A new paradigm is emerging with AI agents — models that autonomously plan and use external tools to accomplish more complex tasks. In 2023, GPT-4 introduced plug-ins and function calling to access external tools like browsers or Python for code execution, overcoming the limitations of models that could previously only operate within the bounds of their training data. Gemini further advanced this by running code autonomously within a sandbox environment. In 2025, a number of leading foundation model companies have been focused on enhancing their models’ agentic capabilities.

These capabilities turn models into intelligent agents, expanding their roles beyond passive response towards active task orchestration. Other tool use includes generating structured outputs for other systems to read and integrating with knowledge retrieval. Agentic AI has not only greatly expanded the scope of AI applications, but also represents a critical step forward.

Parallel development of closed- and open-source models

Both closed- and open-source models are advancing in parallel over the past few years. OpenAI released closed-source models like GPT-4, while Meta drove open-source adoption with the introduction of the open-sourced LLaMA 2, lowering the barrier of fine-tuned model development. The academic community also work together with the industry to accelerate research progress. Projects like Stanford’s Alpaca and LMSYS’s Vicuna democratized the exploration of instruction adherence models. The academic community also contributed to foundational model architecture innovations while helping advance model evaluation and safety.

The open-source momentum is pushing closed-source developers to iterate faster, while giving users more customizable model options. Chinese companies are also launching competitive open-source models, including Alibaba’s Qwen3, DeepSeek’s V3 and R1, and MiniMax’s M1 and M2.

INDUSTRY OVERVIEW

Acceleration of progress

The intelligence level of foundation models worldwide continues to advance. According to OpenAI's five-level roadmap, current models have now reached the threshold of Level 3. Looking ahead, the trajectory points clearly towards accelerated progress.

Levels	Name	Description
L1	Chatbots	AI with conversational language
L2	Reasoners	AI with human-level problem solving
L3	Agents	AI that can take actions
L4	Innovators	AI that can aid in invention
L5	Organizations	AI that can do the work of an organization

Source: OpenAI

CONTINUOUS EXPANSION OF MODALITIES

From single-modal to multi-modal

Foundation models have expanded into the multi-modal domain, aiming to integrate and align features from text, image, audio, and video into a shared semantic space, enabling integration across different modalities.

Visual understanding

In the early stages of multi-modal understanding, models like CLIP, ViLBERT, and VisualBERT primarily relied on dual-encoder architectures to align visual and textual inputs. More recently, the trend has been shifting towards more unified multi-modal capabilities. GPT-4V, for example, extends the GPT-4 framework to support image inputs, allowing users to ask the model to analyze visual content, describe image details, interpret humor in memes and information in medical images. Built on a decoder-only architecture, Gemini supports image, video, and audio modalities, with Gemini Ultra setting new benchmarks in multi-modal reasoning tasks.

Audio generation

The integration of text and audio allows AI to interpret and generate audio itself.

OpenAI's Whisper, launched in 2022 with 1.6 billion parameters, transcribes and translates audio in 97 languages, achieving near-human accuracy in English transcription. It enables developers to convert audio into text for further processing.

INDUSTRY OVERVIEW

Audio synthesis has also advanced rapidly. In 2023, service providers such as ElevenLabs and MiniMax enabled models to speak with human-like voices. That same year, OpenAI added audio-based conversation to ChatGPT, allowing real-time spoken input and synthesized output, expanding the application of audio model in intelligent assistants and customer service.

The integration of text and audio has led to new products like voice-driven AI agents and smart devices. Future models will better understand emotion and intent in speech, producing more natural responses and improving human-machine interaction.

Visual generation

By 2022, text-to-image models such as DALL-E, Imagen, Stable Diffusion, and Midjourney began producing outputs comparable to real photos and artwork. These models are typically based on diffusion models, combining language models with generative models based on large image-text datasets and Transformer-based text encoding. DALL-E 3 supports natural language interactions and can edit in-image text. Stable Diffusion is noted for photo realism, customization, and open-source engagement. Midjourney excels in artistic styling and usability.

Since 2023, video generation has emerged as a new multi-modal space. OpenAI's Sora, a DiT-powered video model, can generate new video content from inputs in the forms of text, image, or even video. Other offerings, such as Hailuo AI and Google Veo 3, have also gained global traction. These tools have democratized creative content generation and improved workflow efficiency in the creative industry.

The academic community has begun exploring unified models capable of both multi-modal understanding and generation. These models are designed to handle diverse input modalities and generate outputs across one or more of those modalities within a single, cohesive architecture. Such unified systems need to combine the advantages of autoregressive models in reasoning and text generation, with the strength of diffusion models in high-fidelity image generation. This pursuit of integration mirrors the deeper nature of human intelligence — human understanding and expression, as well as inputs and outputs across different modalities, are deeply intertwined and inseparable, rather than being modular and independent of each other.

RIISING ADOPTION OF FOUNDATION MODEL APPLICATIONS UNLOCKING COMMERCIAL VALUE

Unprecedented growth of foundation model applications

Over the past three years, the new generation of AI has experienced hyper growth, at a rate surpassing all previous technological waves in human history, such as the internet and the industrial revolution.

INDUSTRY OVERVIEW

ChatGPT became the fastest growing product in history to reach 800 million users, taking only 17 months, while achieving a global reach with more than 90% of users from outside North America. Commercially, the new generation of AI-native products reached levels of revenue in a single year that took the SaaS industry a decade to accomplish. Powered by the infrastructure and momentum of previous technological waves, AI technology is spreading across every corner of the internet at lightning speed.

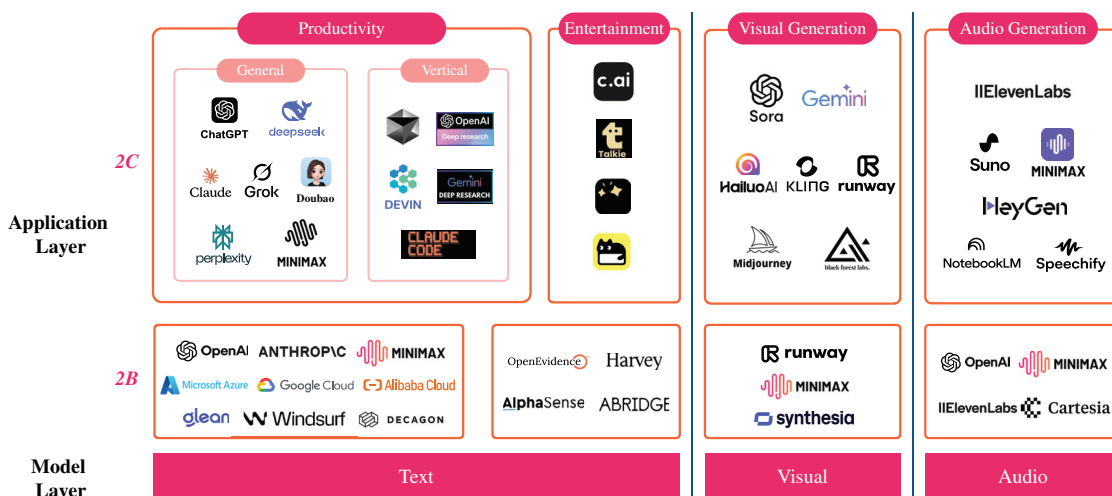
Humanity is now at a pivotal inflection point of an exponential technological growth trajectory. In the moment, progress may seem linear to people, though looking back, exponential leaps often unfold in a very short span of time.

Massive TAM of foundation model applications driven by generalization

Currently, major applications of foundation models include productivity, entertainment, visual generation, audio generation and general 2B services. Across these segments, the generalization capabilities of foundation models are enabling both large-scale deployment and personalized applications through a single, highly scalable architecture—serving a broad spectrum of user needs, from large enterprises to individual creators, and delivering positive model ROI.

Products that can achieve sustained organic growth over time are those driven by continuous improvements in underlying model intelligence. Players that intend to maintain long-term market leadership must develop proprietary foundation models that can be optimized from end-to-end and consistently maintain top-tier performance. A breakthrough in foundation model intelligence can rapidly propel them to prominence, as users naturally gravitate towards technologies that offer a more positive experience.

Market landscape of foundation model applications



Source: CIC

INDUSTRY OVERVIEW

Productivity

The productivity segment represents a massive opportunity with broad downstream use cases. Users often engage with multiple models simultaneously. Top use cases include information search, writing, coding, education, office administration, academic research, and business analysis, which cover all aspects of work and daily life.

The productivity segment has undergone a generational shift from chatbots in 2023 to agents in 2025. Leading chatbot players include ChatGPT and DeepSeek R1, with OpenAI Deep Research and MiniMax Agent driving the next generation of AI agents. Unlike chatbots that simply respond to prompts, agents can complete long-horizon tasks due to advances in multi-step reasoning and use of external tools, enabling them to learn and improve through interactions with their environment. An emerging application of agents is virtual co-workers that can be integrated into enterprise workflows. Companies such as OpenAI and Anthropic are training foundation models in reinforcement learning environments to operate professional business software. The ultimate goal is for these agents to independently handle complex tasks and deliver tangible business value. Long-term leaders in this field must possess end-to-end capabilities, the ability of models to enhance their capabilities via end-to-end reinforcement learning using proprietary models and rewards from application-specific environments.

Since the second half of 2024, AI coding applications experienced exponential growth, fueled by the breakthrough of Claude 3.5 Sonnet. Its capabilities in code design, debugging, and optimization have powered over 30 million developers worldwide. Notable products include Claude Code, Anthropic’s agentic coding tool, Cursor, a code editor for professional developers, and Windsurf, an enterprise-level secure coding platform. Beyond the professional coding market, 2025 has seen a surge of “vibe coding” tools designed for everyday users with no programming background. Platforms such as Lovable and Bolt.new enable anyone to create applications simply through natural language input. The overall trend is shifting from simple code completion towards more advanced coding agent capabilities, with a long-term potential for enabling personalized software generation from a single chat interface. This would not only lower barriers for professional product development, but also unlock a new market for users with little experience.

Entertainment

Entertainment is the second-largest segment following productivity, with tens of millions of young users worldwide creating and interacting with personalized AI agents. The use cases are highly diverse, spanning role-play, companionship, and a wide range of everyday Q&A interactions.

Competition in the entertainment segment is in the process of stabilizing. Leading products include Character AI and Talkie/Xingye, which can enhance user experience with model optimization and inspire users’ creativity with rich multi-modal creative tools. This combination drives high engagement, user stickiness, and highly interactive experiences.

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The new generation of AI-native users are naturally inclined to interact with AI companions. As societal productivity continues to rise and material needs are increasingly met, entertainment AI products will tap into users' emotional and psychological needs and unlock long-term market potential through personalized, emotionally resonant experiences.

Visual generation

Image generation has emerged as the first AI domain to achieve commercialization. In 2022, models like Midjourney impressed the world with their visually striking outputs, sparking exponential growth in social media engagement as image quality progressively met commercial standards. The primary user base consists of professional creators and enthusiasts in graphic design, film/TV production, advertising and e-commerce. These tools not only inspire creativity but also significantly enhance design workflow efficiency.

Leading applications in this space, including GPT-4o, Midjourney and Flux, continue to make breakthroughs in image quality, editing customizability, and diversity of styles. In 2025, Google's Nano Banana advanced image generation to a new level, enabling precise natural language editing and powering commercial-grade uses from marketing visuals to game design. These advancements have unlocked greater end-user application scenarios, such as professional-standard product design and commercial marketing materials. AI-generated images have already achieved widespread popularity, marking their evolution from being just creative tools to becoming mainstream content.

Video generation has emerged as a rapidly growing segment in 2024, with a clear product-market fit. Demand comes from a wide range of industries, including film and television, short videos, mini-dramas, advertising, and e-commerce, leading to a massive market opportunity. In these industries, conventional video production often requires an entire team, whereas foundation models open up new market opportunities for individual professional creators to act as "one-person studios" to produce high-value content as well as enhancing their productivity.

Leading players in this segment include Sora, Veo, Hailuo AI, and Kling, among others. Their core competitiveness lies in maintaining our model R&D capabilities and cost efficiencies, coupled with fast-iterating creative workflow features and a vibrant creator ecosystem.

AI-generated videos are beginning to go viral increasingly frequently on social media, signaling that model performance is beginning to break through the boundaries of consumer-level content. Sora 2, launched in October 2025, sparked viral sharing on social media, signaling a major shift in the content industry with opportunities on the scale of the next short-video boom. In the future, relevant products may evolve into a "real-time personalized video generation engine", lowering barriers for anyone to create and consume personalized content.

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Audio generation

Audio is the universal interface of interaction in the AI era, with a broad downstream application market. For enterprises, AI voice agents overcome the limit of human capacity in sales and customer service, including recruitment, finance, healthcare; for content creators, it enables lifelike and emotionally expressive audio generation for audiobooks, education, dubbing and gaming, and others.

Leading players include OpenAI, MiniMax, and ElevenLabs. Their core competitiveness lies in delivering hyper-realistic audio model quality while maintaining low cost and low latency.

Numerous agentic AI applications, and smart devices are empowered by audio in the AI era. OpenAI's GPT-4o introduced real-time audio interaction in May 2024, setting a new standard for chatbots; Google's NotebookLM saw viral success in September 2024 with its podcast generation feature. As human—AI interactions grow exponentially, the audio submarket holds vast untapped potential.

General 2B services

To accelerate AI adoption in various fields, foundation model companies such as OpenAI and Anthropic typically offer model capabilities to developers and enterprise clients via APIs with an open-platform strategy. Cloud service providers such as Microsoft, Amazon, Google, and Alibaba also provide models, toolkits and professional services through APIs, industry-tailored solutions, and on-premise deployment.

The core competitiveness in this segment includes model performance, cost-efficiency, and stability during high concurrencies, which are the top concerns for developers and enterprise customers. Secondary considerations include security, compliance, and customer support. A multiple-model strategy is now common, with enterprises often using three or more models and routing different models to specific tasks based on use-case requirements.

Enterprise demand is surging across industries. As agentic models become increasingly capable of delivering satisfying outcomes and inference costs continue to drop rapidly, foundation models are set to become a new productivity norm, continuously unlocking value across sectors.

SCALE OF THE GLOBAL FOUNDATION MODEL MARKET

Market size

The global foundation model market comprises revenue generated by model-based and deployment-based approaches. Model-based revenue is primarily generated from (i) a wide range of end-user applications such as AI chatbots, social and entertainment AI products, video generation and audio generation products, that are offered to both consumers and enterprises

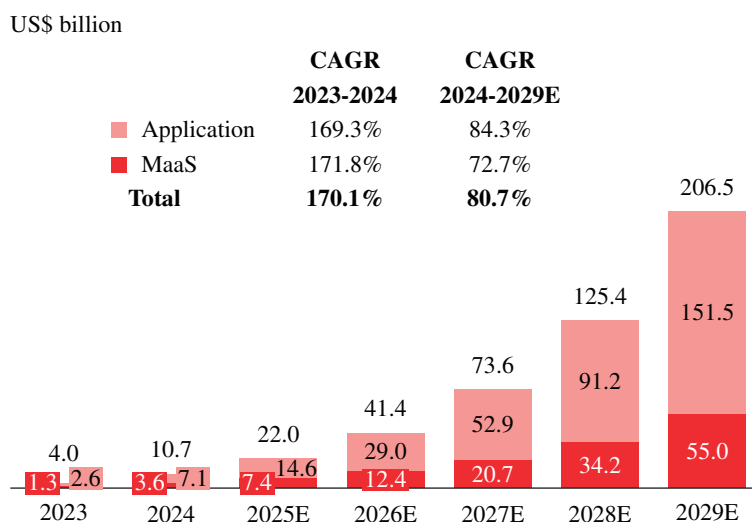
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mainly via subscriptions, and (ii) MaaS (model-as-a-service), which refers to the provision of foundation model capabilities via cloud-based APIs and licensing, enabling developers and enterprises to access and integrate model functions into their own products or systems on a usage basis. Deployment-based revenue is generated from the deployment of customized solutions on premise.

Foundation model technology remains in a stage of rapid development. Compared to a deployment-based approach, the model-based approach allows users to benefit from continuous model improvements without incurring version migration costs. Users can also dynamically scale their model usage based on actual demand, reducing upfront investments and ongoing maintenance expenses related to hardware and infrastructure. Moreover, this approach supports automatic resource scaling to meet users' evolving needs.

According to CIC, the global model-based foundation model market is still in the early stages of commercialization. As technologies continue to mature and the willingness of users to pay steadily increases, the global model-based foundation model market is expected to grow rapidly from US\$10.7 billion in 2024 to US\$206.5 billion by 2029, representing a CAGR of 80.7%. Driven by continued advancement and maturity of foundation model technologies, the market size of foundation model application is projected to expand from US\$7.1 billion in 2024 to US\$151.5 billion in 2029, at a CAGR of 84.3%, and the market size of foundation model MaaS is expected to grow from US\$3.6 billion in 2024 to US\$55.0 billion in 2029, representing a CAGR of 72.7%.

The global foundation model market size, in terms of model-based revenue, 2023-2029E



Source: CIC

Note: Model-based revenues primarily include income generated from foundation model application subscriptions, and foundation model API calls and licensing.

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Market drivers

Technological leaps

The foundation model market is characterized by disruptive technological breakthroughs, with the improvements in each new generation of foundation models expanding the scope of potential applications.

GPT-3 enabled entertainment chat to first achieve product-market fit; GPT-3.5 brought chatbot applications to a highly usable level, while GPT-4 tapped into professional domains such as finance and law. Sora drove video generation to meet the commercial requirements for quality. The multi-modal GPT-4o facilitated a new surge in new user adoption for ChatGPT. Claude 3.5 Sonnet's enhanced coding capabilities contributed to a product-market fit for developer tools like Claude Code, Cursor and Windsurf. OpenAI's o1, with improved reasoning, and Claude 3.7 Sonnet, with stronger tool use capabilities, are fueling the rise of AI agents.

Technology serves as the most powerful underlying driver to the wave of foundation models, with foundation model companies positioned at the forefront of this transformative growth. Each new generation of models gives rise to new use cases that evolve from fragmented experimentation into mainstream applications. True breakthroughs typically occur between generations, with each leap opening a new capability curve and enabling entirely new categories of products and services. For example, MiniMax-M2, MiniMax's latest text model, incorporated "interleaved thinking", a novel, non-consensus framework that enables more robust and reliable agentic reasoning and has proven highly effective. Within the first week of its launch, it became a top three foundation model worldwide by daily token usage on OpenRouter (one of the most widely used platforms globally that lets developers easily access multiple foundation models through one unified API), as well as the first China-based model to surpass 50 billion daily token usage on OpenRouter.

For foundation model companies, these inflection points directly translate into the expansion of demand for new products and solutions. By exploring the direction of model evolution, they would be able to align product roadmaps with emerging market needs, accelerate customer adoption, and capture growth at the earliest stages of each technology cycle.

Scaling Law

The fundamental driver behind market growth of foundation models lies in the fact that the foundation model technology is able to keep scaling up.

The pre-training scaling law is well-known — model performance improves in proportion to the increases in model scale, data size and computing power. This law still remains valid across models from GPT-3.5, GPT-4, to the recently released Claude 4, whose parameter numbers expanded from hundreds of billions to trillions. Furthermore, this principle applies not only to text models but also to other modalities such as video and audio, as recent breakthroughs in video and audio generation technologies have similarly benefited from the scaling up of both model scale and training data size.

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Moreover, beginning with OpenAI’s o1, the industry witnessed a new scaling law focused on test-time compute. The model’s reasoning capability enhances as the computational load in inference extends — the longer the time that the model spends on thinking, the better the performance. Long thinking can require 100 times more compute than a single inference session, allowing the model to solve incredibly complex tasks that can barely be handled by conventional models. This principle has been consistently validated in subsequent models such as OpenAI’s o3, and as of November 2025, all the top ten best-performing models in terms of intelligence index on Artificial Analysis are reasoning models, including MiniMax-M2.

Looking ahead, the scaling up of foundation models is expected to continue, with the scaling of both pre-training and inference reinforcing each other. This dynamic underpins the new “Moore’s Law,” which benefits the entire industry through collective scaling progress rather than isolated innovation. It allows foundation model companies to deploy increasingly sophisticated models with higher throughput and lower latency, and capture growth associated with the scaling trajectory of the industry.

Cost reduction

Declining model costs represent a more predictable market driver than the improvements in model capabilities, with both factors expected to unlock an increasing number of use cases that are crossing the ROI threshold and achieving product-market fit.

At the time of GPT-4’s release, many vertical applications, such as content moderation, already met performance requirements but remained commercially unviable due to high costs and negative ROI. The inference cost of foundation models has been decreasing steadily, with per-token cost of GPT-4 dropping by over 99% since its release, enabling broader adoption across high-volume, back-end industry scenarios. This decline is consistently observed in the industry and has been driven by a combination of architecture innovations, inference efficiency improvements, engineering optimizations, and reductions in the cost of compute. These factors are expected to continually lower costs at a predictable rate.

Falling inference costs expand the range of economically viable applications, lowering adoption barriers and unlocking new market opportunities. This trend drives higher inference volumes and broader deployment of foundation model products and solutions, enabling customers to scale usage profitably and accelerating overall market growth.

Trends of foundation model applications

The commercialization of foundation model applications is still in its early stages, with the proximity to agents being the inflection point that is positioned to unleash significant commercial values.

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Agent applications: agents are capable of operating at a professional level, acting autonomously, and delivering end-to-end results, ultimately driving GDP of trillions of dollars' worth

Achieving professional-level performance involves the execution of specialized tasks within expert domains. Acting autonomously allows systems to operate independently of human time and attention. Delivering end-to-end results signifies the ability to generate economic value. These characteristics mark the inflection point for LLMs transitioning from offering tools to delivering results. Consequently, the addressable market for LLMs will expand beyond the boundaries of enterprise software budget and into the broader market space for labor services.

In addition, agents are continuously enhancing their capabilities to complete tasks. Agents also follow its own scaling law —with the duration of tasks that agents can autonomously handle doubling approximately every seven months. Today, AI can autonomously complete tasks that typically take humans one hour to complete. AI is expected to autonomously handle 2-3-hour tasks by 2026, and one-month tasks within five years. This paves the way for a future of “infinite experts” — AI software engineers, financial analysts, and research scientists contributing to greater productivity and agent economy, 24/7 without downtime.

In light of the agent scaling law, future agents will not only execute tasks, but also act as AI researchers that are able to accelerate the research of new proprietary algorithms and develop new agents that surpass their own capabilities. This exponential, self-reinforcing evolution is precisely what sets this generation of AI technology apart at its core. A compounding effect will emerge between the scaling of algorithm and application, each reinforcing and accelerating the other. This feedback loop could make AI the fastest-moving technological revolution in human history.

Entertainment and generative applications: rapid growth across multiple verticals

The new generation of AI-native users seeks immersive, co-creation experiences, driving the evolution of entertainment products toward personalized AI companionship. As model intelligence and memory capabilities continue to advance, we foresee a future “Her”-style moment where everyone has an AI companion that truly knows them and proactively assists in all aspects of their lives. These AI companions will possess both intellectual and emotional intelligence, forging deep emotional bonds with users through expressive and empathetic interactions. Personalized AI emerges as a trend where AI companions can learn user’s personalized preferences, habits, and communication style from daily interactions, assisting them across all devices.

Advances in video generation are altering the limits of creativity, as AI-generated videos have the potential to become viral on social media. This indicates a shift in content production from professional tools to widely accessible creative engines, significantly changing the video content supply landscape. Meanwhile, audio generation and interaction capabilities are

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gradually becoming standard across AI applications, advancing from basic command-response functions toward more emotionally expressive communication. This evolution is enabling more natural interactions between human and machines, positioning the voice interface as a central hub for multi-modal interaction.

Multi-modal applications: unified multi-modalities unlocks new market potential

In March 2025, GPT-4o updated image generation capabilities, significantly improving image quality and triggering a sharp uptick in new ChatGPT subscriptions, demonstrating the commercial potential of multi-modal integration. Unlike previous approaches that relied on separate models like DALL-E for image generation, GPT-4o is built on a native multi-modal architecture that generates image directly from text prompts. This has brought a new level of controllable image generation and editing.

The ability to accurately generate text within images and to edit images with fine-grained control has opened up commercial use cases such as generating educational visuals, product posters with stylized typography, and scientific illustrations. Looking ahead, deeper integration of text, audio, and visual modalities will make it possible to create fully editable videos, generate synchronized audio and text along with the video content, and more, unlocking market opportunities for the next short-video revolution.

COMPETITIVE LANDSCAPE OF THE GLOBAL FOUNDATION MODEL MARKET

Competitive ranking

Foundation model companies are broadly categorized into two types: foundation model technology companies and foundation model application companies. The former refers to companies capable of developing proprietary foundation model technology, while the latter refers to those building industry- or scenario-specific applications and solutions on top of existing foundation models, without engaging in foundation model development or maintenance themselves.

Currently, the foundation model industry is still in a phase driven by the advancements of underlying technology, where major iterations of foundation models can significantly expand the boundaries of model capabilities. As a result, foundation model technology companies who are more focused on advancing the underlying technology are the major promoters of innovation and play a leading role in shaping the future of the industry.

As end-user experience is largely dependent on the performance of the foundation model, a large number of leading products in the market today are developed by foundation model technology companies with end-to-end model and application development capabilities.

According to CIC, MiniMax is the tenth largest foundation model technology company globally in terms of model-based revenues in 2024, with a market share of 0.3%, as illustrated in the table below. The global foundation model market is expected to reach US\$22.0 billion

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in 2025, and MiniMax is expected to capture a market share of approximately 0.3%. Given that most of the peers are large publicly listed companies with vast resources, ranking among the global top ten and competing effectively with these industry giants is a remarkable achievement for a startup with relatively limited resources.

**Ranking of global foundation model technology companies,
in terms of model-based revenues in 2024**

Rank	Company	Market share, %
1	Company A	30.1%
2	Company B	16.9%
3	Company C	8.2%
4	Company D	4.7%
5	Company E	2.8%
6	Company F	1.8%
7	Company G	0.7%
8	Company H	0.5%
9	Company I	0.3%
10	MiniMax	0.3%
11	Company J	0.3%
12	Company K	0.3%
13	Company L	0.3%
14	Company M	0.2%
15	Company N	0.2%

Source: CIC

Note:

- (1) Model-based revenues primarily include income generated from foundation model application subscriptions, and foundation model API calls and licensing.
- (2) Company A is a foundation model company founded in the United States in 2015. It mainly provides AI-native products such as chatbot and video generation application. It is an unlisted company.
- (3) Company B is a technology company founded in the United States in 1998. It mainly provides internet-related products and services, including search engines, cloud computing, digital advertising, and AI products and services. It is a listed company on the NASDAQ Stock Exchange.
- (4) Company C is a technology company founded in the United States in 1975. It mainly provides office software, cloud services, and AI products and services. It is a listed company on the NASDAQ Stock Exchange.

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- (5) Company D is a foundation model company founded in the United States in 2021. It mainly provides large language model products. It is an unlisted company.
- (6) Company E is a foundation model company founded in the United States in 2021. It mainly provides AI image generation application. It is an unlisted company.
- (7) Company F is a technology company founded in the United States in 1994. It mainly provides an e-commerce platform, cloud computing services, digital streaming, and AI products and services. It is a listed company on NASDAQ Stock Exchange.
- (8) Company G is a technology company founded in the United States in 2004. It mainly provides social networking platforms, and open-source foundation models. It is a listed company on NASDAQ Stock Exchange.
- (9) Company H is a technology company founded in China in 1999. It mainly provides e-commerce platforms, cloud computing services, digital payment services, and AI products and services. It is a dual-listed company on the Stock Exchange and the New York Stock Exchange.
- (10) Company I is a social media company founded in the United States in 2006. It mainly provides a global social networking platform and a large language model application. It is an unlisted company.
- (11) Company J is an AI company founded in the United States in 2022. It mainly provides AI-powered voice synthesis and dubbing services, including multilingual speech generation and voice cloning. It is an unlisted company.
- (12) Company K is a technology company founded in China in 2000. It mainly provides search engine, cloud services, and AI products and services. It is a dual-listed company on the Stock Exchange and the NASDAQ Stock Exchange.
- (13) Company L is an AI company founded in the United States in 2018. It mainly provides an AI-powered video and image generation tools. It is an unlisted company.
- (14) Company M is an AI company founded in the United Kingdom in 2017. It mainly provides AI-powered video creation tools. It is an unlisted company.
- (15) Company N is a voice technology and AI company founded in China in 1999. It mainly provides voice recognition software and other voice-based AI products. It is a listed company on the Shenzhen Stock Exchange.

The following table presents a comparison of product offerings by leading global foundation model technology companies.

Product offerings by leading global foundation model technology companies

Company	Main product types	Main monetisation method
Company A	Productivity, visual generation	Subscriptions, API calls
Company B	Productivity, general 2B services	Subscriptions, API calls
Company C	Productivity, general 2B services	Subscriptions, API calls
Company D	Productivity	Subscriptions
Company E	Visual generation	Subscriptions
Company F	General 2B services	API calls
Company G	General 2B services	API calls
Company H	General 2B services	Subscriptions, API calls
Company I	Productivity, general 2B services	Subscriptions, API calls

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Company	Main product types	Main monetisation method
MiniMax	Entertainment, visual generation, productivity	Subscriptions, online marketing services, in-app purchase, API calls
Company J	Audio generation	Subscriptions, API calls
Company K	Productivity, general 2B services	Subscriptions, API calls
Company L	Visual generation	Subscriptions, API calls
Company M	Visual generation	Subscriptions, API calls
Company N	Productivity, general 2B services	Subscriptions, API calls

The table below summarizes the key underlying technologies used by leading foundation model technology companies across text, image, video, and audio modalities, as a high-level representation of each company’s technical orientation.

Underlying technologies used by leading global foundation model technology companies

Company	Model Modalities			
	Text	Image	Video	Audio
Company A . . .	RLHF, SFT, RAG, CoT, MoE	Diffusion model, Cross-Attention, MoE, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion, MoE	TTS, Codec-based Model, Diffusion-based Vocoder, MoE
Company B . . .	RLHF, SFT, RAG, CoT, MoE	Diffusion model, Cross-Attention, MoE, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion, MoE	TTS, Codec-based Model, Diffusion-based Vocoder, MoE
Company C . . .	RLHF, SFT, RAG, CoT, MoE	Diffusion model, Cross-Attention, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion	TTS, Codec-based Model, Diffusion-based Vocoder, MoE
Company D . . .	RLHF, SFT, CoT, Interleaved Thinking	N.A.	N.A.	N.A.
Company E . . .	N.A.	Diffusion model, Cross-Attention	N.A.	N.A.
Company F . . .	RLHF, SFT, RAG, CoT, MoE	Diffusion model, Cross-Attention, MoE, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion, MoE	TTS, Codec-based Model, Diffusion-based Vocoder, MoE

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Company	Model Modalities			
	Text	Image	Video	Audio
Company G. . .	RLHF, SFT, CoT, MoE	Diffusion Model, Cross-Attention, MoE, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion, MoE	TTS, Codec-based Model, Diffusion-based Vocoder, MoE
Company H. . .	RLHF, SFT, RAG, CoT, MoE, Linear Attention	Diffusion Model, Cross-Attention, MoE, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion, MoE	TTS, Codec-based Model, Diffusion-based Vocoder, MoE
Company I . . .	RLHF, SFT, RAG, CoT	Cross-Attention, ViT	N.A.	N.A.
MiniMax	RLHF, SFT, RAG, CoT, MoE, Linear Attention, Interleaved Thinking	Diffusion Model, Cross-Attention, MoE, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion, MoE	TTS, Codec-based Model, Diffusion-based Vocoder, MoE
Company J . . .	N.A.	N.A.	N.A.	TTS, Codec-based Model, Diffusion-based Vocoder
Company K. . .	RLHF, SFT, RAG, CoT, MoE	Diffusion Model, Cross-Attention, MoE, ViT	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion, MoE	TTS, Codec-based Model, Diffusion-based Vocoder, MoE
Company L. . .	N.A.	N.A.	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion	TTS, Codec-based Model, Diffusion-based Vocoder
Company M . .	N.A.	N.A.	Spatiotemporal Attention, Video Diffusion Model, Multimodal Fusion	TTS, Codec-based Model, Diffusion-based Vocoder
Company N. . .	RLHF, SFT, RAG, CoT	N.A.	N.A.	TTS, Codec-based Model, Diffusion-based Vocoder, MoE

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Notes:

1. RLHF (Reinforcement Learning from Human Feedback) refers to a training method where the model learns to produce responses that align with human preferences, by being rewarded for outputs that human rate as better.
2. SFT (Supervised Fine-Tuning) refers to a process of improving a model by training it on high-quality examples with known correct answers, so it learns to imitate desired behavior.
3. RAG (Retrieval-Augmented Generation) refers to a technique where the model retrieves relevant information from external databases or documents to generate more accurate and factual answers.
4. CoT (Chain-of-Thought reasoning) refers to a reasoning approach where the model generates intermediate thinking steps before producing the final answer, improving logical accuracy and problem-solving.
5. MoE (Mixture-of-Experts) refers to a model architecture that contains multiple specialized “expert” networks, where only the most relevant ones are activated for each input, improving efficiency and scalability.
6. Linear Attention refers to an optimized form of attention that reduces memory and computation costs, enabling the model to handle much longer input sequences efficiently.
7. Interleaved Thinking refers to a reasoning approach where a model alternates between multiple lines of thought or tasks, allowing it to process complex problems more efficiently and generate more coherent, context-aware outputs.
8. Diffusion Model refers to a generative approach that starts from random noise and progressively refines it into a clear image, similar to developing a photograph.
9. Cross-Attention refers to a mechanism that enables a model to connect and align information from different sources, such as linking text prompts to visual features.
10. ViT (Vision Transformer) refers to a Transformer architecture designed for image understanding, which divides an image into small patches and processes them to capture global visual patterns.
11. Spatiotemporal Attention refers to an attention mechanism that jointly analyzes spatial information (objects in each frame) and temporal information (how things move across frames) to understand videos.
12. Video Diffusion Model refers to a generative framework that extends diffusion models to videos, creating smooth and coherent motion by refining noisy video frames step by step.
13. Multimodal Fusion refers to the process of combining multiple types of data — such as text, image, audio, and video — so that the model can understand or generate content across modalities.
14. TTS (Text-to-Speech) refers to the process of converting written text into spoken voice, allowing machines to “speak” naturally.
15. Codec-based Model refers to an audio generation approach that compresses sound into compact digital codes (tokens) and reconstructs it with high fidelity, similar to how MP3 or EnCodec works.
16. Diffusion-based Vocoder refers to a model that reconstructs realistic audio waveforms from encoded representations through a gradual noise-removal process, improving speech and music quality.

Foundation model technology companies can be further classified into two categories: pureplay companies whose core business is entirely focused on foundation models, and non-pureplay companies that have entered the foundation model space in addition to their existing businesses, such as major internet platforms and cloud service providers.

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Pureplay companies concentrate their core resources, accumulated technological know-how and business models around foundation models. This high degree of focus and resource investment enables them to drive rapid innovation and positions them as key forces in advancing the foundation model industry. In contrast, non-pureplay companies may benefit from stronger access to capital and computing power. They are also able to integrate foundation model technologies into a wider range of products and services from other business units or departments across the organization, enabling potentially faster and easier validation and commercialization of new technologies.

According to CIC, MiniMax is the fourth largest pureplay foundation model technology company globally in terms of model-based revenues in 2024, as is illustrated in the tables below.

**Ranking of global pureplay foundation model technology companies,
in terms of model-based revenues in 2024**

Rank	Company	Market share, %
1	Company A	30.1%
2	Company D	4.7%
3	Company E	2.8%
4	MiniMax	0.3%
5	Company J	0.3%

Source: CIC

Note:

- (1) Model-based revenues primarily include income generated from foundation model application subscriptions, and foundation model API calls and licensing.

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Model benchmarks

Upon release, MiniMax’s foundation models have achieved leading performance across text, video and speech modalities, ranking at the top across the Artificial Analysis benchmarks and achieved the No.1 ranking among all open-source models, a suite of authoritative, independent AI benchmarks that are widely acknowledged in the foundation model industry, providing assessments from the perspective of large model users, as illustrated in the charts below.

Artificial Analysis Intelligence Index (evaluation of text models)

Rank	Company	Model	Index
1	OpenAI	GPT-5 Codex (high)	68
1	OpenAI	GPT-5 (high)	68
3	X	Grok 4	65
4	Anthropic	Claude 4.5 Sonnet	63
5	MiniMax	MiniMax-M2	61
5	OpenAI	gpt-oss-120B (high)	61
7	X	Grok 4 Fast	60
7	Google	Gemini 2.5 Pro	60
9	Anthropic	Claude 4.1 Opus	59
10	Alibaba	Qwen3 235B A22B	57
2507			

Source: Artificial Analysis

Note: As of November 7, 2025, shortly after the release of MiniMax-M2. Artificial Analysis is an independent AI benchmarking & analysis company. It provides independent benchmarks & analysis to support developers, researchers, businesses, and other users of AI. The Artificial Analysis Intelligence Index is a weighted average metric across the constituent evaluations, balancing general knowledge (equally weighted between MMLU-Pro, HLE, and GPQA Diamond), mathematical reasoning (equally weighted between MATH-500 and AIME 2024), and coding ability combination (equally weighted between SciCode and LiveCodeBench).

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Artificial Analysis Video Arena Leaderboard (evaluation of video models)

Rank	Company	Model	Arena ELO
1	ByteDance	Seedance 1.0	1,355
2	MiniMax	Hailuo-02	1,331
3	Google	Veo 3 Preview (No Audio)	1,244
4	Kuaishou	Kling 2.0	1,195
5	Kuaishou	Kling 1.6 (Pro)	1,144
6	Runway	Runway Gen 4	1,120
7	Google	Veo 2	1,118
8	Lightricks	LTV Video v0.9.7 (13B)	1,064
9	MiniMax	I2V-01-Director	1,047
10	Runway	Runway Gen 3 Alpha Turbo	1,005

Source: Artificial Analysis

Note: As of June 22, 2025, shortly after the release of Hailuo-02. The Arena ELO scores are determined by responses from users in the Artificial Analysis Video Arena.

Artificial Analysis Speech Arena Leaderboard (evaluation of speech models)

Rank	Company	Model	Arena ELO
1	MiniMax	Speech-02-HD	1,174
2	OpenAI	TTS-1 HD	1,146
3	OpenAI	TTS-1	1,132
4	ElevenLabs	Multilingual v2	1,114
5	ElevenLabs	Turbo v2.5	1,108
6	Cartesia	Sonic English (Oct'24)	1,103
7	Kokoro	Kokoro 82M v1.0	1,078
8	Microsoft	Azure Neural	1,056
8	Amazon	Polly Long-Form	1,056
10	Google	Studio	1,039

Source: Artificial Analysis

Note: As of June 22, 2025, shortly after the release of Speech-02. The Arena ELO scores are determined by responses from users in the Artificial Analysis Video Arena.

Competitive barriers

R&D capabilities of foundation models

The competitiveness of foundation model products is fundamentally based on the underlying foundation models. Performance improvements driven by the iteration of foundation models often far outweigh enhancements made at the application layer or through product refinement. As a result, leading foundation model products nowadays are typically developed by companies with in-house foundation model R&D capabilities, while users tend to gravitate toward top-tier products that offer the best experience. Given the rapid pace of technological advancement, players in the industry must continue investing heavily in R&D to maintain performance leadership and their competitive edge.

Commercialization capabilities

Commercialization capabilities enable foundation model companies to translate research and technologies into usable products more rapidly, shortening the cycle from technological development to tangible commercial value. By strategically selecting and developing products with the greatest potential for scalable commercialization, foundation model companies can further amplify the market impact of technological breakthroughs, improve the ROI of model development, and support the long-term sustainability of ongoing research efforts.

Organizational abilities

Developing foundation models requires the integration of expertise across multiple complex domains, including advanced algorithms, large-scale model training, infrastructure optimization, and deployment efficiency. As such, companies must rely heavily on a small pool of top-tier AI talents with deep technical capabilities. To attract and retain these individuals, companies need organizational abilities — including a compelling long-term vision, research environment, capital support, and a culture that fosters innovation and ownership. These organizational qualities form a critical barrier to entry, enabling leading players to continuously overcome technical bottlenecks and maintain a sustainable competitive advantage.

Key Costs And Trends Of The Global Foundation Model Market

Inference cost is the major cost for companies engaged in the global foundation model market. It refers to the computational expense incurred each time a user query is processed by the model, and is typically charged on a per-token basis. With the continued maturation of foundation model technologies and increasing economies of scale in commercialization, inference costs are expected to decline significantly. According to CIC, the industry average inference cost declined from approximately US\$20 per million tokens by the end of 2022 to below US\$0.1 per million tokens by the end of 2024, and is expected to further decline at an approximate rate of 10 times per year.

INDUSTRY OVERVIEW

SOURCE OF INFORMATION

CIC was commissioned to conduct research and analysis of, and produce a report on the global foundation model industry at a fee of US\$115,000. The commissioned report has been prepared by CIC independently without the influence from the Company or other interested parties. CIC offers industry consulting services, commercial due diligence, and strategic consulting. With a consultant team actively tracking the latest market trends in various industries such as TMT, consumer goods and services, agriculture, chemicals, marketing and advertising, culture and entertainment, energy and industry, finance and services, healthcare, and transportation, CIC possesses the most relevant and insightful market intelligence in these sectors. CIC undertook both primary and secondary research using a variety of resources. Primary research involved interviewing key industry experts and leading industry participants. Secondary research involved analyzing data from various publicly available data sources, including annual reports published by relevant industry participants, industry associations, CIC's own internal database, etc.

The market projections in the commissioned report are based on the following key assumptions: (i) the overall global social, economic, and political environment is expected to maintain a stable trend during the forecast period, (ii) key industry drivers are likely to continue to drive market growth during the forecast period, and (iii) there is no extreme force majeure or unforeseen industry regulations in which the market may be affected either dramatically or fundamentally during the forecast period. Except as otherwise noted, all of the data and forecasts contained in this section are derived from the CIC Report.

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This section sets forth a summary of the principal laws, rules and regulations that may have material impact on our business.

LAWS AND REGULATIONS IN THE PRC

Government Policies on Artificial Intelligence

The New-Generation Artificial Intelligence Development Plan, issued by the State Council on July 8, 2017, specifies China’s “three-step” strategic goals for developing next-generation artificial intelligence: By 2020, the overall technology and application of AI will be synchronized with the world’s advanced levels. The AI industry will become a significant new economic growth driver, and AI technology applications will serve as new avenues for improving people’s livelihoods. By 2025, significant breakthroughs will be achieved in the fundamental theories of AI, and select technologies and applications will reach leading levels. AI will become a primary driving force for industrial upgrading and economic transformation in China, and positive progress will be made in the construction of a smart society. By 2030, the overall theory, technology, and applications of AI will reach leading levels, making China the world’s primary AI innovation center.

On December 31, 2021, the Cyberspace Administration of China (the “CAC”) and three other departments jointly issued the Provisions on the Administration of Algorithm-generated Recommendations for Internet Information Services (《互聯網信息服務算法推薦管理規定》), which came into effect on March 1, 2022. These Provisions apply to enterprises (referred to as algorithm-recommended service providers) that use generation and synthesis, personalized push, selection sort, search filtering, scheduling decision, and other algorithm technologies to provide information to users. According to these Provisions, an algorithm-recommended service provider shall implement its primary responsibility for algorithm security, shall regularly review, assess, and verify algorithm mechanisms and mechanics, models, data, and application results, among others, shall not set up algorithm models which induce users to indulge or engage in over-consumption, or otherwise violate laws, regulations, or ethics, and shall strengthen information security management. An algorithm-recommended service provider shall protect user rights and interests by offering users the option to opt out of recommendations based on their personal characteristics, or providing users with convenient options to disable algorithm-recommended services. Where services are provided to minors, the service provider shall fulfill its statutory obligations regarding the protection of minors in cyberspace in accordance with the law. An algorithm-recommended service provider shall establish convenient and effective channels for user appeals and for public complaints and whistleblowing, and shall clearly define procedures and response timeframes for handling such matters, promptly accepting, processing, and providing feedback on results. Algorithm-recommended service providers with public opinion attributes or the capacity for social mobilization shall, in accordance with the law, complete filing procedures and carry out security assessments in compliance with relevant national regulations.

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On November 25, 2022, the CAC and two other departments jointly issued the Provisions on the Administration of Deep Synthesis of Internet-Based Information Services (《互聯網信息服務深度合成管理規定》), which came into effect on January 10, 2023. These Provisions impose obligations on deep synthesis service providers, technical supporters, and users, including verifying users' real identities, implementing data security and personal information protection measures, strengthening the management of deep synthesis content, and labeling information content that is generated or edited using deep synthesis technologies. Deep synthesis service providers with public opinion attributes or the capacity for social mobilization shall, in accordance with the Provisions on the Administration of Algorithm-generated Recommendations for Internet Information Services, complete the filing procedures for their deep synthesis service algorithms, as well as procedures for changes and deregistration of such filings. Technical supporters of deep synthesis services shall follow these Provisions when performing filing, change, and deregistration procedures by reference. Where deep synthesis service providers develop and launch new products, applications, or features that possess public opinion attributes or the capacity for social mobilization, they shall carry out security assessments in accordance with relevant national regulations.

On July 10, 2023, the CAC and six other departments jointly issued the Interim Measures for the Administration of Generative Artificial Intelligence Services (《生成式人工智能服務管理暫行辦法》) (the “**AIGC Administration Measures**”), which came into effect on August 15, 2023. As defined in the AIGC Administration Measures, generative artificial intelligence (AI) technologies refer to models and related technologies with the capability to generate content such as text, images, audio, and video. Generative AI service providers refer to organizations or individuals that use generative AI technology to provide generative AI services (including generative AI services provided via programmable interfaces and other means). With respect to the scope of application, the AIGC Administration Measures apply to services that use generative AI technology to provide content such as text, images, audio, or video to the public within the territory of the People's Republic of China. If the state otherwise provides for the use of generative AI services to engage in press and publication, film and television production, literary and artistic creation, and other activities, such provisions shall prevail. These Measures shall not apply if an industry organization, enterprise, educational or research institution, public cultural institution, or any other relevant professional institution researches, develops or applies generative AI technology but does not provide generative AI services to the domestic public. In terms of governance mechanisms, the AIGC Administration Measures specify that generative AI service providers shall, in accordance with the law, carry out data processing activities such as pre-training and fine-tuning using data and foundational models with lawful sources. Where intellectual property rights are involved, the intellectual property rights enjoyed by others in accordance with the law shall not be infringed. Where personal information is involved, providers shall obtain the individual's consent or comply with other conditions as stipulated by laws and administrative regulations. Providers shall take effective measures to improve the quality of training data and enhance its authenticity, accuracy, objectivity, and diversity; establish annotation rules, conduct quality assessments of data labeling, and provide training to labeling personnel. With regard to the regulation of generative AI services, the AIGC Administration Measures require generative AI service providers to take effective measures to prevent underage users from becoming overly dependent on or addicted

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to generative AI services; to lawfully assume the responsibilities of personal information processors; and to fulfill obligations to protect the input information and usage records of generative AI service users. Providers shall promptly accept and handle individuals' requests to access, copy, correct, supplement, or delete their personal information. Providers shall label generated content such as images and videos in accordance with the Provisions on the Administration of Deep Synthesis of Internet-Based Information Services. Upon discovering illegal content, providers shall promptly take measures such as ceasing generation, halting transmission, or removal, and take corrective measures such as model optimization training. If a provider discovers that a user is using generative AI services to engage in illegal activities, it shall take relevant measures in accordance with the law and contractual agreements, retain relevant records, and report the matter to the competent authorities. Providers shall also establish and improve mechanisms for complaints and whistleblowing.

On March 7, 2025, the CAC and three other departments jointly issued the Measures for the Identification of AI-Generated and Synthesized Content (《人工智能生成合成内容标识办法》) (the “**Identification Measures**”), which came into effect on September 1, 2025. According to the Identification Measures, internet information service providers engaging in the identification of AI-generated and synthesized content that falls within the scope of the Provisions on the Administration of Algorithm-generated Recommendations for Internet Information Services, the Provisions on the Administration of Deep Synthesis of Internet-Based Information Services, or the AIGC Administration Measures shall be subject to these Measures. The Identification Measures specify that service providers shall add explicit identification to AI-generated and synthesized content such as text, audio, images, video, and virtual scenes. When providing functions such as downloading, copying, or exporting such content, providers shall ensure that the files contain the required explicit identification. In addition, implicit identification shall be embedded in the metadata of files containing AI-generated and synthesized content. The implicit identification shall include information on the attributes of the content, the name or code of the service provider, the content identification number, and other production-related elements. Service providers shall also specify in their user service agreements the methods, formats, and standards for identification of AI-generated and synthesized content, and shall remind users to carefully read and understand the relevant identification management requirements. Article 9 of the Identification Measures provides that where a user takes the initiative to request content without explicit identification, the website platform may, on the condition of not violating relevant laws and regulations, provide such content to the user after clearly defining the responsibilities and obligations in the user agreement and retaining the relevant log information in accordance with the law. Meanwhile, in subsequent use, the user must comply with Article 10 and other relevant provisions of the Identification Measures, proactively declare the AI-generated or synthesized nature of the content, and add explicit identification before publishing or disseminating such content to the public. Furthermore, Article 10 of the Identification Measures stipulates that no organization or individual shall maliciously delete, alter, forge, or conceal the identification of AI-generated and synthesized content as required under these Measures, nor shall they provide tools or services to others for carrying out such malicious acts. It is also prohibited to infringe upon the lawful rights and interests of others through improper means of identification.

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Guidance Catalogue for the Industrial Structure Adjustment

According to the Guidance Catalogue for the Industrial Structure Adjustment (2024 Edition) (《產業結構調整指導目錄(2024年本)》), which was issued by the National Development and Reform Commission on December 27, 2023 and came into effect on February 1, 2024, industries such as big data, cloud computing, information technology services, and blockchain information services within the extent permitted in the PRC are under the encouraged category.

Outline of the 14th Five-Year Plan for National Economic and Social Development

The 14th Five-Year Plan for National Economic and Social Development and the Long-Range Objectives through the Year 2035 of the PRC (《中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要》), which was issued by the National People's Congress (the “NPC”) on March 12, 2021 and came into effect on the same day, explicitly emphasizes focusing on critical sectors including high-end chips, operating systems, key algorithms for artificial intelligence, and sensors. It also underscores the importance of accelerating research and development breakthroughs in basic theories, fundamental algorithms, and equipment materials.

Regulations on Foreign Investment

The Company Law of the PRC (《中華人民共和國公司法》), which was promulgated by the Standing Committee of the NPC of the PRC (the “NPC Standing Committee”) on December 29, 1993, and was most recently amended on December 29, 2023, with its latest revision taking effect on July 1, 2024, governs matters related to the incorporation, operation, and management of companies in China, including foreign-invested enterprises. Unless otherwise specified by laws related to foreign investment, foreign-invested companies are required to comply with the provisions of the Company Law of the PRC.

Foreign investment in China shall adhere to the “Catalogue of Encouraged Industries for Foreign Investment (2022 Edition) (《鼓勵外商投資產業目錄(2022年版)》) (the “Catalogue”) issued by the National Development and Reform Commission of the PRC (the “NDRC”) and the Ministry of Commerce of the PRC (the “Ministry of Commerce”), which was revised on October 26, 2022 and became effective on January 1, 2023, as well as the Special Administrative Measures (Negative List) for Foreign Investment Access (2024 Edition) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “Negative List”), which was promulgated on September 6, 2024 and became effective on November 1, 2024. The Catalogue and the Negative List delineate the basic framework for foreign investment in China, classifying industries with foreign investment into three categories: “Encouraged,” “Restricted,” and “Prohibited”. Industries not listed in either the Catalogue or the Negative List are generally considered to be in the “Permitted” category unless otherwise expressly restricted by other PRC laws and regulations.

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The Law of the PRC on Foreign Investment (《中華人民共和國外商投資法》) (the **“Foreign Investment Law”**), which was promulgated by the NPC Standing Committee on March 15, 2019 and came into effect on January 1, 2020, and the Regulations for the Implementation of the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) (the **“Regulations for the Implementation of the Foreign Investment Law”**), which was promulgated by the State Council on December 26, 2019 and came into effect on January 1, 2020, constitute the primary prevailing legal framework governing foreign investment in China. The promulgation of the Foreign Investment Law and the Regulations for the Implementation of the Foreign Investment Law aims to further expand opening-up, promote foreign investment actively, protect the legitimate rights and interests of foreign investors, and regulate foreign investment management.

On December 30, 2019, the Ministry of Commerce and the State Administration for Market Regulation jointly issued the Measures for the Reporting of Foreign Investment Information (《外商投資信息報告辦法》) (the **“Reporting Measures”**), which became effective on January 1, 2020. The Reporting Measures regulate the reporting of information related to foreign investment activities within China. According to the Reporting Measures, foreign investors and foreign-invested enterprises conducting investment activities within China, either directly or indirectly, are required to submit investment information to the competent commercial authorities through initial reports, change reports, deregistration reports, and annual reports.

Regulations Relating to Overseas Listing

On February 17, 2023, the China Securities Regulatory Commission of the PRC (the **“CSRC”**) issued the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the **“Interim Measures for Overseas Listing”**) along with five supportive guidelines, which took effect on March 31, 2023. Prior to this, the foundational regulations governing the overseas offering and listing by domestic enterprises, namely the Special Provisions of the State Council on Issuing and Listing of Shares Abroad by Companies Limited by Shares (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Circular of the State Council on Further Strengthening the Management of Share Issuance and Listing Overseas (《國務院關於進一步加強在境外發行股票和上市管理的通知》), were simultaneously abolished on March 31, 2023.

According to the Interim Measures for Overseas Listing, domestic enterprises seeking to offer and list securities directly or indirectly in foreign markets are required to complete filing procedures with the CSRC and submit relevant documentation. The Interim Measures for Overseas Listing specify that no overseas offering and listing shall be conducted under any of the following circumstances: (i) Financing through listing is expressly prohibited by laws, administrative regulations or relevant rules of the State; (ii) the overseas offering and listing may endanger national security as determined by the relevant competent department under the State Council after examination according to the law; (iii) a domestic enterprise or its controlling shareholder or actual controller has committed a criminal crime of corruption, bribery, embezzlement, misappropriation of property or disrupting the economic order of the

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socialist market in the last three years; (iv) a domestic enterprise is under formal investigation according to the law for being suspected of any crime or major violation of laws and regulations, but no clear conclusions have been made; or (v) there is a major dispute over ownership of the equity held by the controlling shareholder or a shareholder controlled by the controlling shareholder or the actual controller.

The Interim Measures for Overseas Listing also specify that any overseas offering and listing conducted by an issuer that concurrently meets the following conditions shall be determined as indirect overseas offering and listing by a domestic enterprise: (i) Among the operating revenue, total profits, total assets or net assets of the domestic enterprise in the most recent fiscal year, any index accounts for over 50% of the relevant data in the audited consolidated financial statements of the issuer for the same period; and (ii) the main parts of the business activities of the issuer are carried out in China Mainland or the main business places are located in China Mainland, or most of the senior executives in charge of business operation are Chinese citizens, or their habitual residences are located in China Mainland. An issuer applying to relevant offshore regulatory authorities for an initial public offering shall undergo the recordation formalities with the CSRC within three working days after the application documents for offering and listing are submitted overseas. Furthermore, the Interim Measures for Overseas Listing stipulate that upon the occurrence of any of the material events specified below after an issuer has offered and listed securities in an overseas market, the issuer shall submit a report thereof to the CSRC within three working days after the occurrence and public disclosure of the event: change of control; investigations or sanctions imposed by overseas securities regulatory agencies or relevant competent authorities; change of listing status or transfer of listing segment; voluntary or mandatory delisting.

To enhance confidentiality and archives administration related to domestic enterprises' overseas offering and listing, on February 24, 2023, the CSRC, jointly with the Ministry of Finance, the National Administration of State Secrets Protection and the National Archives Administration, issued 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》) (CSRC Announcement [2023] No. 44), which took effect on March 31, 2023 and supersedes the Provisions on Strengthening Confidentiality and Archives Administration Concerning Overseas Securities Offering and Listing (《關於加強在境外發行證券與上市相關保密和檔案管理工作的規定》) (CSRC Announcement [2009] No. 29). These Provisions outline procedural requirements and specify enterprises' confidentiality responsibilities and accounting archives administration standards, in alignment with the Interim Measures for Overseas Listing.

Regulations Relating to Anti-monopoly and Anti-unfair Competition

According to the Anti-unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》) promulgated by the NPC Standing Committee on September 2, 1993, effective from December 1, 1993 and most recently amended on 27 June 2025, unfair competition means that in its production or operation activity, a business operator disrupts the order of market competition and causes damage to the lawful rights and interests of other business operators

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or consumers, in violation of the Anti-unfair Competition Law of the PRC. Pursuant to the Anti-unfair Competition Law of the PRC, business operators shall follow the principles of voluntariness, equality, fairness, and good faith in market transactions, and abide by laws and commercial ethics. Business operators violating the Anti-unfair Competition Law of the PRC shall bear corresponding civil liability, administrative liability or criminal liability depending on the specific circumstances.

On February 7, 2021, the Anti-monopoly Commission of the State Council of the PRC issued the Guidelines of the Anti-monopoly Commission of the State Council for Anti-monopoly in the Platform Economy Sector (《國務院反壟斷委員會關於平台經濟領域的反壟斷指南》) (the “**Anti-monopoly Guidelines**”), which outline certain behaviors that may, if without justifiable reasons, constitute an abuse of dominant market position.

On May 6, 2024, the State Administration for Market Regulation promulgated the Interim Provisions on Anti-unfair Competition on Internet (《網絡反不正當競爭暫行規定》), which took effect on September 1, 2024. These Provisions provide a regulatory basis for preventing and deterring unfair competition practices on the internet, maintaining the market order of fair competition, encouraging innovation, protecting the legitimate rights and interests of operators and consumers, and promoting the regulated, sustained, and healthy development of the digital economy.

According to the Anti-monopoly Law of the PRC (《中華人民共和國反壟斷法》) (the “**Anti-monopoly Law**”), revised by the NPC Standing Committee on June 24, 2022 and implemented on August 1, 2022, the Anti-monopoly Law applies to monopolistic conduct within China’s economic activities, as well as monopolistic conduct outside China that have an exclusionary or restrictive impact on competition in the domestic market. Monopolistic conduct prescribed by the Anti-monopoly Law includes monopoly agreements reached between business operators, abuse of dominant market position by business operators, and concentration of business operators that have or may have the effect of eliminating or restricting market competition. The Anti-monopoly Law Enforcement Agency of the State Council is responsible for the unified anti-monopoly law enforcement. As required, the Anti-monopoly Law Enforcement Agency of the State Council may authorize corresponding agencies under the people’s governments of provinces, autonomous regions, and municipalities directly under the Central Government to be responsible for the relevant anti-monopoly law enforcement work according to the provisions of the Anti-monopoly Law. Business operators violating the Anti-monopoly Law shall be ordered by the law enforcement agency to cease the illegal acts and be subject to fines or other restrictive measures.

On January 22, 2024, the State Council issued the Provisions of the State Council on Thresholds for Prior Notification of Concentrations of Undertakings (《國務院關於經營者集中申報標準的規定》), which further clarify the factors to be considered in determining whether an enterprise has acquired control over another enterprise or may exert a decisive influence on another enterprise.

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Regulations Relating to Consumer Protection

The Law of the PRC on Protecting Consumers' Rights and Interests (《中華人民共和國消費者權益保護法》) (the “**Law on Protecting Consumers' Rights and Interests**”) was first promulgated by the NPC Standing Committee on October 31, 1993 and last amended on October 25, 2013, and came into effect on March 15, 2014. The Law on Protecting Consumers' Rights and Interests sets out the obligations of business operators and the rights and interests of consumers. Business operators must guarantee the quality, function, usage and term of validity of the goods or services they sell or provide. Consumers whose rights and interests have been damaged due to their purchase of goods or acceptance of services on online platforms may claim damages from the sellers or service providers. Online platform operators may be subject to liabilities if the lawful rights and interests of consumers are infringed in connection with consumers' purchase of goods or acceptance of services on online platforms and the online platform operators fail to provide consumers with authentic contact information of the sellers or service providers. The Regulations for the Implementation of the Law of the PRC on Protecting Consumers' Rights and Interests (《中華人民共和國消費者權益保護法實施條例》) was promulgated by the State Council on March 15, 2024 and came into effect on July 1, 2024, according to which, if the business operators adopt automatic extension, automatic renewal, or other similar mechanisms in connection with the provisions of their services, the business operators must prominently draw the attention of the consumers before they accept the service and before the dates of automatic extension, automatic renewal, or effectiveness of other mechanisms. Business operators are prohibited from sending commercial information or making commercial calls to consumers without their prior consent. If a consumer agrees to receive commercial information and/or commercial calls, the business operator must provide clear and easily accessible options for opting out. Upon the consumer's request to opt out, the business operator shall immediately stop sending commercial information or making commercial calls.

Regulations Relating to Cybersecurity and Data Protection

On July 1, 2015, the NPC Standing Committee issued the National Security Law of the PRC (《中華人民共和國國家安全法》) (the “**National Security Law**”), which came into effect on the same day. The National Security Law stipulates that the State must safeguard national sovereignty, security and the development interests in cyberspace. It also requires the establishment of national security review and supervision systems to examine foreign investments, critical technologies, internet information technology products and services, and other significant activities that may impact China's national security.

On November 7, 2016, the NPC Standing Committee promulgated the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》) (the “**Cybersecurity Law**”), which came into effect on June 1, 2017. According to the Cybersecurity Law, the State implements a cybersecurity multi-level protection system. Network operators shall comply with laws and regulations when conducting business and providing services, and fulfill their obligations to protect cybersecurity. Service providers operating via the network are required to adopt technical measures and other necessary measures, in accordance with laws, administrative

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regulations, and mandatory national standards, to ensure the safe and stable operation of the network, effectively respond to cybersecurity incidents, prevent illegal criminal activities committed on the network, and maintain the integrity, confidentiality and availability of network data.

According to the Civil Code of the PRC (《中華人民共和國民法典》) promulgated by the NPC on May 28, 2020, and effective from January 1, 2021, the personal information of a natural person shall be protected by law. Any organization or individual needing to obtain the personal information of other persons shall legally obtain and ensure the security of such information, and shall not illegally collect, use, process, or transmit the personal information of other persons, nor illegally buy, sell, provide, or publish the personal information of other persons.

On August 20, 2021, the NPC Standing Committee promulgated the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) (the “**Personal Information Protection Law**”), which took effect on November 1, 2021. The Personal Information Protection Law further emphasizes and specifies the obligations and responsibilities of personal information processors in personal information processing activities, and establishes a comprehensive set of rules for personal information processing, including but not limited to: personal information processing shall be for a clear and reasonable purpose; sensitive information processing shall have additional protection; the provision and entrusted processing of personal information to external parties shall be subject to the signing of special agreements to ensure security; the storage, deletion, disclosure, and automated decision-making of personal information shall comply with specific rules; and personal information processors shall have appropriate organizational safeguards, systematic safeguards, and technical measure safeguards.

On June 10, 2021, the NPC Standing Committee promulgated the Data Security Law of the PRC (《中華人民共和國數據安全法》) (the “**Data Security Law**”), which came into force on September 1, 2021. The Data Security Law specifies a categorized and classified system for data protection based on the importance of the data in economic and social development, as well as the extent of harm to national security, public interests, or the lawful rights and interests of individuals or organizations that will be caused once the data are altered, destroyed, leaked, or illegally obtained or used. Entities engaging in data processing activities shall, in accordance with the laws and regulations, establish a sound data security management system throughout the whole process, organize and conduct data security education and training, and adopt corresponding technical measures and other necessary measures to ensure data security. The law also provides for national security review procedures for data activities that affect or may affect national security. It stipulates that processors of important data shall be clear about the persons responsible for data security and the data security management bodies, and fulfill the responsibilities for data security protection, conduct risk assessments of their data processing on a regular basis and submit risk assessment reports to relevant competent departments. Additionally, the Data Security Law subjects activities involving the provision of important data to overseas parties by data processors other than critical information

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infrastructure operators to special regulatory procedures for data export, and restricts the transfer of data stored within the territory of China to any overseas judicial or law enforcement body without the approval of the competent authorities of the PRC.

On December 28, 2021, the Cyberspace Administration of China (the “CAC”), together with 12 other authorities, jointly promulgated the Measures for Cybersecurity Review (《網絡安全審查辦法》) (the “**Measures for Cybersecurity Review**”), which took effect on February 15, 2022. The Measures for Cybersecurity Review stipulate that: (i) online platform operators engaged in data processing activities that influence or may influence national security shall conduct a cybersecurity review; (ii) online platform operators that hold personal information of more than one million users and plan to go public abroad shall report for cybersecurity review to the Cybersecurity Review Office; (iii) critical information infrastructure operators that purchase network products and services affecting or possibly affecting national security shall also undergo cybersecurity review; (iv) network products and services, as well as data processing activities that the cybersecurity review work mechanism member units believe affect or may affect national security, shall, after being submitted to the Central Cyberspace Affairs Commission for approval according to procedures, be reviewed by the Cybersecurity Review Office in accordance with the provisions of these Measures.

On July 7, 2022, the CAC promulgated the Measures for the Security Assessment of Outbound Data Transfer (《數據出境安全評估辦法》), which came into effect on September 1, 2022. The Measures for the Security Assessment of Outbound Data Transfer stipulate that data processors, who provide important data and personal information collected and generated in their operations within the territory of China to recipients overseas, shall conduct a security assessment of outbound data transfers according to these Measures. On March 22, 2024, the CAC issued the Provisions on Promoting and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》) (the “**New Outbound Data Transfer Provisions**”), which took effect on the same date. The New Outbound Data Transfer Provisions stipulate that in case of inconsistencies with the Measures for the Security Assessment of Outbound Data Transfer, the New Outbound Data Transfer Provisions shall prevail. The New Outbound Data Transfer Provisions clarify specific situations in which certain obligations regarding cross-border data transfers (including declaring security assessments for outbound data transfers, entering into standard contracts for outbound personal information, and passing personal information protection certification) can be exempted: (i) the outbound provision of data that is collected and generated in international trade, cross-border transportation, academic cooperation, multinational production and manufacturing, marketing, and other activities that do not involve personal information or important data; (ii) the domestic processing and subsequent outbound provision of personal information that is previously collected and generated outside the territory of the PRC after transmission into China, provided that no personal information within the territory of the PRC or important data is incorporated during the processing activities; (iii) the outbound provision of personal information when it is truly necessary for the conclusion or performance of a contract to which the individual is a party; (iv) the outbound provision of employee personal information when it is truly necessary for implementing cross-border human resources management in accordance with legally established labor regulations and legally signed collective contracts; (v) the outbound provision of personal

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information when it is truly necessary to protect the life, health, and property safety of natural persons in emergency situations; and (vi) the cumulative outbound provision of personal information of less than 100,000 individuals (excluding sensitive personal information) by data processors other than critical information infrastructure operators from January 1st of the current year.

On September 24, 2024, the State Council issued the Regulations on Network Data Security Management (《網絡數據安全管理條例》), which came into effect on January 1, 2025. The Regulations on Network Data Security Management aim to implement the general requirements for data security management set forth in the Cybersecurity Law, the Data Security Law, and the Personal Information Protection Law. The regulations reiterate the general provisions on data processing activities, personal information protection rules, important data security protection, cross-border network data security management, and the obligations of online platform service providers. The Regulations on Network Data Security Management clarify the definition of important data, further specify the obligations of important data processors, and require network data processors whose data processing activities affect or may affect national security to undergo national security review in accordance with relevant national regulations.

Regulations Relating to Intellectual Property

Trademarks

The Trademark Law of the PRC (《中華人民共和國商標法》) (the “**Trademark Law**”) and the Implementing Regulations of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) regulate trademark registration, protection, and use in China. The Trademark Law was promulgated on August 23, 1982, and most recently revised on April 23, 2019, effective from November 1, 2019. It follows the “first-to-file” principle. The law grants exclusive rights to trademark registrants, administered by the Trademark Office of the State Administration for Industry and Commerce (國務院工商行政管理部門商標局) (the “**Trademark Office**”).

The validity period of a registered trademark is ten years, renewable for successive ten-year periods. Renewal procedures shall be completed within 12 months before the expiration date, with a grace period of six months available. The Trademark Office shall publish an announcement for the trademark involved in renewed registration. The trademark registrant may license others through a licensing agreement, but details of the license shall be filed with the Trademark Office. Failure to file shall not be asserted against bona fide third parties. The licensor shall supervise the quality of the products, and the licensee shall maintain the quality of the products when using the registered trademark.

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Patent

The patent activities in China are regulated by the Patent Law of the PRC (《中華人民共和國專利法》) (“**Patent Law**”) and the Detailed Rules for the Implementation of the Patent Law of the PRC (《中華人民共和國專利法實施細則》). The Patent Law was promulgated on March 12, 1984, and most recently amended on October 17, 2020, effective from June 1, 2021. The patent administration department under the State Council is in charge of patent work nationwide. The departments for patent administration of the people’s governments of provinces, autonomous regions, and municipalities directly under the Central Government shall be responsible for patent administration within their respective administrative areas.

The Patent Law and its Implementing Regulations recognize three types of patents: “inventions”, “utility models”, and “designs”. An invention patent refers to a new technical solution proposed for a product, method, or their improvement. A utility model patent refers to a new technical solution suitable for practical use, proposed for the shape or structure of a product, or combination thereof. A design patent refers to a new design that is aesthetically pleasing and suitable for industrial application, pertaining to the overall or partial shape, pattern, or combination thereof, as well as the integration of color with shape or pattern. The term of an invention patent is 20 years, the term of a design patent is 15 years, and the term of a utility model patent is 10 years, all counted from the date of filing.

China follows the principle of “first-to-file”, granting patent rights to the earliest applicant for the same invention. Any invention or utility model for which patent right may be granted shall possess novelty, inventiveness and practical applicability. The rights of the patent holder are protected by law, and others are only permitted to use the patent with proper authorization. Unless otherwise stipulated by law, unauthorized use constitutes patent infringement.

Copyright

According to the Copyright Law of the PRC (《中華人民共和國著作權法》) promulgated by the NPC Standing Committee on September 7, 1990, last amended on November 11, 2020, and effective from June 1, 2021, as well as the Implementation Regulations for the Copyright Law of the PRC (《中華人民共和國著作權法實施條例》) issued by the State Council on May 30, 1991, last amended on January 30, 2013, and effective from March 1, 2013, Chinese citizens, legal entities or other unincorporated organizations shall enjoy the copyright in their works, whether published or not. Works refer to intellectual achievements in the fields of literature, art and science, which are original and can be expressed in a certain form, including written works, oral works, photographic works, audiovisual works, and computer software. Copyright owners shall have various rights including right of publication, right of authorship and right of reproduction. And Anyone who commits any of the infringing acts such as using another person’s work without paying remuneration as required shall, or other acts of infringing copyright depending on the circumstances, bear civil liabilities such as ceasing the infringement, eliminating the effects, making an apology, or compensating for losses.

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According to the Civil Code of the People's Republic of China (《中華人民共和國民法典》) issued by the NPC on May 28, 2020, and became effective on January 1, 2021, where a network user commits an infringing act by using network services, the right holder shall have the right to notify the network service provider to take necessary measures such as deletion, blocking, or disconnection of links. The notice shall include preliminary evidence of the infringement and the right holder's true identity information. Upon receiving the notice, the network service provider shall promptly transmit the notice to the relevant network user and take necessary measures based on the preliminary evidence of the infringement and the type of service; if it fails to take timely necessary measures, it shall bear joint and several liability with the network user for the expanded part of the damage. Where a network service provider knows or should know that a network user is infringing upon the civil rights and interests of others by using its network services but fails to take necessary measures, it shall bear joint and several liability with such network user.

According to the Provisions by the Supreme People's Court on Several Issues Concerning the Application of Law in Hearing Civil Dispute Cases Involving Infringement of the Right of Communication to the Public on Information Networks (《最高人民法院關於審理侵害信息網絡傳播權民事糾紛案件適用法律若干問題的規定》) issued by Supreme People's Court on December 29, 2020 and became effective on January 1, 2021, if a network service provider knows or should know that a network user is infringing upon the right to disseminate information through information networks by using its network services, but fails to take necessary measures such as deletion, blocking, or disconnection of links, or provides technical support or other assistance, the people's court shall determine that it constitutes an act of contributory infringement.

According to the Regulations on the Protection of Computer Software (《計算機軟件保護條例》) promulgated by the State Council on June 4, 1991, last revised on January 30, 2013, and became effective on March 1, 2013, Chinese citizens, legal persons, or other organizations enjoy the copyright (including the right of publication, right of authorship, right of modification, right of reproduction, right of distribution, right of rental, right of dissemination through information networks, right of translation, and other rights to which the software copyright owner is entitled) in the software they develop, regardless of whether the software has been published.

According to the Measures for the Registration of Computer Software Copyrights (《計算機軟件著作權登記辦法》) promulgated by the National Copyright Administration on April 6, 1992, last revised on June 18, 2004, and with the latest revision effective on July 1, 2004, software copyright and proprietary software copyright licensing contracts and transfer contracts shall be registered. The National Copyright Administration is the competent authority for software copyright registration, and it recognizes the Copyright Protection Center of China as the registration body for software. Applications that meet the requirements shall be registered, and the Copyright Protection Center of China shall issue the corresponding registration certificates.

Domain Name

According to the Measures for the Administration of Internet Domain Names (《互聯網域名管理辦法》) promulgated by the Ministry of Industry and Information Technology on August 24, 2017 (effective from November 1, 2017), and the Implementation Rules for National Top-Level Domain Registration (《國家頂級域名註冊實施細則》) issued by the China Internet Network Information Center on June 18, 2019 (effective from the same date), domain name holders shall register their domain names. The Ministry of Industry and Information Technology conducts the supervision and management of Internet domain names in China, while telecommunications authorities in various provinces, autonomous regions, and municipalities directly under the Central Government supervise and manage domain name services within their administrative regions. In principle, domain name registration follows the “first application, first registration” policy. Applicants shall provide accurate information to the domain registration service provider and establish a registration agreement with it. Upon completing the registration process, the applicant becomes the domain name holder.

Regulations Relating to Property Leasing

According to the Civil Code of the PRC, with the consent of the lessor, the lessee may sublease the leased property to a third party. In the case of subleasing by the lessee, the lease contract between the lessee and the lessor remains valid; if the third party causes damage to the leased property, the lessee shall bear the compensation liability. Any transfer of ownership of the leased property during the lessee’s possession period under the lease contract does not affect the validity of the lease contract. Based on the Urban Real Estate Administration Law of the PRC (《中華人民共和國城市房地產管理法》) promulgated by the NPC Standing Committee on July 5, 1994, and last amended on August 26, 2019 and effective from January 1, 2020, and the Administrative Measures for Commodity House Leasing (《商品房屋租賃管理辦法》) issued by the Ministry of Housing and Urban-Rural Development on December 1, 2010, and effective from February 1, 2011, the parties involved in house leasing shall conclude a lease contract in accordance with the law. Within 30 days after signing the lease contract, the parties involved shall complete the procedures for housing lease registration and filing with the competent authority for construction (real estate) of the people’s government of the municipalities directly under the Central Government, cities or counties at the location of the leased property. In case of any violations of the above provisions, the competent authority for construction (real estate) of the people’s government of the municipalities directly under the Central Government, cities or counties shall order corrections within a specified period; if an individual fails to make corrections within the deadline, a fine of less than RMB1,000 may be imposed; if an entity fails to correct within the deadline, a fine between RMB1,000 and RMB10,000 may be imposed. The Civil Code of the PRC states that if the parties involved fail to register and record the lease contract in accordance with laws and administrative regulations, it does not affect the validity of the contract.

Regulations Relating to Labor and Social Security

Labor Law and Labor Contract Law

According to the Labor Law of the PRC (《中華人民共和國勞動法》), which was promulgated on July 5, 1994, and amended on August 27, 2009 and December 29, 2018, employers must establish and improve labor hygiene systems, strictly implement national labor safety and hygiene regulations and standards, and provide labor safety and hygiene education to employees. Labor safety and hygiene facilities must meet statutory standards. Enterprises and employers must provide employees with labor safety and hygiene conditions that comply with relevant labor protection laws and regulations.

The Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), promulgated on June 29, 2007 and amended on December 28, 2012, and the Implementation Regulations of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》), promulgated on September 18, 2008, specify the particular provisions regarding the signing, terms, and termination of labor contracts, as well as the rights and obligations of employees and employers. When recruiting employees, employers shall truthfully inform them of the job content, working conditions, work location, occupational hazards, safety production conditions, remuneration, and any other information that the employees request.

Social Insurance and Housing Provident Fund

In accordance with the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) which was promulgated on October 28, 2010 and was last amended on December 29, 2018, as well as the Interim Regulations on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) issued by the State Council on January 22, 1999 and last revised on March 24, 2019, employees are required to participate in basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, and maternity insurance. The contributions to basic pension insurance, basic medical insurance, and unemployment insurance are shared by employers and employees; contributions to occupational injury insurance and maternity insurance are paid solely by employers, with employees not required to contribute. According to the Notice of the General Office of the State Council on Issuing the Plan for the Pilot Program of Combined Implementation of Maternity Insurance and Basic Medical Insurance for Employees (《國務院辦公廳關於印發<生育保險和職工基本醫療保險合併實施試點方案>的通知》) and the Opinions of the General Office of the State Council on Fully Promoting the Combined Implementation of Maternity Insurance and Basic Medical Insurance for Employees (《國務院辦公廳關於全面推進生育保險和職工基本醫療保險合併實施的意見》), which were issued on January 19, 2017 and March 6, 2019, respectively, the maternity insurance and basic medical insurance for employees must be combined. In accordance with the Social Insurance Law of the PRC, employers are required to register their employees with the local social insurance administrative authorities, provide social insurance coverage for their employees, and withhold and pay the relevant social insurance premiums on their behalf. If an employer fails to complete such registration, the social insurance administrative department will order a rectification within a specified period.

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If the employer does not comply within the deadline, it may be fined between one and three times the amount of the social insurance premium payable. Employers failing to promptly contribute social security premiums in full amount shall be ordered by the social security premium collection agency to make or supplement contributions within a stipulated period, and shall be subject to a late payment fine computed from the due date at the rate of 0.05% per day; where the payment is not made within the stipulated period, the administrative authorities shall impose a fine ranging from one to three times of the amount in arrears.

In accordance with the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), which were promulgated on April 3, 1999 and amended on March 24, 2002 and March 24, 2019, respectively, employers shall pay and deposit housing provident funds on time and in full amount. Late or insufficient payments shall be prohibited. Employers shall process housing provident fund payment and deposit registrations with the housing provident fund management center. If an employer fails to process housing provident fund payment and deposit registrations or go through the formalities of opening housing provident fund accounts for its employees in violation of the aforesaid laws and regulations, the housing provident fund management center shall order it to complete such formalities within a prescribed time limit. If the employer fails to comply with the deadline, a fine ranging from RMB10,000 to RMB50,000 may be imposed. An employer that fails to contribute or under-contributes to the housing provident fund by the prescribed deadline in violation of these regulations shall be ordered by the housing provident fund management center to make the contributions within a stipulated time. Where the contribution has not been made after the expiration of the time limit, an application may be made to the people's court for compulsory enforcement.

According to the Supreme People's Court's Interpretation (II) on Several Issues Concerning the Application of Law in Labour Dispute Cases, if an employer and an employee agree, or the employee promises to the employer, that the employer does not need pay the social insurance premiums for such employee, the people's court shall hold that such agreement or promise invalid. If the employer fails to pay social insurance premiums in accordance with the law, and the employee requests to terminate the labor contract and demands the employer to pay economic compensation in accordance with the Labor Contract Law due to the employer's failure to contribute social insurance premiums, the people's court shall support such request in accordance with the law. Where the circumstances specified in the preceding paragraph exist, and the employer has made up for the social insurance contribution for such employee in accordance with the law, and then the employer requests the employee to reimburse the economic compensation that the employer has already paid to the employee for the previous lack of social insurance premiums, the people's court shall support such the employer's request of reimbursement in accordance with the law. As the Group has not encountered any of the circumstances outlined in the preceding paragraph, the Supreme People's Court's Interpretation (II) on Several Issues Concerning the Application of Law in Labour Dispute Cases will not impact the analysis of the Group's compliance with social insurance and housing provident fund contribution requirements under PRC laws and regulations.

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Laws and Regulations Relating to Foreign Exchange Registration for Overseas Investment by PRC Residents

Pursuant to the Notice of the State Administration of Foreign Exchange (“SAFE”) on Relevant Issues Concerning Foreign Exchange Administrative for Domestic Residents to Engage in Overseas Investment and Financing and Round Trip Investment via Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) (the “**SAFE Circular 37**”), issued and implemented by the SAFE on July 4, 2014, domestic residents (including domestic institutions and individual residents) who, for the purpose of investment and financing, directly establish or indirectly control overseas enterprises by using assets or equity interests of domestic enterprises legally held by them, or by using their legally held overseas assets or equity interests, are required to register such overseas enterprises with the local branch of SAFE as “special purpose vehicles” (SPVs) in accordance with SAFE Circular 37. In the event of changes to the basic information of a registered overseas SPV — such as changes in domestic individual shareholders, name, or operating period — or significant events such as capital increase or decrease, equity transfer or replacement, merger, or division involving domestic individual residents, the relevant parties must promptly complete the procedures for amendment registration of foreign exchange for overseas investment with the foreign exchange authority. Where a domestic resident fails to complete the relevant foreign exchange registration as required, fails to truthfully disclose the actual controller of the round-trip investment enterprise, or makes false representations, any outbound remittance, inbound remittance, or foreign exchange settlement may be subject to rectification orders, warnings, and fines imposed by the foreign exchange authority.

In addition, according to SAFE Circular 37, where a non-listed SPV uses its equity or stock options as the underlying for equity incentive plans targeting directors, supervisors, senior management, or other employees with employment or labor relationships in domestic enterprises under its direct or indirect control, the relevant domestic individual residents may submit the required materials to the foreign exchange authority to apply for foreign exchange registration for the SPV prior to the exercise of such rights. However, in practice, local branches of SAFE may have different interpretations and implementations of SAFE Circular 37. Moreover, as SAFE Circular 37 is the first regulation governing the granting of equity incentives by overseas non-listed companies to domestic residents, there remains a degree of uncertainty in its implementation.

Laws and Regulations Relating to Employee Equity Incentive Plans

According to the Notice of the SAFE on Issues concerning the Foreign Exchange Administration of Domestic Individuals’ Participation in Equity Incentive Plans of Overseas Listed Companies (《國家外匯管理局關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》) (“**SAFE Circular 7**”), issued by the SAFE on February 15, 2012, employees, directors, supervisors, and other senior management personnel who are Chinese citizens or non-Chinese citizens who have continuously resided in China for not less than one

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year and who participate in equity incentive plans of overseas listed companies, are, except in a few exceptional cases, required to register with SAFE through a qualified domestic agent (which may be the Chinese affiliate of the overseas listed company) and complete a series of other procedures.

In addition, the State Taxation Administration has issued several notices concerning employee stock options and restricted shares. According to these notices, employees working in China who exercise stock options or are granted restricted shares are required to pay individual income tax in China. The Chinese affiliates of overseas listed companies are required to submit documentation related to employee stock options and restricted shares to the relevant tax authorities and to withhold individual income tax on behalf of employees who exercise stock options or purchase restricted shares. If an employee fails to pay the required taxes in accordance with relevant laws and regulations, or if the Chinese affiliate fails to withhold such taxes, the Chinese affiliate may be subject to penalties by the tax authorities or other Chinese government agencies.

Regulations Relating to PRC Taxation

Income Tax Law

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) promulgated by the NPC on March 16, 2007 and most recently amended on December 29, 2018 (effective on the same day), 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》) promulgated by the State Council on December 6, 2007 and most recently amended on December 6, 2024 (effective on January 20, 2025), enterprises are classified into “resident enterprises” and “non-resident enterprises.” A resident enterprise refers to an enterprise that is established inside China, or which is established under the law of a foreign country (region) but whose actual office of management is inside China. A non-resident enterprise refers to an enterprise established under the law of a foreign country (region), whose actual institution of management is not inside China but which has offices or establishments inside China; or which does not have any offices or establishments inside China but has incomes sourced in China. Resident enterprises are subject to enterprise income tax at a rate of 25% on their worldwide income. The enterprise income tax on a small meagre-profit enterprise that meets the prescribed conditions shall be levied at a reduced tax rate of 20%. The enterprise income tax on important high- and new-tech enterprises that are necessary to be supported by the Chinese government shall be levied at the reduced tax rate of 15%.

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Income Tax on Dividend Distribution

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation regulations, dividends paid by foreign-invested enterprises in China to foreign investors that are classified as non-resident enterprises, and that arise on or after January 1, 2008, are generally subject to a withholding income tax at a rate of 10%, unless otherwise provided in a tax treaty entered into between China and the jurisdiction in which the foreign investor is resident.

According to the Arrangement between the Mainland of China 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》), promulgated by the State Taxation Administration on August 21, 2006 and became effective on December 8, 2006, dividends paid to a Hong Kong enterprise that directly holds no less than 25% of the equity in a PRC company shall be subject to a withholding tax rate of 5%; otherwise, a 10% withholding income tax shall apply.

Pursuant to the Notice of the State Taxation Administration on the Issues concerning the Application of the Dividend Clauses of Tax Agreements (《國家稅務總局關於執行稅收協定股息條款有關問題的通知》), promulgated and became effective on February 20, 2009, if a transaction or arrangement is mainly for the purpose of obtaining preferential tax treatment, such transaction or arrangement shall not be deemed as a valid basis for applying the preferential provisions of the dividend clause in a tax agreement. Where a taxpayer improperly enjoys treaty benefits due to such transaction or arrangement, the competent tax authority is entitled to adjust the preferential tax treatment. According to the Announcement of the State Taxation Administration on Relevant Issues Concerning the “Beneficial Owner” in Tax Treaties (《國家稅務總局關於稅收協定中“受益所有人”有關問題的公告》), promulgated on February 3, 2018 and became effective on April 1, 2018, the determination of whether an applicant qualifies as a “beneficial owner” under a tax treaty will be made based on a comprehensive analysis of the actual circumstances of the case. This includes, but is not limited to, whether the applicant is obligated to pay over 50% of its income within twelve months to residents of a third country or region, whether the applicant engages in substantive business activities, and whether the counterpart jurisdiction under the tax treaty exempts or applies a minimal tax on the relevant income.

Under the Administrative Measures on Entitlement of Non-resident Taxpayers to Preferential Treatment under Tax Treaties (《非居民納稅人享受協定待遇管理辦法》), promulgated by the State Taxation Administration on October 14, 2019 and became effective on January 1, 2020, non-resident taxpayers may claim tax treaty benefits based on a “self-assessment, declaration, and retention of relevant materials for future inspection” approach. Non-resident taxpayers who, upon self-assessment, determine that they meet the conditions for enjoying treaty benefits, may claim such benefits at the time of tax filing or through the withholding agent at the time of withholding declaration. They shall collect and retain the relevant data in accordance with the regulations for potential future inspection, and shall be subject to subsequent administrative oversight by the tax authorities.

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Value-Added Tax (VAT)

Pursuant to the Provisional Regulations of the PRC on Value-added Tax (《中華人民共和國增值稅暫行條例》), promulgated by the State Council on December 13, 1993 and last amended on November 19, 2017 (effective on the same date), and the Detailed Rules for the Implementation of the Provisional Regulations of the PRC on Value-added Tax (《中華人民共和國增值稅暫行條例實施細則》), promulgated by the Ministry of Finance on December 25, 1993 and last amended on October 28, 2011 (effective on November 1, 2011), all entities and individuals engaged in the sale of goods, provision of processing, repair, and replacement services, as well as the provision of services, the sale of intangible assets or real estate, or the importation of goods within the territory of China are required to pay value-added tax (“VAT”). Unless otherwise stipulated, taxpayers providing services or selling intangible assets shall be subject to a VAT rate of 6%.

Pursuant to the Notice on the Comprehensive Roll-out of the Pilot Program for Replacing Business Tax with Value-added Tax (《關於全面推開營業稅改徵增值稅試點的通知》) (Cai Shui [2016] No. 36), jointly promulgated by the Ministry of Finance and the State Taxation Administration on March 23, 2016 and amended respectively on July 11, 2017 (effective on May 1, 2016), and as approved by the State Council, the pilot program for replacing business tax with VAT has been implemented nationwide since May 1, 2016. Taxpayers previously subject to business tax in industries such as construction, real estate, finance, and lifestyle services have been included in the pilot scope and are now required to pay VAT instead of business tax. Pursuant to the Notice on Relevant Policies Regarding the Simplification of VAT Rates (《關於簡並增值稅稅率有關政策的通知》) (Cai Shui [2017] No. 37), jointly promulgated by the Ministry of Finance and the State Taxation Administration on April 28, 2017 and became effective on July 1, 2017, the VAT rate structure has been simplified by eliminating the 13% VAT rate since July 1, 2017. The notice also clarified the categories of goods subject to the 11% VAT rate and the rules for deducting input VAT.

Pursuant to the Notice of the Ministry of Finance and the State Taxation Administration on Adjusting 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), jointly promulgated by the Ministry of Finance and the State Taxation Administration on April 4, 2018 and became effective on May 1, 2018, since May 1, 2018, for taxable sales or importation of goods previously subject to VAT rates of 17% and 11%, the rates were adjusted to 16% and 10%, respectively.

Pursuant to the Announcement on Relevant Policies for Deepening the Value-Added Tax Reform (《關於深化增值稅改革有關政策的公告》) (Announcement [2019] No. 39 of the Ministry of Finance, the State Taxation Administration and the General Administration of Customs), which was jointly promulgated by the Ministry of Finance, the State Taxation Administration and the General Administration of Customs on March 20, 2019 and became effective on April 1, 2019, for general VAT taxpayers engaging in taxable sales or importation of goods, the previous 16% VAT rate was reduced to 13%, and the previous 10% VAT rate was reduced to 9%.

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Regulations Relating to Foreign Exchange

The primary regulation governing foreign exchange in China is the Regulation of the PRC on Foreign Exchange Administration (《中華人民共和國外匯管理條例》), promulgated by the State Council on January 29, 1996 and last amended on August 5, 2008. Pursuant to these regulations and other applicable rules and regulations on currency exchange in China, Renminbi is generally freely convertible for current account transactions (such as foreign exchange transactions involving trade and services, and dividend payments). However, Renminbi may not be freely convertible for capital account transactions (such as outbound direct investment, loans, or securities investments) without prior approval from the SAFE or its local branches.

Pursuant 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》), promulgated by SAFE on December 26, 2014, domestic companies must complete overseas listing registration with the local SAFE office at their place of registration within 15 business days from the closing date of their overseas offering. The proceeds raised by domestic companies through overseas listings may be remitted back to China or retained offshore, and their usage must be consistent with the contents disclosed in the offering documents and other public disclosures.

According to the Guidelines for the Foreign Exchange Business under the Capital Account (2024) (《資本項目外匯業務指引(2024年版)》), issued by SAFE on April 3, 2024 and became effective on May 6, 2024, in principle, the proceeds raised by domestic companies through overseas listings shall be remitted back to China in a timely manner, either in Renminbi or in foreign currency. The use of such proceeds shall be consistent with the relevant contents as disclosed in the prospectus or corporate bond offering documents, shareholder circulars, resolutions of the board of directors or shareholders' general meeting, and other public disclosures. If domestic companies use overseas listing proceeds to conduct outbound direct investments, offshore securities investments, offshore lending, or other related activities, they must comply with the relevant foreign exchange regulations.

On May 11, 2013, the SAFE promulgated the Circular on Promulgation of the Provisions on Foreign Exchange Control on Direct Investments in China by Foreign Investors and Supporting Documents (《國家外匯管理局關於印發〈外國投資者境內直接投資外匯管理規定〉及配套文件的通知》), which clearly stipulates that SAFE and its local branches shall implement a registration-based management system for direct investment in China by foreign investors. Institutions and individuals conducting direct investment in China must register with SAFE or its local branches. Banks shall handle relevant direct investment transactions in China based on the registration information provided by SAFE.

On February 13, 2015, SAFE promulgated the Circular of the SAFE on Further Simplifying and Improving the Policy on Foreign Exchange Management 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》), which was amended on December 30, 2019. This circular allows entities and individuals to apply for

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foreign exchange registration with qualified banks. Under the supervision of SAFE, such qualified banks may directly review and approve the applications. On March 30, 2015, the SAFE promulgated the Circular of the SAFE Concerning Reform of the Administrative Approaches to Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本結匯管理方式的通知》), which stipulates that the foreign exchange capital of foreign-invested enterprises shall be subject to discretionary settlement. Upon verification of relevant documents, foreign-invested enterprises may settle their foreign exchange capital at their discretion based on operational needs. The circular emphasizes that such discretionary settlement must comply with the principles of truthfulness and self-use within the enterprise's business scope. The funds must not be used for expenditures outside of the enterprise's business scope, securities investments (unless otherwise provided), Renminbi entrusted loans, inter-company lending, or real estate-related expenditures (except for self-use by foreign-invested real estate enterprises).

On January 26, 2017, the SAFE issued the Circular on Further Improving Reform of Foreign Exchange Administration and Optimizing Genuineness and Compliance Verification (《國家外匯管理局關於進一步推進外匯管理改革完善真實合規性審核的通知》), which stipulates several capital control measures regarding the remittance of profits by domestic entities to overseas entities, including: (i) banks shall review board resolutions on profit distribution, original tax filing forms, and audited financial statements related to profit remittance based on the principle of genuine transactions; and (ii) domestic institutions must, in accordance with law, make up for accumulated losses from prior years before remitting profits. In addition, under the same circular, domestic institutions are required to provide detailed explanations regarding the source and use of investment funds and submit board resolutions, contracts, and other supporting documents when completing relevant outbound investment registration procedures.

On October 23, 2019, the SAFE issued the Circular on Further Promoting the Facilitation of Cross Border Trade and Investment (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》), which was amended on December 4, 2023. This circular provides that all foreign-invested enterprises may use Renminbi converted from foreign exchange capital for equity investments in China, provided that the equity investment is genuine, does not violate applicable laws, and complies with the negative list for foreign investment access.

According to the Circular of the SAFE on Further Deepening Reforms to Facilitate Cross-Border Trade and Investment (《國家外匯管理局關於進一步深化改革促進跨境貿易投資便利化的通知》), issued by the SAFE and became effective on December 4, 2023, foreign exchange funds required to pay the consideration for equity transfers by domestic entities to domestic equity transferors (including both institutions and individuals), as well as foreign exchange funds raised by domestic companies through overseas listings, may be directly deposited into capital account settlement accounts. Funds in such capital account settlement accounts may be settled and used at the entity's discretion.

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According to the Notice by the SAFE of Optimizing Foreign Exchange Administration to Support Foreign Business Development (《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》), promulgated by the SAFE and became effective on April 10, 2020, the reform of facilitating receipts and payments under capital accounts shall be popularized nationwide. Enterprises satisfying the prescribed requirements are allowed to use receipts under the capital accounts such as capital funds, external debts and overseas listings for domestic payment without providing banks with authenticity certification materials on a transaction-by-transaction basis in advance, under the premise that funds are used in a truthful and compliant manner and comply with the existing provisions on the administration of use of receipts under capital accounts.

LAWS AND REGULATIONS IN SINGAPORE

As at the Latest Practicable Date, our Company has 2 major subsidiaries, Subsup Pte. Ltd. and Nanonoble Pte. Ltd. (the “**Singapore Subsidiaries**”), which are incorporated in Singapore and subject to the regulatory requirements in Singapore. The Singapore Subsidiaries are not subject to any special legislation or regulatory controls other than those generally applicable to companies incorporated and/or businesses operating in Singapore.

Companies Act 1967

The Companies Act 1967 (“**Companies Act**”) is the main legislation governing all companies incorporated in Singapore. As the Singapore Subsidiaries are private companies limited by shares, they are governed under the provisions of the Companies Act and its regulations. Further, shareholders of the Singapore Subsidiaries are also subject to and bound by the provisions in their respective constitutions.

To incorporate a private company, the Companies Act requires the private company to:

- Reserve a name with the Accounting and Corporate Regulatory Authority of Singapore;
- Appoint at least 1 director ordinarily resident in Singapore;
- Have a minimum of 1 shareholder but not more than 50 shareholders;
- Appoint an accounting entity as auditor within 3 months from incorporation, unless otherwise exempted;
- Appoint a qualified company secretary within 6 months from incorporation;
- Have a minimum share capital of S\$1;
- Provide a local address as the registered address of the private company; and

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- Put in place a constitution for the private company.

Personal Data Protection Act 2012

The Personal Data Protection Act 2012 of Singapore (“**PDPA**”) governs the collection, use and disclosure of personal data by organisations. For the purposes of the PDPA, “personal data” refers to data, whether true or not, about an individual who can be identified using that data, or from that data and other information to which the organisation has or is likely to have access to.

The obligations that the PDPA imposes on organisations collecting, using or disclosing personal data of individuals (“**relevant persons**”) are summarised as follows: (i) obligations to obtain consent, provide notification, and offer access and correction rights to relevant persons, (ii) limitations on the purpose for which personal data may be used, (iii) limitations on the retention and transfer of personal data, and (iv) requirements to ensure the accuracy and protection of data collected, as well as transparency in making information available through privacy policies and procedures.

Further to the above, in compliance with the PDPA, each company must designate at least 1 data protection officer (DPO) and the DPO’s contact information must be made available to the public.

Corporate Income Tax

Corporate taxpayers (both resident and non-resident) are subject to Singapore income tax on income accrued in or derived from Singapore (i.e. Singapore-sourced) and, subject to certain exceptions, on income received in Singapore from outside Singapore (i.e. foreign-sourced income received or deemed received in Singapore) unless specifically exempt from income tax.

Foreign-sourced income in the form of branch profits, dividends and service fee income received or deemed received in Singapore by a Singapore tax resident company on or after June 1, 2003 are exempted from Singapore tax provided that the following qualifying conditions are met:

- such income is subject to tax of a similar character to income tax under the law of the territory from which such income is received;
- at the time the income is received in Singapore, the highest rate of tax of a similar character to income tax (by whatever name called) levied under the law of the territory from which the income is received is at least 15.0%; and
- the Comptroller of Income Tax is satisfied that the tax exemption would be beneficial to the recipient of the specified foreign income.

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The prevailing corporate income tax rate in Singapore is 17.0%, which applies to both local and foreign companies. With effect from the year of assessment 2020, 75.0% of the first S\$10,000, and 50.0% of the next S\$190,000 of a company's chargeable income (otherwise subject to normal taxation) is exempt from corporate tax. The remaining chargeable income that exceeds S\$200,000 will be fully taxable at the prevailing corporate tax rate.

For the year of assessment 2024, corporate taxpayers were entitled to corporate income tax rebates of 50.0% of the corporate tax payable (which were capped at S\$40,000 less the corporate income tax rebate cash grant of \$2,000 where applicable.) To be applicable for the rebate cash grant, a company must be active and have at least one local employee. The corporate income tax rebate will apply to income taxed at a concessionary tax rate but will not apply to income that is subject to a final withholding tax. Similarly, for the year of assessment 2025, a corporate income tax rebate of 50% of the corporate tax payable will be granted to all taxpaying companies, whether tax resident or not, with a rebate cash grant of \$2,000 where applicable. As such, the total maximum benefits of corporate income tax rebate and rebate cash grant that a company may receive is \$40,000.

A company is regarded as a tax resident in Singapore if the control and management of its business is exercised in Singapore. Control and management is defined as the making of decisions on strategic matters, such as those concerning the company's policy and strategy. Generally, the location of the company's board of directors meetings where strategic decisions are made determines where the control and management is exercised. However, under certain scenarios, holding board meetings in Singapore may not be sufficient and other factors will be considered to determine if the control and management of the business is indeed exercised in Singapore. The place of incorporation of a company is not necessarily indicative of the tax residency of a company.

Goods and Services Tax

The Goods and Services Tax in Singapore is a consumption tax that is levied on import of goods into Singapore, as well as nearly all supplies of goods and services in Singapore at a prevailing rate of 9.0%.

Other Taxes

Singapore does not currently impose withholding tax on dividends paid to resident or non-resident shareholders. Dividends payable by the Singapore Subsidiaries to its shareholders are exempt from Singapore income tax in the hands of the shareholders.

Further, there is also no tax on capital gains in Singapore. Thus, any gains derived from the disposal of our shares acquired for long-term investment will not be taxable in Singapore.

Foreign shareholders are advised to consult their own tax advisers to take into account the tax laws of their respective home countries/countries of residence and the applicability of any double taxation agreement which their country of residence may have with Singapore.

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Regulations on Anti-Money Laundering and Prevention of Terrorism Financing

The primary anti-money laundering legislation in Singapore is the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act 1992 of Singapore (the “CDSA”) provides for the confiscation of benefits derived from, and to combat, corruption, drug dealing and other serious crimes. Generally, the CDSA criminalizes the concealment or transfer of the benefits of criminal conduct as well as the knowing assistance of the concealment, transfer or retention of such benefits.

The Terrorism (Suppression of Financing) Act 2002 of Singapore (the “TSOFA”), is the primary legislation for the combating of terrorism financing. It was enacted to give effect to the International Convention for the Suppression of the Financing of Terrorism. Besides criminalizing the laundering of proceeds derived from drug dealing and other serious crimes and terrorism financing, the CDSA and the TSOFA also require suspicious transaction reports to be lodged with the Suspicious Transaction Reporting Office. If any person fails to lodge the requisite reports under the CDSA and the TSOFA, it may be subject to criminal liability.

LAWS AND REGULATIONS IN THE UNITED STATES

Regulations on Artificial Intelligence Technologies

Although there are several private and public initiatives and organizations calling for regulations on AI technologies, including but not limited to the development of AI functionalities and the implementation of AI technology into another object or technology, as of the Latest Practicable Date, there is no unified federal law or regulation in the United States yet that was specifically adopted to govern AI technologies comprehensively. At the moment, AI-targeted, AI-based, or AI-related businesses are primarily regulated by the laws and regulations that apply to all types of technologies, products and services. For example, where AI system development and solution businesses involve software coding, they may be associated with concerns of copyright, privacy protection, and export controls. Other specific legal doctrines may have direct or indirect implications on AI operations. Common law doctrines in tort claims, for instance, raises questions about, including but not limited to, negligence, duty of care, and product liability. AI-related businesses might be held liable under tort law doctrines if they fail to exercise a reasonable standard of care in the design, manufacturing, or warning instructions for the product. Furthermore, AI-related businesses may also find themselves under common law doctrines in contract claims, particularly when statements or promises are made, with legal doctrines such as promissory estoppel serving as a potential safety net.

In the absence of comprehensive federal legislation and regulation, individual states have taken initiative to regulate AI technologies within their jurisdictions. California has emerged as a leader in this space with Senate Bill 942, the California AI Transparency Act, and Senate Bill 2013, the California AI Training Data Transparency Act, both of which will become effective January 1, 2026. SB 942 mandates that “Covered Providers” — AI systems publicly accessible within California with more than one million monthly visitors or users — implement

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comprehensive measures to disclose AI-generated or modified content. It also establishes requirements for AI detection tools, content disclosures, and licensing practices, with violations carrying penalties of US\$5,000 per day. SB 2013 requires developers of generative AI systems to publish granular information regarding the data used to train the system, including the sources of that data, whether the datasets include data subject to intellectual property protections, and modifications the developer makes to the dataset. Colorado has also emerged as a leader with the Colorado AI Act (CAIA), which becomes effective February 1, 2026. The CAIA creates a duty to address algorithmic discrimination for developers and deployers of “high-risk AI systems” — AI systems that, when deployed, make or are a substantial factor in making consequential decisions in certain contexts — and creates requirements, including risk assessments and disclosure, to demonstrate that this duty has been met. Other states have passed more targeted regulations focusing primarily on AI chatbots with a focus on ensuring that individuals understand that they are not communicating with a human and that measures are in place to address expressions of self-harm made to AI chatbots that are designed to simulate human interaction.

Additionally, while not AI-focused, state privacy laws, such as CPRA and the Colorado Privacy Act (CPA), are integrating AI-related provisions. These statutes grant consumers the right to opt out of certain AI-driven profiling, casting a discerning eye on automated decision-making processes in contexts where decisions have a legal or similarly significant effect. Businesses may also be required to undertake data privacy impact assessments for AI practices, especially when they carry significant risks for consumers’ data privacy. Notably, not every state privacy law dives deeply into AI intricacies, signifying a varied and evolving regulatory landscape. It is worth noting that the governments are moving towards making AI a subject of regulations as it rapidly expands into almost every industry. On the federal level, AI-focused bills have been introduced in Congress but have not yet been enacted. AI regulation does, however, appear to be potentially emerging from the FTC. In recent years, the FTC issued two publications foreshadowing increased focus on AI regulation, which began to set forth ground rules for AI development and use, such as setting forth AI training standard and testing before deployment, and creating accountability and governance mechanisms to document fair and responsible development, deployment, and use of AI. Simultaneously, the FTC has amplified its AI enforcement efforts under existing statutes, including the Fair Credit Reporting Act, Children’s Online Privacy Protection Act, and the FTC Act.

Regulations on U.S. Export Controls and Economic Sanctions

Regulations on export controls are governed by federal laws in the United States, primarily the Export Administration Regulations (“EAR”) and the International Traffic in Arms Regulations (“ITAR”). The EAR are implemented by the Department of Commerce’s Bureau of Industry and Security (BIS). The EAR apply to exports, reexports, and transfers of commercial, dual-use and certain military hardware, software and technology. Hardware, software and technology subject to the EAR includes U.S.-origin items, certain items manufactured outside the United States with greater than de minimis controlled U.S.-origin content, and the foreign direct product of certain U.S. software and technology. Depending on the nature of the hardware, software or technology, destination country, end-use, and end-user,

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prior authorization may be required to export, reexport, or transfer items subject to the EAR. The ITAR are implemented by the Department of State's Directorate of Defense Trade Controls (DDTC). These regulations apply to exports, reexports, transfers, temporary imports and brokering of defense articles, defense services and related technical data. Prior authorization is required for all exports, reexports, transfers and temporary imports subject to the ITAR.

The Treasury Department's Office of Foreign Assets Control ("**OFAC**") implements U.S. economic sanctions against targeted countries, entities, and individuals. As the economic sanctions are intended to further the foreign policy goals of the United States, sanctions vary considerably from program to program. U.S. sanctions programs generally apply to "U.S. persons" as defined in the specific sanctions program and to transactions that otherwise have a U.S. nexus.

U.S. export controls and economic sanctions are enforced on a strict liability basis. Failure to comply with U.S. export controls and economic sanctions can result in significant civil monetary fines, as well as criminal penalties and/or imprisonment for willful violations.

U.S. Outbound Investment Screening Program

On August 9, 2023, U.S. President Biden issued an executive order and his administration issued an ANPRM providing a conceptual framework for outbound investment controls focused on China, including Hong Kong and Macau. Further to this ANPRM, On June 21, 2024, the U.S. Department of the Treasury issued a proposed rule on outbound U.S. investments involving China that generally follows the ANPRM. On October 28, 2024, the U.S. Department of the Treasury issued 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) AI systems, collectively defined as "covered foreign persons." 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 acquisitions of equity interests (including contingent equity interests), certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. The Final Rule excludes some investments from the scope of covered transactions, including certain ones in publicly traded securities (e.g., the publicly traded securities of the Company following the completion of the Global Offering).

On December 18, 2025, U.S. President Trump signed into law the National Defense Authorization Act for Fiscal Year 2026, which includes the Comprehensive Outbound Investment National Security Act of 2025 (the "**COINS Act**"). The Final Rule remains in effect, but the COINS Act requires Treasury to propose certain revisions to the Final Rule within 450 days of December 18, 2025. Those revisions ultimately will include, among other

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changes to the Final Rule, an expansion of the countries of concern, an expansion of the technologies covered to include hypersonic systems, revisions to key defined terms, and the establishment of a formal advisory opinion process.

Intellectual Property Law

The United States has both federal and state laws that govern intellectual property rights. Some intellectual property rights are governed exclusively by federal law, while others are governed by both federal and state laws.

Intellectual Property Rights Governed by Federal Law

Copyrights and patents are exclusively governed by Federal Law.

Copyrights

A copyright is a set of exclusive rights owned by the creator of an original work of authorship that is fixed in tangible form. A copyright (i) covers creative expressions, not ideas; (ii) cannot be purely functional; and (iii) must be an original work. U.S. copyright law is governed by the Copyright Act of 1976, codified at 17 U.S.C. 101 et seq. Under U.S. copyright law, original works of authorship fixed in a tangible medium automatically enjoy copyright protection upon their creation. 17 U.S.C. § 102. The copyright owner holds a bundle of exclusive rights (e.g., reproduction, creation of derivative works, distribution, public display, etc.). 17 U.S.C. § 106. Those rights may be infringed unless a statutory defense applies, such as “fair use”. If liability is ultimately established, under 17 U.S.C. § 504, copyright owners may recover actual damages plus any profits the AI company earned from the infringement that are not accounted for in the actual damages. Alternatively, copyright owners may instead elect to recover statutory damages.

Patents

A patent is a government grant providing the patent owner with the right to exclude others from manufacturing, using, selling, offering to sell or importing a claimed invention within the United States or practicing a claimed method within the United States. A patent is obtained by filing an application with the U.S. Patent and Trademark Office (“USPTO”) claiming a useful, novel or non-obvious invention. The application must comply with various requirements set forth in the Patent Act (codified at 35 U.S.C. § 1 et seq) and regulations established by the USPTO, which is an agency within the U.S. Department of Commerce. A patent owner can bring an infringement action in a U.S. federal court or, where the importation of infringing goods is involved, before the International Trade Commission. A patent owner may be entitled to remedies against an infringing party including preliminary and permanent injunctions, direct damages (including lost profits or royalties), and, in exceptional cases, treble damages and attorneys’ fees.

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Intellectual Property Rights Governed by both Federal and State Law

Trademarks and service marks

A “mark” is the use of one or more words, symbols, or logos to identify and distinguish the mark owner’s goods and/or services. A trademark is a mark used for goods; a service mark is a mark used in connection with providing services. U.S. trademarks and service marks generally must be used as a source identifier and (i) not be confusingly similar to prior marks when considered in connection with the goods or services with which they are used, (ii) not be generic, and (iii) not be merely descriptive.

U.S. federal trademark law is governed by the Lanham Act, codified at 15 U.S.C. § 1051 et seq. The USPTO is responsible for examining trademark and service mark applications and either granting or rejecting applications to register marks. Once granted, a trademark or service mark registration provides its owner with nationwide exclusivity within one or more particular fields of use.

State law is an alternative basis for trademark and service mark rights, either under specific state laws or under common law. States generally provide common law rights in trademarks and service marks upon their first use in commerce, without requiring registration. Some states have registries for trademarks and service marks. The rights inherent in such marks are limited to the state(s) where they are used.

The owner of a trademark generally has a cause of action for infringement against a defendant who uses a mark that is likely to cause confusion in the relevant marketplace about the source of goods or services, or likely to cause consumers to falsely infer some association or affiliation between the trademark owner and the defendant. A plaintiff may be entitled to preliminary and permanent injunctions (including destruction of infringing articles), actual monetary damages, accounting of the defendant’s profits, and in some cases, attorneys’ fees.

Trade secrets

A trade secret is information that (i) has independent economic value from being generally unknown by the public and (ii) is the subject of reasonable efforts under the circumstances to maintain its secrecy. Trade secrets are governed by both federal and state law. The Defend Trade Secrets Act, codified at 18 U.S.C. § 1836, et seq. (“DTSA”), is the federal trade secret law. Enacted recently in 2016, the DTSA applies only to trade secrets used in interstate or foreign commerce. The DTSA provides specific remedies for trade secret misappropriation, including ex parte seizure in specific and generally rare instances. The DTSA is similar to the Uniform Trade Secret Act (“UTSA”), a model set of laws enacted by almost all fifty states within the U.S. A trade secret owner may often have a choice in enforcing its trade secret rights under the DTSA or a relevant state’s version of the UTSA.

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United States Data Privacy and Security Laws and Regulations

The U.S. does not have a comprehensive federal law that governs data privacy or data security. Instead, the U.S. has a complex patchwork of sector-specific data privacy and data security laws and regulations at the federal level, and sector-specific data and general privacy and data security laws and regulations at the state level. States have also enacted data breach notification laws, which generally require entities to notify affected customers of a data breach.

Data Privacy Laws

In the United States, approximately 20 states currently maintain comprehensive data privacy laws. Under these laws, companies must give consumers certain notices about how their personal data is collected, used, and disclosed, and must offer meaningful choices related to consumers' personal data (such as opt-in or opt-out rights, and rights of access, deletion, and correction, among others). Some of these laws also contain prescriptive privacy policy disclosure requirements (with the most prescriptive being in California under the California Consumer Privacy Act or "CCPA"). U.S. state privacy laws also generally require companies to limit information processing to the purposes and methods disclosed in their privacy notices or that are reasonably expected by consumers, and must implement safeguards that are appropriate to the risks presented by processing the specific types of personal data.

In certain situations under these state laws, additional obligations apply — for example, when handling data classified as "sensitive," when engaging in processing activities that pose heightened risks to children (which may trigger a data protection impact assessment and additional consent requirements), or when relying on external processors or other third parties to carry out data processing on the company's behalf. There is no requirement to maintain a Cookie Notice in the U.S.

Enforcement under the U.S. state laws generally occurs at the Attorney General level, but notably in California, both the State AG as well as the separately formed California Privacy Protection Agency ("CPPA") can enforce state privacy laws. Penalties for non-compliance with U.S. state data protection laws vary depending on state, but typically range from \$2500-\$7500 per violation, depending on whether the violation is deemed to be negligent or intentional/knowing.

U.S. state regulators also have the authority to issue injunctive relief, which can include required deletion of data/accounts collected out of compliance, the implementation of required and prescriptive privacy controls that often go above and beyond actual legal requirements, and regulatory oversight (including the delivery of detailed, yearly compliance reports) for up to 20 years. In addition to enforcing specific privacy laws, U.S. state Attorneys General also have authority to issue injunctive and monetary penalties under state unfair and deceptive acts and practices laws.

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On the federal level, privacy laws are sectoral in nature, and there are currently federal privacy laws governing financial data (the Gramm-Leach Bliley Act or “GLBA”), children’s data (the Children’s Online Privacy Protection Act or “COPPA”), credit worthiness data (the Fair Credit Reporting Act or “FCRA”), and health data (the Health Insurance Portability and Accountability Act or “HIPAA”). Moreover, the U.S. Federal Trade Commission (FTC) has broad authority to bring enforcement actions against companies that engage in unfair or deceptive acts and practices under Section 5 of the FTC Act. Under Section 5, the FTC may bring legal actions against organizations that fail to live up to promises regarding safeguarding consumers’ personal information, for example, failing to follow a posted privacy policy that contains data privacy representations related to the Fair Information Practice Principles such as notice, consent, or control (e.g., the ability to opt out of third party data sharing).

Besides FTC enforcement precedent, the most applicable federal law to Company is the potential application of the Federal Children’s Online Privacy Protection Act, a strict liability statute with penalties of up to \$53,000 per violation. COPPA requires companies with online services directed to children under 13 to provide certain notices and obtain parental consent, and limits how companies can process children’s data. Even online services that are not directed to children have obligations to ask for age information from users in a neutral way, and if they obtain actual knowledge that they have collected personal data from children under 13 without parental consent, must take steps to immediately delete that information from their systems. The FTC has brought numerous enforcement actions against companies aimed at an older or more general audience for failure to maintain a neutral age gate.

Data Security Laws

There is no federal cybersecurity law in the U.S., and instead, there are 54 individual state data breach laws (including in the District of Columbia, Guam, Puerto Rico, and the Virgin Islands). These laws govern how entities that suffer a data breach should respond. Each data breach notification law provides for different definitions of personal information, exceptions, and obligations regarding provision of notifications to affected customers, attorney generals, and state regulatory agencies. These data breach notification laws generally limit the definition of personal information to an individual’s first name or first initial and last name in combination with one or more of the following: social security number, driver’s license number or state identification number, or account number or credit or debit card number in combination with a security code, access code, or password. Approximately two-thirds of states expand the definition to include additional elements under the definition of personal information and one-third of states provide for a private right of action to individuals harmed by the disclosure of their personal information. Moreover, California’s general privacy law (the California Consumer Privacy Act), incorporates a private right of action for data breaches as defined under the state data breach law. Penalties vary widely under the state breach laws, ranging from \$500 per violation up to \$5000 per violation.

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On the federal level, the FTC has authority to bring enforcement actions against companies that experience data breaches, under the theory that a company experienced a breach may have unfairly processed a consumer's data, leading to the breach incident. In breach investigations, the FTC will typically assess whether the policies and procedures a company had in place to secure personal information were reasonable.

In addition to breach reporting laws, approximately 20 U.S. states maintain data security laws. These laws all contain different requirements for companies to maintain "reasonable" security practices, including appropriate technical, organization, and physical controls to protect personal information depending on its sensitivity, as well requirements to maintain written information security policies. The relevant authorities do not proscribe data security standards, but instead merely publish data security "best practices" or recommend meeting or exceeding relevant industry accepted standards, like NIST 27003 or SOC 2. The authority may initiate enforcement proceedings against entities that, relative to other entities in similar industries, failed to implement reasonable data security — the standards develop based on the market's adoption of security practices and changes in technology. Data security violations can result, for example, by failing to honor security representations related to data, or failing to implement such commercially reasonable security procedures based upon the nature of the data being stored.

There are also general reasonable security obligations at the federal level under COPPA, HIPAA, and the GLBA, which also can be enforced against the FTC. In general, data breaches involving children's data, financial data, and/or health data tend to result in the largest financial penalties.

OVERVIEW

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on June 30, 2021. It is common for pure-play foundation AI model companies to spend several years on research and development before generating model-based revenue. From the start of January 2022, we have been in operation with R&D activities commenced and R&D as well as administrative expenses incurred and recorded. The trading activities at the very beginning of the Track Record Period primarily consisted of R&D activities and administration of the Group such as procuring technical services from vendors regarding data processing and conducting collaborative research and development projects. For example, with over ten R&D staffs, we spent R&D expenses amounting to more than US\$80 thousand and administrative expenses amounting to more than US\$18 thousand for the month ended January 31, 2022. In April 2022, our first text model abab 1 was launched for internal use of our own products, placing it among the earliest global leaders in accessible AI. Building on this foundation, it expanded into speech capabilities with the launch of Speech-01 in November 2023 and further into video generation capabilities with Video-01 in August 2024. In June 2022, we completed independent R&D and training of the abab 2 model. The model demonstrated dialogue and question-answering capabilities, achieving fluent and coherent intelligent conversations. It also exhibited logical reasoning abilities, establishing it as a technologically advanced and effective text-based large models at the time. Shortly after launching abab 2, we increased the parameter count for the abab 3 model and completed its training in October 2022. The abab 3 model significantly outperformed its predecessor in key capabilities, including language comprehension, multi-turn dialogue, and content generation. Building on this foundation, we launched the abab 4 model, which optimized reasoning speed, computational resource utilization, and deployment costs. In October 2022, we also launched an experimental intelligent dialogue product that enables users to engage in multi-round conversations with relevant AI themes incorporating emotional interaction. By the end of 2022, this product had reached a user base of approximately 100,000. The aforementioned work conducted through abab 1, abab 2, abab 3 and abab 4 models served as the foundation of our further development and operations through the accumulation of data, algorithm and infra knowledge, in particular with respect to our text models, which is one of the three major categories of our core models for now. During its years of development, the Company underwent rounds of Pre-IPO Investments as elaborated in the section headed “— Pre-IPO Investments” and continuously achieved milestones as described in the section headed “— Our Key Milestones” below. Under the leadership of Dr. Yan and Ms. Yun, our founders and WVR beneficiaries, we have become a global AI foundation model company after years of development. Founded in 2022 by a group of engineers, we are committed to advancing AI towards performing the full range of human intellectual tasks, from learning and reasoning to planning and generalizing knowledge across diverse domains.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

OUR KEY MILESTONES

The following is a summary of our Group's key business development milestones:

Year	Month	Milestone
2022	April	Our first text model abab1 was launched.
2023	May	We entered into agreement with our first API customer. Our text model abab5.5 was launched.
	June	Our first AI-native multi-modal entertainment platform Talkie was launched.
	September	Another AI-powered multi-modal entertainment platform Xingye was launched.
	November	Our speech model MiniMax-Speech-01 was launched.
2024	January	Our MoE text model abab6 was launched.
	April	Our MAU surpassed 10 million.
	August	Our visual generation platform Hailuo AI and video-generation model Hailuo-01 were launched. Our music model Music-01 was launched.
2025	January	Our open-source text model MiniMax-Text-01 with proprietary "Linear Attention" mechanism was launched. Our audio generation tool MiniMax Audio was launched.
	April	Our multilingual speech model Speech-02 was launched. MiniMax MCP was launched.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Year	Month	Milestone
	June	MiniMax-M1, an open-source, large-scale hybrid-attention reasoning model was launched.
		Our video generation model Hailuo-02 was launched.
		Our intelligent agent application MiniMax was launched.
	October	MiniMax-M2 was launched.
		The latest generation of our music synthesis model, MiniMax Music 2.0, was launched.

OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, we had six major operating subsidiaries which had made material contributions to our financial results during the Track Record Period. All of the major operating subsidiaries are wholly owned by our Company and the corporate details of these subsidiaries are set forth as below:

Name of subsidiary	Place of incorporation	Date of incorporation	Principal business
Shanghai Jizhi	PRC	November 3, 2021	Research and development of foundation models and products
Beijing Jizhi	PRC	November 18, 2021	Research and development of foundation models and products
SUBSUP PTE. LTD. .	Singapore	September 14, 2022	Operation of AI-native products
Shanghai MiniMax . .	PRC	January 28, 2023	Operation of Open Platform and AI-native product
NanoNoble PTE. LTD.	Singapore	March 19, 2024	Operation of Open Platform and AI-native products
MiniMax HongKong .	Hong Kong	April 10, 2025	Operation of Open Platform

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

For capital changes of our major subsidiaries with respect to the Reorganization and during the two years immediately preceding the date of this Prospectus, please refer to “— Corporate Reorganization” in this section and “Statutory and General Information — A. Further Information about Our Group — 3. Changes in the Share Capital of Our Subsidiaries” in Appendix IV to this Prospectus, respectively. Save as disclosed above, there were no capital changes in our major subsidiaries during the Track Record Period and up to the Latest Practicable Date.

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

(1) Incorporation of our Company

Our Company was incorporated on June 30, 2021 in the Cayman Islands as an exempted company with limited liability with an authorized share capital of US\$50,000 divided into 50,000 shares with a par value of US\$1. At the time of the incorporation of our Company, we were beneficially owned by Dr. Yan as to 98.5% and a former employee who is our Independent Third Party as to 1.5%.

(2) Pre-IPO Investments

Following the incorporation of our Company, we conducted several rounds of pre-IPO investments. For details, please refer to the sub-sections headed “Pre-IPO investments” below in this section.

(3) Our WVR structure

Dr. Yan and Ms. Yun, our executive Directors and WVR beneficiaries, were beneficially interested in the issued share capital of the Company as to approximately 46% and 5%, respectively, before we adopted the WVR structure in July 2023. Upon establishment of our WVR structure, our Company’s issued shares comprise Class A Ordinary Shares, Class B Ordinary Shares and preferred Shares. Each of the Class B Ordinary Shares entitles the holders thereof to exercise ten votes and each of the Class A Ordinary Shares and preferred Shares entitles the holders thereof to exercise one vote, on any resolution tabled at our Company’s general meetings, except for certain resolutions that require voting on a one vote per share basis pursuant to then existing articles of association.

Before the shareholding structure adjustment as described below, (i) 99,650,075 Class B Ordinary Shares are beneficially owned and controlled by Dr. Yan, through his controlled entities, namely MiniMax Limited, MiniMax Matrix, Alpha EXP, MiniMax Awakening, and MiniMax Gene (collectively, the “**Intermediary Companies of Dr. Yan**”); and (ii) 7,000,000 Class B Ordinary Shares are beneficially owned and ultimately controlled by Ms. Yun through her controlled entity, Floating Sky (the “**Intermediary Company of Ms. Yun**”). Dr. Yan was also interested in 343,195 Class A Ordinary Shares through his controlled entities. The preferred shares are held by our Pre-IPO Investors.

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(4) Adjustment of our WVR Beneficiaries' Shareholding Structure

To comply with Chapter 8A of the Listing Rules, and to streamline its shareholding structure, between April 2025 and June 2025, our Company has undergone the following shareholding structure adjustment, including, among others:

- (i) the shareholding structure of the Intermediary Companies of Dr. Yan was adjusted to the effect that they are ultimately beneficially owned as to 100% by Dr. Yan (other than Minimax Matrix);
- (ii) the shareholding structure of the Intermediary Company of Ms. Yun was adjusted to the effect that it is ultimately beneficially owned as to 100% by Ms. Yun;
- (iii) Dr. Yan holds an aggregate of 99,993,270 Class B Ordinary Shares through the Intermediary Companies of Dr. Yan; and
- (iv) Ms. Yun holds an aggregate of 7,000,000 Class B Ordinary Shares through the Intermediary Company of Ms. Yun.

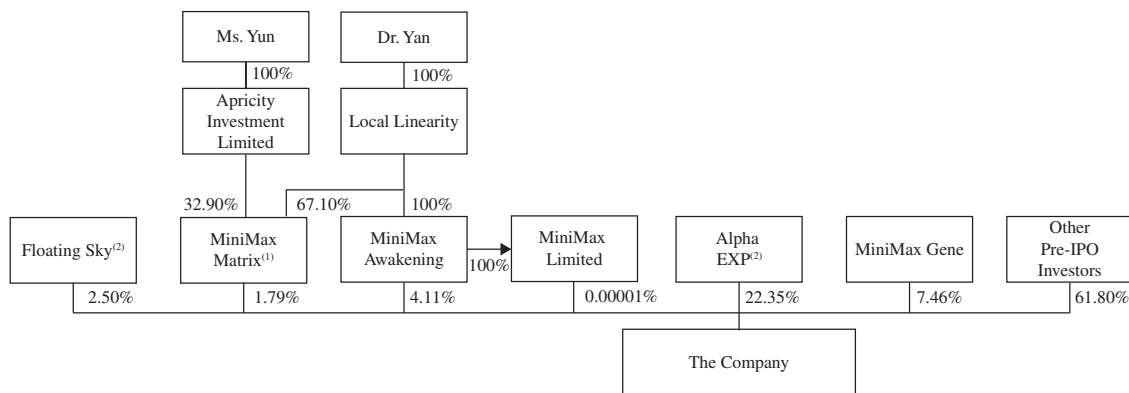
(5) Establishment of our employee shareholding platform

To attract, retain and incentivize selected employees, directors, and consultants of the Company and to further promote the success of the Company's business, we adopted the Pre-IPO Equity Incentive Plan. As of the date of the Latest Practicable Date, options representing an aggregate of 20,890,736 Class A Ordinary Shares were granted. No awards or options will be further granted upon or after the Listing under the Pre-IPO Equity Incentive Plan. See "Appendix IV — Statutory and General information — D. Share Incentive Plans" for details.

In September 2025, 6,509,339 Class B Ordinary Shares held by MiniMax Gene were transferred to MiniMax Awakening and MiniMax Gene became, the employee shareholding platform holding a total of 20,890,736 Class A Ordinary Shares. MiniMax Gene was held by MiniMax Gene Alpha Limited, which was in turn held by MiniMax Gene Trust with Futu Trust Limited, an independent professional trust company, as its trustee and the Company as its settlor. In October 2025, MiniMax Gene transferred all shares it held in MiniMax Limited to MiniMax Awakening.

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Upon completion of the aforesaid shareholding structure adjustment and establishment of our employee shareholding platform, the following chart sets out the shareholding structure and beneficial interests of our WVR Beneficiaries in the Company:



Notes:

- (1) Minimax Matrix was established at the early stage of the Company's development in order to hold relevant beneficial interests in the Company. There is no side arrangement in terms of MiniMax Matrix's control between Dr. Yan and Ms. Yun.
- (2) For estate planning purpose and by November 2025, all the Shares controlled by Dr. Yan in Alpha EXP and by Ms. Yun in Floating Sky were held under the trusts of Dr. Yan and Ms. Yun, respectively. For details of the trusts, see note 3 to note 12 in "— Capitalization" in this section.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We have not conducted any material acquisitions, disposals or mergers during the Track Record Period and up to the date of this Prospectus.

CORPORATE REORGANIZATION

Before the Reorganization, our Group engaged in businesses operating certain applications and websites that required the Value-added Telecommunication License for Internet Information Service (中華人民共和國增值電信業務經營許可證) ("ICP License"). According to the Negative List and the Telecommunications Regulations of the PRC (《中華人民共和國電信條例》), the provision of value-added telecommunications services falls within the restricted industries and the percentage of foreign ownership cannot exceed 50% (except for e-commerce, domestic multi-party communications, store-and-forward and call centers). In order to comply with the PRC laws and regulations and maintain an effective control over the operation of such businesses, Shanghai MiniMax, one of our current wholly owned subsidiaries, was controlled by one of our subsidiaries through contractual arrangements. Dr. Yan and Ms. Pan Lin were the registered shareholders of Shanghai MiniMax. Ms. Pan Lin is our employee and an Independent Third Party. In preparation for the Listing and to streamline our business and shareholding structure, we underwent the Reorganization involving the following steps:

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

(1) Establishment of Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng

On April 18, 2025, Shanghai Jizhi Wujie was established in the PRC with a registered share capital of RMB1 million. It is held by Dr. Yan as to 99% and Ms. Pan Lin as to 1%.

On April 23, 2025, Shanghai Jizhi Zongheng was established in the PRC as a wholly-owned subsidiary of Shanghai Jizhi Wujie, with registered share capital of RMB1 million.

Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng were established to provide services to the Group as described below with focus on different applications related to the Company's businesses. For their scale of operations in the future, please refer to the section headed "Connected Transactions — Non-exempt Continuing Connected Transaction — 2. The Business Cooperation Agreement — Annual Cap and Basis of Cap".

(2) Capital increase on Shanghai MiniMax by an independent third party

In May 2025, Dr. Yan, Ms. Pan Lin, an Independent Third Party (the "**Foreign Investor**") and Shanghai MiniMax entered into a capital increase agreement, pursuant to which the Foreign Investor injected RMB20,303 into the registered share capital of Shanghai MiniMax. Upon completion of the capital increase, Shanghai MiniMax was owned as to 98.5075% by Dr. Yan, 0.4925% by Ms. Pan Lin and 1% by the Foreign Investor. The amount of capital injected was determined with reference to the equity valuation of Shanghai MiniMax appraised by an independent valuer.

(3) Termination of the contractual arrangements

In May 2025, in order to streamline our shareholding and corporate structure, Dr. Yan, Ms. Pan Lin, the Foreign Investor and Shanghai Jizhi entered into equity transfer agreements, pursuant to which the entire equity interest in Shanghai MiniMax were transferred to Shanghai Jizhi at a consideration of RMB9.9021 million based on valuation from an independent appraiser. Upon completion of the transfer, Shanghai MiniMax was wholly owned by Shanghai Jizhi. In June 2025, the contractual arrangements between Shanghai Jizhi, Shanghai MiniMax, Dr. Yan and Ms. Pan Lin were terminated. In June 2025, assets including two domain names (xingyeai.com and hailuoai.com) and two software copyrights were transferred from Shanghai MiniMax to Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng at a total consideration of RMB4.36 million so as to fulfil their daily business operations and functions. After the aforementioned transfer of assets, Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng became responsible for holding the ICP Licences required for the Group's applications and websites, previously held by Shanghai MiniMax subsequent to June 2025, and they possessed all the requisite licences and qualifications in this regard in June 2025. Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng have been providing supportive technical services including but not limited to the operation and management of operational support, routine updates and maintenance, contents uploading, promotion and marketing on the abovementioned applications and websites, while the Group is primarily responsible for the operation and

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management of the underlying and basic technology development, function development, designing and technology upgrades of the applications and websites. The Group does not rely on the supportive services as an essential part of its operations, given their availability in the market. These domain names and software copyrights are necessary for Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng to provide relevant services to the Group as well as to enable Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng to obtain the ICP License required for operation. There are no major changes in the businesses of Shanghai MiniMax prior or subsequent to June 2025. The Group jointly owned these software copyrights with Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng currently and ceased to use these domain names as relevant services can be obtained from Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng, and Shanghai MiniMax therefore also ceased to hold the ICP License in June 2025. As such, the Company was allowed to become the sole indirect shareholder of Shanghai MiniMax under applicable laws. After such transfer of assets, Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng were able to commence their daily business operations by obtaining the ICP Licenses and providing services to the Group, and the Group was also able to have a streamlined shareholding structure without contractual arrangements or restrictions on foreign investment imposed from applicable PRC laws and regulations. Despite that the domain names are necessary for the Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng to hold the ICP Licenses and provide their service to the Group, their service are readily available in the market and the Company will be able to obtain similar services from independent third parties in the market on terms no less favorable than the terms from Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng if they cease to provide such services to the Group. In addition, the two domain names are not fundamental or irreplaceable for the Group's own operations. As such, the cease of cooperation from the Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng, if any, will not have any material adverse impact to the Group. Therefore, the Company believes that such transfer of assets to Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng is in the best interest of the Company's shareholders. As confirmed by our PRC Legal Advisor, the Group's businesses were not subject to any regulatory restrictions on foreign investment in the PRC during the Track Record Period and up to the Latest Practicable Date, save for the operation of certain applications and websites of the Group by Shanghai MiniMax prior to the termination of the historical contractual arrangements in June 2025. Taking into consideration of the PRC Legal Advisor's view above, and based on the review of the relevant transaction documents, nothing has come to the attention of the Joint Sponsors which would reasonably cause them to disagree with the Company's view above.

For details of the services provided by Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng to the Group, please refer to the section headed "Connected Transactions — Non-exempt Continuing Connected Transaction — 2. The Business Cooperation Agreement".

Our PRC Legal Advisor has confirmed that all the equity transfers of our PRC subsidiaries as described above have been legally completed, and our Group has obtained all necessary regulatory approvals and permits and completed all necessary filings in respect of such transfers that our Group had to obtain from PRC regulatory authorities.

PRE-IPO INVESTMENTS

1. Overview

We have received several rounds of Pre-IPO Investments since our inception. The following table summarizes the key terms of the Pre-IPO Investments to our Company made by the Pre-IPO Investors:

Pre-IPO Investment	Series Angel	Series Pre-A	Series A	Series A+	Series Pre-B	Series Pre-B+	Series Pre-B++
Date of the last share purchase agreement	Dec 2, 2021	Mar 29 2022	May 4, 2023	Jul 6, 2023	Mar 15, 2024	Dec 4, 2024	August 16, 2025
Date of last payment of consideration	Dec 27, 2021	Apr 11, 2022	Dec, 14, 2023	Jul 13, 2023	Feb 19, 2025	Jun 20, 2025	August 19, 2025
Cost per Share (US\$)	\$1.69	\$4.23	\$6.91	\$8.81	\$10.46	\$12.28	\$15.14
Discount to the Offer Price ⁽¹⁾	91.7%	79.2%	66.0%	56.6%	48.5%	39.5%	25.4%
Total consideration received by our Company (US\$ million)	31.0	50.0	257.0	50.0	654.0	123.5	390.4
Implied pre-money valuations (US\$ million)	169.0	500.0	900.0	1,550.0	1,900.0	3,000.0	3,850.0
Implied post-money valuation (US\$ million)	200.0	550.0	1,157.0	1,600.0	2,554.0	3,123.5	4,240.4

Use of proceeds from the Pre-IPO Investments As of the Latest Practicable Date, approximately 30% of the funds raised from the Pre-IPO Investments had been utilized. Such proceeds were utilized for the research and development, capital expenditures and general working capital needs of our Group. The Company plans to utilise the remaining proceeds from the Pre-IPO Investments for cloud services procurement related to training and inferencing, human resources matters and marketing activities.

Pre-IPO Investment	Series Angel	Series Pre-A	Series A	Series A+	Series Pre-B	Series Pre-B+	Series Pre-B++
Strategic benefits the Pre-IPO Investments brought to our Company	At the time of the Pre-IPO Investments, our Directors were of the view that our Company would benefit from the additional capital provided by the Pre-IPO Investors' investments in our Company and their knowledge and experience.						
Basis of determining the consideration paid	The consideration for the Pre-IPO Investments was determined based on arm's length negotiations between our Company and the Pre-IPO Investors after taking into consideration various factors including but not limited to, (i) status of milestones and prospects of commercialization of our specialist technology products; (ii) our expansion capacity and R&D management system; (iii) strategic layout, execution efficiency and other factors of our Company, and (iv) the timing of the investments, the market condition, and the prospects of our business.						
Lock-up period.	Sophisticated investors (including our Pathfinder SIs) under Chapter 2.2 of the Guide for New Listing Applicants are expected to retain at least an aggregate of 50% of their investment at the time of Listing for a period of at least six months following the Listing, in accordance with paragraph 6 under Chapter 2.2 of the Guide for New Listing Applicants.						
	For lock-up period of our key persons and Pathfinder SIs pursuant to Rule 18C.14 of the Listing Rules, see the section headed "— Lock-up Periods" below. For lock-up period of our other existing Shareholders (including all the other Pre-IPO Investors), see the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Undertaking by the other existing shareholders".						

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Pre-IPO Investment	Series Angel	Series Pre-A	Series A	Series A+	Series Pre-B	Series Pre-B+	Series Pre-B++
Reasons for fluctuations in valuation as compared to the immediate previous round of pre-IPO Investment and the Global Offering	(a)	the increase of our valuation from series angel financing to series pre-A financing was primarily due to the potential launch of our new products such as text model abab1;					
	(b)	the increase of our valuation from series pre-A financing to series A financing was primarily due to our business development such as the entering of agreement with our first API customer and the launch of our text model abab5.5;					
	(c)	the increase of our valuation from series A financing to series A+ financing was primarily due to the launch of our new platform such as AI-native multi-modal entertainment platform Talkie;					
	(d)	the increase of our valuation from series A+ financing to series pre-B financing was primarily due to our further business breakthrough including the launch of our AI-powered multi-modal entertainment platform Xingye, speech model MiniMax-Speech-01 and MoE text model abab6;					
	(e)	the increase of our valuation from series pre-B financing to series pre-B+ financing was primarily due to the launch of our visual generation platform Hailuo AI and video generation model Hailuo-01, our music model Music-01, and that our MAU surpassed 10 million;					
	(f)	the increase of our valuation from series pre-B+ financing to series pre-B++ financing was primarily due to our business development such as the launch of our open-source reasoning model MiniMax-M1 with proprietary “Linear Attention” mechanism, our video generation model Hailuo-02, our multilingual speech model Speech-02, our audio generation tool MiniMax Audio and our intelligent agent application MiniMax;					
	(g)	the increase of our valuation from series pre-B++ financing to the Global Offering was primarily due to revenue growth in the year of 2025 and our business prospects as a result of our repaid business development.					

Note:

- (1) The discount to the Offer Price is calculated based on the assumption that the Offer Price is HK\$158 per Offer Share, being the mid-point of the indicative Offer Price range and the exchange rates as disclosed in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion”.

2. Special rights of the Pre-IPO Investors

The Pre-IPO Investors have been granted certain special rights in relation to our Company, including but not limited to redemption rights, the pre-emptive rights, right of co-sale, liquidation preferences, rights of first refusal, information rights and director appointment rights. Pursuant to a shareholders' agreement dated June 23, 2025, the redemption rights have been suspended immediately prior to the first filing of the listing application and all special rights (including the redemption rights) will only be terminated upon Listing.

3. Compliance with the Guide for New Listing Applicants

On the basis that (i) the consideration for the last Pre-IPO Investment was irrevocably settled on a date, which is more than 120 clear days before the Listing Date, and (ii) the special rights granted to the Pre-IPO Investors will be suspended immediately prior to the first filing of a listing application and/or shall cease to be effective and be discontinued upon Listing, the Joint Sponsors confirm that the Pre-IPO Investments are in compliance with Chapter 4.2 of the Guide for New Listing Applicants issued by the Stock Exchange.

4. Information relating to our key Pre-IPO Investors

Our Sophisticated Independent Investors and Pathfinder SIIs

Set out below is a description of our Sophisticated Independent Investors (as defined in Chapter 2.5 of the Guide for New Listing Applicants issued by the Stock Exchange). We have four Sophisticated Independent Shareholders, namely Alisoft China (as defined below), miHoYo SIIs (as defined below), IDG SIIs (as defined below) and Image Frame (as defined below), and two of which, namely IDG SIIs and miHoYo SIIs, are our Pathfinder SIIs. Save for being a shareholder of our Company and as disclosed otherwise, each of our Sophisticated Independent Investors and their ultimate beneficial owners is independent from and not connected with any Director, chief executive or other substantial shareholders of our Company, its subsidiaries or any of their respective associates (within the meaning of the Listing Rules). Each of the Pre-IPO Investors and their ultimate controller and ultimate beneficial owners who is interested in it as to more than 30% is independent from other Pre-IPO Investors and their ultimate controller and ultimate beneficial owners who is interested in it as to more than 30%.

Alisoft China

Alisoft China Holding Limited (“**Alisoft China**”) is a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Alibaba Group Holding Limited (“**Alibaba Group**”). Alisoft China is the holding company of certain PRC subsidiaries of Alibaba Group primarily involved in the operation of cloud computing business. Alibaba Group is a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (symbol: BABA), and its ordinary shares listed on the Stock Exchange (stock code: 9988). Alibaba Group's mission is to make it easy to do business

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anywhere. Alibaba Group aims to build the future infrastructure of commerce and envisions that its customers will meet, work and live at Alibaba, and that it aspires to be a good company that will last for 102 years. Alibaba Group's core businesses are comprised of e-commerce and cloud computing. According to CIC, Alibaba ranked as the largest player in China's cloud computing market in 2024, with a market share of approximately 22%.

Alisoft China was interested in approximately 15.66% of our Company as of the date of 12 months prior to the date of the listing application and its shareholding was decreased to 15.04% of our Company as of the date of our listing application. Alisoft China is expected to be our substantial shareholder under the Listing Rules upon Listing. Despite that Alisoft China or its close associates maintains business relationship with the Company as disclosed in the section headed "Connected Transactions", having considered, among others, (i) our business relationship with Alisoft China commenced prior to its investments in our Company, (ii) Alisoft China has no involvement in our daily operations and management, and (iii) all of the transactions contemplated thereunder are conducted under normal commercial terms and in the ordinary course of our business, the Company is of the view that the existence of such business relationship will not affect the independence of Alisoft China as one of our sophisticated independent investors.

miHoYo SIIIs

miHoYo Limited and Shanghai Mihoyo Argo Technology Co., Ltd (上海米哈游阿爾戈科技有限公司) ("**miHoYo SIIIs**") collectively held 7.34% beneficial interests in the Company as of the date of 12 months prior to the date of the listing application and their beneficial interests were decreased to 7.05% in the Company as of the date of our listing application, which is in compliance with 18C.05 of the Listing Rules. miHoYo Limited is indirectly wholly owned by Mr. Luo Yuhao and Shanghai Mihoyo Argo Technology Co., Ltd is collectively owned by Mr. Cai Haoyu, Mr. Liu Wei and Mr. Luo Yuhao. The aforesaid companies are part of the private enterprise groups founded by Mr. Cai Haoyu, Mr. Liu Wei and Mr. Luo Yuhao. Mr. Cai Haoyu, Mr. Liu Wei and Mr. Luo Yuhao are responsible for all investment decisions in such private enterprise groups and there had been no investment in an entity without the unanimous agreement of Mr. Cai Haoyu, Mr. Liu Wei and Mr. Luo Yuhao for all of the investments made by its investment department, which has been conducting investments to more than 27 companies or partnerships with focus on artificial intelligence, the metaverse, nuclear fusion, mobile games and entertainment industry since establishment. Mr. Cai Haoyu, Mr. Liu Wei and Mr. Luo Yuhao jointly own, make decisions and control such private enterprise groups and they are also empowered to decide on the composition of the investment committee of the investment department. As such, miHoYo Limited and Shanghai Mihoyo Argo Technology Co., Ltd shall be aggregated as one Pathfinder SII pursuant to Chapter 2.5 of the Guide for New Listing Applicants issued by the Stock Exchange.

Such private enterprise groups focus on video game development and publishing and their key video game products include Genshin Impact (原神), the video game with highest overseas revenue in the PRC from 2021 to 2023 according to Sensor Tower, which is a leading digital market insights platform and the leading source of mobile applications, digital advertising, retail media, and audience insights for the largest brands and application publishers cross the globe. According to CIC, they ranked the fifth with a market share of 3% among Chinese mobile game companies in 2021 as to revenue. For the year ended December 31, 2022, they recorded a revenue of nearly RMB30 billion and a net profit of more than RMB16 billion from domestic market. As of December 31, 2022, they recorded a total assets in the PRC of more than RMB37 billion. Their businesses have expanded to over 200 countries and regions to date. As confirmed by CIC, such private enterprise groups are key participants in the downstream gaming industry with a meaningful market share and size and they ranked the third among Chinese mobile game companies as to revenue in 2024 according to Sensor Tower. As confirmed by CIC, they have a market share of 6% among Chinese mobile game companies as to revenue in 2024. They are also downstream customers of the Group which applied our models in their ordinary course of businesses in 2023. As of a date which is no more than six months prior to the date of signing of the definitive agreement and as of a date which is no more than six months prior to the date of the listing application, they had the relevant investment experience, knowledge and expertise to be considered sophisticated. miHoYo Limited and Shanghai Mihoyo Argo Technology Co., Ltd irrevocably and fully settled their investment in the Company on September 3, 2024. Based on the information provided by miHoYo Group, examination against publicly available materials, and discussions with the Company's Hong Kong legal advisor, the Joint Sponsors are of the view that relevant miHoYo entities listed above satisfy applicable requirements of the SIIs.

Mr. Liu Wei was appointed as our non-executive Director in April 2023 after miHoYo SIIs' first investment into the Company in 2021. Since Mr. Liu Wei does not hold any shares of miHoYo Limited and his beneficial interests in Shanghai Mihoyo Argo Technology Co., Ltd do not exceed 30%, the miHoYo SIIs are not close associates of Mr. Liu Wei under the Listing Rules and therefore, Mr. Liu Wei's directorship in the Company will not affect the independence of the miHoYo SIIs.

IDG SIIs

Cosmic Station Limited ("**Cosmic Station**") and Seasonal Charm Limited ("**Seasonal Charm**", together with Cosmic Station, "**IDG SIIs**") are investment holding companies incorporated under the laws of the British Virgin Islands. Cosmic Station is a wholly-owned subsidiary of IDG China Venture Capital Fund VI L.P. ("**IDG China VC VI**"). Seasonal Charm is a wholly-owned subsidiary of IDG China VI Investors L.P. ("**IDG China VI Investors**"). Both of IDG China VC VI and IDG China VI Investors are exempted limited partnerships established under the laws of the Cayman Islands. They are managed by IDG Capital Fund Management Ltd., an exempted company incorporated under the laws of the Cayman Islands which is responsible for the overall management and conduct of the funds' business and affairs. IDG Capital Fund Management Ltd. is controlled by the senior management of IDG Capital. Cosmic Station and Seasonal Charm

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

collectively held approximately 3.21% beneficial interests in the Company as of the date of 12 months prior to the date of the listing application and their beneficial interests were decreased to 3.08% in the Company as of the listing application. Relevant considerations were irrevocably and fully settled on May 30, 2023.

IDG China VC VI and IDG China VI Investors are venture capital funds with a primary purpose of making equity investments, mainly in seed and growth stage companies in China, focusing on companies in the information technology, media, healthcare, energy, clean technology and non-technology consumer businesses and services related industries, including, but not limited to, companies engaged in software, internet, telecom, media and managed healthcare business. None of the ultimate beneficial owners in each of IDG China VC VI or IDG China VI Investors is interested in it as to more than 30%. There are more than 50 ultimate beneficial owners in IDG China VC VI and IDG China VI Investors which mainly include well-known overseas companies, pension funds and fund of funds. Both IDG China VC VI and IDG China VI Investors are ultimately controlled by Mr. Ho Chi Sing and Mr. Zhou Quan, both being Independent Third Parties.

As at a date which is no more than six months prior to the date of signing of the definitive agreement for their investment in the Company (being October 28, 2023) and as at a date which is no more than six months prior to the date of the Company's listing application (being June 26, 2025), the assets under management of IDG Capital Fund Management Ltd. (the fund manager of IDG China VC VI and IDG China VI Investors) were over HK\$30 billion and HK\$30 billion, respectively. Both IDG China VC VI and IDG China VI Investors are operated on a discretionary basis in accordance with the relevant partnership agreements. In compliance with Rule 18C.05 of the Listing Rules, IDG SII's held approximately 3.08% and 3.21% of the total issued share capital of our Company, as of the date of submission of the Company's first listing application) and the commencement date of the pre-application 12-month period, respectively.

Tencent

Image Frame Investment (HK) Limited ("**Image Frame**") is a company incorporated in Hong Kong and is a wholly owned subsidiary of Tencent Holdings Limited ("**Tencent**"), a company listed on the Hong Kong Stock Exchange (stock code: 00700.HK). Tencent is a world-leading internet and technology company that develops innovative products and services to improve the quality of life of people around the world, including communications and social networks, games, digital content, advertising, fintech and cloud services. Each of Image Frame and its ultimate beneficial owners is an Independent Third Party. Image Frame held approximately 2.96% beneficial interests in the Company as of the date of 12 months prior to the date of the listing application and its beneficial interests were decreased to 2.84% in the Company as of the date of the listing application. According to CIC, Tencent ranked as the third player in China's cloud computing market in both 2023 and 2024, with a market share of approximately 13% in both years.

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Other key Pre-IPO Investors

We set out below descriptions of our other key Pre-IPO Investors which are of strategic importance and provided long-term support to our Group in the issued share capital of the Company. All of the Pre-IPO Investors whose background are disclosed in the section headed “— Pre-IPO Investments — 4. Information relating to our key Pre-IPO Investors” (the “**Key Pre-IPO Investors**”) are not required to be aggregated with the other Pre-IPO investors on the basis that the other Pre-IPO investors are not under common control of the Key Pre-IPO Investors. Save as Key Pre-IPO Investors, none of the Pre-IPO Investors has a shareholding in the Company of more than 1.90% as of the date of this Prospectus.

MNM Holdings Limited and XAM Holdings Limited

Each of MNM Holdings Limited (“**MNM**”) and XAM Holdings Limited (“**XAM**”) is an exempted company with limited liability incorporated under the laws of the Cayman Islands.

MNM is a subsidiary of BXA Holdings, L.P. (a limited liability partnership established in the Cayman Islands, “**BXA**”), and the general partner of BXA is BXA Holdings II GP Limited (an exempted company with limited liability incorporated in the Cayman Islands, “**BXA GP**”).

XAM is a subsidiary of NVMB IV Holdings Limited (an exempted company with limited liability incorporated in the Cayman Islands) which is wholly-owned by BXA Holdings II, L.P. (a limited liability partnership established in the Cayman Islands, “**BXA II**”), and the general partner of BXA II is JNR Holdings GP Limited (an exempted company with limited liability incorporated in the Cayman Islands, “**JNR GP**”). Each of BXA GP and JNR GP is wholly-owned by Mr. Colm O’Connell, an Independent Third Party. There is no individual who directly or indirectly holds an interest of 30% or more in BXA and BXA II.

Miheng Holdings Limited

Miheng Holdings Limited is an exempted company with limited liability incorporated under the laws of Cayman Islands, which is wholly controlled by Beijing Miheng Enterprise Management Consulting Partnership (Limited Partnership) (北京覓恒企業管理諮詢合夥企業(有限合夥)) (“**Beijing Miheng**”), which is controlled by Zhuhai Gao Ling Private Fund Management Co., Ltd. The general partner of Beijing Miheng is Wuxi Ningjun Enterprise Management Co., Ltd. (無錫寧鈞企業管理有限公司), which is controlled by Hillhouse Capital. The limited partners of Beijing Miheng are five private equity funds that are record-filed with Asset Management Association of China. There is no individual who directly or indirectly holds an interest of 30% or more in Beijing Miheng.

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HSG

HSG Growth VII Holdco E, Ltd. and Himalia Holding Limited are companies incorporated in the Cayman Islands with limited liability. The sole shareholder of HSG Growth VII Holdco E, Ltd. is HongShan Capital Growth Fund VII, L.P. (“**HSG GVII Fund**”), whose general partner is HSG Growth VII Management, L.P. The sole shareholder of Himalia Holding Limited is HongShan Capital Growth Fund VI, L.P. (“**HSG GVI Fund**”), whose general partner is HSG Growth VI Management, L.P. HSG GVII Fund and HSG GVI Fund are investment funds whose primary purpose is to make equity investments in private companies. The general partner of each of HSG Growth VII Management, L.P. and HSG Growth VI Management, L.P. is HSG Holding Limited, which is a wholly-owned subsidiary of SNP China Enterprises Limited. Neil Nanpeng Shen is the sole shareholder of SNP China Enterprises Limited.

MPC VII Pte. Ltd.

MPC VII Pte. Ltd. (“**MPC VII**”) is a limited company incorporated and domiciled in Singapore, which is owned as to 93.97% and 6.03% by MPC VII L.P. and MPC VII-A L.P., respectively. The general partner of both MPC VII L.P. and MPC VII-A L.P., each an exempted limited partnership incorporated under the laws of the Cayman Islands, is MPC Management VII L.P.. The general partner of MPC Management VII L.P. is MPC GPGP VII Ltd. David Su is the controlling shareholder of MPC GPGP VII Ltd.. No single limited partner holds 30% or more interests in MP VII L.P. or in MPC VII-A L.P..

Astrend Entities

Astrend Opportunity IV Beta Limited, Astrend X Fund, L.P., Astrend X-2 Limited, and Golden Horizon Limited (collectively “**Astrend Entities**”) are entities under common control.

Astrend Opportunity IV Beta Limited is a company incorporated under the laws of the British Virgin Islands, which is wholly owned by Shunwei China Internet Opportunity Fund IV, L.P.. The general partner of Shunwei China Internet Opportunity Fund IV, L.P. is Shunwei Capital Partners V GP, L.P., and the general partner of Shunwei Capital Partners V GP, L.P. is Shunwei Capital Partners V GP Limited. Silver Unicorn Ventures Limited holds more than 50% of the issued and outstanding shares of Shunwei Capital Partners V GP Limited, and Mr. Koh Tuck Lye, an Independent Third Party, is the sole shareholder of Silver Unicorn Ventures Limited.

Astrend X Fund, L.P. is an exempted limited partnership incorporated under the laws of the Cayman Islands. The general partner of Astrend X Fund, L.P. is Astrend X Partners GP, L.P., and the general partner of Astrend X Partners GP, L.P. is Astrend X Partners GP Limited. Silver Unicorn Ventures Limited holds more than 50% of the issued and outstanding shares of Astrend X Partners GP Limited, and Mr. Koh Tuck Lye, an Independent Third Party, is the sole shareholder of Silver Unicorn Ventures Limited.

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Astrend X-2 Limited is a company incorporated under the laws of the British Virgin Islands, which is wholly owned by Astrend X Fund, L.P.

Golden Horizon Limited is a company incorporated under the laws of the British Virgin Islands, which is ultimately controlled by Mr. Koh Tuck Lye.

Pacific Century Group

Bravo Ideas Investments Limited is an investment holding company incorporated in the Cayman Islands ultimately controlled by Mr. Li Tzar Kai, Richard (“**Mr. Li**”). Mr. Li is the founder, chairman and chief executive of Pacific Century Group, an Asia-based private investment group founded in 1993.

Future Capital

Each of Future Capital Discovery Fund IV, L.P. and Ideafication Holdings L.P. is a limited partnership whose general partner is Golden Equinox Ltd. and there are no limited partners who are interested in Future Capital Discovery Fund IV, L.P. as to more than 30%. The fund is ultimately controlled by Huang Mingming, an Independent Third Party and the controller of Golden Equinox Ltd. Each partnership is organized for the primary purposes of identifying, analyzing, investing in, managing, otherwise dealing with and realizing investments directly or indirectly in equity and equity-linked securities of privately-held seed and early-stage high-growth companies.

Meaningful investment from Sophisticated Independent Investors

We have received investments from two Pathfinder SIIs, namely IDG SIIs and miHoYo 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 for the purpose of the Global Offering. In accordance with Chapter 2.5 of the Guide for New Listing Applicants issued by the Stock Exchange, each of IDG SIIs and miHoYo SIIs holds more than 3%, and in aggregate held approximately 10.13% of the Company’s total issued share capital as at the date of the first listing application throughout the period from June 27 2024 (being the commencement date of the pre-application 12-month period) to June 26, 2025 (being the date of submission of the Company’s first listing application). For details of the ownership percentage of shareholding in our Company’s share capital of each of the Sophisticated Independent Investors, see “— Capitalization of Our Company”.

As of the Latest Practicable Date, our Sophisticated Independent Investors (as identified above) held, in aggregate, approximately 25.44% in the total issued share capital of our Company and approximately 23.32% upon Listing assuming the Offer Size Adjustment Option and the over-allotment option are not exercised. At Listing, our expected market capitalization at the time of Listing will exceed HK\$30 billion based on the indicative Offer Price range and such Sophisticated Independent Investors will hold, in aggregate, no less than 15% in the total issued share capital of our Company.

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CAPITALIZATION OF OUR COMPANY

The following table sets out our shareholding structure (a) as of the Latest Practicable Date and (b) immediately upon the completion of the Global Offering (assuming that (i) the Offer Size Adjustment Option and the Over-allotment Option are not exercised, (ii) all Preferred Shares have been converted into Shares on a one-to-one basis immediately upon the completion of the Global Offering, and (iii) without taking into account any Shares that may further be issued under the Post-IPO Share Incentive Plan).

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date		Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾
Our Controlling Shareholders and Entities Controlled by Our WVR Beneficiary ⁽⁹⁾								
MiniMax Limited	–	15	–	15	0.00001%	0.00001%	0.000005%	0.00001%
MiniMax Matrix ⁽²⁾	5,000,000	–	–	5,000,000	1.79%	4.75%	1.64%	0.48%
MiniMax Awakening	–	11,509,339	–	11,509,339	4.11%	10.94%	3.77%	11.12%
Alpha EXP ⁽³⁾	–	62,593,180	–	62,593,180	22.35%	59.21%	20.49%	60.45%
Entities Controlled by Our WVR Beneficiary ⁽¹⁰⁾								
Floating Sky ⁽¹²⁾	–	7,000,000	–	7,000,000	2.50%	6.65%	2.29%	6.76%
Our Employee Shareholding Platform								
MiniMax Gene	20,890,736	–	–	20,890,736	7.46%	1.99%	6.84%	2.02%

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Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date		Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾
<i>Our Pathfinder SII's</i>								
miHoYo Limited (米哈遊有限公司)	—	—	16,015,779	16,015,779	5.72%	1.52%	5.24%	1.55%
Shanghai Mihoyo Argo Technology Co., Ltd (上海米哈游阿爾戈科技有限 公司)	—	—	1,912,399	1,912,399	0.68%	0.18%	0.63%	0.18%
<i>Sub-total⁽⁴⁾</i>	—	—	17,928,178	17,928,178	6.40%	1.70%	5.87%	1.73%
Cosmic Station Limited	—	—	7,301,687	7,301,687	2.61%	0.69%	2.39%	0.71%
Seasonal Charm Limited	—	—	535,263	535,263	0.19%	0.05%	0.18%	0.05%
<i>Sub-total⁽⁴⁾</i>	—	—	7,836,950	7,836,950	2.80%	0.75%	2.57%	0.76%
<i>Our Other SII's</i>								
Alisoft China Holding Limited ⁽¹¹⁾	—	—	38,247,987	38,247,987	13.66%	3.64%	12.52%	3.69%
Image Frame Investment (HK) Limited	—	—	7,232,084	7,232,084	2.58%	0.69%	2.37%	0.70%

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date		Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾
<i>Our Other Key Pre-IPO Investors</i>								
XAM Holdings Limited	—	—	14,201,184	14,201,184	5.07%	1.35%	4.65%	1.37%
MNM Holdings Limited	—	—	2,343,196	2,343,196	0.84%	0.22%	0.77%	0.23%
<i>Sub-total⁽⁴⁾</i>	—	—	16,544,380	16,544,380	5.91%	1.57%	5.42%	1.60%
Miheng Holdings Limited	—	—	3,442,472	3,442,472	1.23%	0.33%	1.13%	0.33%
Himalia Holding Limited	1,656,805	—	—	1,656,805	0.59%	0.16%	0.54%	0.16%
HSG Growth VII Holdco E, Ltd.	—	—	9,011,235	9,011,235	3.22%	0.86%	2.95%	0.87%
<i>Sub-total⁽⁴⁾</i>	1,656,805	—	9,011,235	10,668,040	3.81%	1.01%	3.49%	1.03%
MPC VII Pte. Ltd	—	—	7,772,332	7,772,332	2.78%	0.74%	2.54%	0.75%
Astrend Opportunity IV Beta Limited	—	—	2,260,471	2,260,471	0.81%	0.21%	0.74%	0.22%
Astrend X Fund, L.P.	—	—	1,446,417	1,446,417	0.52%	0.14%	0.47%	0.14%
Astrend X-2 Limited	—	—	814,054	814,054	0.29%	0.08%	0.27%	0.08%
Golden Horizon Limited	—	—	411,097	411,097	0.15%	0.04%	0.13%	0.04%
<i>Sub-total⁽⁴⁾</i>	—	—	4,932,039	4,932,039	1.76%	0.47%	1.61%	0.48%

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date		Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾
Bravo Ideas Investments Limited	—	—	3,633,558	3,633,558	1.30%	0.35%	1.19%	0.35%
Future Capital Discovery Fund IV, L.P.	—	—	2,519,330	2,519,330	0.90%	0.24%	0.82%	0.24%
Ideaification Holdings L.P.	—	—	1,111,903	1,111,903	0.40%	0.11%	0.36%	0.11%
Sub-total⁽⁴⁾	—	—	3,631,233	3,631,233	1.30%	0.35%	1.19%	0.35%
Our Other Pre-IPO Investors								
Lingham Beauty Limited	—	—	4,817,351	4,817,351	1.72%	0.46%	1.58%	0.47%
Forever Gain Limited	—	—	478,100	478,100	0.17%	0.05%	0.16%	0.05%
Sub-total⁽⁸⁾	—	—	5,295,451	5,295,451	1.89%	0.50%	1.73%	0.51%

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date		Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾
China Life (Shenzhen) Technology Innovation Private Equity Investment Fund Partnership (Limited Partnership) (國壽(深圳)科技創新私 募股權投資基金合夥企業(有限合 夥))	—	—	2,825,791	2,825,791	1.01%	0.27%	0.93%	0.27%
Hefei China Life Carbon Peak and Carbon Neutrality Phase I Equity Investment Fund Partnership (Limited Partnership) (合肥國壽碳峰 碳中和一期股權投資基金合夥企業(有限 合夥))	—	—	330,021	330,021	0.12%	0.03%	0.11%	0.03%
Sub-total⁽⁵⁾	—	—	3,155,812	3,155,812	1.13%	0.30%	1.03%	0.30%
Planetree PARTNERS HARVEST I, L.P.	—	—	478,100	478,100	0.17%	0.05%	0.16%	0.05%
Planetree Partners III, L.P.	—	—	2,154,046	2,154,046	0.77%	0.20%	0.71%	0.21%
Planetree Partners III-A, L.P.	—	—	253,416	253,416	0.09%	0.02%	0.08%	0.02%
Sub-total⁽⁶⁾	—	—	2,885,562	2,885,562	1.03%	0.27%	0.94%	0.28%

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date			Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾	
Star Bairui Holdings Limited.	—	—	2,438,309	2,438,309	0.87%	0.23%	0.80%	0.24%	
Vitalbridge Fund II, L.P.	—	—	2,280,734	2,280,734	0.81%	0.22%	0.75%	0.22%	
Beijing Shunjin Shunying Enterprise Management Partnership (Limited Partnership) (北京順金順贏企業管理 合夥企業(有限合夥))	—	—	2,260,471	2,260,471	0.81%	0.21%	0.74%	0.22%	
Xinnuo Yuheng Ltd.	—	—	1,912,399	1,912,399	0.68%	0.18%	0.63%	0.18%	
GW Investment Group Ltd.	—	—	1,651,111	1,651,111	0.59%	0.16%	0.54%	0.16%	
Sidsi Holding Limited	—	—	396,266	396,266	0.14%	0.04%	0.13%	0.04%	
Trend Xpand Limited	—	—	1,446,417	1,446,417	0.52%	0.14%	0.47%	0.14%	
Shanghai Lianxin Technology Equity Investment Center (Limited Partnership) (上海聯新科技股權投資 中心(有限合夥))	—	—	1,434,300	1,434,300	0.51%	0.14%	0.47%	0.14%	
Anhui Transportation Holding CICC Industrial Development Fund Partnership (Limited Partnership) (安 徽交控中金產業發展基金合夥企業(有 限合夥))	—	—	217,000	217,000	0.08%	0.02%	0.07%	0.02%	

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date			Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾	
Suzhou CICC SAIC Emerging Industry Equity Investment Fund Partnership (Limited Partnership) (蘇州中金上汽 新興產業股權投資基金合夥企業(有限 合夥))	—	—	814,052	814,052	0.29%	0.08%	0.27%	0.08%	
Sub-total⁽⁷⁾	—	—	1,031,052	1,031,052	0.37%	0.10%	0.34%	0.10%	
Shanghai Fortera FOF Investment Fund (Limited Partnership) (上海國孚領航 投資合夥企業(有限合夥))	—	—	814,054	814,054	0.29%	0.08%	0.27%	0.08%	
Shanghai Modou Venture Capital Partnership (Limited Partnership) (上 海魔豆創業投資合夥企業(有限合 夥))	—	—	445,800	445,800	0.16%	0.04%	0.15%	0.04%	
Sub-total⁽⁸⁾	—	—	1,259,854	1,259,854	0.45%	0.12%	0.41%	0.12%	
Shenzhen Pengyuan Cornerstone Private Equity Investment Fund Partnership (Limited Partnership) (深 圳市鵬遠基石私募股權投資基金合夥 企業(有限合夥))	—	—	552,394	552,394	0.20%	0.05%	0.18%	0.05%	

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date			Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾	
Nanjing Lingyi Cornerstone Equity Investment Partnership (Limited Partnership) (南京領益基石股權投資 合夥企業(有限合夥))	-	-	220,958	220,958	0.08%	0.02%	0.07%	0.02%	
Sub-total⁽⁶⁾	-	-	773,352	773,352	0.28%	0.07%	0.25%	0.07%	
Nanshan Alauda Limited	-	-	723,208	723,208	0.26%	0.07%	0.24%	0.07%	
JointForce Fund I LP	-	-	407,027	407,027	0.15%	0.04%	0.13%	0.04%	
Shanghai Guangqihuichan Phase I Private Equity Investment Fund Partnership (Limited Partnership) (上 海光啟匯產一期私募投資基金合夥企 業(有限合夥))	-	-	1,298,626	1,298,626	0.46%	0.12%	0.43%	0.13%	
Shanghai Guofang Kapa Enterprise Management Partnership (Limited Partnership) (上海國方卡帕企業管理 合夥企業(有限合夥))	-	-	384,392	384,392	0.14%	0.04%	0.13%	0.04%	
Cloud Maximus Limited	-	-	334,670	334,670	0.12%	0.03%	0.11%	0.03%	
Shanghai SSCI Leading Artificial Intelligence Private Equity Investment Fund Partnership (Limited Partnership) (上海國投先導 人工智能私募投資基金合夥企業(有限 合夥))	-	-	891,599	891,599	0.32%	0.08%	0.29%	0.09%	

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Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date			Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾	
CMG Media Convergence Industry Investment Fund (Limited Partnership) (央视融媒體產業投資基 金(有限合伙))	-	-	891,599	891,599	0.32%	0.08%	0.29%	0.09%	
Elephant Vision Technologies Limited	-	-	330,222	330,222	0.12%	0.03%	0.11%	0.03%	
Mentor Group Limited	-	-	924,622	924,622	0.33%	0.09%	0.30%	0.09%	
XEP-1 Holdings Limited	-	-	2,971,999	2,971,999	1.06%	0.28%	0.97%	0.29%	
TAL China Focus Master Fund	-	-	1,320,888	1,320,888	0.47%	0.13%	0.43%	0.13%	
Janchor Partners Pan-Asian Master Fund	-	-	2,044,706	2,044,706	0.73%	0.19%	0.67%	0.20%	
Janchor Partners Opportunities Master Fund III	-	-	332,893	332,893	0.12%	0.03%	0.11%	0.03%	
Sub-total⁽⁸⁾	-	-	2,377,599	2,377,599	0.85%	0.23%	0.78%	0.23%	
AIH Global Pte. Ltd.	-	-	330,222	330,222	0.12%	0.03%	0.11%	0.03%	
China Orient Enhanced Income Fund	-	-	1,320,888	1,320,888	0.47%	0.13%	0.43%	0.13%	
Alliance Winford Limited	-	-	1,320,888	1,320,888	0.47%	0.13%	0.43%	0.13%	
Jupiter Global Master Fund Ltd.	-	-	541,564	541,564	0.19%	0.05%	0.18%	0.05%	
CoreView Master Fund Limited	-	-	990,666	990,666	0.35%	0.09%	0.32%	0.10%	
LI FAMILY HOLDINGS PTE. LTD	-	-	330,222	330,222	0.12%	0.03%	0.11%	0.03%	
CloudAlpha Master Fund	-	-	792,533	792,533	0.28%	0.08%	0.26%	0.08%	
Yang family Investments Limited	-	-	198,133	198,133	0.07%	0.02%	0.06%	0.02%	
Charoen Pokphand Robot Limited	-	-	1,981,333	1,981,333	0.71%	0.19%	0.65%	0.19%	
Futron Capital Limited	-	-	330,222	330,222	0.12%	0.03%	0.11%	0.03%	

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholders	Class A Ordinary Shares	Class B Ordinary Shares	Preferred Shares	Aggregate number of Shares	As of the Latest Practicable Date			Upon Completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)	
					Aggregate ownership percentage	Voting power in our Company	Aggregate beneficiary interest	Aggregate Voting Power percentage ⁽¹⁾	
Nexus Vector Limited	—	—	1,981,333	1,981,333	0.71%	0.19%	0.65%	0.19%	
Subtotal	27,547,541	81,102,534	171,407,993	280,058,068	100%	100%	91.69%	97.55%	
Public shareholders	25,389,220	—	—	25,389,220	—	—	8.31%	2.45%	
Total	52,936,761	81,102,534	171,407,993	305,447,288	100.0%	100.0%	100.00%	100.00%	

Notes:

- (1) On the basis that each Class A Ordinary Share and Preferred Shares entitles the Shareholder to one vote per Share and each Class B Ordinary Share entitles the Shareholder to ten votes per Share.
- (2) As of the Latest Practicable Date, 5,000,000 Class B Ordinary Shares were held by MiniMax Matrix, which is owned as to approximately 67.1% and 32.9% by Dr. Yan and Ms. Yun, respectively. Upon completion of the Global Offering, all the 5,000,000 Class B Ordinary Shares will be converted into Class A Ordinary Shares.
- (3) As of the Latest Practicable Date, among the 62,593,180 Share held by Alpha EXP, 343,195 were Class A Ordinary Shares and 62,249,985 were Class B Ordinary Shares. Upon completion of the Global Offering, the 343,195 Class A Ordinary Shares will be converted into to Class B Ordinary Shares. Alpha EXP is held by Scaling EXP Limited as to 99% and Local Linearity as to 1%. Local Linearity is wholly-owned by Dr. Yan. Scaling EXP Limited is wholly-owned by Trident Trust Company (Hong Kong) Limited, which acts as the trustee of Alpha EXP Trust. Alpha EXP Trust is a trust established by Dr. Yan (as settlor) for the benefit of himself.
- (4) For further details, please refer to “4. Information relating to our key Pre-IPO Investors” above in this section.
- (5) All the entities are ultimately controlled by China Life Insurance (Group) Company (中國人壽保險(集團)公司).
- (6) All the entities are under Planetree Partners.
- (7) The executive partners of both entities are subsidiaries of China International Capital Corporation Limited (中國國際金融股份有限公司).
- (8) These entities are under common control.
- (9) Being our Controlling Shareholders and all controlled by one of our WVR Beneficiaries, Dr. Yan, and will not be counted towards public float.
- (10) Controlled by one of our WVR Beneficiaries, Ms. Yun, and will not be counted towards public float.
- (11) Will not be counted towards public float.
- (12) Floating Sky is held by Floating Cloud Limited as to 99% and Apricity Investment Limited as to 1%. Apricity Investment Limited is wholly-owned by Ms. Yun. Floating Cloud Limited is wholly-owned by Trident Trust Company (Hong Kong) Limited, which acts as the trustee of Floating Sky Trust. Floating Sky Trust is a trust established by Ms. Yun (as settlor) for the benefit of herself.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

PUBLIC FLOAT

Upon completion of the Global Offering, the Shares held by (i) entities controlled by Dr. Yan and Ms. Yun, namely MiniMax Matrix, MiniMax Limited, MiniMax Awakening, Alpha EXP, and Floating Sky, being close associates of our Directors, and (ii) Alisoft China, being our substantial shareholder, which are our core connected persons, will not be counted towards the public float.

Save as disclosed above, upon the completion of the Global Offering, assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised, 179,550,967 Class A Ordinary Shares (without taking into account the indicative allocation to Alisoft China as set out in the section headed “Cornerstone Investors”), representing approximately 80.0% of the total number of issued Class A Ordinary Shares of our Company, will be counted towards the public float, which is higher than 13.3%, 12.7% and 12.2%, the prescribed percentage of Class A Ordinary Shares required to be held in public hands based on the low-end, mid point or high-end of the indicative Offer Price Range, respectively. The prescribed percentage of Class A Ordinary Shares required to be held in public hands is the higher of (i) the percentage that would result in the expected market value of such securities in public hands to be HK\$4.5 billion at the time of Listing, and (ii) 10%, under Rule 8.08(1) (based on the low-end, mid point or high-end of the indicative Offer Price Range). Therefore, our Company will be able to meet the minimum public float requirements under Rules 8.08 of the Listing Rules.

FREE FLOAT

Further, under Rule 8.08A of the Listing Rules, the Company must ensure that a portion of the total number of its issued shares listed on the Stock Exchange with a market capitalization of at least HK\$600,000,000 are not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise) at the time of listing. Our Company will be able to meet the minimum free float requirement under Rule 8.08A of the Listing Rules based on the market capitalization of the Shares listed on the Stock Exchange that are not subject to any disposal restrictions at the time of Listing.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

LOCK-UP PERIODS

The table below sets out the list of persons who are, together with their respective close associates, subject to lock-up requirements pursuant to Rule 18C.14 of the Listing Rules:

Name	Capacity	Aggregate number of Shares held immediately following the completion of the Global Offering ⁽¹⁾	Aggregate ownership percentage of shareholding in the total issued share capital of our Company following the completion of the Global Offering ⁽¹⁾	Lock-up period for a Pre-Commercial Company ⁽³⁾
Dr. Yan⁽²⁾				
Alpha EXP	} Dr. Yan's close associates	62,593,180	20.49%	The period commencing on the date by reference to which disclosure of its shareholding is made in this Prospectus and ending on the date which is 24 months from the Listing Date.
MiniMax Awakening		11,509,339	3.77%	
MiniMax Matrix		5,000,000	1.64%	
MiniMax Limited		15	0.000005%	
Total		79,102,534	25.90%	
Ms. Yun⁽²⁾				
Floating Sky	Ms. Yun's close associate	7,000,000	2.29%	
The miHoYo SII				
Shanghai Mihoyo Argo Technology Co., Ltd.	} Pathfinder SII	1,912,399	0.63%	The period commencing on the date by reference to which disclosure of its shareholding is made in this Prospectus and ending on the date which is 12 months from the Listing Date.
miHoYo Limited		16,015,779	5.24%	
Total		17,928,178	5.87%	
The IDG SII				
Cosmic Station Limited	} Pathfinder SII	7,301,687	2.39%	
Seasonal Charm Limited		535,263	0.18%	
Total		7,836,950	2.57%	

Notes:

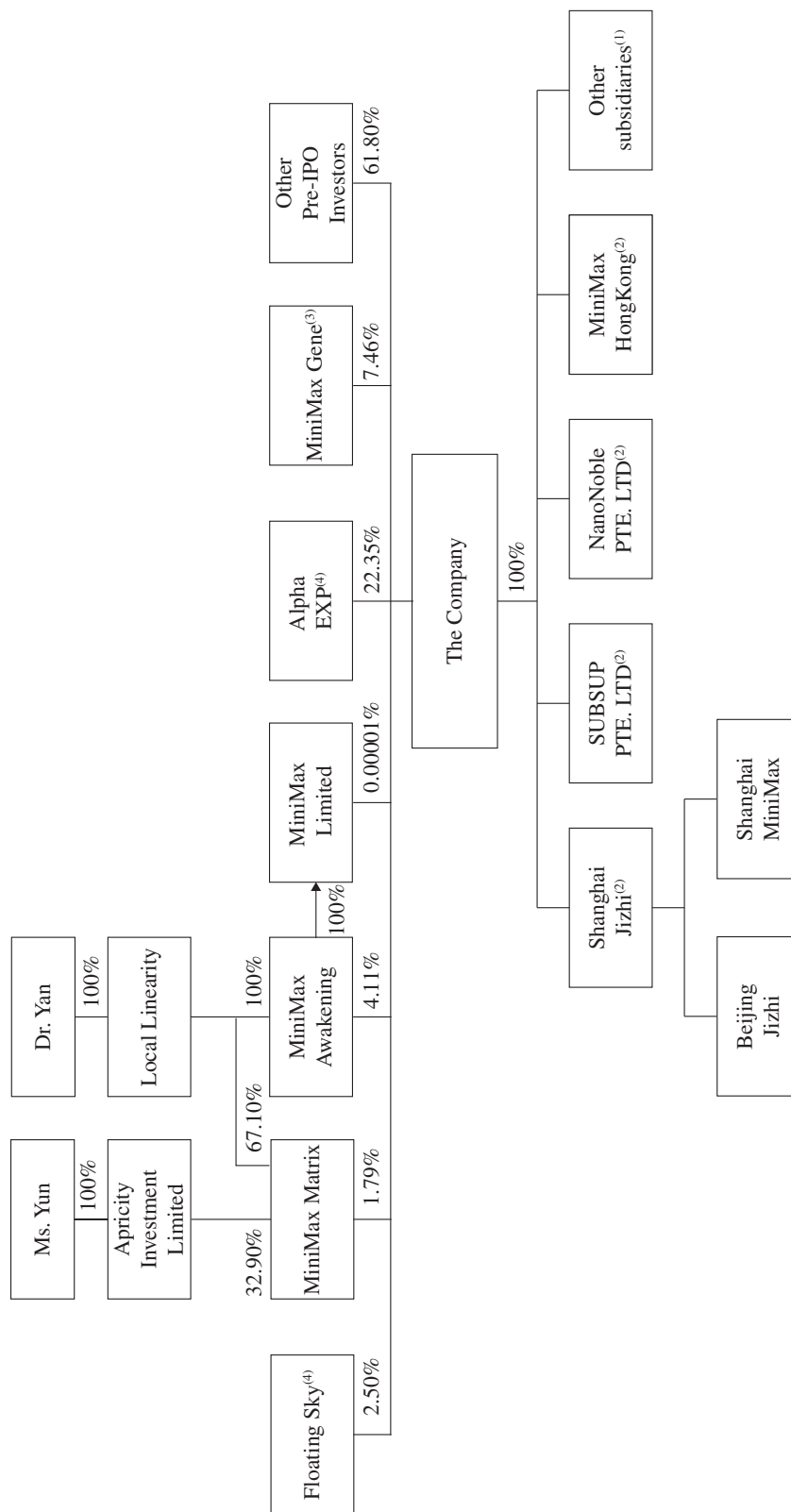
- (1) Assuming that (i) the Offer Size Adjustment Option and the Over-allotment Option are not exercised, (ii) all Preferred Shares have been converted into Shares on a one-to-one basis immediately upon the completion of the Global Offering, and (iii) without taking into account any Shares that may further be issued under the Post-IPO Share Incentive Plan.
- (2) Dr. Yan and Ms. Yun are our founders, WVR beneficiaries, executive Directors and senior management and Dr. Yan is also our key personnel responsible for our technical operations and/or the research and development of our Specialist Technology Products, who are subject to lock-up requirements pursuant to Rule 18C.14 of the Listing Rules.
- (3) The lock-up period pursuant to Rule 18C.14 of the Listing Rules may be shortened if the Company's revenue exceeds HK\$250 million by 2025 and is no longer regarded as a Pre-Commercial Company after the Listing, which will be subject to the application by the Company and approval of the Stock Exchange. The lock-up period will not be changed automatically. In the event that upon the notification by the Stock Exchange that our Company will no longer be regarded as a Pre-Commercial Company after the Listing, the lock-up period will expire on the later of: (i) the date on which such lock-up periods would have ended if the Company had applied for listing as a Commercial Company; and (ii) the date falling on the 30th day after the announcement on the removal of designation as a Pre-Commercial Company as required under Rule 18C.24 of the Listing Rules.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

In addition, outstanding options granted to Ms. Yun, Mr. Pengyu Zhao and Mr. Yucong Zhou under the Pre-IPO Share Incentive Plan as disclosed under the section headed “Statutory and General Information — D. Share Incentive Plans — 1. Pre-IPO Share Incentive Plan — Outstanding Options and Awards — (a) Options” are subject to disposal restrictions for the period commencing on the date of this Prospectus and ending on the date which is 24 months from the Listing Date, subject to Rule 18C.23 of the Listing Rules, in view of their roles as key personnel responsible for the Company’s technical operations and/or R&D activities.

CORPORATE STRUCTURE OF OUR GROUP IMMEDIATELY UPON COMPLETION OF THE REORGANIZATION

The following diagram illustrates the shareholding structure of our Company immediately prior to the completion of the Global Offering:

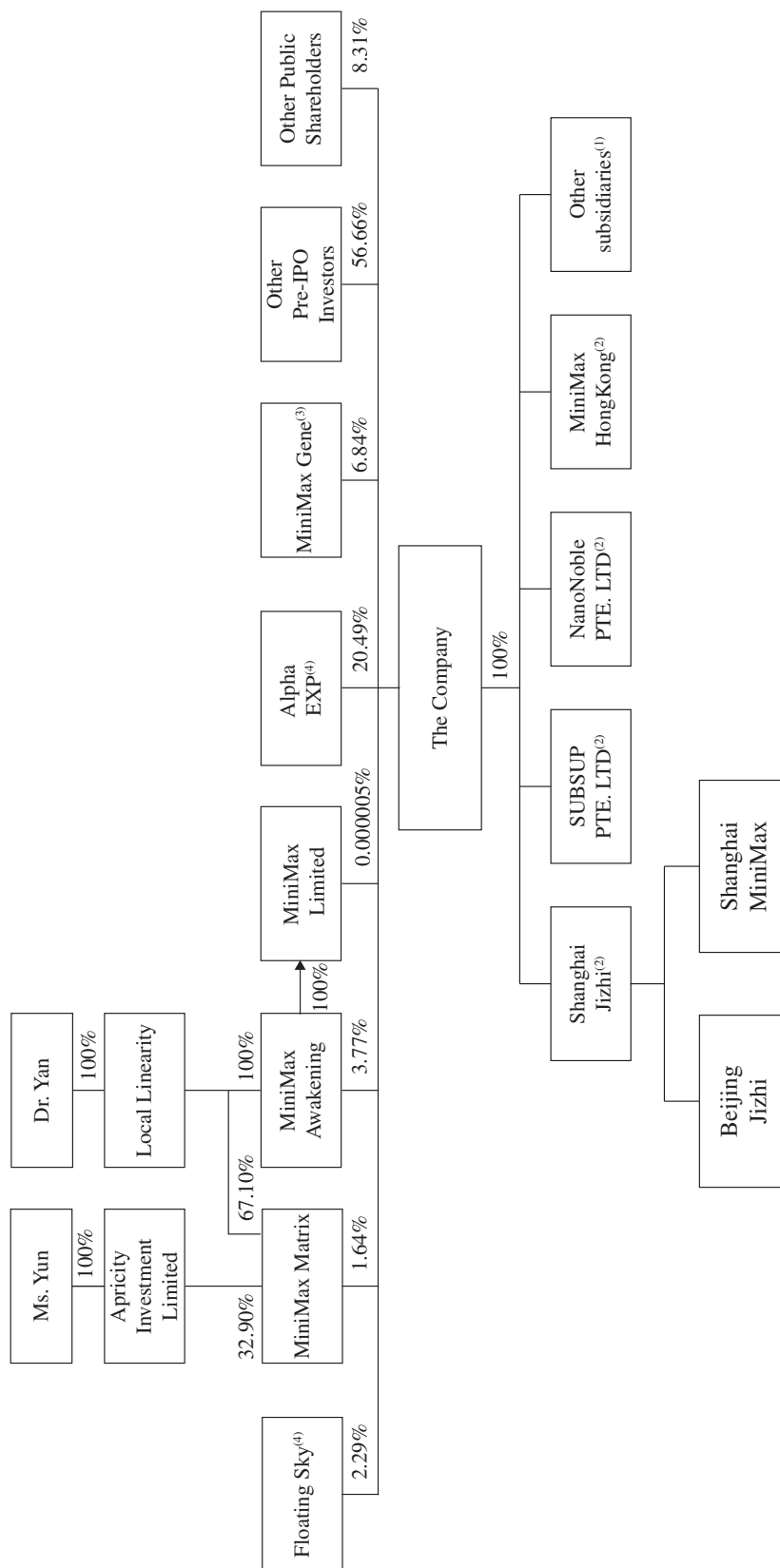


Notes:

- (1) including other subsidiaries wholly owned by the Company.
- (2) all being indirectly wholly owned by the Company.
- (3) being managed by an independent professional trustee company for the benefits of the eligible employees under the Company's share incentive plans.
- (4) for details, please refer to note 3 and note 12 in "— Capitalization" in this section.

CORPORATE STRUCTURE OF OUR GROUP IMMEDIATELY UPON COMPLETION OF THE GLOBAL OFFERING

The following diagram illustrates the shareholding structure of our Company immediately after the Global Offering assuming the Offer Size Adjustment Option and the Over-Allotment Option are not exercised:



Notes: Please see “— Corporate Structure of our Group Immediately Upon Completion of the Reorganization” above.

PRC LEGAL COMPLIANCE

M&A RULES

According to the Regulations on Merger with and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) (the “**M&A Rules**”) jointly issued by the MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the SAT, the CSRC, SAIC and the SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009, merger and acquisition of domestic enterprises by foreign investors means (1) acquiring the equity of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (2) subscribing the increased capital of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (3) establishing a foreign-invested enterprise through which it purchases the assets of a domestic enterprise and operates these assets; or (4) purchasing the assets of a domestic enterprise, and then investing such assets to establish a foreign-invested enterprise (collectively the “**Regulated Activities**”). The M&A Rules, among other things, further purport to require that an offshore special purpose vehicle, formed for purposes of overseas listing of equity interests in PRC companies and controlled directly or indirectly by PRC companies or individuals, shall obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle’s securities on an overseas stock exchange.

Our PRC Legal Advisor is of the opinion that, based on its understanding of the current PRC laws and regulations, each of the prior CSRC approval for the Global Offering and MOFCOM approval under M&A Rule is not required because our subsidiaries in the PRC were established or acquired by us without involving any Regulated Activities as defined under the M&A Rules.

SAFE REGISTRATION

Pursuant to the SAFE Circular 37, promulgated by SAFE and became effective on July 4, 2014 a PRC resident must register with the local SAFE branch in connection with their contribution of legitimate offshore or domestic assets or equity interests in an overseas special purpose vehicle (the “**Overseas SPV**”) that is directly established or indirectly controlled by the PRC resident for the purpose of conducting overseas investment or financing. Pursuant to SAFE Circular 37, failure to comply with these registration procedures may result in penalties. In addition, due to such failure to comply with the registration procedures, the PRC subsidiaries of that Overseas SPV may be prohibited from distributing their profits and dividends to their offshore parent company or from carrying out other subsequent cross-border foreign exchange activities, and the Overseas SPV and its offshore subsidiary may be restricted in their ability to contribute additional capital to their PRC subsidiaries.

Pursuant to the Notice on Further Simplifying and Improving Foreign Exchange Administration Policy on 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》), promulgated by SAFE and effective on June 1, 2015, the power to accept SAFE registration was delegated from local SAFE to qualified banks.

As advised by our PRC Legal Advisor, Dr. Yan and Ms. Yun who are PRC residents have completed the registration as required by SAFE Circular 37.

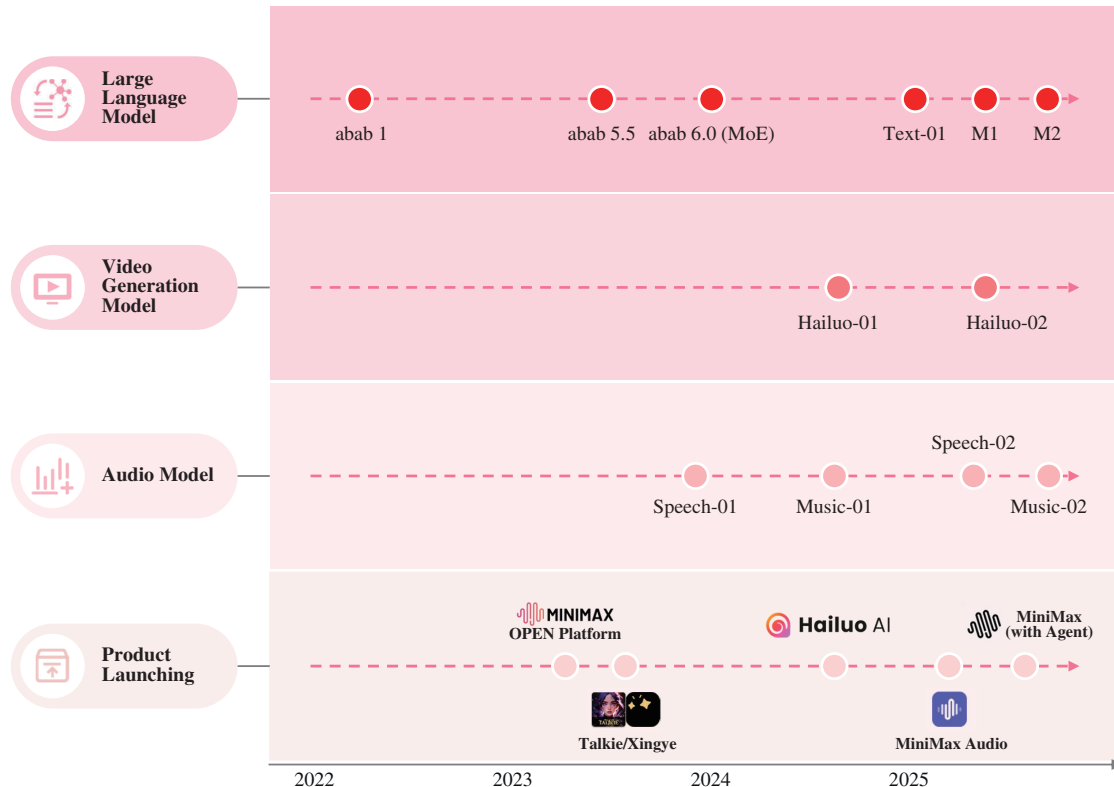
OVERVIEW

MiniMax is a global AI foundation model company. Founded by a group of forward-thinking engineers, we are committed to driving AI innovation towards performing the full range of human intellectual tasks, from learning and reasoning to planning and generalizing knowledge across diverse domains.

The foundation model market is expanding at an unprecedented pace, rapidly reshaping human society. The global foundation model market is projected to exceed US\$300 billion by 2030. IDC estimates that AI will cumulatively contribute US\$19.9 trillion to the global economy through 2030 and drive 3.5% of global GDP in 2030. We believe we have established a solid foundation to capture this market potential and have already made meaningful progress.

Our Journey

Our journey has been guided by a clear vision since inception centered on two key areas: developing advanced foundation models and creating AI-native products that enhance productivity and enrich life. Recognizing that real-world human interaction is inherently multi-modal, we stand out as one of the few foundation model developers who are committed to developing multi-modal models from day one. We take a cost-efficient approach in pursuing AI advancement, delivering high performance while ensuring our technological breakthroughs remain accessible and affordable to users globally. We adopted the Mixture-of-Experts (MoE) architecture and hybrid attention mechanism at an early stage, which significantly reduced computation resources while maintaining globally recognized performance.



We have been consistently iterating our models to higher intelligence levels. Today, our proprietary foundation model suite, led by MiniMax-M2, Hailuo-02, and Speech-02, has long context processing capacity and can understand, generate, and integrate a wide range of modalities, including text, video, and audio. These models power our major AI-native products — including MiniMax, Hailuo AI, MiniMax Audio, Talkie/Xingye, and our enterprise and developer-facing Open Platform, delivering intelligent and dynamic experiences to users globally.

As of September 30, 2025, our AI-native products had cumulatively served over 200 million individual users across over 200 countries and regions, and more than 100 thousand enterprises and developers across over 100 countries and regions.

Scalability

We believe scalability is pivotal to our long-term goal. To build one of the most scalable AI businesses globally, we focus on three core competencies — original research, a sustainable business model, and organizational efficiency. These pillars support both continuous model advancement and product commercialization at scale. Together, the three core competencies enable an elevated level of intelligence for everyone—powering productivity and enriching life.

Original Research

- *Multi-modal Focus.* We are among the first globally to pursue a multi-modal technology strategy, and we commenced the development of models across multiple modalities in 2022. Our models consistently rank at the top across text, video, and speech benchmarks, reflecting a systematic advantage in multi-modal architecture that empowers the development of more scalable models and AI-native products.
- *Enhanced AI Infrastructure.* We have prioritized and significantly enhanced AI infrastructure efficiency, achieving persistent improvement in training performance and significantly reducing overall inference costs. Our proprietary AI infrastructure dynamically allocates computing resources, ensuring service availability and supporting sustainable large-scale delivery of high-performance foundation models.

Sustainable Business Model

- *Technology as Product.* We focus on developing scalable AI systems optimized for real-world use cases. This strategy has enabled us to develop and commercialize high-performing models across multiple modalities. Based on these foundation models, we have developed a suite of AI-native products that serve both individual users, developers and enterprise customers across a broad range of application scenarios. Our multi-pronged monetization enables a self-reinforcing cycle of innovation and commercial value, which further allows us to continuously reinvest in original research and development.

- *Global Operations.* From day one, we have launched all our foundation models and products across international markets with one goal: to make next-generation AI technologies truly broadly accessible at compelling value proposition. Our concurrent growth across multiple international markets demonstrates the effectiveness of our global approach and the strength of our technological moat.

Organizational Efficiency

- Our flat, nimble organization enables model iteration, integration between research and product, and scaling across model and product development. We operate with no more than three layers beneath the CEO and structure teams around project-based missions rather than rigid departmental silos. This dynamic setup empowers early ownership, fast talent development fosters deep collaboration across tech, product, and business functions, and facilitates the progression of research innovations toward real-world launch and impact.

OUR MODELS AND PRODUCT OFFERINGS

Our Foundation Model Suite

We have leveraged our R&D capabilities to build a comprehensive suite of foundation models, and maintain competitiveness across various modalities. Our foundation model suite includes large language models, video generation models, and models for speech and music generation.

Large Language Model: MiniMax

The MiniMax M Series, comprising MiniMax-M1 and MiniMax-M2, represents our flagship family of large language models. MiniMax-M1, launched in June 2025, is an open-source, large-scale hybrid-attention reasoning model. It adopts a hybrid MoE architecture combined with a lightning attention mechanism, enabling long-context processing with a context window of up to 1 million tokens and supporting the development of more capable AI agents.

MiniMax-M2, our latest large language model, is engineered for elite performance in coding and agentic tasks. Leveraging a carefully engineered, data-efficient MoE architecture and activation-parameter design, MiniMax-M2 delivers higher-performance capabilities at substantially faster inference speeds compared with MiniMax-M1, while maintaining an optimized profile across model intelligence, responsiveness and cost-efficiency.

Video Generation Model: Hailuo-02

The Hailuo-02 series model generates high-quality video content from a variety form of information inputs. Commercialized at scale with competitive results on global benchmarks upon its release, Hailuo-02 offers cinematic video quality, advanced prompt adherence, smooth motion, and style diversity. With user-friendly interface and ability to do aesthetic refinement, it helps content creators and advertisers produce compelling videos out of simple prompts.

Speech Generation Model: Speech-02

The Speech-02 model series is designed to generate natural, high-quality speech from text input. Widely recognized as a top performing speech model globally upon its release in April 2025, our Speech-02 model delivers hyper-realistic, personalized voice synthesis across multiple languages.

Our AI-Native Product Offerings

Leveraging our multi-modal foundation model suite, we deliver AI-native products and services that unleash the power of AI to benefit both individual users, developers and enterprise customers around the world. The evolution of our AI-native products is rooted in advancements in its underlying foundation models. Through continuous iterations and upgrades of foundation models and the development of new ones, we are able to design and create AI-native products with enhanced productivity and user experience.

MiniMax: Intelligent Agent Application

MiniMax is our intelligent AI agent application, which is designed to autonomously perform a wide range of tasks through natural language instructions. Supported by our foundation models, MiniMax Agent can plan, reason, and execute complex actions such as coding, research, document drafting, and presentation creation within a unified workspace.

Hailuo AI: Flagship Visual Generation Platform

Hailuo AI fully integrates our Hailuo-02 model that has quickly become one of the world's most popular AI image and video creation platforms through organic user adoption. It is offered in both web and app forms, and is designed for real-time, high-quality image and video generation.

MiniMax Audio: Advanced Audio Generation Tool

MiniMax Audio is designed to provide users with high-fidelity audio generation capabilities. Accessible via web platform, MiniMax Audio integrates the Company's Speech-02 model to support interactive audio synthesis and generate natural, high-quality speech from text input.

Talkie/Xingye: Multi-modal Entertainment Platform

Talkie (for international markets)/ Xingye (for Chinese domestic market) is a globally recognized AI-native multi-modal entertainment platform. Users of Talkie/Xingye can engage with emotionally responsive AI themes or virtual characters powered by the Company's proprietary AI-models.

MiniMax Open Platform

Our Open Platform offers scalable, configurable AI services to enterprise customers and developers across more than 100 countries and regions as of September 30, 2025. Through public APIs and services, enterprise and developer customers can access the Company's foundation models and integrate such text, video and audio model capabilities into their own products and services. Our Open Platform supports rapid business deployment in key industry sectors such as smart devices, healthcare, cultural tourism, finance, and internet services — making it one of the world's largest open platforms for enterprises and developers in terms of average daily token volume, signifying widespread adoption.

Key Operating Data

Our suite of AI-native products has attracted a broad user base, with average MAU rising more than six times from 3.1 million in 2023 to 19.1 million in 2024 and further to 27.6 million in the nine months ended September 30, 2025. Cumulative users of our AI-native products increased to more than 212 million by September 30, 2025. The growing number users of our consumer-facing products provides valuable feedback, enabling rapid product iteration and improvement.

We have experienced quarter-over-quarter MAU growth over the past three quarters, a trend primarily attributed to the compelling user experience and positive ratings of the Talkie/Xingye App, coupled with the third quarter of 2024 release of Hailuo AI, our flagship visual generation platform. For Talkie/Xingye, which represent multi-modality product offerings within our monetized AI-native products portfolio, we continue to leverage our new foundation model technologies by integrating features that provide a range of immersive and aesthetic enhancements, thereby enriching overall user interaction quality. Concurrently, Hailuo AI's underlying Hailuo-01 and Hailuo-02 model series have achieved a globally competitive position in performance, enabling users within the app to differentiate the overall visual quality and cinematic camera movement effects of its generated video output when compared to other market providers.

Our number of paying users for AI-native products expanded from around 119,700 in 2023 to around 650,300 in 2024, and further to approximately 1,771,600 in the nine months ended September 30, 2025.

BUSINESS

Complementing our growing individual paying user base, we have also cultivated a portfolio of enterprise customers and developers. Enterprise customers and developers access our core AI models via our Open Platform, which supports growing business needs across key industry sectors. Our Open Platform demonstrates solid monetization capabilities for the foundation models offered. We have consistently observed a rapid increase in paying customers on the Open Platform. Our number of paying users on the Open Platform, defined as users who have individually consumed no less than US\$50 worth of API calls in a given period, expanded from around 100 in 2023 to around 700 in 2024, and further to approximately 2,500 in the nine months ended September 30, 2025.

The following chart sets forth the number of users and customers within each period of the Track Record Period^{1,2}:

	As of December 31,			As of September 30,	
	2022	2023	2024	2024	2025
			('000 users)		
AI-native products . .	–	11,131	115,378	76,571	212,247
MiniMax	–	686	13,541	10,969	19,057
Hailuo AI	–	–	5,735	36	42,348
MiniMax Audio	–	–	47	–	3,742
Talkie/Xingye	–	10,445	96,055	65,566	147,100
Open Platform	–	13	42	34	132
Total	–	11,144	115,420	76,605	212,379

Notes:

1. Number of users comprise all registered users for our web-based AI-native products and all activated devices for our app-based AI-native products. As some users may have multiple accounts, we cannot guarantee that each user is a unique individual.
2. Number of customers of our Open Platform comprise all registered customers who have made API calls on our Open Platform. Customers who have registered but not made API calls are not included. Our Open Platform is designed as a technology access platform for a broad range of developers, including both developers and enterprise customers. Our Open Platform is managed on a developer account basis. During registration and subsequent use, we only require users to provide basic contact information (such as email address, mobile number and account nickname) and do not require them to upload business licences or identity documents, nor do we use such information as a mandatory classification standard. As a result, we are currently not able to reliably distinguish whether an Open Platform customer is a developer or an enterprise customer.

BUSINESS

The following chart sets forth the number of paying users within each period of the Track Record Period¹:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	('000 users)				
AI-native products . .	–	119.7	650.3	489.1	1,771.6
MiniMax	–	–	–	–	10.3
Hailuo AI	–	–	64.8	–	311.1
MiniMax Audio	–	–	–	–	59.8
Talkie/Xingye	–	119.7	585.5	489.1	1,390.4
Open Platform	–	0.1	0.7	0.4	2.5
Total	–	119.8	651.0	489.5	1,774.1

Note:

1. A paying user for AI-native products is defined as a user who has made at least one monetary transaction in a given period. A paying user for our Open Platform is defined as a user who has individually consumed no less than US\$50 worth of API calls in a given period.

The following chart sets forth the number of average monthly active user (“MAU”) within each period of the Track Record Period^{1,2}:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	('000 users)				
AI-native products . .	–	3,144	19,106	14,601	27,622
MiniMax	–	239	2,195	2,166	1,429
Hailuo AI	–	–	2,172	36	5,648
MiniMax Audio	–	–	47	–	494
Talkie/Xingye	–	2,905	14,692	12,399	20,051
Open Platform	–	4	5	4	16
Total	–	3,148	19,111	14,605	27,638

Notes:

1. MAUs comprise all unique devices that performed at least one action on our AI-native apps and all registered user accounts that logged into our web platforms at least once during a given month, including both paying and non-paying users. As some users may have multiple accounts, we cannot guarantee that each user is a unique individual.
2. The average monthly active customers for Open Platform comprise all registered customers who have made API calls during a given month on our Open Platform including both paying and non-paying customers. Customers who have registered but not made API calls are not included.

BUSINESS

Our suite of AI-native products has attracted a broad user base, with average MAU rising more than six times from 3.1 million in 2023 to 19.1 million in 2024 and further to 27.6 million in the nine months ended September 30, 2025. Specifically, the average MAU of Talkie/Xingye increased from 2,905,000 in 2023 to 14,692,000 in 2024, and further to 20,051,000 in the nine months ended September 30, 2025; the average MAU of Hailuo AI increased from 2,172,000 in 2024 to 5,648,000 in the nine months ended September 30, 2025; and the average MAU of MiniMax Audio increased from 47,000 in 2024 to 494,000 in the nine months ended September 30, 2025. Our average MAU of MiniMax decreased from the nine months ended September 30, 2024 to the same period in 2025. This decrease was not the result of weak user retention, but was primarily driven by our strategic product shift from broad chat use cases to agent-based capabilities targeting professional, higher-value users. During this period, we introduced usage-tiered paid features and reduced free consumption, resulting in lower activity from non-core users while core user stickiness remained stable. We also reduced paid marketing and promotional spending by approximately 90% in the nine months ended September 30, 2025 as we transitioned to an organic growth strategy. Despite this substantial cut in advertising spending, the MAU of MiniMax did not decline proportionately, reflecting MiniMax's market recognition and positive user feedback, which further indicate the success of organic user acquisition driven by model intelligence. We prioritize organic acquisition as paid traffic relies heavily on external channels and rising market bidding costs, whereas organically acquired users convert based on model capability, product value and user experience. This builds a more durable user base, drives word-of-mouth growth and improves unit economics. By focusing on model performance, agentic capabilities and user experience, we aim to develop a self-reinforcing growth flywheel with a more controllable cost structure and improved profitability.

The following chart sets forth the number of new users within each period of the Track Record Period^{1,2}:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	('000 users)				
AI-native products	–	11,131	104,247	65,440	96,869
MiniMax	–	686	12,855	10,283	5,516
Hailuo AI	–	–	5,735	36	36,613
MiniMax Audio	–	–	47	–	3,695
Talkie/Xingye	–	10,445	85,610	55,121	51,045
Open Platform	–	13	29	21	90
Total	–	11,144	104,276	65,461	96,959

Notes:

1. New users comprise all newly registered users for our web-based AI-native products and all newly activated devices for our app-based AI-native products.
2. New customers for Open Platform comprise all newly registered customers who have made API calls. Customers who have registered but not made API calls are not included.

BUSINESS

The number of new users of our AI-native products increased more than nine-fold from 11.1 million in 2023 to 104.2 million in 2024, and also grew from 65.4 million for the nine months ended September 30, 2024 to 96.9 million for the same period in 2025. The number of new users of MiniMax decreased from the nine months ended September 30, 2024 to the corresponding period in 2025, while the number of new users of Talkie/Xingye decreased during the same periods. The decrease was primarily attributable to our strategic adjustment to shift resources from broad user acquisition to monetization initiatives for MiniMax, including the optimization of paid features. As part of this shift, we reduced overall marketing and promotional spending across our product portfolio, resulting in fewer campaigns for both MiniMax and Talkie/Xingye. Notwithstanding the lower level of marketing spending, the decline in new users was significantly smaller than the reduction in the related marketing budget, reflecting enhanced user retention, brand recognition, and improving market acceptance of MiniMax and Talkie/Xingye.

The following chart sets forth the average spending per paying customer within each period of the Track Record Period¹:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	(US\$)				
AI-native products . .	–	6	11	7	15
MiniMax	–	–	–	–	73
Hailuo AI	–	–	36	–	56
MiniMax Audio	–	–	–	–	18
Talkie/Xingye	–	6	8	7	5
Open Platform	–	27,020	12,454	14,813	6,167

Note:

- For AI-native products, average spending per paying customer is calculated by dividing a product's revenue generated from in-app top-up and subscriptions by the number of paying users in a given period. For Open Platform, average spending per paying customer is calculated by dividing the total revenue generated by our Open Platform by the number of paying users of our Open Platform in a given period.

The average spending per paying customer of our AI-native products increased from US\$6 in 2023 to US\$11 in 2024, and further to US\$15 for the nine months ended September 30, 2025. In particular, the average spending per paying customer of Hailuo AI increased from US\$36 in 2024 to US\$56 for the nine months ended September 30, 2025. The average spending per paying customer of Talkie/Xingye decreased from the nine months ended September 30, 2024 to the same period in 2025. This was primarily due to Talkie/Xingye's accelerated penetration into a broader user base, particularly among lower-spending users, as the product continued to scale rapidly. The shift in user mix resulted in a lower average spending level per paying customer. Nevertheless, such broadening of the user base reflects the product's increasing market reach and growing appeal among a wider spectrum of users, which is expected to provide a more sustainable foundation for long-term monetization.

The average spending per paying customer of Open Platform decreased from 2023 to 2024 and from the nine months ended September 30, 2024 to the same period in 2025, primarily attributable to the rapid expansion of the user base following the official launch of our Open Platform to overseas customers in the fourth quarter of 2024, which significantly broadened the platform’s user reach beginning in the fourth quarter of 2024 and continuing through 2025. As the proportion of new users with relatively smaller transaction volumes increased, the overall average spending per paying customer was subject to a structural dilution effect, reflecting a more pronounced long-tail contribution as total paying customers grew.

The number of new users of our AI-native products increased more than nine-fold from 11.1 million in 2023 to 104.2 million in 2024, and also grew from 65.4 million for the nine months ended September 30, 2024 to 96.9 million for the same period in 2025. The number of new users of MiniMax decreased from the nine months ended September 30, 2024 to the corresponding period in 2025, while the number of new users of Talkie/Xingye decreased during the same periods. The decrease was primarily attributable to our strategic adjustment to reduce marketing and promotional spending, with an increased emphasis on organic user acquisition and user quality as we focused on the monetization phase of MiniMax. Notwithstanding the lower level of marketing spending, the decline in new users was significantly smaller than the reduction in the related marketing budget, reflecting enhanced user retention, brand recognition, and improving market acceptance of MiniMax and Talkie/Xingye.

OUR STRENGTHS

Our core strength resides in the scalability embedded across our key operational pillars. This includes our algorithms, model training and inference infrastructure, commercialization roadmaps, and organizational structure, all of which are structured to facilitate the long-term scalability of our company.

A Prospective Innovation Roadmap for Scalable Model Capabilities

MiniMax is built on a prospective technological vision and a focus on scalability. From day one, we focus on expanding multi-modal capabilities and pursuing model algorithm innovation.

Multi-modal Capabilities:

- From the outset, we prioritize developing multi-modal models, recognizing that the content people engage with daily in real world extends beyond text to include multi-modal formats such as video and audio. As one of the earliest adopters of a comprehensive approach to foundation model development, we offer competitive commercial-scale foundation models across text, video and audio.

- Our multi-modal models have achieved both notable commercial success and recognition from independent model benchmarking providers. These models have consistently delivered top-tier results across text, video and speech, benchmarks, in both model performance and cost efficiency, underscoring a systematic advantage inherent in our multi-modal architecture. Leveraging the capabilities of our multi-modal models, the Company’s diverse suite of AI-native products has successfully attracted a growing user base. Average monthly active users have surged nearly nine-fold, from 3.1 million in 2023 to 27.6 million in the nine months ended September 30, 2025.

Model Algorithm Innovation:

- **MoE Architecture:** Having commenced research in 2023 and released our initial model featuring the MoE architecture by 2024, our early adoption of MoE architecture has notably delivered a significant reduction in inference latency, underscoring our technological foresight. We are the first in Asia and one of the first globally to commercialize the MoE foundation model architecture, addressing limitations of traditional “dense” models. This structural advantage provides an enhancement in scalability and efficiency, translating directly into reduced computational demands and lower inference costs.
- **Linear Attention:** Recognizing the limitations of conventional model architectures in handling large-scale inputs, we developed a proprietary “Linear Attention” mechanism to overcome these constraints. This innovation allows our models to excel in long-context processing — further enhancing their efficiency and scalability and facilitating the development of more powerful AI agents.

Scalable AI Infrastructure Delivering Efficiency and Performance

We view the high cost of AI model training and inference as a key barrier to widespread adoption of AI technologies. We believe that model scaling depends on the volume of available computing power, utilization efficiency of computing resources, and associated costs. To scale up at a lower cost, we have prioritized the development of proprietary AI infrastructure. This involved building an in-house infrastructure team and independently creating a high-performance training framework suitable for large-scale computing clusters. Our AI infrastructure design takes a holistic approach, from operator-level to strategic cross-cluster load balancing, to optimally facilitate scaling. The notable aspects of our AI infrastructure include:

Advanced AI Training and Inference Framework: Our advanced AI training and inference framework provides a flexible, scalable solution for the development and inference of foundation models. At the operator level, which is the atomic computational building blocks that form the model training and inference algorithm, we have engineered deep optimization to significantly enhance computational efficiency, reduce latency, and improve utilization of computing resources. Our training and inference framework features automated functions such as scaling, descaling, and dynamic parallel strategy adjustment, with deep integration into

underlying hardware and networks. Together, these measures yield a stable and high-performance model training and inference environment tailored for our foundation models. We have achieved more than 75% inference Model Flop Utilization (MFU), a key measure of how efficiently our foundation models use computing power to conduct inference activities, significantly higher than the industry average of approximately 40% to 50%. A higher inference MFU signifies a greater and more effective utilization of our available computing resources, which in turn translates to lower inference costs, faster inference performance, and enhanced scalability.

Unified Training and Inference Computing Resources: We believe that efficiently utilizing all available computing resources is crucial, and a key approach is to share computing resources between model training and inference activities. However, handling both activities across the same large computing clusters presents significant scheduling challenges. By implementing an intelligent scheduling system, we are able to successfully allocate computing resources across various types of assignments, prioritizing time-sensitive tasks. During periods of lower demand, resources typically used for time-sensitive training and inference workloads can be redirected to less time-sensitive offline tasks like data processing. This dynamic approach effectively fills idle gaps, allowing us to maximize computing resource utilization without affecting the overall performance of our computing clusters.

Cross-Cluster Load Balancing: To address diverse AI-native product demands and meet high computing needs, our AI infrastructure employs multiple independent computing clusters that operate as a unified system, orchestrated by our intelligent cross-cluster load balancer. This proprietary technology significantly enhances computing efficiency: it acts as a smart traffic controller, evaluating tasks in real-time and routing them to the most suitable computing cluster based on workload, availability, and hardware compatibility. Such technology ensures the consistent performance of our AI infrastructure, even during peak user demand, by dynamically monitoring and rerouting tasks from overloaded to underutilized clusters, thereby effectively preventing computing resource bottlenecks and maximizing utilization.

Scalable Commercialization Approach with Global Adoption

From inception, we have purposefully selected and developed the most scalable products, characterized by model intelligence-driven product iteration, organic traffic-focused customer acquisition strategies, and ease of standardization. We have also cultivated diversified monetization channels, including subscription services, token-based in-app purchases, online marketing services, and usage-based enterprise APIs. Our Hailuo AI has quickly become one of the world's most popular AI video creation platforms through organic user adoption. According to CIC, Talkie/Xingye is the second-largest AI-native entertainment platform globally in terms of average MAU in the nine months ended September 30, 2025.

We have embraced a global approach, launching all models and products across international markets to compete at scale from day one. The feedback received from our customers at a global scale has tremendously aided in the enhancement of our products and technology, enabling us to develop competitive product offerings. We are currently one of the

two companies founded in the Asia-Pacific region to achieve global-scale commercialization of multiple AI native products. Our offerings serve both individual users and enterprise customers across the globe. Our unified model architecture and organic user acquisition strategy have facilitated rapid expansion across more than 200 countries and regions as of September 30, 2025.

Flat and Nimble Organizational Structure Enabling Innovation and Execution

Our unique organizational structure drives our scalability, enabling rapid and highly iterative R&D progress. From day one, our colleagues are immersed in a culture that empowers talent at every level. Led by our visionary founder Dr. Junjie Yan, we operate at the cutting edge in our field, advancing AI from research to implementation.

Our organizational structure is intentionally flat and nimble, with no more than three layers beneath the CEO, enabling faster decision-making which facilitates iteration of intelligent foundation models. We operate cross-functional teams assembled through a project-based model. Breaking down traditional silos between tech, product and business, all teams are aligned on one goal: elevating the intelligence level of our models and making them accessible to everyone.

We promote research and creativity through an inclusive environment that values diverse contributions and continuous improvement. We empower our colleagues to take early ownership opportunities and entrust them with real authority as they demonstrate their capabilities: many individuals hired directly from universities now lead key research and development initiatives. We do not place strict limits on job scope, actively encouraging individuals to embrace more responsibilities beyond their defined roles. This is exemplified in our research and development team leaders, who are typically less than 30 years old. Our incentive mechanisms are flexible and performance-driven, including constant salary adjustments and project-based bonuses.

OUR STRATEGIES

We are committed to scaling our capabilities to make AI universally accessible. We plan to implement the following three core strategies:

Advance AI through R&D Leadership

We will remain heavily invested in core R&D capabilities to maintain and continuously expand our leadership in foundation model development. Specifically, we aim to pursue innovations that enhance productivity and accessibility by reducing model inference costs. We will continue advancing model architectural breakthroughs such as dynamic multi-modal model integration. Sustained investment based on technological insights will allow us to push multi-modality integration and real-world application.

Deliver “Technology as Products” with Commercial Potential

We will continue to develop and deliver our “technology as products” approach to provide positive experiences to both individual users and enterprise customers. By leveraging our expertise in model research and product commercialization, we will broaden and deepen monetization venues across AI-native products. Our goal is to elevate the intelligence levels of our AI models while lowering associated costs for our individual users and enterprise customers, enabling our AI-powered products to reach a broader user base and unlock new application scenarios. We will continue to enhance the performance of our existing AI-native products and Open Platform. As model intelligence unlocks new application scenarios, we will iterate on product interfaces, delivery formats and monetization models to capture commercialization opportunities. We aim to achieve a scalable and sustainable economic model. We plan to continue investing in the development and refinement of our AI-native products and Open Platform, with a focus on improving engagement, multi-modal capabilities and enterprise adoption. We will expand R&D to enhance existing products and to launch new AI-native applications that leverage ongoing advancement of our models. To support commercialisation, we intend to expand our product development and commercialization organization, as well as our international sales and marketing team, by hiring approximately 70 additional specialists over the next five years. These hires will enable us to improve user experience as well as customer relationship management, and scale adoption in overseas markets.

Evolve our Organization and Expand Talent Pool

We will continue to adapt our organizational structure to maintain competitiveness in the rapidly evolving AI industry. We are committed to maintaining a collaborative and inclusive culture, empowering team members with early ownership and authority as they demonstrate their capabilities. By championing cross-functional innovation, we will continue to foster a sustainable R&D organizational culture. Regarding talent acquisition, we will keep building a deep talent pipeline for both foundation model and AI-native product development to secure long-term technological leadership. Specifically, we plan to continue to recruit 150 top-tier foundation model and AI infrastructure researchers, engineers, and scientists globally over the next five years, while also investing in the growth and development of our in-house talent.

OUR AI MODELS

We focus on developing foundation models and AI-native products to meet the evolving needs of individual users, developers and enterprise customers. Our “technology-as-product” offerings are built on proprietary, self-developed technologies, ensuring advanced quality, scalability, and cost-efficiency. Recognizing that real-world human interaction is inherently multi-modal, we strive to enhance user engagement and content accessibility by delivering multi-modal foundation model solutions that maximize reach and impact.

Our foundation models are artificial intelligence systems designed to interpret human inputs and generate high-quality outputs across multiple formats, including text, video, and audio. These models are built using advanced deep learning techniques. Their primary function is to learn and recognize patterns, structures, and nuances within the training data, allowing them to generate contextually relevant and highly accurate outputs.

We possess globally recognized foundation models and are among the few AI companies that excel across various modalities. Our key model offerings include: (i) MiniMax-M2 and MiniMax-M1, our proprietary large language model series; (ii) Hailuo-02, our video generation model covering text-to-video and image-to-video; and (iii) Speech-02, our multilingual speech generation model. These models support a wide range of our proprietary AI-native products, including MiniMax, Hailuo AI, MiniMax Audio, Talkie/Xingye, and our Open Platform. Our models are designed to deliver high scalability, cost efficiency, and advanced multi-modal capabilities.

The following chart sets forth our core models matrix as of the Latest Practicable Date:

Category	Latest Core Models	Launch Dates	Development Timespan from the Previous Version	Description
Text	MiniMax-M1	June 2025	5 Months from MiniMax-Text-01	Reasoning Model
	MiniMax-M2	October 2025	4 Months from MiniMax-M1	Reasoning Model
Video	Hailuo-02	June 2025	8 Months from Hailuo-01	Video Generation
Audio	Speech-02	April 2025	16 Months from Speech-01	Multilingual Voice Generation

MiniMax M Series: Large Language Model

We are one of the earliest companies globally to start developing large language models, having begun exploring such technology since 2022. Our large language model has undergone multiple iterations, evolving from the abab1 launched in 2022 to the MiniMax-M2, released in October 2025.

MiniMax-M1

The MiniMax-M1 is an open-source, large-scale hybrid-attention reasoning model released in June 2025. As a general matter, a reasoning model is a type of foundation model designed to process inputs, analyze information, and generate logical, structured outputs by simulating human-like reasoning processes. These models are optimized for tasks that require critical thinking, problem-solving, and the ability to connect disparate pieces of information to produce actionable or explanatory results.

MiniMax-M1 Highlights

Upon its release, MiniMax-M1 outperforms several prominent reasoning models in independent benchmark testing, including benchmarks on mathematical reasoning, code generation and general reasoning and knowledge. The MiniMax-M1’s leadership is particularly evident in high-value functions requiring complex reasoning, such as automated software engineering, dynamic tool utilisation, and long-context data analysis. The model’s design ensures it is not only powerful but also commercially viable for large-scale deployment.

- **Software Engineering:** Leveraging a training process that incorporates execution-based software engineering environments, our MiniMax-M1 model has achieved high scores on SWE-Bench. This benchmark, which evaluates large language models on real-world software engineering capabilities, confirms that MiniMax-M1 significantly surpasses the performance of most competing open-source models available in the market upon its release.
- **Long Context Understanding:** Empowered by its 1 million tokens context window, MiniMax-M1 outperforms all other open-source models in long-context understanding. When evaluated on benchmarks such as OpenAI-MRCR and LongBench at the time of its release, MiniMax-M1 ranks second globally, trailing only the top-ranked reasoning model by a narrow margin.
- **Agentic Tool Use:** In agentic tool-use scenarios, we benchmark MiniMax-M1 against TAU-Bench, which simulates dynamic conversations where agents must leverage API tools while adhering to domain-specific policy guidelines. Tested under such benchmark, MiniMax-M1 outperforms all other open-source models available upon its release. This achievement underscores MiniMax-M1’s technological leadership and commercial potential in general AI agent application scenarios.

Upon its release, our MiniMax-M1 model achieved recognized performance. It secured the second position globally among open-source reasoning models and a top-ten ranking among all foundation models globally on the Artificial Analysis Intelligence Index, a third-party leaderboard assessing the intelligence level of foundation models.

The MiniMax-M1 is powered by a hybrid Mixture-of-Experts (MoE) architecture combined with a “Lightning Attention” mechanism, a variation of Linear Attention that we believe can deliver ideal model performance. The MiniMax-M1 model has one of the world’s longest context window upon its release, supporting an input context length of up to 1 million tokens and output length of up to 80k tokens. Furthermore, the “lightning attention” mechanism in MiniMax-M1 significantly reduces the computation resources required during model inference stage. These attributes make MiniMax-M1 particularly well-suited for complex tasks that require processing long inputs and deep reasoning.

Beyond its performance in comprehensive evaluations, we have made the training of our MiniMax-M1 significantly cost-efficient through two key innovations. Our first breakthrough is CISPO (or Clipped IS-weight Policy Optimization), a novel algorithm that dramatically improves the efficiency of reinforcement learning, a critical component for foundation model training. Comparative tests demonstrate CISPO’s superiority over peer-developed reinforcement learning algorithms. Furthermore, MiniMax-M1’s “hybrid-attention” design, a unique approach to processing training data, inherently facilitates the scaling of reinforcement learning. As a direct result of these advancements, we completed a full reinforcement training run of MiniMax-M1 in a mere three weeks, achieving significantly lower costs than most industry peers.

MiniMax-M1 is available on our Open Platform.

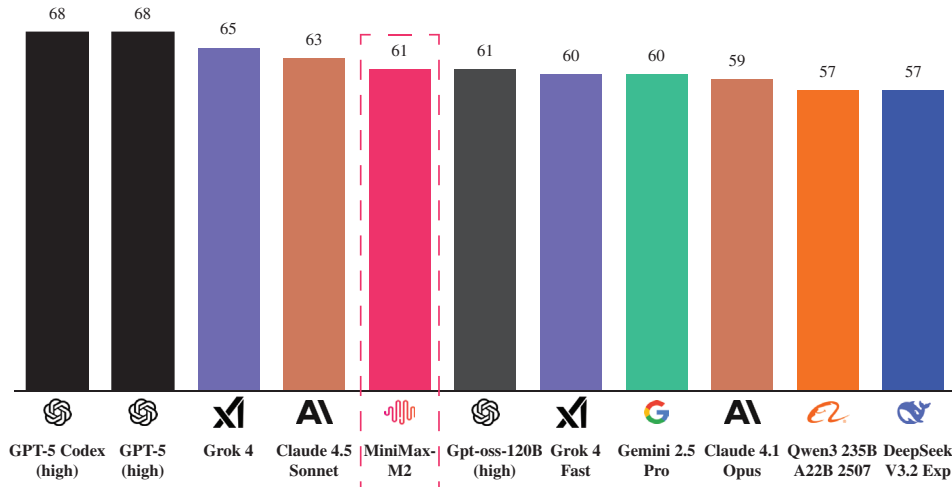
MiniMax-M2

In October 2025, we launched and open-sourced MiniMax-M2, our latest model designed specifically for agentic and code-related applications. MiniMax-M2 advances our vision by leveraging its further optimized MoE architecture to deliver high-performance capabilities at substantially lower cost and faster inference speed compared with MiniMax-M1. Built upon optimised activation parameter design, MiniMax-M2 achieves an enhanced balance among intelligence, speed and cost-efficiency, offering users a highly responsive and economical AI foundation model for both professional and consumer use cases. Our MiniMax-M2 ranked #1 globally upon its release among open-source models on the Artificial Analysis Intelligence Index.

Interleaved Thinking: Enhancing Reliable Agentic Reasoning

MiniMax-M2 incorporates an advanced reasoning framework known as “Interleaved Thinking”, which integrates structured reasoning and tool execution into a continuous cycle of plan, act and reflect. Rather than reasoning in isolation and then acting, the model alternates between reasoning and taking action, allowing the outcome of each tool call to inform its next step. This process enables the model to maintain context, adjust its approach in real time, and achieve more reliable and interpretable results in complex, multi-stage tasks such as autonomous agent operation and iterative code development. By preserving a consistent reasoning state across interactions, Interleaved Thinking strengthens MiniMax-M2’s stability, self-correction and transparency, and supports its broader goal of enabling reliable agentic behaviour.

Artificial Analysis Intelligence Index¹



Notes:

1. As of November 7, 2025, shortly after the release of MiniMax-M2, and compared against the peers' latest publicly released models as of the same date.
2. According to CIC, Artificial Analysis is a suite of authoritative and independent AI benchmarks widely recognized in the foundation model industry for evaluating models from the perspective of large-model users.
3. The Artificial Analysis Intelligence Index integrates a comprehensive suite of evaluation datasets to assess language model capabilities across reasoning, knowledge, mathematics and programming, and provides a holistic analysis of overall model capability, including general knowledge, mathematical reasoning and coding ability. According to CIC, the benchmark suite is designed with an emphasis on fairness and real-world applicability, and independently evaluates numerous models using standardized implementations of the constituent evaluation datasets.

MiniMax-M2 Highlights

- **Intelligence Performance:** According to benchmark results published by Artificial Analysis, MiniMax-M2 demonstrates highly competitive performance across mathematics, science, instruction following, coding and agentic tool use. Upon its release, it ranked first in the Artificial Analysis Intelligence Index among all open-source models globally, reflecting its strong overall cognitive and reasoning capability.
- **Advanced Coding Capabilities:** Engineered for end-to-end developer workflows, MiniMax-M2 assists developers in writing, revising and improving code through iterative testing and debugging. The model demonstrates high practical performance across real-world programming environments and multiple programming languages, enabling more reliable software development.

- **Agentic Capability:** MiniMax-M2 exhibits enhanced agentic capabilities, capable of planning and executing complex, long-horizon toolchains involving shell, browser, search and code-execution. In real-world application, the model consistently identified relevant information from complex data sources, maintained traceable reasoning steps, and recovered smoothly from incomplete or inconsistent inputs. These features underpin its applicability in autonomous and semi-autonomous agent systems.
- **Efficiency and Cost Optimisation:** MiniMax-M2 adopts an advanced architecture with approximately 10 billion activated parameters (230 billion in total), designed to deliver high performance at substantially lower cost. Its efficiency-optimised structure enables faster inference, lower latency and reduced computational requirements while maintaining high accuracy and reasoning capability. Through continual optimisation of model architecture and inference processes, MiniMax-M2 achieves an optimal balance among performance, speed and cost, supporting scalable deployment across diverse applications. Its API pricing, approximately US\$0.30 per million input tokens and US\$1.20 per million output tokens, or about 8% of the price of leading overseas models, further underscores its cost advantage and accessibility for large-scale commercial adoption.

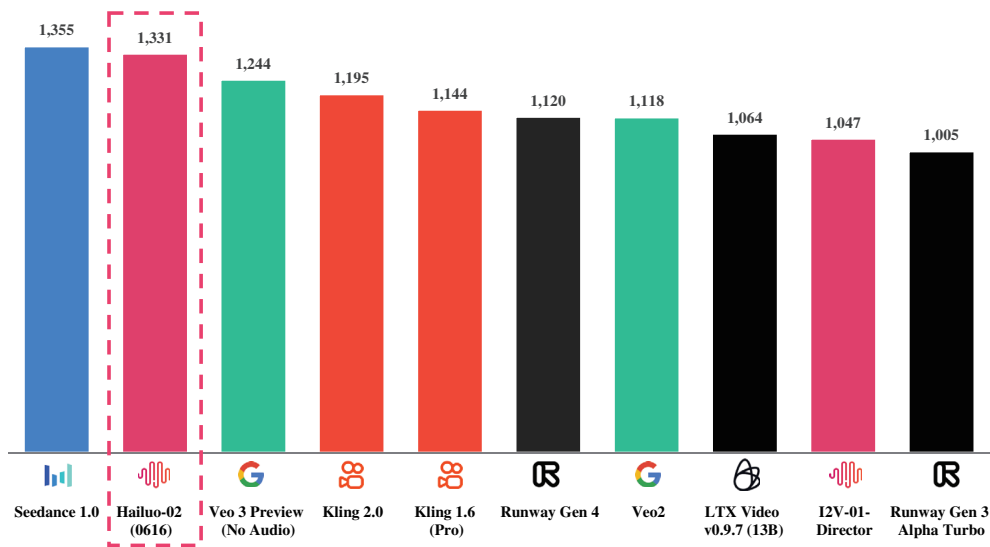
MiniMax-M2 is available on MiniMax and our Open Platform.

Hailuo-02: Video Generation Model

Our video generation models are key components of our multi-modal offerings. By analyzing and interpreting a variety form of information inputs, our video generation models can create videos that reflect the given descriptions. This transformation is achieved through algorithms integrating computer vision technologies, converting static information such as text and image into dynamic visuals. We prioritize developing video generation models, setting us apart from competitors who primarily focused on text-to-text foundation models.

We first launched our proprietary Hailuo-01 (a.k.a. Video-01) series video generation model in August 2024, followed by our latest Hailuo-02 video generation model in June 2025. Upon its release, our Hailuo-02 model became the “best-in-class” video generation model in the market, as evidenced by independent third-party model rankings that evaluate performance of video generation models. For example, upon its release, our Hailuo-02 ranked #2 globally on the Artificial Analysis benchmark for image-to-video generation.

Arena ELO¹ (Image to Video)



Notes:

1. As of June 22, 2025, shortly after the release of Hailuo-02, and compared against the peers' latest publicly released video generation models as of the same date.
2. According to CIC, Artificial Analysis is a suite of authoritative and independent AI benchmarks widely recognized in the foundation model industry for evaluating models from the perspective of large-model users.
3. The Arena ELO Score is derived from blind user evaluations conducted through the Artificial Analysis Video Arena, in which participants compare outputs generated by different video generation models without knowledge of the model responsible for each output. According to CIC, this benchmarking methodology is widely adopted for providing an unbiased and comparative assessment of video generation model performance to the greatest extent possible.

Hailuo-02 Highlights

We developed Hailuo-02 with a goal to help global creators to fully unleash their imagination, lower creative barriers and increased accessibility. To this end, our team led the development of a proprietary video generation architecture: Noise-aware Compute Redistribution (NCR). This model architecture increases training and inference efficiency by 2.5 times at an equivalent parameter scale, enabling us to increase the model's complexity without raising end-user costs. Consequently, we scaled the Hailuo-02 model to three times the total parameters of its predecessor. Guided by user feedback from our initial Hailuo-01 model series, we also quadrupled the training data volume while significantly enhancing its quality and diversity.

The synergy of this architecture, expanded parameters, and enriched data has yielded improvements in model capabilities, with high-degree of physical accuracy and ability to generate highly complex video scenarios:

Prompt: a lion jumps through a flaming loop; the camera pulls back and follows



- **Native 1080p with Enhanced Visual Quality:** Hailuo-02 can generate high-definition videos with a 1080p resolution and a smooth 24fps frame rate.
- **Accurate Instruction Following:** Leveraging our extensive expertise foundation model R&D, our Hailuo-02 model also excels in following user instructions accurately. In particular, it demonstrates outstanding performance in lengthy user instructions, including complex facial expression rendering, camera movement, and dynamic subject motion, ensuring high-quality and visually compelling results. To enhance user experience, we developed the “AI Polish” function, which can refine users’ initial prompt inputs and improves the overall aesthetic quality of the generated video output.
- **Complex Physical Performance:** Hailuo-02 has proven capability in creating extremely complex physical interactions. This includes challenging movements found in gymnastics, acrobatics, and springboard diving. Unlike other models that struggle with fast, complex motions — often leading to distortion (the “gymnastics problem”) — Hailuo-02 ensures figures remain undistorted and fluid throughout their complex maneuvers, delivering remarkably smooth and accurate video.

Latest Hailuo-02 Model: Hailuo 2.3

In October 2025, we launched Hailuo 2.3, a major upgrade of our proprietary video generation model series, further advancing expressiveness and visual effect beyond Hailuo-02. The new model delivers notable enhancements in human motion rendering, stylized visual expression and fine-grained facial dynamics, while achieving greater precision in responding to complex motion commands.

- **Enhanced Physical Realism and Motion Control.** Through refined physical simulation and stronger instruction-following capability, Hailuo 2.3 reproduces complex body movements and camera motions with improved smoothness, and continuity. Hailuo 2.3 is capable of achieving near-photorealistic lighting, tonal and color effects even under dynamic camera shifts.

- **Broader Artistic and Stylization Capabilities.** The model expands support for diverse visual styles, including animation, illustration, ink painting graphics, offering more vivid and stable performance across use cases from entertainment to creative design.
- **Refined Facial and Expression Modeling.** Hailuo 2.3 captures subtle human micro-expressions and emotional nuances, producing more natural and expressive facial performances for storytelling, advertising and digital-character creation.
- **Commercial Efficiency and Ecosystem Integration.** While substantially enhancing output quality, Hailuo 2.3 maintains the same pricing level as Hailuo-02, redefining industry cost-performance standards. A lighter variant, Hailuo 2.3 Fast, enables faster generation at up to approximately 50% lower batch-production cost.

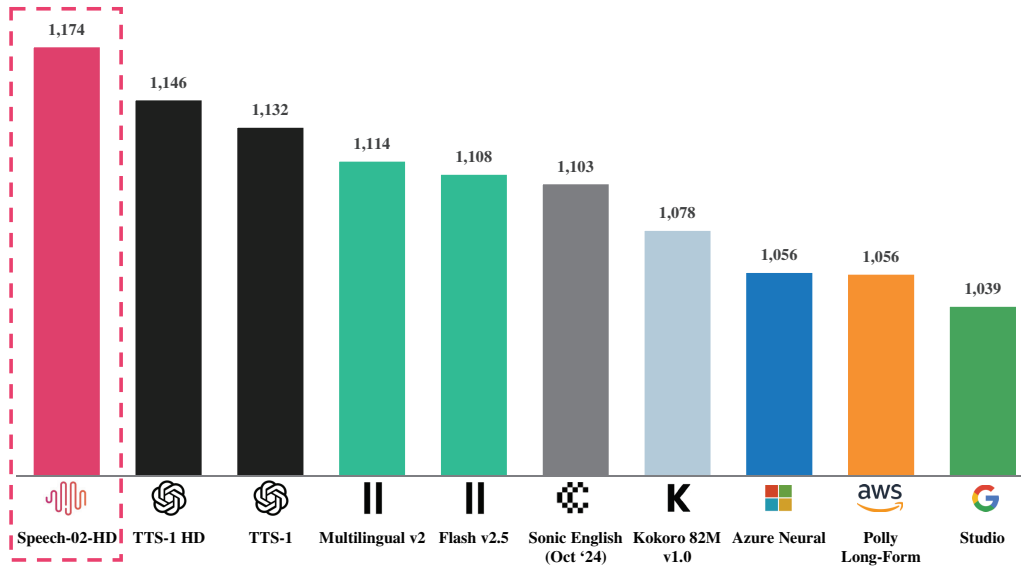
Hailuo-02 and with its predecessors Hailuo-01 series, power our Hailuo AI, as well as Xingye/Talkie. They are also available on our Open Platform.

Speech-02: Advancing High-Fidelity, AI-Powered Voice Generation

Since our inception, we have been committed to the development of proprietary text-to-speech (TTS) technology, designed to generate natural, high-quality speech from text input. We launched our first Speech-01 model in November 2023, followed by the release of our latest Speech-02 model series in April 2025, with a significant leap in AI-driven voice synthesis capabilities. Our Speech-02 model series includes two models, Speech-02-HD and Speech-02-Turbo, optimized for high-fidelity and rapid real-time processing capabilities respectively.

Following their launch, our Speech-02 model series has established as the “best-in-class” Text-to-Speech (TTS) solutions in the market, as evidenced by independent third-party model rankings that evaluate performance of speech models. To benchmark its performance, for example, the Speech-02 model was submitted to the Artificial Analysis Speech Arena, a public leaderboard that ranks TTS models based on ELO scores, metrics applied to evaluate and rank speech models. Upon its release and as of the Latest Practical Date, our Speech-02-HD model has achieved a competitive position globally, distinguished by its outstanding voice quality.

Arena ELO¹ (Text to Speech)



Notes:

1. As of June 22, 2025, shortly after the release of Speech-02, and compared against the peers' latest publicly released text-to-speech generation models as of the same date.
2. According to CIC, Artificial Analysis is a suite of authoritative and independent AI benchmarks widely recognized in the foundation model industry for evaluating models from the perspective of large-model users.
3. The Arena ELO Score is derived from user evaluations conducted through the Artificial Analysis Speech Arena, where participants compare the audio outputs of different text-to-speech generation models without knowledge of the model responsible for each output. According to CIC, this benchmarking methodology is widely adopted for providing an unbiased and comparative assessment of text-to-speech model performance to the greatest extent possible.

Speech-02 Highlights

Unlike conventional TTS systems that rely on pronunciation dictionaries, where predefined parameters for sound quality limit the ability to capture contextual nuances, Speech-02 has been trained on high-quality audio data. This extensive training allows the model to autonomously recognize and reproduce subtle distinctions in accent, speech habits, connected speech patterns, syllable elision, and tonal variations, resulting in enhanced fluency and naturalness.

A key innovation in our Speech-02 model is our learnable speaker encoder, which extracts timbre features from a reference audio without requiring its transcription. This enables MiniMax-Speech to produce highly expressive speech with timbre consistent with the reference voice. In addition, the overall quality of the synthesized audio is enhanced through Flow-VAE, a technology that enhance overall audio synthesis quality. Though the learnable speaker encoder and Flow-VAE, Speech-02 refines voice synthesis to closely mimic human

speech, making it functionally comparable to a native speaker immersed in a real-world linguistic environment. It deeply understands content and context, dynamically adjusts emotional tone, and accurately replicates specialized speech patterns and accents.

To ensure an intuitive and highly adaptive speech synthesis experience, Speech-02 provides extensive customization options, including:

- **Word-Level Tone and Pause Control:** Achieves precise articulation, allowing users to fine-tune speech nuances, whether handling tongue twisters or multi-pronunciation words.
- **Sentence-Level Speed Adjustment:** Enables users to modify speech tempo to suit their preferences, whether delivering content at a rapid or measured pace.
- **Diverse Voice Selection:** Offers over 100 voice templates, allowing users to select or mix tones and create a wide range of styles, ensuring optimal flexibility across use cases.

Our Speech-02 model features multilingual capabilities, fully supporting a wide range of globally spoken languages. Our mission is to break down language barriers and build a truly universal AI model. Supported languages include Chinese, Cantonese, English, Spanish, French, German, Portuguese, Italian, Japanese, Korean and other languages.

Our speech model powers MiniMax Audio, as well as Talkie/Xingye, providing users across our app ecosystem with next-generation text-to-speech capabilities for a wide range of creative and professional applications. Speech 02 is also available on our Open Platform.

Latest Speech-02 Model: Speech 2.6

Building upon the Speech-02 model, we successively launched Speech-2.6 in October 2025, marking upgrades in multilingual capability, timbre realism, and response latency. The enhanced Speech-02 model delivers more natural and expressive speech across over 40 languages, with improved accuracy in pronunciation, rhythm, and emotional tone. Through architectural optimization and streaming inference design, latency has been reduced to near-real-time levels, enabling fluid interaction for intelligent voice agents and real-time communication scenarios. The model also supports professional-grade audio formats and broader deployment flexibility, allowing developers and enterprises to create lifelike, context-aware voice experiences for virtual assistants, audiobooks, and creative applications worldwide.

Other Models: Music Generation and Image Generation

Music-02

Launched in October 2025, MiniMax Music 2.0 is the latest generation of our music synthesis model designed for music composition, accompaniment, and background audio generation.

Music 2.0 enables users to specify musical style, vocal tone, and instrument settings through natural-language prompts. It supports multiple singing styles and genres such as pop, jazz, rock, and folk, and allows basic control of instrumental layers for richer arrangements. The model also improves overall audio quality, with more natural vocal texture and better spatial balance between instruments.

Music 2.0 is available through our MiniMax Audio platform and Open Platform, providing users, developers, and enterprises with accessible AI-based music creation tools.

Image-01

Complementing our video generation models, our Image-01 model enables cinematic-quality image generation from text prompts. It supports character styling and other creative compositions. Leveraging technologies developed alongside our other models, Image-01 offers high prompt-to-image fidelity, minimizing distortion and preserving artistic intent. We released our Image-01 in April 2023.

Our Image-01 model is currently integrated into Hailuo AI and Talkie/Xingye and available on our Open Platform.

OUR AI-NATIVE PRODUCT OFFERINGS

Leveraging our multi-modal foundation model suite, we deliver AI-native products and services that use the power of AI to benefit both individual users and businesses around the world. Our business model spans consumer subscriptions, token-based in-app purchases, online marketing service and API monetization.

The evolution of our AI-native products is rooted in advancements in the underlying foundation models. Through continuous upgrades to our existing foundation models and the development of new ones, we are able to design and create AI-native products with enhanced user experience.

According to CIC, we are currently distinguished in the Asia-Pacific region as the only pure play foundation model company offering a diverse portfolio of AI-native products with global reach. This recognition underscores our expertise in delivering foundation models across multiple platforms, enabling us to provide high quality, scalable AI tools to users worldwide.

BUSINESS

The table below summarizes our major product offerings:

Product Name	Target Users	Key Underlying Models	PRC Release Dates	Global Release Dates	Primary Use Cases	Monetization Model
MiniMax	Individual (B2C)	Text, Video, Speech and Music ¹	MiniMax Chat App: March 2025 MiniMax Chat Web: March 2025 MiniMax Agent Web: June 2025	MiniMax Chat App: March 2025 MiniMax Chat Web: March 2025 MiniMax Agent Web: June 2025	Intelligent Agent Application	Freemium, subscriptions, token-based in-app purchases
HailuoAI	Individual (B2C)	Video	Web: August 2024 App: March 2025	Web: August 2024 App: March 2025	Flagship Visual Generation Platform	Freemium, subscriptions, token-based in-app purchases
MiniMax Audio	Individual (B2C)	Speech and Music	Web: May 2025	Web: March 2025	Audio Generation Tool	Freemium, subscriptions, token-based in-app purchases
Talkie/Xingye	Individual (B2C)	Text, Video, Speech and Music	App: September 2023 (As Xingye)	App: June 2023 Web: December 2023 (As Talkie)	Multi-modal Entertainment Platform	Freemium, subscriptions, online marketing service, in-app purchases
Open Platform	Enterprise and Developer (B2B)	Text, Video, Speech and Music	May 2023 (First PRC customer signed)	September 2024 (First overseas customer signed)	API Platform	Freemium, token-based API billing, subscription (coding plan), enterprise licensing

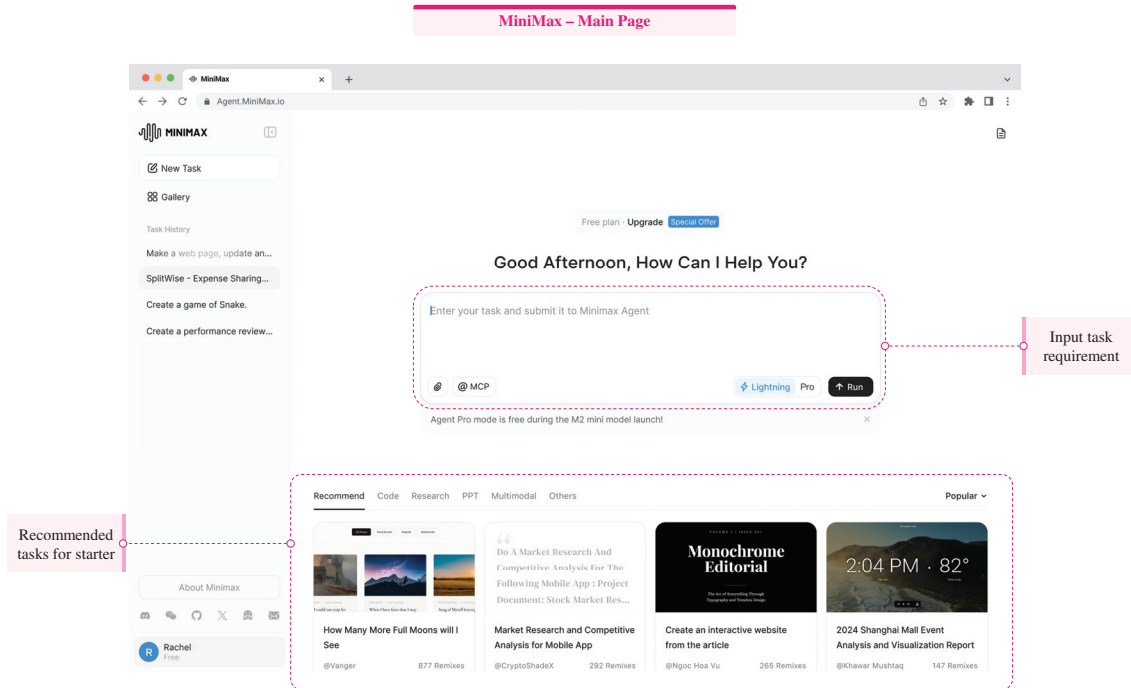
Note:

- 1 Within our MiniMax App, MiniMax Agent orchestrates a spectrum of tools, including our own foundation models and third-party models and resources, to achieve user defined goals.

MiniMax: Intelligent Agent Application

MiniMax is our intelligent AI agent application, which is designed to autonomously perform a wide range of tasks through natural language instructions. Supported by our foundation models, MiniMax Agent can plan, reason, and execute complex actions such as coding, research, document drafting, and presentation creation within a unified workspace.

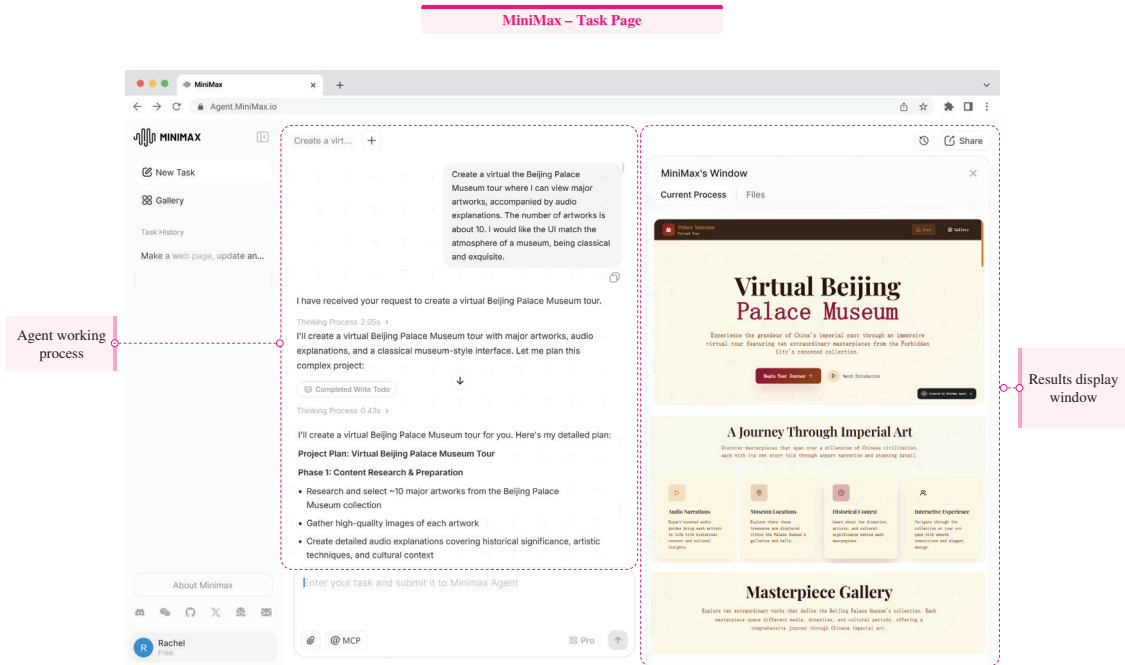
Within our MiniMax application, users can invoke MiniMax Agent, our proprietary general-purpose agent officially launched in June 2025. Leveraging multiple foundation models, MiniMax Agent is designed to handle a wide range of complex, long-horizon tasks. MiniMax Agent is capable of multi-step planning to devise intelligent solutions, flexibly decomposing task requirements, and executing multiple sub-tasks to deliver integrated end results in multiple formats. MiniMax Agent performs multi-step operations by automatically selecting and coordinating tools such as document retrieval, web-based map queries, and code execution. Tasks are executed in an organized sequence and rendered in a results pane, allowing users to review structured outputs with embedded text, code, and images.



MiniMax application offers (i) a Lightning Mode for basic conversational, search and lightweight coding tasks and (ii) a Pro Mode optimised for complex, long-horizon tasks such as development, research, report generation and web design. Users interact with MiniMax Agent through a web-based interface by assigning tasks, such as creating a travel plan. Then our MiniMax Agent will initiate a self-directed reasoning process in which it automatically breaks down the objective into structured steps, selects and coordinates appropriate tools — such as web search, maps, or code execution — and presents interim and final outputs in a task pane.

MiniMax Agent also supports integrated tool invocation through the input interface, where users can access a range of built-in and third-party services directly while formulating their tasks. Built-in integrations include Google Maps (for location queries) and the MiniMax MCP protocol, which extends MiniMax Agent’s capabilities through a plug-in marketplace. Via the MCP Market, users can activate third-party tools such as Slack, Notion, GitHub, Figma, and MySQL Server. Once activated, these services can be used within ongoing tasks to support project tracking, API calls, or external data ingestion — enabling collaboration and cross-platform functionality.

This end-to-end capability allows users not only to automate research or coding tasks, but also to deploy and preview interactive websites — such as fan sites, learning tools, or dashboards — without writing code manually or configuring hosting. Task responses are organized into step-by-step updates, providing clear traceability across planning, execution, and output.



MiniMax Agent supports a broad set of use cases across industries and personal productivity settings, including research and competitive analysis, software and web development, travel and route planning, code execution and data processing.

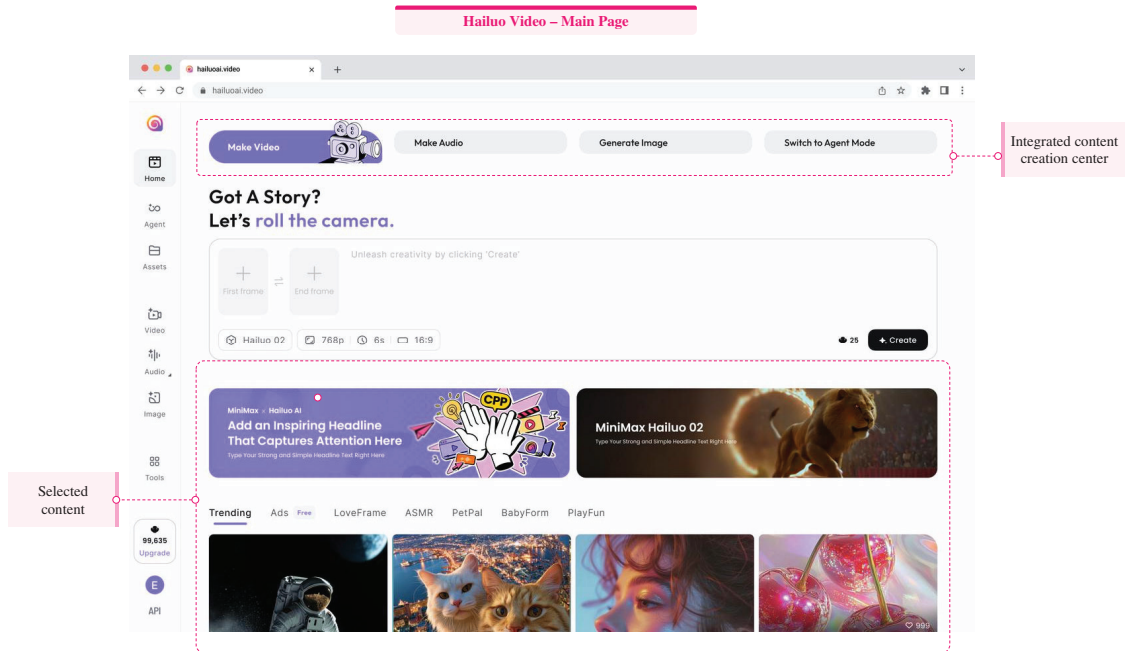
MiniMax Agent includes built-in safeguards to promote responsible use and protect users. It is programmed to actively refuse assistance with tasks that involve illegal activity, fraud, or harmful behavior. When such prompts are submitted, the Agent explicitly declines to respond and provides a clear explanation that the request cannot be fulfilled.

In addition, all tool usage and output generation are presented with transparent execution traces. For sensitive or ambiguous content, the system displays refusal messages and halts task execution, reinforcing alignment with compliance standards. Each task is handled independently with visible file references, decision steps, and outputs, supporting safe experimentation and traceable workflows.

MiniMax Agent employs a tiered monthly subscription model, featuring the “Basic” plan at US\$19.0 per month and the “Pro” plan at US\$69.0 per month. These premium subscriptions include exclusive benefits such as peak-hour priority access and early access to beta features. Additionally, users may purchase task-execution credits at US\$39.0 per 5,000 credits, which can be applied to execute supplementary tasks via the MiniMax Agent. In addition, MiniMax Agent offers a team plan under which users are charged US\$15 per seat per month, providing each team with a shared monthly credit pool and enhanced features.

Hailuo AI: Flagship Visual Generation Platform

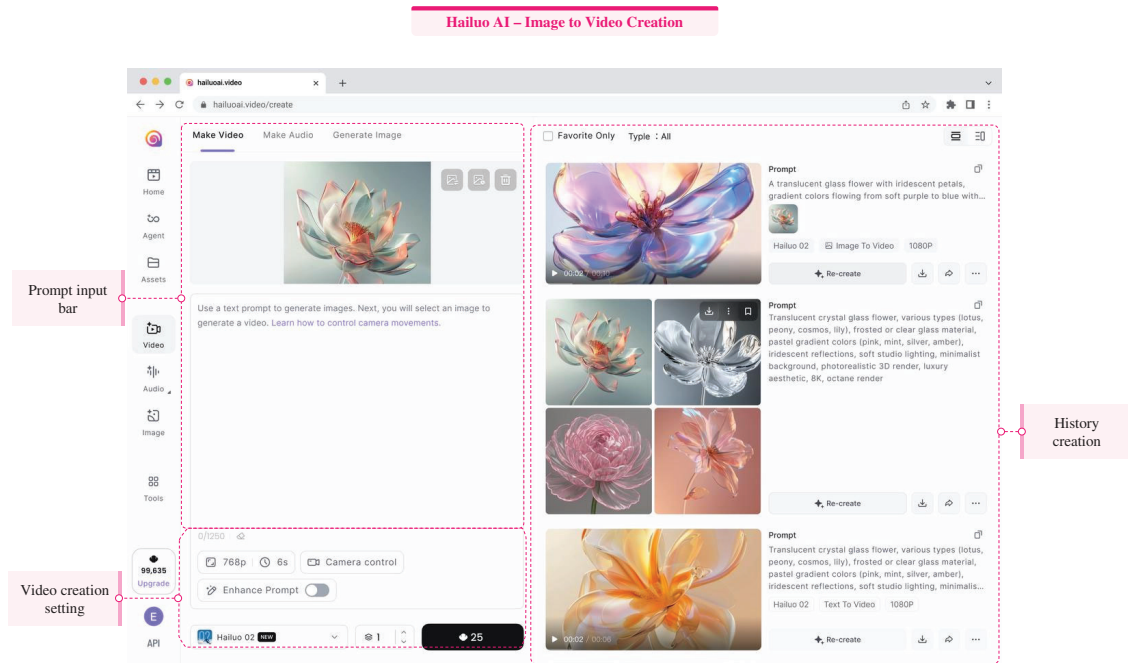
Hailuo AI is our flagship visual generation platform, available in both web and mobile app formats, designed for real-time, high-definition video and image synthesis. Hailuo AI serves creators, advertisers, and everyday users, offering intuitive tools for crafting visually striking content and cinematic sequences through text and image inputs.



At its core, Hailuo AI integrates our proprietary video generation models into a unified interface, enabling users to generate videos through diverse input methods. Hailuo AI generates cinematic-quality video outputs of 6 to 10 seconds in length, with resolutions up to 1080p for subscribed users.

Users of Hailuo AI can leverage our video generation models to produce content with notable visual fidelity, high-quality output, and precise responsiveness. For professional-grade projects, Hailuo AI model offers advanced camera movement control, emulating cinematic direction techniques. Additionally, Hailuo AI can animate uploaded images with enhanced character expressiveness, designed specifically for an animation technique to animate static images.

Hailuo AI provides a sandbox for content creators, advertisers and everyday users seeking expressive multimedia storytelling tools. The platform interface allows users to enter natural language prompts and select from preset themes. Users may refine outputs by adjusting frame ratio, lens treatment, motion dynamics, and lighting conditions by adjusting their instructions. Additionally, through the subject referencing function, users can select a character from a previously generated frame to maintain consistent appearance and personality across subsequent scenes.

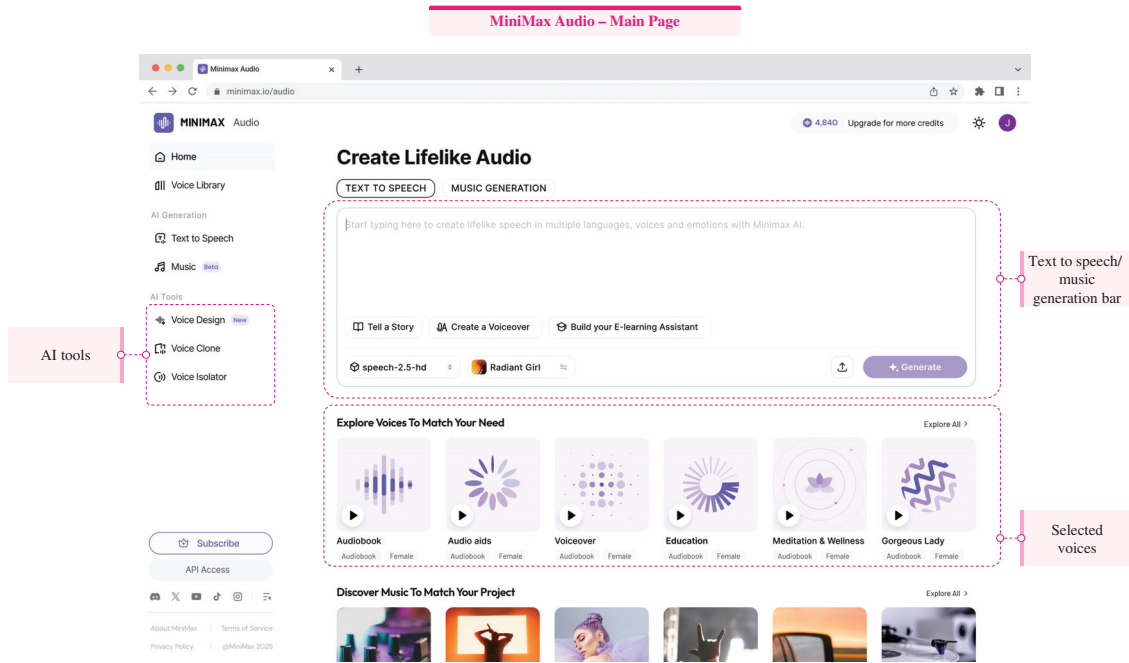


Users may re-render or recreate selected scenes, enabling iterative refinement. The platform also provides a Discover feature with selected content.

Hailuo AI employs a tiered subscription model, with plans starting at US\$9.99 per month for the “Standard” tier and scaling to US\$199.99 per month for the “Max” tier. Premium subscriptions unlock more functionality including 1080p resolution outputs, watermark-free outputs, and priority access to new features. Complementing subscription tiers, users may purchase top-up credits within our Hailuo AI.

MiniMax Audio: Advanced Audio Generation Tool

MiniMax Audio is the Company’s audio generation tool, engineered to provide users with high-fidelity speech and music generation capabilities. Accessible via web platform, MiniMax Audio integrates the Company’s Speech-02 model to support interactive audio synthesis. Within the MiniMax Audio platform, users can also generate speech using the Speech-02 model by typing custom text across more than one languages. They can select voices from a curated library of presets with different emotions and styles, adjust pitch and speed, and manage their own voice profiles, and preview/export voice outputs.



Harnessing the speech synthesis technology of the Speech-02 model, MiniMax Audio enables users to convert text input into remarkably lifelike speech across multiple languages. The platform offers enhanced accessibility to audio content by allowing users to upload local files or paste web URLs, thereby transforming various text sources, including documents, websites, and ebooks, into their preferred vocalizations.

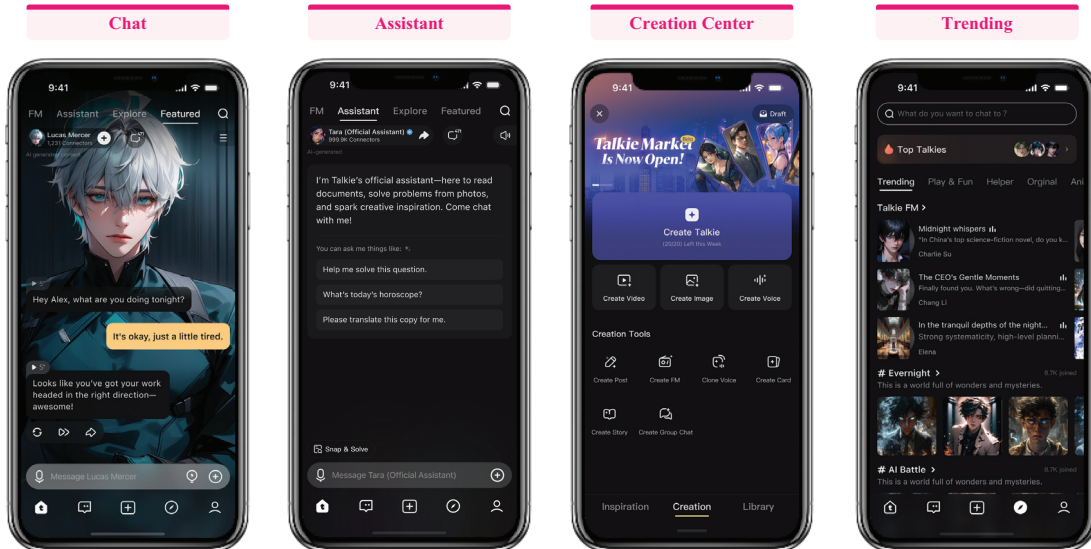
Leveraging our advancement in model architecture, a key feature of MiniMax Audio is its capability in handling long-form text. The system supports asynchronous speech synthesis for inputs of up to 10,000,000 characters or documents as large as 50MB in a single instance. This significantly streamlines the creation of audiobooks and podcasts by obviating the need for manual segmentation of lengthy texts prior to synthesis.

The monetization strategy for MiniMax Audio incorporates a credit-based consumption model, priced at US\$50.0 per million credits. Additionally, users may choose from tiered monthly subscription plans from “Starter” plan priced at US\$5.0 per month to “Pro” plan priced at US\$99.0 per month. These premium subscriptions offer benefits such as accelerated speech generation, the ability to generate speech with specified emotions and languages, and access to an expanded library of more than 100 distinct voices. Furthermore, monthly subscribers to MiniMax Audio are granted a license for the commercial use of the generated audio.

Talkie/Xingye: AI-powered Multi-modal Entertainment Platform

Talkie (for international markets) and Xingye (for Chinese domestic market) are emotionally intelligent AI-native multi-modal entertainment platform designed for real-time human-AI interaction experience. Talkie/Xingye enables users to co-create, customize, and interact with virtual themes and characters that exhibit memory, emotion, and dynamic

personality. According to CIC, Talkie/Xingye ranked top five respectively among global foundation model apps, in terms of average daily usage time in the nine months ended September 30, 2025, with users spending an average of more than 70 minutes per day on these apps.



Each user of Talkie/Xingye can design their own AI characters by uploading reference photos or inputting textual descriptions, customizing visual appearance, personality traits, and voice styles. The characters retain memory across sessions, enabling continuity and personal bond formation. Users engage with emotionally responsive AI characters powered by our proprietary foundation models. These characters can hold realistic conversations, express emotion through tone, and remember previous interactions. The platform enables extensive personalization through multilingual voice support and customizable avatars. In addition, Talkie/Xingye enables “character remixing”, where users may generate derivative characters based on existing templates or personas. This has resulted in a highly active creative platform, with over tens of millions AI characters created by users.

Users engage with AI characters through continuous, multi-turn conversations conducted via text or voice. The application supports real-time switching between modalities and incorporates full voice interaction, allowing users to speak directly with characters and hear synthesized responses in natural, emotionally nuanced speech. In addition to free-form chat, users may engage with characters in scripted or thematic “stories”, where the dialogue follows a semi-guided narrative arc. These stories can be authored by users or derived from popular templates, supporting structured storytelling alongside open-ended dialogue.

The platforms include a range of safeguards designed to promote responsible use and comply with platform regulations across the jurisdictions in which they are used. The system displays periodic reminder prompts during extended sessions to help users remain aware that they are interacting with a virtual character rather than a human.

To further align with regulatory requirements for youth protection in digital environments, Talkie and Xingye include a Teen Mode that enforces stricter controls for underage users. When activated, the application becomes inaccessible between 10:00 p.m. and 6:00 a.m., in line with curfew policies mandated for minor users. During Teen Mode, certain creation features are also disabled and are restricted from searching for, creating, editing, or sharing AI characters. These constraints are designed to reduce screen time, reflecting our commitment to responsible AI engagement and national compliance standards.

Monetization within our Talkie/Xingye platform is based on a various model including online marketing services, subscription services and in-app purchases. Users may purchase in-app credits which can be spent in-app items. Additionally, a monthly membership subscription offers enhanced system features such as more chat reply regenerations, enhanced chat memory and faster response.

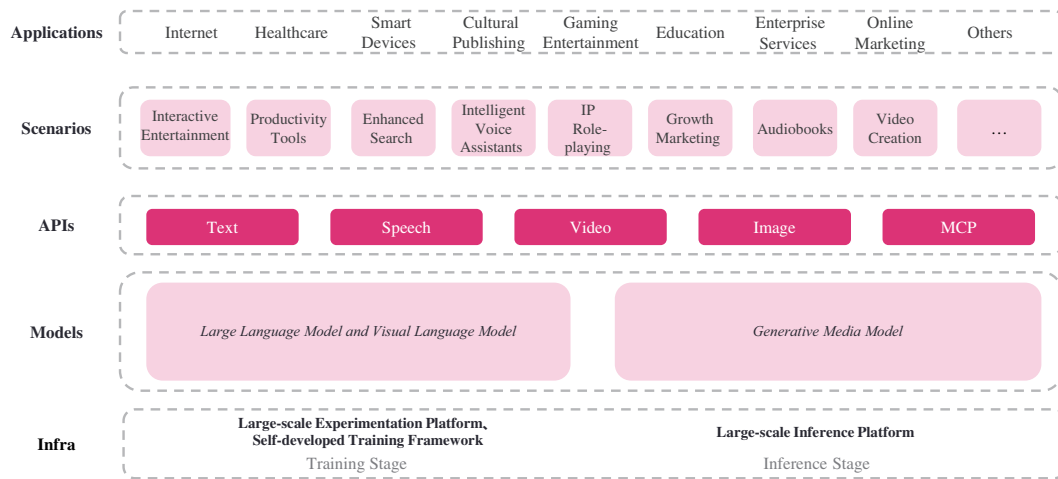
Additionally, we generate online marketing service revenue through Talkie, which offers integrated marketing and promotional services. Similar to other mainstream mobile app developers, we adopt an advertising model in which advertisements are displayed to free-tier users during their use of the app. These advertisements may appear in the form of in-app banners, interstitial pages, or short video clips, which may redirect users to third-party applications, websites or product pages. Our advertising clients are primarily third-party programmatic advertising platforms and their developers seeking to promote their applications, games, or digital products to Talkie users. For such online marketing services, we primarily charge third-party advertisement platform on a performance basis, with fees calculated on a basis of effective cost per mille (eCPM), representing the cost incurred in the third-party advertisement platform for one thousand advertisement impressions. The applicable rates are determined through a real-time bidding mechanism among advertisers on the third-party platform and are therefore dynamic, and the eCPM generally ranged from approximately US\$2 to US\$10. Advertising campaigns are integrated into the Talkie app through our in-house advertising management interface, which allows us to control placement frequency and format to balance monetization and user experience. Consistent with prevailing practices among other mobile app developers, advertisements are displayed only to users on the free service tier, while premium subscribers enjoy an ad-free experience. This approach allows us to monetize user traffic without materially disrupting user engagement or retention. Advertising clients may customize placement and targeting through our campaign management system.

For other AI-native products operated by us, we have not yet scaled up advertising-based monetization as such monetization model may adversely affect user experience and engagement. We only adopt in-app advertising where the cost-benefit analysis, in terms of user experience, engagement and revenue contribution, is demonstrably positive.

Revenue generated from online marketing services amounted to US\$14.6 million and US\$11.0 million in 2024 and the nine months ended September 30, 2025, respectively. The monetization strategy has yielded a diversified revenue stream, while preserving a freemium access model that maintains high monthly activity.

Open Platform

Our Open Platform offers scalable, customizable AI services to global enterprise customers. Through public APIs and services and cloud SDKs, enterprise and developer customers can access the Company’s foundation model suite and integrate our foundation model into their own products and services without the need for independent foundation model development. It is one of the world’s largest open platforms for enterprises in terms of average daily token volume, and has reached more than 100 thousand enterprise customers and developers, including a range of well-known enterprise customers. International adoption has accelerated rapidly, driven by the Open Platform’s competitive price-to-performance ratio and multi-modal offerings. Each day, it processes billions of tokens and powers mission-critical use cases across smart devices, cultural tourism, healthcare, finance, and internet services.



Our Open Platform provides multiple productized APIs, covering in all of our foundation models with additional features:

- **Text API:** Supports chat completion and batches of test API requests for asynchronous process. The Text API accesses our language models including MiniMax-M1 and MiniMax-M2, supporting real-time, high-speed responses and long context processing capabilities.
- **Speech API:** Provides functions including text to speech, voice design and deletion of specified voice, powered by our Speech-02 series.
- **Video API:** Converts text or images into AI-generated videos with up to 1080p with subject-aware cinematic composition and scene transitions. Video API accesses our Video generation including Hailuo-02 and Hailuo-01 series.
- **Music Generation & Image Generation APIs:** Allow users to create stylized images or music based on prompts or uploaded references, supporting personalized creative workflows.

- MCP (Model Context Protocol) API: A standardized orchestration protocol that enables third-party tools and services to call our proprietary foundation models. Through MCP-compatible plug-in, developers can create agentic task flows that combine our foundation models to perform various forms of tasks.

Revenue from the Open Platform is generated primarily through usage-based pricing, where fees are charged per “token” — units of text, “video clips” — units of video, or “characters” — units of audio for inputs. Subscription tiers provide fixed-fee access, ranging from entry-level plans for testing to premium options with enhanced features. To further broaden developer adoption, we launched our MiniMax M2 Coding Package in November 2025, offering tiered subscription plans designed for programming and software-development scenarios. The package allows individual developers to conveniently access our foundation model capabilities, particularly MiniMax M2, through a unified API interface without the need for independent infrastructure setup. The coding package is fully integrated into our Open Platform and is designed to encourage experimentation, prototyping and small-scale deployment by both individual and institutional developers. It complements our Open Platform’s enterprise subscription framework, supporting our strategy to foster a vibrant and globally connected developer ecosystem. We also provide enterprise customers with other AI-based enterprise services, mainly consists of arrangements customized to enterprise requirements and licensed deliverables. For customised arrangements, we work with enterprise customers to set up dedicated inference resource pools tailored to their needs, helping ensure stable and predictable model inference performance. For licensed deliverables, we license our foundation models to enable customers to deploy and operate such models in their own systems.

Our Open Platform demonstrates solid monetization capabilities and high user stickiness for the foundation models offered. We have consistently observed a year-on-year increase in paying users on the Open Platform, defined as users who have individually consumed no less than US\$50 worth of API calls (or its equivalent in other currencies), from approximately 400 in the nine months ended September 30, 2024 to approximately 2,500 during the same period in 2025.

To enhance user experience and improve our products, users grant us and/or our affiliates a limited licence to use such content strictly within the limits of applicable law. This licence may include rights of sub-licence or re-licence where necessary. It enables us to use the content solely for legitimate purposes, including: (i) product and service enhancement and optimisation; and (ii) brand promotion and lawful marketing activities.

OUR CORE TECHNOLOGIES

Highlight of Model Algorithm Innovation

MoE Architecture

In response to the limitations identified within the then-current AI model architectures, we undertook a strategic initiative in 2023 to accelerate the development of models leveraging the Mixture-of-Experts (“**MoE**”) architecture. We chose the MoE architecture due to its demonstrated ability to achieve greater scale and operational efficiency than conventional model architectures. Unlike traditional “dense” model architectures, which activate all experts (parameters) for every input, the MoE architecture features multiple sub-networks of “experts” and a gating mechanism that dynamically routes each token to a small subset of them. This approach allows the model’s total parameter count to scale dramatically without a proportional increase in computational cost. As a result, MoE models can achieve the performance of a much larger dense model while maintaining significantly lower computational demands and inference costs per processed token. A significant milestone in this strategy was the launch in January 2024 of our abab 6.0 model, the first commercialized text model in Asia to adopt a Mixture-of-Experts (MoE) architecture, according to CIC.

Linear Attention

With our expertise in AI model architecture, we recognized that conventional large language models face an inherent computational bottleneck in their core attention mechanism when processing long sequences inputs. The computational and memory costs of conventional mechanism scale quadratically with input length, making it prohibitively expensive and inefficient for tasks requiring long context, such as comprehensive document analysis, large-scale software development assistance, or learning from numerous examples at once. This scalability challenge is the key barrier limiting the application of current foundation models in more complex scenarios.

We have successfully addressed this challenge through the development of our proprietary “Linear Attention” mechanism, which represents a significant advancement in artificial intelligence technology, particularly for large language models. Traditional Transformer-based architectures experience performance degradation and escalating computational costs as input lengths increase. By contrast, our Linear Attention algorithm efficiently processes contexts up to four million tokens — dramatically surpassing conventional architectures, which typically manage hundreds of thousands of tokens.

The core advantage of our Linear Attention lies in its computational efficiency. By simplifying the calculation, it reduces both memory footprint and computational overhead, which in turn boosts the model’s inference speed and throughput. Consequently, this improvement in efficiency means we can not only tackle extremely long-context tasks but also deliver powerful AI capabilities to our customers at a competitive price-to-performance ratio.

Independent benchmarks validate the strength of our algorithm, with our models consistently ranking among the top global performers in widely recognized tests such as AIME, LiveCodeBench, SWE-bench, TAU-bench and OpenAI-MRCR.

Clipped IS-weight Policy Optimization (CISPO)

CISPO represents a reinforcement learning algorithm. It is designed to enhance the stability of foundation model training process and accelerate its convergence — the point where a foundation model achieves optimal performance. Traditionally, foundation models employ “clipping” techniques to stabilize model training by removing tokens that introduce instability during model training. However, this process risks inadvertently discarding valuable learning signals. CISPO innovates by “clipping” the importance sampling weights — scores indicating data importance — instead. This ensures all data, even minor elements, contribute to the core learning mechanism. This technique prevents the loss of crucial learning signals, thereby fostering a more reliable foundation model training process.

CISPO’s efficiency is underscored by its ability to achieve performance comparable to established algorithms like GRPO and DAPO, while requiring approximately half the training iterations — or model learning cycles — in real-world tests. This innovation holds practical implications for developing foundation model training processes, reducing the required computational resources and time associated with such processes.

Our AI Infrastructure

From the moment of our inception, we established an in-house infrastructure team and began developing our proprietary training and inference framework. Our self-developed AI infrastructure offers a comprehensive and flexible model training and inference solution through experimentation and optimization strategies, solid parallel and scalability capabilities, and automated operational support. We not only possess technological advantages but also ensure that each training and inference task can be executed in a stable environment, thereby maximizing return on investment. Our framework not only holds advantages in the present but also provides a solid foundation for future expansions and upgrades of our foundation model offerings. Below are key highlights of our self-developed AI infrastructure:

High-Efficiency Training and Inference Framework

Our training and inference framework is the cornerstone of our technical capabilities, designed to optimize foundation models’ performance at every level of the computational stack. At the operator level, the atomic computational building blocks that form the model training and inference algorithm, we have engineered deep optimization to significantly enhance computational efficiency, reduce latency, and improve utilization of computing resources. Our training and inference framework features advanced parallelism strategies, multi-level key-value caching and disaggregated expert parallelism inference architecture. Together, these measures yield a stable and high-performance model training and inference environment tailored for our foundation models.

Unified Training and Inference Computing Resources

Maximizing the utilization of large-scale computing clusters — large, interconnected computing resources designed to support training and inference workload — requires breaking down the silos between different workloads. Our “Unified Training and Inference Computing Resources” strategy can dynamically allocate resources across a spectrum of tasks, from low-priority data processing assignments to high-priority training and inference activities.

We implement an intelligent scheduling system that can continuously monitors the computing clusters and workload demands, treating offline jobs, such as data processing or model evaluation, as preemptible, lower-priority tasks. When a high-priority training or inference job arrives, the scheduler can automatically pause these offline tasks, reclaim their resources, and reallocate them to the high-priority tasks in real-time. This dynamic, preemption-based approach ensures that time-sensitive, user-facing activities always have the computing resources they need, while potential schedulable gaps are backfilled with low-priority tasks. This dynamic approach effectively fills idle gaps, allowing us to maximize computing resource utilization without affecting the overall performance of our computing clusters.

Cross-Cluster Load Balancing

We employ advanced approach to building and managing multiple computing clusters, including effective methods for switching resources, ensuring smooth model inference processes. To ensure high availability and support large-scale deployments, our infrastructure is designed for multi-cluster expansion. We overcome the inherent challenges of cross-cluster load balancing and state synchronization by implementing a system of adaptive strategies coupled with real-time load calculation and feedback loops. This enables intelligent, dynamic switching and resource allocation across multiple clusters, ensuring high availability, fault tolerance, and the flexible resource expansion required for enterprise-grade AI applications.

OUR ORGANIZATION AND PEOPLE

Our unique organizational structure drives our scalability, enabling rapid and highly iterative R&D progress. From day one, employees are immersed in a culture that empowers talent at every level. We value first-principle thinkers committed to achieving extraordinary outcomes through cross-sector innovation. Led by our visionary founder and CEO Dr. Junjie Yan, we operate at the cutting edge, advancing AI from research to deployment.

Our Flat and Nimble Organizational Structure

Our organizational structure is intentionally flat and nimble, with no more than three layers beneath the CEO and structure teams around project-based missions rather than rigid departmental silos. We believe such organizational structure enables faster decision-making and iteration of intelligent foundation models. Other than department heads, our team operates without formal rankings. This fosters collaboration within and across departments and eliminates redundant reporting lines.

Our Culture and Recruiting Practices

We promote research and creativity through an inclusive environment that values diverse contributions and continuous improvement. We encourage individuals to explore beyond their initial roles and responsibilities, actively supporting them in expanding their skill sets and taking initiative to embrace broader and more diverse challenges. We empower our colleagues to take early ownership opportunities and entrust them with real authority as they demonstrate their capabilities; many individuals hired directly from universities now lead key research and development initiatives.

Members of our R&D team are, on average, less than 30 years old, exemplifying our focus on providing opportunities for those who demonstrate ability and drive, fostering rapid team and individual development.

General Information

As of September 30, 2025, we employed a total of 385 full-time employees. The majority of our team are engaged in research and development activities. The following table sets forth a breakdown of our employees by function as of September 30, 2025.

Function	Number of Employees
Research and Development	284
Management and General Administration	60
Sales and Marketing	41
Total	385

The substantial majority of our employees are based in China. We maintain good working relationships with our employees and have experienced no material labor disputes.

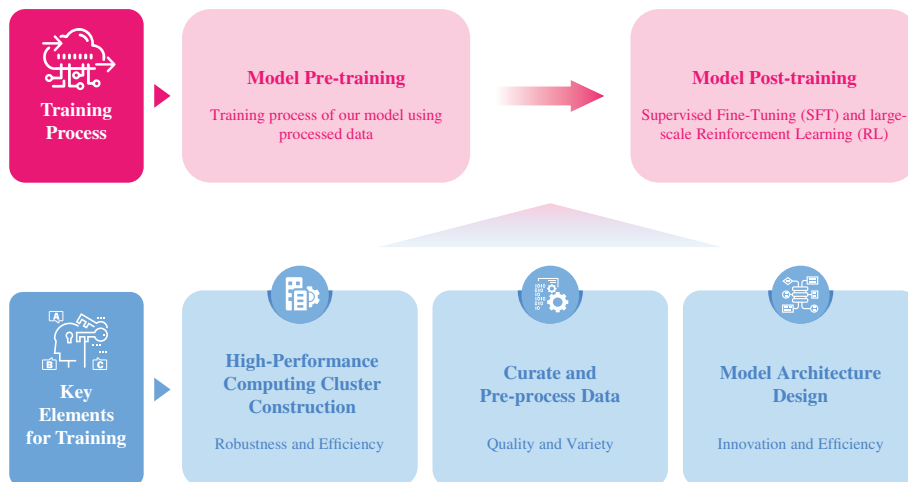
As required by PRC laws and regulations, we participate in various employee social security schemes organized by local municipal and provincial governments, including pension insurance, maternity insurance, unemployment insurance, work-related injury insurance, health insurance, and housing provident funds.

We enter into standard employment contracts and agreements with our executives and full-time employees, covering confidentiality, non-competition, intellectual property rights, employment terms, and business ethics. These contracts generally include non-competition clauses effective during employment and for up to two years post-employment, as well as confidentiality clauses effective during and after employment.

We provide comprehensive onboarding, continuous training programs, and mentorship support to facilitate employee development. Our compensation structures, including equity incentives, are competitively designed to attract and retain top talent. We regularly organize internal knowledge-sharing sessions where employees are invited to discuss industry trends, products, and technologies, enhancing our team’s professional skills and knowledge base.

RESEARCH AND DEVELOPMENT

Overview on Model Training



Our approach to developing our foundation models is a multi-phase endeavor designed to maximize performance, efficiency, and scalability.

- **High-Performance Computing Cluster Construction:** From the outset, we have led the design of high-performance computing cluster that integrates our proprietary training framework and model training strategies. Such computing cluster enables the training of our foundation models across various modalities.
- **Curate and Pre-process Data:** The model training process begins with the careful curation and organisation of massive volumes of available data sourced from a wide range of domains. Prior to use, all data undergoes a rigorous pre-processing pipeline to ensure quality and variety. Key steps include cleansing erroneous data and selecting high-quality data for training. We collaborate with third-party providers for data storage and database services.

- **Model Architecture Design:** Once the data is prepared, the design of the model architecture becomes a critical focus. Through extensive experimentation and iterative refinement, we engineer architectures that not only deliver enhanced performance but also optimize for training and inference efficiency. We have adopted the MoE architecture, which enhances predictive accuracy while concurrently improving both training and inference efficiency through its computationally effective design.
- **Model Pre-training:** During the model pre-training phase, we continuously monitor and evaluate the model's performance, using a comprehensive suite of metrics to access learning progress. This includes testing a model's generalization capabilities and various downstream task capabilities against independent validation sets. Employing a multi-stage training approach, we dynamically adjust our training strategies and distributions of pre-processed data until the desired performance benchmarks are achieved. This stage is compute-intensive, requiring the processing of vast data volumes, supported by our advanced training infrastructure.
- **Model Post-training:** Following the completion of pre-training, we leverage meticulously constructed, task-specific datasets to further enhance and shape the model's capabilities through alignment techniques. By employing techniques such as Supervised Fine-Tuning (SFT) and large-scale Reinforcement Learning (RL), we unlock the model's latent potential, empower it with new capabilities, and enhance its performance on specific tasks. This results in a significant improvement in the model's efficacy for downstream applications and alignment for human preference.
- **Model Deployment:** Upon completion, the fully trained models are deployed to our computing clusters, where they execute a range of generative tasks based on user inputs, including text, video, and audio generation. These capabilities are integrated into our proprietary products, enabling high-quality, multi-modal output across various formats.

AI Safety and Alignment

We employ a comprehensive approach to AI safety and alignment, integrated throughout the entire lifecycle of foundation model development to deployment. This multi-layered, defense-in-depth strategy is designed to enhance our products' ability to refuse to assist in illegal or harmful tasks. The effectiveness of these measures is continuously improved through data-driven iterations and human oversight, resulting in enhanced capabilities for our foundation models and AI-native products in refusing to assist in illegal or harmful tasks.

In general, our AI safety and alignment measures are implemented across the following stages:

- **Data Curation Stage:** We embed safety directly into the foundational model from the outset, focusing on preventing the ingestion of harmful content. The data used for our training activities undergoes annotation, filtering, and detoxification processes, identifying and removing harmful content using automated tools combined with human review.
- **Model Training Stage:** Following the data curation phase, we conduct extensive model training, including fine-tuning and reinforcement learning, to further enhance model safety and align its outputs with human values. This stage includes teaching the foundation model to recognize and reject harmful intents, utilizing techniques including the following:
 - o **Supervised Fine-Tuning and Alignment:** Models are fine-tuned on curated datasets where safe responses are prioritized. For instance, prompts simulating illegal activities are paired with refusal responses. Alignment datasets also include diverse scenarios to cover a broad spectrum of potential harmful activities.
 - o **Reinforcement Learning Enhancements:** Advanced reinforcement learning methods are applied to reinforce safe and aligned behaviors. This includes: (i) our foundation models are rewarded for generating safe, helpful outputs, while penalizing harmful ones; and (ii) during training, unsafe generations are sampled and explicitly rejected, reinforcing the foundation model's refusal behaviors.
- **Model Deployment Stage:** At the model deployment stage, we implement runtime safeguards, which are active mechanisms that operate when products are in use, to achieve real-world safety, monitoring, and intervention in live interactions across its AI-native products. This stage focuses on dynamic refusal mechanisms and ongoing management to handle user inputs involving harmful behaviors. Our deployed foundation models utilize classifiers to scan inputs for harmful intents (e.g., prompts that may involve illegal or inappropriate content (such as those relating to endangering security, pornography or violence), or other content that is contrary to public order and good morals (such as those relating to self-harm)) and block or redirect them. Similarly, certain outputs are moderated.

Preventing Inappropriate or Harmful Outputs and User Misuse

We adopt a combination of technical and administrative measures to prevent our AI foundation models or products from generating inappropriate, harmful or manipulative content and to prevent users from engaging in harmful or illegal behaviours.

From the perspective of model safety, we maintain a high level of investment and R&D intensity and embed safety governance requirements throughout model and product development. At an early stage, we conduct risk identification and assessment, manage risks associated with inappropriate or harmful content, and introduce preventive mechanisms during the model design stage to avoid the generation of harmful outputs.

We have established a dual mechanism combining automated and manual review to detect and handle illegal or harmful information, thereby preventing the generation or dissemination of inappropriate or harmful content. In terms of user compliance, we inform users of prohibited behaviours under our community rules, specify penalties for unlawful use, and maintain clear complaint and reporting channels with defined response timelines. We promptly handle and respond to user misconduct and related reports.

Continuous Measures for AI Safety and Ethical Development

We have implemented a series of technical and administrative measures to ensure AI safety and ethical development and to control related safety risks. We aim to develop leading foundation models through sustained investment and high-intensity R&D, incorporating safety governance requirements across the full lifecycle of model development and operation.

At the model design stage, we perform graded risk assessments, particularly for high-risk areas such as mental health or self-harm, and introduce specific preventive mechanisms to avoid outputs that could cause psychological distress to users. During operation, we maintain continuous monitoring and intervention mechanisms for real-time detection and screening of potentially harmful outputs. The system automatically triggers warnings, content redirection or manual review, and escalates high-risk interactions to our safety team for timely intervention.

For content moderation, we apply a dual-layered mechanism of automated and manual review, supported by a dynamically updated database of illegal and harmful information samples to enhance moderation efficiency and accuracy. We further verify compliance through random testing. We also specify in our user agreements the penalties for unlawful use of our generative AI services and provide effective complaint and reporting channels. We have established a real-time content moderation system that continuously evaluates both user inputs and model-generated outputs against a multi-layered safety framework. “Harmfulness” is identified and benchmarked based on (i) applicable laws and regulatory requirements, and (ii) internal risk-classification guidelines informed by operational experience, user feedback, and incident review data accumulated over time. These standards define harmful content to include, for example, illegal or non-compliant information, content that endangers public safety or social stability, explicit sexual or violent content, or content involving self-harm or other acts contrary to public order and good morals.

Based on the design of our safety architecture, content moderation, and benchmarking methodology, the Directors are of the view that the measures adopted are adequate and effective as well as consistent with industry standards, given (i) the presence of automated monitoring tools capable of interception of potentially harmful content, (ii) defined harmfulness standards derived from applicable laws, regulatory guidance and internal experience, (iii) a structured escalation pathway supported by dedicated personnel, and (iv) continuous improvement of classifiers and risk thresholds through performance evaluation and user feedback.

In addition, we have established a regular model safety assessment and improvement mechanism. Through continuous monitoring of system performance in real-world applications, we periodically analyse the rate of inappropriate outputs, user feedback and manual review results to quantitatively evaluate and enhance the effectiveness of our safeguards.

Our R&D Team

As of September 30, 2025, we have built an R&D team of 284 members, representing approximately 73.8% of our total employees. Our R&D team is structured into specialized groups focused on text, video, audio models, AI infrastructure (training and inference), and product development. Our core R&D team comprises experts formerly with global AI leaders such as Microsoft, Google, Meta, Alibaba, ByteDance and DeepSeek. The table below sets out the profiles of our core R&D team members:

Core R&D team member	Profile
Dr. Junjie Yan	As the leader of our R&D team and our CEO, Dr. Junjie Yan brings more than a decade of R&D experience and has been integral to the success of the Company, materially contributing to its founding and growth. With profound technical insight and deep understanding and knowledge of general artificial intelligence technology, Dr. Yan laid the foundation for MiniMax and was critical in shaping the Group's long-term strategies for the R&D and operations of the Group over the years, in particular with respect to the adoption and advancement of technology innovations such as MoE and Linear Attention, which are crucial to the industry.

BUSINESS

Core R&D team member

Profile

Dr. Yan obtained a bachelor of mathematics in Southeast University (東南大學) in the PRC in June 2010. He then obtained a doctorate degree in the area of artificial intelligence in the Institute of Automation, Chinese Academy of Sciences (中國科學院自動化研究所) in July 2015 and conducted post-doctorate research at Tsinghua University. Dr. Yan has published approximately 200 academic articles on top conferences and journals with over 30,000 citations and won several awards and honors. Dr. Yan was awarded (i) the First Prize in the Guangdong Province Technology Invention Award (廣東省技術發明獎) in February 2020; (ii) the Wu Wenjun Artificial Intelligence Natural Science Award (吳文俊人工智能自然科學獎) in October 2019; (iii) Wu Wenjun Artificial Intelligence Technology Progress Award (吳文俊人工智能科技進步獎) in October 2019; (iv) 2024 Shanghai Oriental Talents Program (上海市東方英才計劃) in December 2024; and (v) Senior Professional Title (正高級職稱), a professional title generally denotes individuals who have outstanding achievements in their respective technical or professional fields, by the Shanghai Municipal Professional Title Evaluation Committee in February 2025.

Mr. Pengyu Zhao Our executive Director and a large language model research and engineering leader. Mr. Zhao joined our Company as a natural language processing researcher and engineer since August 2023. He is primarily responsible for the research and development of large language models.

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Core R&D team member

Profile

Mr. Zhao obtained his bachelor's degree and master's degrees in computer science and technology from Peking University (北京大學) in the PRC in July 2017 and July 2020, respectively. Prior to joining our Company, Mr. Zhao served as a research software development engineer in Beijing Hulu Technology Co., Ltd. (北京葫蘆科技有限公司), a company mainly engaged in the research and development of streaming media technology, between August 2020 and July 2023, where he was primarily responsible for recommendation algorithms. Mr. Zhao has extensive experience in algorithm-related research and development and has published several papers covering fields such as neural networks and reinforcement learning.

Mr. Yucong Zhou. Our executive Director and a visual model research and engineering leader. Mr. Zhou joined our Company as a visual model researcher and engineer since March 2022. He is primarily responsible for research and development of visual models.

Mr. Zhou obtained his bachelor's degree in math and systems science and master's degree in computer science from Beihang University (北京航空航天大學) in July 2015 and March 2018, respectively. Prior to joining our company, Mr. Zhou gained extensive research and development experience in computer vision, automated machine learning, and AI training system design. He has also authored papers in the fields of neural networks and deep learning.

Mr. Pengyu Zhao and Mr. Yucong Zhou, being members of the core R&D team, do not hold shares in the Company. 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 employment, whether full-time or part-time, with third parties without our consent, especially in companies or roles that compete with our business.
- **Proprietary information arrangement.** All our proprietary information, including all business, technical and financial information 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 our technology secrets, trade secrets and any confidential business information both during and after employment.
- **Non Competition.** We have the right to enforce a non-competition period of up to 24 months after the termination of employment. During this period, the employee is not allowed to work for competitors listed in the agreement, or start competing businesses.

We understand that our sustained ability to innovate and compete effectively in a dynamic market hinges on attracting, nurturing, and retaining talent. Recognizing that our human capital is paramount to our future success and sustainable growth, we place a strategic emphasis on both talent recruitment and retention across all levels of our organization, particularly within our R&D functions.

To cultivate a stable and high-performing R&D team, we employ a multi-faceted approach. This includes fostering a compelling shared vision that deeply aligns our key R&D management and technical staff with our overarching mission and future objectives, thereby cultivating a profound sense of purpose and connection. We are committed to offering challenging and stimulating projects that not only encourage continuous learning and professional growth but also move beyond routine tasks to embrace complex endeavors. Furthermore, we strategically implement long-term incentives, such as competitive stock-based incentive packages and performance-based bonuses, designed to directly align the financial interests of our key personnel with our sustained corporate success, thereby fostering a sense of ownership and commitment.

To proactively mitigate any potential disruption resulting from key employee departures, we continuously develop a comprehensive talent pipeline as a cornerstone of our talent management strategy, ensuring that capable individuals are consistently ready to step into critical roles. In the event of a key employee's departure, rigorous hand-over procedures are immediately initiated, guaranteeing the continuation of ongoing projects and responsibilities. Additionally, to safeguard our proprietary information and competitive advantages, we diligently execute and enforce non-compete and confidentiality arrangements, preventing former employees from leveraging company knowledge to a competitor's benefit.

During the Track Record Period and up to the Latest Practicable Date, the Company does not have any legal claims or proceedings that may have an influence on its R&D for any of the Company's products. In addition, to our best knowledge, all executive Directors and all key R&D employees of the Group have not violated any non-compete agreements with their previous employers.

Research and Development Process

Our R&D process is designed to foster innovation, ensure technical excellence, and drive the commercialization of our foundation models and AI-native products. This process, underpinned by a culture of rigorous experimentation and first principle decision-making, typically comprises the following key stages:

- **Conceptual Stage:** This initial stage is focused on the preliminary exploration of new concepts and the ideation of potential architectural frameworks. Our R&D team performs preliminary feasibility studies. The objective is to identify novel foundational model architecture or AI-native product features that align with our strategic vision and market opportunities. During this phase, high-level architectural designs are conceptualized, laying the essential groundwork for subsequent development.
- **Planning Stage:** Building upon the insights gathered during the Conceptual Stage, the Planning Stage involves the comprehensive documentation, rigorous iteration, and finalization of the specific R&D direction for proposed foundation models or AI-native products. Our R&D team prepares detailed R&D documentation, which typically includes project scope, technical specifications, resource allocation, preliminary timelines, and success metrics. Through collaborative discussions and peer reviews, ideas are refined, potential R&D challenges are identified, and a definitive, agreed-upon direction for the project is established. This stage ensures a clear roadmap and alignment across all relevant R&D team members before significant resources are committed to development.
- **Experimental Stage:** With a confirmed R&D direction, the Experimental Stage focuses on extensive practical experimentation. Our R&D team members conduct a series of comprehensive experiments, including but not limited to, prototyping different algorithms, testing various model architectures, and validating various hypotheses. This iterative process involves rapid performance benchmarking and thorough analysis of experimental results to gather critical data. The insights derived from this stage are crucial for informing R&D choices, optimizing model performance, and mitigating potential technical risks.
- **Development and Optimization Stage:** In the Development and Optimization Stage, the findings from the Experimental Stage are leveraged to identify the optimal technical solutions and proceed with full-scale foundation model training or product development. Our R&D team then analyzes experimental results to pinpoint the most effective algorithms, model architectures, or products designs. For foundation models, this involves undertaking significant computational resources for model training, leveraging AI infrastructure. For AI-native products, this entails the full-scale development and comprehensive internal testing to ensure product's functionality, scalability, and performance, in preparation for eventual release.

- **Release and Commercialization Stage:** The final stage encompasses the rigorous steps from foundation model and AI-native product finalization to market launch and subsequent commercialization. This includes comprehensive quality assurance, security audits, compliance checks, and user acceptance testing to ensure the product or model meets our stringent standards and regulatory requirements. Upon successful completion of all pre-launch activities, the developed AI-native product or foundation model is strategically launched into the market and integrated into our commercial operations, with ongoing monitoring, post-launch support, and iterative improvements based on user feedback and market performance.

We developed in-house all of our foundation models and AI-native products and services as part of our R&D activities. We have full ownership of all intellectual property rights arising from such R&D activities. We do not rely on any material in-licensed third-party technologies for the research and development of our foundation models and AI-native products. We did not outsource any R&D activities to third parties, nor did we engage in any collaboration with third parties that was material to our R&D operations during the Track Record Period and up to the Latest Practicable Date.

INTELLECTUAL PROPERTY

Intellectual property lies at the heart of our research, product development and commercial success. We safeguard our proprietary technologies through a layered strategy that combines (i) statutory protection under patent, trademark, copyright, trade-secret and unfair-competition laws in the PRC and other jurisdictions, and (ii) contractual safeguards such as confidentiality undertakings, invention-assignment covenants and license agreements. All employment and key commercial contracts expressly delineate ownership of, and obligations to protect, intellectual property created or used in the course of our business. During the Track Record Period, our core technologies were patented. Such patents are typically valid for 10 to 20 years.

As of the Latest Practicable Date, we had 75 patents registered with the National Intellectual Property Administration of the PRC, 144 trademarks registered in the PRC, 73 copyrights registered with the National Copyright Administration of the PRC, 28 registered strategic domain names in the PRC and 87 trademarks registered internationally. See “Appendix IV — Statutory and General Information — B. Further Information about our Business — 2. Intellectual Property Rights of our Group” for a schedule of material intellectual property rights.

In addition to registered IP rights, we rely extensively on internally developed, unpatented know-hows and proprietary trade secrets in the training, fine-tuning and inference of our foundation models. To protect such know-hows and trade secrets, we have implemented confidentiality protocols, restricted access to sensitive information, and entered into non-disclosure agreements with employees involved in model development.

We accord importance to intellectual property rights and has established a rigorous IP protection and management framework designed to safeguard both our proprietary intellectual property and that of third parties. This framework encompasses the acquisition of authorised training data from reputable providers, coupled with adherence to prevailing intellectual property legislation. For open-source datasets, we review licensing terms and related documentation to verify data provenance and ensure that our use is consistent with the applicable open-source licence conditions. For commercially procured datasets, we enter into data procurement agreements with suppliers and require them to provide representations and undertakings regarding the legality and provenance of the data supplied. In addition, we conduct quality control and validation through assessment, sampling-based review and other evaluation measures to ensure data quality and compliance. Furthermore, our term of use explicitly stipulate that users are prohibited from infringing the intellectual property rights of any third party and obliged to warrant that any content submitted or uploaded by them does not infringe upon the intellectual property rights of any third party. Upon receipt of any allegations pertaining to unauthorised user-generated inputs or outputs, we will investigate and implement appropriate measures in accordance with applicable law, such measures may include, among other things, the deletion of infringing content or the suspension or termination of infringing user accounts. During the Track Record Period and up to the Latest Practicable Date, we were not involved in any IP litigation, arbitration or administrative proceedings, nor have we received any claim alleging infringement of third-party rights that would have a material adverse effect on our business, results of operations, or financial condition. Our Directors confirm that they are not aware of any material legal, arbitral or administrative proceedings of infringement of any third parties' intellectual property rights by us as of the Latest Practicable Date. We will continue to monitor the landscape and, where necessary, defend or enforce our rights vigorously.

Notwithstanding the foregoing measures, we cannot rule out the possibility of challenges to our IP or allegations of infringement against us. For example, on September 16, 2025, a group of major U.S. movie studio companies, including Disney, Universal and Warner Bros. Discovery (the “**Plaintiffs**”), filed a civil complaint (the “**Complaint**”) in the United States District Court for the Central District of California, against our Group in relation to Hailuo AI, our visual generation platform. See “Business — Legal Proceedings and Compliance.” Enforcement actions may involve significant cost and management distraction. For a discussion of these and other related risks, please refer to “Risk Factors — We may not be able to adequately protect or enforce our intellectual property rights throughout the world, and our efforts to do so may be costly” and “Risk Factors — We may become subject to litigation brought by third parties claiming infringement by us of their intellectual property rights.”

To mitigate risks relating to potential infringement of intellectual property rights, we have implemented and continue to enhance a series of internal control and compliance measures, including the following:

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- Enhanced internal awareness and communication on intellectual property matters. We have strengthened internal communications to reinforce the importance of intellectual property compliance across relevant teams, including management, research and development, product, and operations, with a view to promoting awareness of applicable intellectual property laws and our internal compliance expectations.
- Establishment of internal standard operating procedures for intellectual property complaints. We have formulated internal standard operating procedures to govern the identification, escalation, review and handling of potential complaints or allegations relating to intellectual property infringement, including coordination among relevant internal departments and, where appropriate, engagement of external legal advisers.
- Implementation of technical filtering and screening measures. We have implemented, and continue to refine, technical measures designed to identify and restrict certain inputs and outputs on our platforms that may potentially involve or implicate third-party intellectual property rights, including keyword-based filters and other screening mechanisms, with the aim of reducing the risk of generating content that may infringe intellectual property rights.

The table below sets forth our key IP rights and their respective technological significance to us as of the Latest Practicable Date:

No.	Name of Patent	Type	Covered Region	Registered Owners	Related Specialist Technology Product	Patent Registration Number	Date of Filing	Date of Grant	Expiry Date
1 . . .	Video generation method, apparatus, system and computer-readable storage medium	Invention Patent	Mainland China	Shanghai Jizhi	Video generation model	ZL202211231054.X	October 9, 2022	July 21, 2023	October 9, 2042
2 . . .	Video generation method, apparatus, system and computer-readable storage medium	Invention Patent	Mainland China	Shanghai Jizhi	Video generation model	ZL202211226180.6	October 9, 2022	August 29, 2023	October 9, 2042
3 . . .	Timbre mixing method and apparatus; audio processing method, apparatus, electronic device and storage medium	Invention Patent	Mainland China	Beijing Jizhi; Shanghai Jizhi	Speech generation model	ZL202311864508.1	December 29, 2023	August 27, 2024	December 29, 2043

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No.	Name of Patent	Type	Covered Region	Registered Owners	Related Specialist Technology Product	Patent Registration Number	Date of Filing	Date of Grant	Expiry Date
4 . . .	Speech synthesis model training method; speech synthesis method, apparatus, electronic device and storage medium	Invention Patent	Mainland China	Shanghai Jizhi	Speech generation model	ZL202311870114.7	December 29, 2023	December 17, 2024	December 29, 2043
5 . . .	Speech synthesis, speech recognition methods, training method, apparatus, electronic device and storage medium	Invention Patent	Mainland China	Shanghai Jizhi	Speech generation model	ZL202311873032.8	December 31, 2023	December 13, 2024	December 31, 2043
6 . . .	Speech and singing synthesis method, training method, apparatus and model	Invention Patent	Mainland China	Shanghai Jizhi	Speech generation model	ZL202410672187.3	May 28, 2024	November 22, 2024	May 28, 2044

We also own registered trademarks for our company name, AI-native products, and proprietary technologies in the PRC and overseas. These trademarks are important for brand identity, user recognition, and market differentiation. We continue to pursue additional registrations where commercially appropriate.

Under the user agreements of our consumer-facing AI-native products, including our MiniMax, Hailuo AI, MiniMax Audio, Talkie/Xingye and our Open Platform, the ownership and use of user-generated content are governed as follows:

- **Ownership by Users:** Users and/or original rights holders retain all ownership and intellectual-property rights in the content they input. The use of our services does not alter or transfer such rights. Between us and our users, all rights, title and interest in the generated content belong to the users.
- **Limited Licence to the Group:** To enhance user experience and improve our products, users grant us and/or our affiliates a limited licence to use such content strictly within the limits of applicable law. This licence may include rights of sub-licence or re-licence where necessary. It enables us to use the content solely for legitimate purposes, including: (i) product and service enhancement and optimisation; and (ii) brand promotion and lawful marketing activities.

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As a general matter, our legal advisors have advised that the ownership of user-generated content created by users using our AI models and products keeps evolving within the PRC, U.S., and Singapore. Therefore, determining ownership is fact-dependent, involving factors such as the level of human involvement and the terms outlined in user agreements. Given the ongoing evolution of applicable laws, we do not claim any independent IP ownership over such user-generated content beyond this limited licence, and our legal advisers have confirmed that the arrangement above complies with applicable PRC, U.S. and Singapore laws.

SALES AND MARKETING

Our sales and marketing results are mainly driven by the overall intelligence level of our foundation models and the compelling value propositions of our AI-native products. As a result, we operate a sales and marketing network that supports engagement with our global users and customers. Such sales and marketing capabilities enables us to simultaneously launch our new foundation models and products across major global markets.

Pricing Strategy

Our pricing strategy is mainly value-based, relying largely on benchmarking the performance and value of our models against market offerings. We have a pricing management mechanism in place, pursuant to which the product team and marketing strategy team make pricing decisions in close collaboration. The marketing strategy team conducts comprehensive market research and benchmarking analyses on our products, and discusses the best offering price with the product team based on actual performance and cost information.

Our pricing process considers multiple factors to establish competitive and customer-attractive offerings. We adopt diverse pricing strategies tailored specifically to different product types, customer categories, application scenarios, and strategic business objectives. Additionally, we closely monitor and evaluate overall market conditions and competitive landscapes to identify the most strategically advantageous positioning. Through rigorous internal assessment, we ensure our pricing aligns effectively with our cost structures and profitability objectives. By benchmarking our products' performance within relevant market segments and deliberately positioning them to offer competitive price-to-performance ratio, our pricing approach consistently enhances market competitiveness and provides compelling value propositions to our customers. The table below illustrates price ranges and structures for our product offerings across different monetization methods:

Monetization Method	Product	Currency	Price Range	Pricing Tier/Package	Key Pricing Factors
Monthly Subscription Plan	MiniMax	USD	19-69	Monthly Subscription (2 Tiers and Team Plan at US\$15 per seat with shared credits)	Tiers reflect amount of credits available

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Monetization Method	Product	Currency	Price Range	Pricing Tier/Package	Key Pricing Factors
Prepaid Credits	Hailuo AI	USD	9.99-199.99	Monthly Subscription (5 Tiers)	Tiers reflect amount of credits and features available
	MiniMax Audio	USD	5-99	Monthly Subscription (4 Tiers)	Tiers reflect usage caps and technical capability
	Talkie	USD	1.49-29.99	Monthly Subscription (4 Tiers)	Based on feature set, user level (e.g., standard vs. premium and user's region)
	Xingye	RMB	11-35	Monthly Subscription (4 tiers)	Based on feature set, user level (e.g. standard and premium) and subscription type
	Open Platform	USD	5-999	Monthly Audio Plan (5 Tiers)	Tiers reflect amount of credits and features available
	MiniMax	USD	39	5,000 Credits	Tiers reflect amount of credits available
	Hailuo AI	USD	5	500 Credits	Standalone top-up
	MiniMax Audio	USD	5	100,000 Credits	Standalone top-up
	Talkie	USD	1.99	180 Gems	Standalone top-up; price varies during promotional events
	Xingye	RMB	6	600 Gems	Standalone top-up; different unit value from Talkie
API Pack (Tiered)	Open Platform	USD	1,000-6,000	Video API Pack (4 Tiers)	Tiers reflect amount of credits and RPM options available
Token/Project-Based	Open Platform	USD	Input price: 0.4-1.3 per 1,000,000 tokens Output price: 2.2 per 1,000,000 tokens	Token-based plan for API access to M-1	Differentiated input/output pricing based on input length
		USD	0.28-0.56 per clip	Clip-based plan for API access to Hailuo 02	Differentiated input/output pricing based on clip length and quality
		USD	60-100 per 1,000,000 characters	Character length-based plan for API access to speech 02	Differentiated input/output pricing based on whether 02-hd or 02-turbo is used

Notes:

1. All of our products offer subscription-based membership plans featuring recurring, automatic billing. All subscriptions may be freely cancelled by the user at any time. In addition, Hailuo AI, MiniMax Audio and Xingye offer non-subscription membership plans that do not feature recurring, automatic billing.
2. Subscriptions for all products, with the exception of MiniMax Agent which only offer monthly subscriptions, are available in monthly, quarterly, and annual basis. Quarterly and annual subscription plans offer a lower per-month price compared to monthly subscription plans.

Sales and Marketing Approach

Our customer base primarily consists of two main segments: individual users and enterprise and developer customers. In serving individual users, our sales and marketing approach emphasizes branding and clear communication of technological innovation. We strategically utilize major social media platforms to showcase distinctive technological advancements and core innovations inherent in our foundation models. By illustrating enhanced foundation model capabilities through tangible demonstrations and relatable use cases, for example, the high-level physical precision displayed by our Hailuo-02, we secure high market visibility. In addition, we believe that communicating complex technological advancements clearly and in engaging ways is critical to maintaining a brand presence within the highly dynamic global foundation model industry.

In addition to word of mouth referrals and repeat user visits driven by the enhancement of intelligence level of our foundation models and innovations inherent in AI-native products, we implement various branding and marketing measures to promote our brand awareness among existing and potential users and advertisers. Our primary areas of focus are on continuously increasing brand awareness and acquisition of users through targeted channels, including through advertisements on various mobile app stores, such as Apple's App Store and the Google Play Store and through promotional services provided by third-party service providers. Furthermore, we, through third-party service providers, also disseminate targeted advertisements of our AI-native products on websites to ensure public exposure of our product offerings. For our typical agreements entered into with such service providers, see “— Supply Chain Management — Salient Terms of Agreements with Suppliers” for details.

Additionally, we engage in strategic collaborations with key opinion leaders and influential community figures within the global AI community. These collaborations result in informative and relatable product evaluations shared through influential social media platforms, including X, YouTube, Xiaohongshu and WeChat. Such collaborative engagements ensure that diverse audiences, ranging from professionals to enthusiasts, effectively appreciate the practical advantages and potential of our foundation models. For a summary of the salient terms of the contracts entered into with these key opinion leaders and influential community figures, see “— Our Suppliers”.

Our marketing strategy further incorporates targeted community-focused marketing events and campaigns. For example, we conduct online and offline meet-ups and workshops in major international technology hubs such as Shanghai, New York, San Francisco, Tokyo, London and Sydney. These events facilitate direct dialogue and networking opportunities among our technical teams and influential creators, reinforcing our community relationships and enhancing our market positioning.

In addressing enterprise customers, we deploy a multifaceted strategy combining branding and sector-specific good cases. We proactively promote visibility and recognition by extensively disseminating detailed technical documentation, successful cases and examples of sector-specific applications. This targeted approach demonstrates our models' relevance and proven success across various industries, facilitating stronger engagement and higher conversion rates among enterprise customers.

Our sales strategy combines direct sales and sales through key global channel partners. Our sales and solutions teams actively pursue and engage with key enterprise accounts and channel partners, providing potential customers with direct, interactive access to our latest foundation models, thus facilitating effective customer onboarding and fostering enduring customer satisfaction and loyalty.

Our selling and distribution expenses amounted to US\$22.8 million, US\$87.0 million, US\$53.4 million and US\$39.3 million in 2023, 2024, and the nine months ended September 30, 2024 and 2025 respectively, accounting for 659.7%, 285.0%, 274.4% and 73.6% of our total revenue for the corresponding period.

In December 2024, a prior version of our Talkie app was temporarily removed from Apple's App Store in certain jurisdictions for a period of approximately two months, specifically from mid-December 2024 to mid-February 2025. While Apple did not specify the reasons for such removal and to the best of our knowledge, the temporary removal of the Talkie app was not due to any product default or illegality, this resulted in the inability to download the prior version of the Talkie app in the affected jurisdictions, and the average daily downloads of Talkie app decreased by approximately 16.8 thousand compared with its average level prior to such removal. Existing users, however, retained access to their downloaded applications during this period.

During such period, we undertook a deliberate process of modifying and optimizing various elements within the application's design and operation. These adjustments to the product features of the Talkie app were implemented to enhance its risk management capabilities and improve user experience. The overarching objectives behind these enhancements were twofold: to bolster the app's capacity for identifying and mitigating potential risks, thereby strengthening its protective mechanisms; and concurrently, to elevate the overall quality of user interaction with the application. These adjustments were executed with the aim of creating a more secure and engaging environment for all users.

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Since mid-February 2025, the updated Talkie app has been made available for download on Apple's App Store in the affected jurisdictions. We believe that the temporary removal of the Talkie app is not material to its business for the following reasons: (i) during the period of removal, the download of the Talkie app by users in other jurisdictions, or through other platforms such as Google Play Store, remained unaffected; (ii) even within the affected jurisdictions, existing users maintained access to their downloaded applications; and (iii) the updated Talkie app has been reinstated for download on Apple's App Store since mid-February 2025.

We have implemented a series of long-term remedial measures designed to prevent future occurrences and support the Talkie app's continued compliance. Firstly, we have enhanced our content management and review protocols. This involved reviewing and revising our content management guidelines to provide clearer definitions, updated standards, and established procedures for addressing inappropriate content, including, but not limited to, and vulgar content and copyright infringement. These updates aim to make our guidelines more actionable and effective in maintaining content legality. Additionally, we have strengthened our content review process, which now includes automatic screening for initial detection, complemented by human review for complex and escalated cases to support accuracy and consistency in content moderation. Secondly, we have optimized our user reporting system to help maintain a positive community environment. The in-app user reporting process has been streamlined, offering clearer categorization options for various types of violations and an improved feedback loop for users. User-submitted reports are now given priority within our review queue, aiming to encourage community participation in upholding content standards and maintaining a respectful environment for users. Lastly, we have integrated App Store policy compliance into our internal compliance review framework. This review process involves both our internal team and external advisers who evaluate our product features, operational activities, and content strategies. This ongoing evaluation helps ensure that the Talkie app remains aligned with relevant legal, regulatory, and platform requirements.

We have not received similar takedown notices since the reinstatement. The Directors are of the view that the risk management measures adopted, including the adjustments made to the Talkie app's features, are adequate and effective in preventing future occurrences.

ECOSYSTEM OF PARTNERS

We collaborate extensively with partners across our AI development pipeline. Our upstream ecosystem includes major cloud service providers and infrastructure vendors. Downstream, we engage directly with enterprises, developers, and SaaS platforms, integrating our foundation models via APIs and SDKs.

We strongly believe in open-source collaboration, viewing it as both a powerful mechanism for accelerating innovation and a means to validate our technical leadership publicly. By opening our technologies, we foster trust, transparency, and broad community engagement, significantly enhancing our global market positioning and developer ecosystem.

We actively collaborate with prominent partners for co-development of advanced AI solutions and the establishment of shared technical standards. We also maintain strategic relationships to foster innovation, interoperability, and responsible AI governance.

Our Customers

Our customers comprise a broad and diverse base across various sectors and geographies including the PRC, the United States, and Singapore. Our customers span key industries such as finance, healthcare, smart devices and education. Our sales and marketing team, predominantly from technology and cloud computing backgrounds, ensures effective client engagement and retention. Our customers primarily consist of: (i) enterprises, including those operating in the smart devices, cultural tourism, healthcare, finance, and internet services sectors, which utilize our AI models and solutions via API and SDK integrations; (ii) developers, who access and build upon our open platform to create and deploy their own AI-powered products; and (iii) individual end-users, primarily through our AI-native products.

Customer acquisition strategies are diversified, incorporating direct sales outreach, partnerships with cloud service providers, developer community engagements, promotional activities, and targeted marketing initiatives.

We had no customers and generated no revenue in 2022. In 2023, 2024 and nine months ended September 30, 2025, revenue from our five largest customers in each year/period during the Track Record Period amounted to US\$2.1 million, US\$13.4 million and US\$11.6 million, representing 60.5%, 44.1% and 21.7% of our total revenue for the respective periods. In 2023, 2024 and nine months ended September 30, 2025, revenue derived from our largest customer in each year/period during the Track Record Period amounted to US\$1.3 million, US\$9.4 million and US\$7.8 million, representing 37.2%, 30.9% and 14.7% of our total revenue for the respective periods.

We typically enter into framework agreements with major customers, and the salient terms of which are set forth below:

- ***Duration and Subscription:*** Customers may subscribe to one or more services as set out in their orders, subject to the actual services provided. Prior to purchase, customers are required to review the applicable service terms and determine suitability based on their needs;
- ***Payment Terms:*** Customers are required to make timely payments for ordered services, which may be subject to availability or promotional limits. Charges may continue to accrue after service activation due to ongoing resource usage, regardless of further customer activity. Preferential pricing is conditional and may not apply if relevant criteria are not met, in which case standard rates shall apply;

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- ***Duration:*** We typically do not assign a set duration to our framework agreement with our customers. Our framework agreement shall remain effective unless terminated by either party or by operation of law;
- ***Privacy and Data Protection:*** Our customers are responsible for ensuring that all data submitted to or processed through our platform is lawfully collected and processed in full compliance with applicable data protection laws and regulations. They are required to obtain all necessary consents from data subjects and bear responsibility for any non-compliance. We are authorized to access and process customer data solely for the purpose of providing and improving our services;
- ***Intellectual Properties:*** We retain all intellectual property rights in our products. Use of our services does not constitute any transfer or licence of our intellectual property or branding. Our customers are responsible for ensuring that all content they upload or process does not infringe any third-party rights and shall indemnify us for any resulting claims. Unauthorized use, reproduction, reverse engineering or disclosure of our technology or materials is strictly prohibited;
- ***Confidentiality:*** Customers are required to keep our confidential information strictly confidential and use it only for purposes permitted under the agreement. Disclosure is only allowed where required by applicable laws or regulations. These confidentiality obligations shall survive the termination of the agreement;
- ***Termination:*** We may suspend or terminate services with immediate effect if the customer breaches its obligations, becomes subject to sanctions or insolvency, or if continued performance would breach applicable laws. Upon termination, the customer must settle all outstanding fees and cease use of our services.

During the Track Record Period and up to the Latest Practicable Date, all of our five largest customers in each period during the Track Record Period were independent third parties. During the Track Record Period and 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 period during the Track Record Period.

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The following tables set forth details about our five largest customers in each period during the Track Record Period:

Rank	Customers	Type of Products Purchased	Background	Approximate Years of Business Relationship	Credit Terms	Revenue <i>(US\$ in millions)</i>	% of Our Total Revenue <i>%</i>
For the year ended December 31, 2023							
1	Customer A	Open Platform	A comprehensive cultural industry group headquartered in Shanghai, China, with digital reading as its foundation and IP cultivation and development at its core.	since 2023	Net 15 days	1.3	37.2
2	Customer B	Open Platform	An office productivity software developer, which provides cross-platform solutions for word processing, spreadsheets, and presentations.	since 2023	Net 45 days	0.4	12.3
3	Customer C	Open Platform	A social e-commerce platform that integrates lifestyle sharing, product reviews, and online shopping.	since 2023	Net 45 days	0.2	6.2
4	Customer D	Open Platform	An online recruitment platform operator, providing comprehensive HR solutions and job-matching services.	since 2023	Net 44 days	0.1	2.7
5	Customer E	Open Platform	A digital content innovation company specializing in IP development and digital reading solutions, integrating technology with cultural creativity to deliver immersive reading experiences.	since 2023	Net 20 days	0.1	2.1
For the year ended December 31, 2024							
1	Customer F (Supplier K)	Talkie	A technology company based in Singapore, providing digital advertising, cloud service, and online service solutions.	since 2024	Net 30 days	9.4	30.9
2	Customer A	Open Platform	A comprehensive cultural industry group headquartered in Shanghai, China, with digital reading as its foundation and IP cultivation and development at its core.	since 2023	Net 30 days	1.1	3.7

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Rank	Customers	Type of Products Purchased	Background	Approximate Years of Business Relationship	Credit Terms	Revenue <i>(US\$ in millions)</i>	% of Our Total Revenue <i>%</i>
3	Customer B	Open Platform	An office productivity software developer, which provides cross-platform solutions for word processing, spreadsheets, and presentations.	since 2023	Net 45 days	1.0	3.4
4	Customer C	Open Platform	A social e-commerce platform that integrates lifestyle sharing, product reviews, and online shopping.	since 2023	Net 45 days	1.0	3.2
5	Customer G (Supplier I)	Talkie	An entity incorporated in Singapore, engaged in digital marketing and mobile app monetization services.	since 2024	Net 30 days	0.9	2.9
For the nine months ended September 30, 2025							
1	Customer F (Supplier K)	Talkie	A technology company based in Singapore, providing digital advertising, cloud service, and online service solutions.	since 2024	Net 30 days	7.8	14.7
2	Customer H	Open Platform and other AI-based enterprise services	An AI-powered digital human and video synthesis platform that enables hyper-realistic avatar creation and multilingual video generation for global enterprises.	since 2025	Net 45 days	1.2	2.2
3	Customer I	Open Platform and other AI-based enterprise service	A developer centric platform that provides infrastructure and APIs for generative AI media (images, audio, video) and high speed model inference.	since 2024	Net 14 days	1.0	1.8
4	Customer J	Open Platform and other AI-based enterprise service	A Chinese AI and big data company specializing in intelligent customer service solutions and conversational AI platforms for enterprises.	since 2024	Net 30 days	0.9	1.6
5	Customer K	Talkie	A mobile technology company that provides end-to-end app distribution and monetization solutions for carriers, OEMs, and advertisers worldwide.	since 2024	Net 60 days	0.7	1.4

Our Suppliers

We maintain stable and long-standing relationships with a select group of suppliers, principally in the areas of cloud infrastructure services. Our procurement strategy emphasizes supplier diversification, competitive bidding, and the establishment of stable, long-term contractual arrangements, thereby ensuring business continuity and the quality of our technical infrastructure. Our procurement team, consisting of specialists, is responsible for supplier identification, negotiation, and performance monitoring. Typical purchasing terms include clearly defined service level agreements (SLAs), penalty clauses for non-compliance, and standardized post-delivery payment schedules, generally ranging from 30 to 90 days following invoice issuance.

We operate under a light-asset business model, whereby critical computing infrastructure assets are owned and maintained by our suppliers, who provide computing services in accordance with our customized technical specifications. We conduct stringent quality inspections and acceptance checks on all goods and services received to ensure full compliance with our contractual requirements.

Our suppliers are primarily major technology service providers and cloud infrastructure vendors. We regularly review our supplier network to assess service reliability, cost competitiveness, and alignment with our evolving business needs.

In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchases from our five largest suppliers in each year/period during the Track Record Period amounted to US\$4.5 million, US\$49.8 million, US\$149.0 million and US\$143.6 million, representing 63.9%, 63.0%, 57.3% and 62.5% of our total purchases for the respective periods. In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchases derived from our largest supplier in each year/period during the Track Record Period amounted to US\$1.6 million, US\$23.0 million, US\$72.8 million and US\$54.9 million, representing 22.8%, 29.1%, 28.0% and 23.9% of our total purchases for the respective periods.

As of the Latest Practicable Date, all of our five largest suppliers in each period during the Track Record Period were independent third parties, except that Supplier J comprises five subsidiaries of Alisoft China Holding Limited, which is a substantial shareholder of our company. During the Track Record Period and 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 suppliers in each period during the Track Record Period except Supplier J.

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The following tables set forth details about our five largest suppliers in each period during the Track Record Period:

Rank	Suppliers	Type of Products/Services Provided	Background	Approximate Years of Business Relationship	Credit Terms	Purchase Amount <i>(US\$ in millions)</i>	% of Our Total Purchase <i>%</i>
For the year ended December 31, 2022							
1	Supplier A	Cloud service	A cloud service provider registered in Beijing, China, primarily engaged in infrastructure and platform cloud services.	since 2022	Net 90 days	1.6	22.8
2	Supplier B	Cloud service	An enterprise cloud solutions provider based in Beijing, China, delivering cloud services.	since 2022	Net 90 days	1.3	19.1
3	Supplier C	Cloud service	A technology company incorporated in Beijing, China, specializing in cloud computing, artificial intelligence, and data analytics services.	since 2022	Net 30 days	1.2	17.1
4	Supplier D	Outsourcing service	An IT services company headquartered in Shenzhen, China, providing software development, outsourced research and development, and system integration services.	since 2022	Net 30 days	0.2	2.6
5	Supplier E	Technical service – data processing	A regional technology company registered in Shanxi Province, China, engaged in local IT services and solutions.	since 2022	Net 30 days	0.2	2.3
For the year ended December 31, 2023							
1	Supplier C	Cloud service	A technology company incorporated in Beijing, China, specializing in cloud computing, artificial intelligence, and data analytics services.	since 2022	Net 30 days	23.0	29.1
2	Supplier A	Cloud service	A cloud service provider registered in Beijing, China, primarily engaged in infrastructure and platform cloud services.	since 2022	Net 90 days	12.2	15.5

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Rank	Suppliers	Type of Products/Services Provided	Background	Approximate Years of Business Relationship	Credit Terms	Purchase Amount <i>(US\$ in millions)</i>	% of Our Total Purchase <i>%</i>
3 . . .	Supplier F	Marketing service	A digital marketing company incorporated in Singapore, specializing in advertising, user acquisition, and brand promotion services.	since 2023	Net 30 days	6.9	8.7
4 . . .	Supplier G	Cloud service	A Beijing-based service provider specializing in the cloud services.	since 2023	Net 90 days	4.2	5.2
5 . . .	Supplier B	Cloud service	An enterprise cloud solutions provider based in Beijing, China, delivering cloud services.	since 2022	Net 90 days	3.5	4.5
For the year ended December 31, 2024							
1 . . .	Supplier H	Cloud service	A technology service provider based in Zhejiang, China, offering cloud services.	since 2023	Net 30 days	72.8	28.0
2 . . .	Supplier A	Cloud service	A cloud service provider registered in Beijing, China, primarily engaged in infrastructure and platform cloud services.	since 2022	Net 90 days	29.7	11.4
3 . . .	Supplier G	Cloud service	A Beijing-based service provider specializing in the cloud services.	since 2023	Net 90 days	19.1	7.3
4 . . .	Supplier I (Customer G)	Marketing service	An entity incorporated in Singapore, engaged in digital marketing and mobile app monetization services.	since 2023	Net 30 days	15.3	5.9
5 . . .	Supplier B	Cloud service	An enterprise cloud solutions provider based in Beijing, China, delivering cloud services.	since 2022	Net 90 days	12.1	4.7
For the nine months ended September 30, 2025							
1 . . .	Supplier J	Cloud service	An international cloud service provider with subsidiaries both in China and Singapore, providing cloud service to global enterprises and developers.	since 2021	Net 90 days	54.9	23.9
2 . . .	Supplier H	Cloud service	A technology service provider based in Zhejiang, China, offering cloud services.	since 2023	Net 30 days	53.7	23.3
3 . . .	Supplier A	Cloud service	A cloud service provider registered in Beijing, China, primarily engaged in infrastructure and platform cloud services.	since 2022	Net 90 days	13.0	5.7

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Rank	Suppliers	Type of Products/Services Provided	Background	Approximate Years of Business Relationship	Credit Terms	Purchase Amount <i>(US\$ in millions)</i>	% of Our Total Purchase <i>%</i>
4 . . .	Supplier K (Customer F)	Cloud service	A technology company based in Singapore, providing digital advertising, cloud service, and online service solutions.	since 2023	Net 45 days	11.4	5.0
5 . . .	Supplier C	Cloud service	A technology company incorporated in Beijing, China, specializing in cloud computing, artificial intelligence, and data analytics services.	since 2022	Net 30 days	10.6	4.6

Overlapping of Suppliers and Customers

During the Track Record Period and up to the Latest Practicable Date, certain parties acted as both our suppliers and our customers. In particular, Customer G/Supplier I was among our top five customers and suppliers in 2024, while Customer F/Supplier K was among our top five customers in 2024 and among our top five customers and suppliers in 2025.

These overlapping relationships arose primarily from our business interactions with global online marketing technology platforms. We provide online marketing services to Customer F/Supplier K and Customer G/Supplier I. We generate online marketing services revenue under the cost-per-mille pricing model, with reconciliation conducted monthly and payments made in the following month upon reaching the agreed payment threshold. In their capacity as suppliers we purchase online marketing services and cloud services from Customer F/Supplier K, and we purchase online marketing services from Customer G/Supplier I. These purchases are also reconciled and settled on a monthly basis pursuant to agreed campaign terms.

Such transactions reflect the nature of our operations and the dual roles these global platforms commonly play in the digital online marketing ecosystem. From our perspective, the decision to place advertisements through these platforms is driven by their extensive user reach and solid targeting capabilities, which align with our marketing objectives. At the same time, allowing these platforms to display ads on our properties enables us to monetize our user traffic effectively.

All such transactions were conducted on an arm's length basis and at prevailing market rates. While the revenue and purchase amounts attributable to Customer F/Supplier K and Customer G/Supplier I during the Track Record Period were significant in the context of our

top five customers and suppliers, these overlapping relationships have not resulted in any reliance on a single party for the provision of critical goods or services, nor have they compromised our operational independence.

In 2023, 2024 and the nine months ended September 30, 2025, revenue generated from Customer F/Supplier K as a customer amounted to nil, US\$9.4 million and US\$7.8 million, respectively, while purchase amounts attributable to Customer F/Supplier K as a supplier were also among our five largest for the nine months ended September 30, 2025, with procurement from Customer F/Supplier K amounting to nil, US\$1.6 million, US\$11.4 million, and US\$11.4 million in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. Similarly, Customer G/Supplier I contributed nil, US\$0.9 million and US\$0.1 million to our revenue as a customer for 2023, 2024 and the nine months ended September 30, 2025, respectively, and was also among our five largest suppliers for 2024, with procurement from Customer G/Supplier I amounting to nil, US\$1.5 million, US\$15.3 million, and US\$4.0 million in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. According to CIC, our sales to and procurement from overlapping customers and suppliers during the Track Record Period is reasonable and in line with industry norms.

SUPPLY CHAIN MANAGEMENT

Our supply chain management strategy emphasizes securing sufficient reliable cloud infrastructure resources through flexible contractual arrangements. We leverage computing infrastructure and resources with optimal terms and pricing for distributed training, without directly owning hardware assets or substantial long-term contractual arrangements. Under our asset-light approach to hardware and computing infrastructure, our payment to hardware and computing infrastructure service providers includes (i) hardware rental fees and (ii) service fees for overall maintenance, repairs, and data safekeeping. This asset-light approach provides us with flexibility, scalability, and cost-effective resource utilization. Our procurement team regularly evaluates supplier performance, market conditions, and performs rigorous quality checks to optimize efficiency and minimize disruptions. During the Track Record Period, we procured a variety of services, including (i) services for cloud infrastructure and computing resources used for network services, data storage and database operation, typically charged on a monthly basis or by data usage; (ii) technical services for data and content moderation charged by the number of content reviews; (iii) outsourced data labeling services which involves the categorization, labeling and sorting of original data, charged by the amount of data processed; and (iv) marketing services through channels such as app stores, online platforms, and KOLs.

We procure services from certain U.S. service providers, including cloud and marketing services. Both of these services are readily replaceable by non-U.S. providers. Cloud services are standardized, with numerous global alternatives available. Similarly, marketing services are well-established, and many non-U.S. suppliers offer competitive solutions that meet similar needs, ensuring that transitioning from U.S. providers would not result in significant disruptions.

Salient Terms of Agreements with Suppliers

We typically enter into framework agreements with major suppliers for cloud infrastructure and computing services, the salient terms of which are set forth below:

- ***Obligations of Suppliers:*** Suppliers must provide cloud services and technical support in compliance with laws, maintaining required qualifications. They shall offer timely support via multiple channels and assist with installation and maintenance. Suppliers warrant that services meet legal and industry standards, ensure security and stability, promptly address security incidents, provide immediate notification of such incidents, and indemnify us against any resulting losses;
- ***Payment Terms:*** Service fees start from acceptance and are billed monthly based on actual usage. Fees for partial months are prorated. Payment is settled according to the final acceptance and reconciliation statement;
- ***Inspection and Acceptance:*** Suppliers shall deliver services either in a single batch or multiple batches as agreed. Delivery is deemed complete once the related hardware is installed, powered on, and services are accessible. We will conduct acceptance within 30 days of delivery, based on the criteria set out in the service list. For any services failing acceptance, suppliers must replace them within three days until approved. Acceptance methods and standards are determined on a per project basis;
- ***Minimum Purchase Commitment:*** For certain suppliers, minimum purchase commitments may be imposed on a case-by-case basis under our framework agreements for cloud infrastructure and computing services. Such agreements may include specified minimum purchase levels over a defined period and may be subject to shortfall charges if the minimums are not met. These terms are generally negotiated based on projected operational requirements and are consistent with market practice;
- ***Confidentiality:*** Suppliers must keep our confidential information secure, use it only for purpose outlined in the agreement, and refrain from disclosing it without permission. They must limit internal access to authorized personnel only and implement appropriate measures to protect the data. Upon termination, all materials must be returned or destroyed. Suppliers are liable for any breaches or losses.

We typically enter into framework agreements with major suppliers for online marketing services. The salient terms of such agreements are summarized below:

- ***Duration:*** One year.

- ***Scope of Services and Marketing Models:*** Suppliers place promotional content related to our products across designated digital platforms, such as mobile app stores, social media platforms and websites, to drive user interaction and product exposure. Marketing may be conducted under various pricing models, including cost-per-action (CPA), cost-per-time (CPT), cost-per-download (CPD), cost-per-click (CPC), cost-per-mille (CPM), and cost-per-view (CPV), among others. Suppliers are also responsible for campaign setup, strategy optimization, data monitoring, and reporting.
- ***Compliance and Intellectual Property Protection:*** Suppliers must comply with applicable laws, ensure the legality and appropriateness of promotional content, and refrain from unauthorized alterations or uses of our products, trademarks, or content. Any promotional assets created on our behalf are owned by us, and suppliers are required to transfer all related materials and IP rights upon request. We ensure our products and promotional content comply with applicable laws in the relevant jurisdictions.
- ***Confidentiality and Anti-Bribery:*** Suppliers must maintain the confidentiality of all proprietary information and is strictly prohibited from offering or receiving any improper benefits in connection with the agreement. Breaches of confidentiality or commercial integrity may result in immediate termination and liability for damages.
- ***Payment Terms:*** We make payments to our suppliers in exchange for services and promotional content priced on the CPA, CPT, CPD, CPC, CPM or CPV pricing models. We outline the payment structure under each pricing model as follows:
 - Under the CPA model, our suppliers are paid based on the number of valid product activations. A valid product activation occurs when a user successfully downloads, installs, accesses online, or registers an account of our product via the promotional content provided by the supplier.
 - Under the CPT model, our suppliers are paid based on the length of time during which the promotional content of our products is displayed in our designated platform or location.
 - Under the CPD model, our suppliers are paid based on the number of product downloads generated via the promotional content.
 - Under the CPC model, our suppliers are paid based on the number of clicks at the promotional content.
 - Under the CPM model, our suppliers are paid based on the number of exposures to the promotional content.

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- Under the CPV model, our suppliers are paid based on the number of playbacks of the promotional video.
- ***Termination and Remedies:*** We may terminate the agreement at any time. In cases of data fraud, material non-compliance, or unauthorized subcontracting, suppliers are subject to penalties and may be disqualified from further business with us.

We typically enter into framework agreements with multi-channel networking (“MCN”) companies, and the salient terms of which are set forth below:

- ***Promotion Support Services:*** Suppliers provide promotion support services tailored to our needs and promotion model, including but not limited to KOL selection and placement, account setup and funding, campaign planning, data monitoring and reporting, and content production;
- ***Duration:*** The duration for MCN service agreements is typically one year and may be renewed by mutual agreement;
- ***Payment Terms:*** Service fees are determined in accordance with the pricing terms and no additional service charges, handling fees or other payments are payable;
- ***Settlement Terms:*** Service fees are settled in accordance with the settlement cycle specified in the agreement. After each cycle, the parties will reconcile actual service data, including service volume, fees, virtual account spending and target completion, based on our data or data approved by us. Only published and valid promotional content supported by proof, such as live links, is eligible for settlement;
- ***Confidentiality:*** Suppliers must use all confidential information solely for the purpose of providing services and limit disclosure to employees on a need-to-know basis. Upon termination, all confidential materials must be returned or destroyed. Breach of confidentiality may result in liability for damages, and these obligations shall survive the termination of the agreement;
- ***Compliance and Service Standards:*** Suppliers must ensure that promotional services are lawful, appropriate, and comply with the agreed scope. All KOL content must be pre-approved by us, remain accessible for at least one month post-publication, and must not be modified or removed without consent. Suppliers are fully liable for any legal violations, IP infringements, or failure to meet performance standards, and may be required to compensate us for losses;
- ***Duration and Termination:*** The agreement may be amended or terminated by mutual consent. We may terminate it at any time for breach or with three days’ notice, with unused prepaid amounts refunded within ten days.

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Additionally, we typically enter into framework agreements with major overseas suppliers through KOL direct engagements, and the salient terms of which are set forth below:

- ***Social Media Posts:*** Suppliers are required to publish original and truthful social media content in accordance with agreed posting schedules and legal disclosure requirements, and ensure compliance with platform policies and applicable laws;
- ***Content Schedule and Approval:*** Suppliers must submit posts in advance for our approval in accordance with the agreed schedule, and we reserve the right to monitor and require corrections, withhold fees, or terminate the agreement in case of non-compliance;
- ***Confidentiality:*** Suppliers must keep all non-public information related to us and the campaign strictly confidential, use it solely for participation in the campaign, and maintain this obligation even after termination;
- ***Indemnification:*** Suppliers agree to indemnify, defend and hold harmless us, our affiliates, and our respective officers, directors, employees, and agents from and against any losses, liabilities, claims, damages, or expenses (including legal fees) arising out of or in connection with any breach by the supplier of its representations, warranties, or other obligations under this agreement;
- ***Payment Term:*** We shall pay the suppliers a one-time fee, payable in instalments upon achievement of the agreed milestones or on the specified dates, in consideration for the completion and publication of all posts;
- ***Termination Term:*** We may terminate the agreement upon a material breach not remedied within 12 hours of notice, or immediately for repeated breaches or conduct that may cause reputational harm.

COMMERCIALIZATION AND BUSINESS SUSTAINABILITY

Commercialization of our Specialist Technology Products

Since our inception, our commercial strategy has centered on two key areas: developing advanced foundation models and creating AI-native products that enhance productivity and quality of life. All of our foundation models and AI-native products are designed as Specialist Technology Products as defined under Chapter 18C of the Listing Rules. As advised by CIC, we confirm that all our Specialist Technology Products fall within the acceptable sector of artificial intelligence under the Listing Rules, and that all revenues generated during the Track Record Period were derived from sales of these products. We further confirm that all our foundation models and AI-native products have been developed in-house. For description of the ownership of our key IP rights, see “— Intellectual Property.” The following sections set 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:

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- **Foundation Models:** We have built several integrated foundation models across various modalities. Our foundation model suite includes large language models, video generation models, and models for speech and music generation.

Specialist Technology Products	Specialist Technology Industry Acceptable Section	Main Function Analysis	Timeline of Commercialization
MiniMax-M1	Artificial intelligence (AI-empowered algorithm programming)	The MiniMax-M1 is open-weight, large-scale hybrid-attention reasoning model. MiniMax-M1 is powered by a hybrid MoE architecture combined with a lightning attention mechanism, a variation of linear attention with higher efficiency, which allows our models to excel in long-context processing — further enhancing their efficiency and scalability and facilitating the development of more powerful AI agents. The MiniMax-M1 model has the world’s longest context window upon its release, supporting a context length of up to 1 million tokens. These attributes make MiniMax-M1 particularly well-suited for complex tasks that require processing long inputs and deep reasoning.	Commercially deployed in our Open Platform.
MiniMax-M2	Artificial intelligence (AI-empowered algorithm programming)	MiniMax-M2, our latest large language model, is engineered for elite performance in coding and agentic tasks. Leveraging a carefully engineered, data-efficient MoE architecture and activation-parameter design, MiniMax-M2 delivers higher-performance capabilities at substantially faster inference speeds compared with MiniMax-M1, while maintaining an optimized profile across model intelligence, responsiveness and cost-efficiency.	Commercially deployed in MiniMax, our intelligent agent, and our Open Platform.
Hailuo-02	Artificial intelligence (AI-empowered algorithm programming)	The Hailuo-02 series model generates high-quality video content from a variety form of information inputs. Commercialized at scale and achieved competitive results on global benchmarks upon its release, Hailuo-02 offers cinematic video quality, advanced prompt adherence, smooth motion, and style diversity. With user-friendly interface and ability to do aesthetic refinement, it helps content creators and advertisers produce compelling videos out of simple prompts.	Commercially deployed in Hailuo AI, our flagship video generation platform, and our Open Platform.

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Specialist Technology Products	Specialist Technology Industry Acceptable Section	Main Function Analysis	Timeline of Commercialization
Speech-02	Artificial intelligence (AI-empowered algorithm programming)	The Speech-02 model series is designed to generate natural, high-quality speech from text input. It is the recognized large language speech model globally upon its release, and along with its predecessors, delivers hyper-realistic, personalized voice synthesis across multiple languages.	Commercially deployed in MiniMax Audio, our audio generation tool, and our Open Platform.

- **AI-native Products:** Leveraging our multi-modal foundation model suite, we deliver AI-native products and services that use the power of AI to benefit both individual users and enterprises around the world. The evolution of our AI-native products is rooted in advancements in its foundation models. Through continuous upgrades to its existing foundation models and the development of new ones, we are able to design and create AI-native products with enhanced user experience.

Specialist Technology Products	Specialist Technology Industry Acceptable Section	Main Function Analysis	Major Customer Type and Timeline of Commercialization (Commencement of Revenue Generation)	Monetization Model
MiniMax	Artificial intelligence (AI solutions)	MiniMax is our intelligent AI agent application powered by MiniMax Agent, which is designed to autonomously perform a wide range of tasks through natural language instructions. Supported by our foundation models, MiniMax Agent can plan, reason, and execute complex actions such as coding, research, document drafting, and presentation creation within a unified workspace.	Individual users. Commencement of revenue generation in June 2025.	Freemium, subscriptions, token-based in-app purchases.
Hailuo AI	Artificial intelligence (AI solutions)	Hailuo AI fully integrates our Hailuo-02 model that has quickly become one of the world's most popular AI image and video creation platforms through organic user adoption. It is offered in both web and app forms, and is designed for real-time, high-quality image and video generation.	Individual users. Commencement of revenue generation in October 2024.	Freemium, subscriptions, token-based in-app purchases.

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Specialist Technology Products	Specialist Technology Industry Acceptable Section	Main Function Analysis	Major Customer Type and Timeline of Commercialization (Commencement of Revenue Generation)	Monetization Model
MiniMax Audio . . .	Artificial intelligence (AI solutions)	MiniMax Audio is designed to provide users with high-fidelity audio generation capabilities. Accessible via web platform, MiniMax Audio integrates the Company's Speech-02 model to support interactive audio synthesis and generate natural, high-quality speech from text input.	Individual users. Commencement of revenue generation in February 2025.	Freemium, subscriptions, token-based in-app purchases.
Talkie/Xingye . . .	Artificial intelligence (AI solutions)	Talkie (for international markets)/Xingye (for Chinese domestic market) is a globally recognized AI-native multi-modal entertainment platform.	Individual users. Commencement of revenue generation: Talkie – June 2023. Xingye – September 2023.	Freemium, subscriptions, online marketing service, in-app purchases.
Open Platform . . .	Artificial intelligence (AI solutions)	Our Open platform offers scalable, configurable AI services to enterprise customers across more than 100 countries and regions as of September 30, 2025. Through public APIs, enterprise and developer customers can access the Company's foundation models and integrate such text, video and audio model capabilities into their own products and services. Our Open Platform supports rapid business deployment in key industry sectors such as smart devices, healthcare, cultural tourism, finance, and internet services — making it one of the world's largest open platforms for enterprises in terms of average daily token volume, signifying widespread adoption.	Our Open Platform supports business customers in key industry sectors such as smart devices, healthcare, cultural tourism, finance, and Internet services. Commencement of revenue generation in May 2023.	Freemium, token-based API billing, enterprise license.

Early-Stage Commercialization and Business Sustainability

We are still at a nascent stage in terms of monetization and commercialization as historically we have been largely focused on developing our foundation AI models. During the Track Record Period, we have scaled our product offerings and therefore have experienced rapid revenue growth, reflecting our ability to advance proprietary foundation models while

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rapidly scaling the usage of our AI-native products across individual users, developers, and enterprise customers. Our revenue increased from US\$3.5 million in 2023 to US\$30.5 million in 2024, as a result of growth momentum from both our developer and enterprise-facing Open Platform and multi-modal AI-native consumer-facing products. For the nine months ended September 30, 2025, our revenue further increased to US\$53.4 million, compared to US\$19.5 million during the same period in 2024. These gains were driven by the enhancement of intelligent level of our foundation models, the expansion of our AI-native product suite, increased adoption by individual users, developers, and enterprise customers, and diversified monetization channels across subscriptions, in-app top-up, enterprise API usage, and online marketing services.

As we scaled up operations, we significantly improved our gross profit margin, from negative 24.7% in 2023 to 12.2% in 2024, and further to 23.3% in the nine months ended September 30, 2025. These improvements were primarily driven by advancement in intelligence level of our models, improved model and system efficiency, optimization of infrastructure allocation, and increased scale of revenue relative to compute intensity, in line with our strategy to enhance efficiency of our AI infrastructure. In particular, gross margin of AI-native products significantly improved during the Track Record Period due to improvements in user engagement and monetization and introduction of new monetized features, reflecting our reflecting our ongoing commercial emphasis on enhancing monetization from core AI-native product offerings.

We recorded US\$73.7 million, US\$269.2 million, US\$465.2 million, US\$304.3 million and US\$512.0 million in loss for the year/period in 2022, 2023, 2024, and for the nine months ended September 30, 2024 and 2025, respectively, due to significant initial investment in foundation model R&D and AI infrastructure. Excluding share-based payment expenses, fair value changes in financial instruments and listing expenses, our adjusted net loss (non-IFRS measure) narrowed meaningfully as a percentage of revenue, from over 2,500% in 2023 to 800.2% in 2024 and further to 348.6% in the nine months ended September 30, 2025. Our R&D expenses as a percentage of revenue declined from over 2,000% in 2023 to 619.1% in 2024 and further to 337.4% in the nine months ended September 30, 2025. We expect continued net losses in the foreseeable future as we remain largely as an R&D focused company operating in AI research space.

Our adjusted net losses (non-IFRS measure) were primarily due to the significant amounts of R&D expenses incurred during the Track Record Period. The absolute dollar amounts of our selling and distribution expenses, administrative expenses and R&D expenses increased significantly throughout the Track Record Period as our business grew rapidly. Historically, we have made strategic investments in our R&D activities as we continued to develop our foundation models and AI-native products while expanding our brand influence. However, as we expand the scale and scope of our business, we expect to make continuous improvement to our operational efficiency.

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During the Track Record Period, we funded our cash requirements primarily through capital contributions from shareholders and financing activities, including issuances of convertible redeemable preferred shares and convertible bonds. See “History, Reorganization and Corporate Structure — Pre-IPO Investments.” Our recorded cash and cash equivalents of US\$362.6 million as of September 30, 2025. Moreover, we hold time deposits and financial assets in the form of wealth management products, with the current portion amounting to US\$65.8 million, US\$107.5 million, US\$469.0 million and US\$644.2 million as of December 31, 2022, 2023, 2024 and September 30, 2025, respectively. Our total cash balance is sufficient to cover our net cash flows used in operating activities and provide adequate liquidity for our expansion of business operations. As such, we believe that we possess sufficient working capital, including sufficient cash and liquidity assets, after taking into account the financial resources available to us. We anticipate a significant increase in net loss for the year ended December 31, 2025, primarily due to the expected R&D expenses as we continue to elevate the intelligence level of our foundation models and fair value loss on financial liabilities, as the valuation of our company is expected to increase in 2025. In the future, we aim to maintain business sustainability and achieve long-term commercialization through the following focus areas: (i) leveraging the rapid growth of the foundation model industry, (ii) continuing to enhance foundation model intelligence levels, (iii) enhancing the affordability of our AI technologies, (iv) broadening monetization of our AI-native product suite, and (v) optimizing organizational efficiency and scalability.

We recorded US\$73.7 million, US\$269.2 million, US\$465.2 million, US\$304.3 million and US\$512.0 million in loss for the year/period in 2022, 2023, 2024 and for the nine months ended September 30, 2024 and 2025, respectively, due to significant initial investment in foundation model R&D and AI infrastructure. Our accumulated losses, adjusted net losses (non-IFRS measure) and net operating cash outflows were primarily due to the significant amounts of research and development expenses incurred during the Track Record Period while our commercialization of model was at nascent stage. The absolute dollar amounts of our selling and distribution expenses, administrative expenses and R&D expenses increased significantly throughout the Track Record Period as our business grew rapidly. We have made large investments in our foundation model R&D during the Track Record Period and have launched top ranking text, video and audio model in globe, these models only started generating revenue more recently, i.e., Open Platform since May 2023, Talkie since June 2023, Hailuo AI since October 2024. Excluding share-based payment expenses, fair value changes in financial instruments and listing expenses, our adjusted net loss (non-IFRS measure) narrowed meaningfully as a percentage of revenue, from over 2,500% in 2023 to 800.2% in 2024 and further to 348.6% in the nine months ended September 30, 2025. Our R&D expenses as a percentage of revenue declined from over 2,000% in 2023 to 619.1% in 2024 and further to 337.4% in the nine months ended September 30, 2025. We expect continued net losses in the foreseeable future, including in the twelve months ended December 31, 2025, while we remain largely as an R&D focused company operating in the AI research space. Prior to the Track Record Period, we also recorded cumulative losses in 2021, which were primarily due to our angel round financing and increasing value, which resulted in a fair value loss on financial liabilities by remeasuring losses on our preferred shares.

Path to the Commercialization of our Specialist Technology Products***Leveraging the Rapid Growth of the Foundation Model Industry***

Since our inception, we have capitalized on the tailwinds of the rapidly expanding foundation model industry, which is undergoing unprecedented growth and reshaping human society at a remarkable pace. According to CIC, as these technologies mature and end-users' willingness to pay continues to rise, the global foundation model market in terms of model-based revenue is expected to grow rapidly — from US\$10.7 billion in 2024 to US\$206.5 billion by 2029, representing a CAGR of 80.7%.

We are equipped to leverage this market trend with the following core competitive edges: (i) we are built on a technological vision and a commitment to scalability, focusing on expanding multi-modal capabilities and pursuing model algorithm innovation, including our adoption of the MoE architecture and the implementation of Linear Attention mechanisms; (ii) we have developed proprietary AI infrastructure, including AI training and inference framework, unified training and inference computing resources, and multi-cluster load balancing to enable scalable development and inference of foundation models; (iii) we adopt a scalable commercialization approach with global adoption, serving both individual users as well as enterprise and developer customers across the globe, providing a customer foundation for our future suite of AI-native offerings; (iv) we operate under a flat and nimble organizational structure.

In particular, we are well positioned to capture the growth potential of the video generation and editing market as well as the AI agent market.

- Video generation and editing market: As video generation continues to converge with advanced text understanding, we expect to unlock a broader set of application scenarios, including automated content production and professional-grade agentic video editing. By combining our track record in developing leading video generation and text models, we are well positioned to capture this emerging market opportunity and address increasingly sophisticated creator and enterprise use cases. We plan to further commercialize our Hailuo video generation model series by introducing subscription-based and enterprise-grade solutions that integrate video generation into marketing, media and design workflows, thereby expanding monetization channels and improving operating efficiency.
- AI agent market: According to CIC, the application scenarios of AI agents are expected to experience significant growth driven by the continuous advancement of model intelligence. Gartner, a global research and advisory firm, estimates that by 2027, 50% of business decisions will be strengthened or automated by AI agents. We are among the first Asia-based companies to enter the Asia agent markets previously dominated by international players. Our latest MiniMax-M2 model has already demonstrated autonomous decision-making and execution capabilities applicable to workflow automation, coding and other productivity scenarios. Upon its release,

MiniMax-M2 ranked first in the Artificial Analysis Intelligence Index among all open-source models globally, reflecting its cognitive and reasoning capabilities and further reinforcing our technological leadership in agentic applications.

Looking ahead, as foundation model technologies gain wider adoption across diverse industries and verticals, we believe our core competitive edges would enable us to identify and capture new markets, thereby continuing our revenue growth trajectory.

Continuing to Enhance Foundation Model Intelligence Levels

We believe the intelligence level and strength of our models directly impact the market demand for our AI-native product suite, which in turn affects our revenue growth. From day one, we have been committed to developing next-generation foundation models to meet evolving demands across multi-modal formats including text, video, and speech. In October 2025, we launched and open-sourced MiniMax-M2, our latest reasoning model designed specifically for agentic and code-related applications. MiniMax-M2 delivers high-performance capabilities at substantially lower cost and faster inference speed. Built upon optimised activation parameter design, MiniMax-M2 achieves an enhanced balance among intelligence, speed and cost-efficiency, offering users a highly responsive and economical AI foundation model for both professional and consumer use cases. Specifically, MiniMax-M2 adopts an advanced architecture with approximately 10 billion activated parameters (230 billion in total), and its API pricing, approximately US\$0.30 per million input tokens and US\$1.20 per million output tokens, is about 8% of the cost of leading overseas models. Comparing June, the last month prior to the launch of our previous generation model, with November, the first full month following the launch of MiniMax-M2, we recorded a meaningful uplift in usage across modalities: the monthly token consumption of our text model increased by 770.7%, the number of videos generated per month by our video model increased by 652.9%, the number of characters processed per month by our audio model increased by 70.4%. These increases reflect the enhanced capabilities and broader adoption of our current-generation model across text, video and audio use cases.

Looking ahead, we are committed to further advancing our leadership in foundation model development through sustained investment in next-generation multi-modal systems. We plan to launch successive versions of our core models with enhanced capabilities — such as improved memory function and context understanding, higher-resolution multi-modal integration, and faster real-time inference — to address enterprise and individual user demands, driving broader product adoption and engagement. Leveraging our optimized training systems, we aim to further shorten model development cycles and significantly enhance computing resource utilization. Specifically, we plan to continue to recruit 30 top-tier foundation model and AI infrastructure researchers, engineers, and scientists globally per annum over the next five years, while also investing in the growth and development of our in-house talent. We will also invest in next-generation, higher-ROI compute and related AI infrastructure, including upgrades with cloud partners, to support larger, faster multi-modal models while driving down training and inference costs.

Enhancing the Affordability of Our AI Technologies

Since our inception, we have recognized that the accessibility and affordability of our AI technologies, primarily driven by cost, will be a key determinant of our long-term revenue growth. We have long believed that the high cost of AI model training and inference represents a critical barrier to the widespread adoption of AI technologies, including the global uptake of our suite of AI models and AI-native products.

Through continuous innovation in model architecture and infrastructure, we reduced inference-related costs from 2023 to 2024. Our improved efficiency stems from maintaining high compute utilization rates through dynamic resource allocation and a unified training-inference framework, coupled with a high-concurrency scheduling system that enables real-time workload scaling. As a percentage of revenue, our cost of sales decreased from 124.7% in 2023 to 87.8% in 2024, and subsequently decreased from 97.4% in the nine months ended September 30, 2024 to 76.7% for the same period in 2025. This significant reduction reflects increased inference efficiency and economies of scale derived from greater infrastructure utilization. We expect to continue reducing our marginal cost per token, which will further enhance the affordability of our AI-native products. As a result, gross margin for AI-native products improved from negative 380.2% in 2023 to negative 8.1% in 2024, and from negative 23.5% for the nine months ended September 30, 2024 to 4.7% during the same period in 2025. We aim to further improve gross margin for AI-native products driven by improved user monetization and inference cost efficiency. Gross margin for Open Platform and other AI-based enterprise services improved from 62.3% for the nine months ended September 30, 2024 to 69.4% during the same period in 2025. We aim to sustain and optimize the gross margin levels for Open Platform and other AI-based enterprise services going forward.

Effective model training is equally essential for our long-term success. Costs associated with model training, fine-tuning, and experimentation are recognized as research and development (R&D) expenses. To enhance training efficiency, we have established an in-house infrastructure team and independently developed a high-performance training framework tailored to large-scale computing clusters. Our AI infrastructure is designed holistically — from computational capability optimization to cross-cluster resource scheduling — to enable model training execution. While R&D remains our largest area of investment, our R&D expenses as a percentage of revenue have decreased significantly, from over 2,000% in 2023 to 619.1% in 2024, and further decreased from 712.9% in the nine months ended September 30, 2024 to 337.4% in the nine months ended September 30, 2025. The year over year growth rate of our R&D expenses was 170.0% and 30.0%, in 2024 and the nine months ended September 30, 2025, respectively, significantly lower than our revenue growth rate of 782.2% and 174.7% during the same period, demonstrating our improved training efficiency and the scalability of our infrastructure as our business transitions from research-intensive development to scaled commercial deployment. Meanwhile, the inference cost of our foundation models has been decreasing steadily enabling broader adoption across high-volume

industry scenarios. This decline has been driven by a combination of model architecture innovations, inference efficiency improvements, engineering optimizations, and reductions in the cost of compute. These factors are expected to continually lower our costs at a predictable rate.

Lower costs associated with model training and inference activities directly translates to more affordable AI-native products for future customers, thereby expanding our user base. Our average MAUs increased from approximately 3.1 million in 2023 to approximately 19.1 million in 2024, and further to approximately 27.6 million in the nine months ended September 30, 2025, demonstrating the rapid expansion of our user base. We aim to continue improving training and inference-related cost efficiency, targeting further reductions as a percentage of revenue through optimized infrastructure deployment, algorithmic innovation, and tighter integration of our training and inference workflows. These efforts will not only solidify our position as a global leader in high-performance foundation models but also enable us to deliver cost-effective AI-native offerings.

Broadening Monetization of Our AI-native Product Suite

Our revenue growth has been primarily driven by the rapid expansion of our AI-native products and Open Platform, with a diversified monetization strategy. We have successfully expanded and diversified our monetization streams, primarily through the rapid scaling of customer-facing AI-native products and our developer and enterprise focused Open Platform.

Our AI-native products — such as Hailuo AI and Talkie/Xingye — have demonstrated significant market appeal due to leading model intelligence, multi-modal capabilities, user experience, and differentiated model-driven functionalities. The appeal of our AI-native products has driven growth in user engagement and monetization, leading to a rapid increase in MAUs and paying users. Our average MAUs increased from approximately 3.1 million in 2023 to approximately 19.1 million in 2024, and from approximately 14.6 million in the nine months ended September 30, 2024 to approximately 27.6 million during the same period in 2025. Our numbers of paying users for AI-native products rose from approximately 119,700 in 2023 to 650,300 in 2024 and from approximately 489,100 in the nine months ended September 30, 2024 to approximately 1,771,600 during the same period in 2025. We monetize our offerings across diverse methods, including subscriptions, in-app top-up, enterprise API usage, and online marketing services. In addition, we have improved user monetization through introduction of new monetized features and monetization channels, such as the introduction of MiniMax Agent and the accompanying premium subscription tiers. Users need to upgrade to a paid tier or purchase credits to unlock certain MiniMax Agent services, including peak-hour priority access and early access to beta features, which contributed to increasing average spending per paying user. The average spending per paying user of our AI-native products increased from approximately US\$6 in 2023 to approximately US\$11 in 2024 and from approximately US\$7 in the nine months ended September 30, 2024 to approximately US\$15 during the same period in 2025. As a result, our revenues from AI-native products rose notably,

increasing from US\$0.8 million in 2023 to US\$21.8 million in 2024, and from US\$13.5 million in the nine months ended September 30, 2024 to US\$38.0 million in the nine months ended September 30, 2025, underscoring the commercial traction and user loyalty generated by our market-leading products.

Complementing our monetization strategy, our developer and enterprise facing Open Platform has become a driver of revenue growth, enabling enterprises to integrate our foundation models into their own applications and services. We plan to continue investing in the development and refinement of our AI-native products and Open Platform, with a focus on improving engagement, multi-modal capabilities and enterprise adoption. We will expand R&D to enhance existing products and to launch new AI-native applications that leverage ongoing advances in our models. To support this, we intend to expand our product development and commercialization organization, as well as our international sales and marketing team, by hiring approximately 14 additional specialists per annum over the next five years. These hires will enable us to improve user experience and scale adoption in overseas markets. Driven by our technology leadership and multi-modal capabilities, our paying users, defined as users who have individually consumed no less than US\$50 worth of API calls (or its equivalent in other currencies), increased from approximately 400 in the nine months ended September 30, 2024 to approximately 2,500 during the same period in 2025. As a result, revenue from the Open Platform and other AI-based enterprise services grew significantly from US\$2.7 million in 2023 to US\$8.7 million in 2024 and from US\$5.9 million in the nine months ended September 30, 2024 to US\$15.4 million in the nine months ended September 30, 2025.

Moving forward, we plan to further deepen monetization through strategic enhancements of our AI-native product offerings — including the introduction of premium subscription tiers, enhanced features, and targeted geographic expansion into international markets. Additionally, by continuously refining our model capabilities and user engagement strategies, we aim to strengthen our competitive positioning, further boosting user acquisition and retention for individual users as well as developer and enterprise customers, and overall revenue growth.

Optimizing Organizational Efficiency and Scalability

We have strategically developed a lean, agile, and cross-functionally integrated organizational structure that significantly enhances our ability to rapidly innovate and scale with discipline. This flat organizational design fosters close collaboration between our research, product, and marketing teams, enabling rapid iterations and allocation of resources to the most impactful opportunities. As a result, despite growth in operational scale, we maintained a disciplined approach to organizational expansion, achieving significant productivity improvements and cost efficiency gains. For example, our administrative expenses as a percentage of revenue decreased sharply from 220.1% in 2023 to 47.1% in 2024, and further decreased from 49.4% in the nine months ended September 30, 2024 to 41.3% in the nine months ended September 30, 2025, and selling and distribution expenses were reduced from 659.7% in 2023 to 285.0% in 2024, and further decreased from 274.4% in the nine months ended September 30, 2024 to 73.6% of revenue in the nine months ended September 30, 2025, demonstrating effective cost management.

Looking forward, we plan to further optimize our operational efficiency by continuously refining our organizational structure and workflows and continue to adopt organic user acquisition strategy. We intend to leverage our established internal processes to rapidly scale foundation models and AI-native products while controlling incremental costs. To further enhance efficiency, we are integrating our proprietary model technologies into internal operations. This includes deploying internally developed AI agents for software development support, workflow automation, and routine task processing. Our ongoing commitment to maintaining a lean yet effective workforce will enable us to sustainably manage costs as we scale, thereby ensuring that organizational efficiency remains a foundational pillar of our path to commercialization. We plan to continue to adopt an organic user and customer acquisition strategy for expansion of our global user and customer base without relying upon heavy brand promotion and user acquisition spending. These initiatives are designed to ensure that organizational efficiency scales in parallel with our revenue base, supporting sustained margin improvement over time. Our long-term goal is to maintain a compact, execution-focused team that can deliver category-leading innovation and global growth without proportional increases in cost.

Based on the above, we expect to achieve the revenue requirement for a Commercial Company pursuant to Chapter 18C of the Listing Rules in the twelve months ending December 31, 2025, primarily driven by commercial expansion of our consumer-facing product suite and increasing adoption of our Open Platform. To demonstrate our rapid growth during the Track Record Period and monetization potential, for our AI-native user products, our number of paying users expanded from around 119,700 in 2023 to around 650,300 in 2024, and further to approximately 1,771,600 in the nine months ended September 30, 2025. For our Open Platform, number of paying users, defined as users who individually consumed no less than US\$50 worth of API calls (or its equivalent in other currencies), increased from approximately 400 in the nine months ended September 30, 2024 to approximately 2,500 during the same period in 2025. Benefiting from the solid foundation we have built and the technological and market opportunities we continue to pursue, we believe that we are equipped to sustain and grow our business. However, our anticipation to qualify as a commercial company is subject to various uncertainties and depends on our ability to compete effectively across a number of critical dimensions in our industry. These include the intelligence levels of our foundation models, the affordability of our AI technologies, the monetization of our AI-native products, and the efficiency and scalability of our organization. In addition, our ability to achieve commercial success depends on our pace of technological innovation, our pricing strategy, our ability to attract and retain top talent, and our brand recognition and customer trust. See “Risk Factors — Risks Related to the Commercialization of Our Products” for a discussion of the relevant risks and potential impediments involved in estimating the timeframe for, and achieving, the revenue requirement under Rule 18C.03(4). Based on the foregoing, our Directors believe, and the Joint Sponsors concur, that our business is sustainable.

DATA SECURITY AND PRIVACY

Data security and privacy protection are among our top priorities. We provide services based on proprietary AI models developed in-house, including applications targeted at individual users, such as MiniMax, Hailuo AI, MiniMax Audio and Talkie/Xingye, and enterprise-oriented services offered through the Open Platform. At the model level, we have implemented organizational safeguards and technical control measures at the input, model, and output levels in accordance with regulatory requirements applicable to AI companies.

Model Input

For model training, we use lawfully authorized datasets, and other legally available data. Such training data do not involve customer data or personal data that can identify natural persons. We take multiple measures to ensure the quality and reliability of training data, including but not limited to procure data from professional data providers, establishing annotation guidelines, enforcing personnel management, and conducting training and assessments to ensure annotation quality and consistency. Annotation (or data labelling) refers to the process of tagging or adding information to training data so that the model can understand the meaning and intended use of such data. For example, data inputs may be annotated according to its topic, sentiment, format or whether it contains illegal or harmful content. Annotation enables the model to better interpret input data and produce outputs that are aligned with expected, safe and legally compliant behaviour. In addition, by annotating and identifying harmful or inappropriate content, the risk of the model generating illegal, discriminatory or otherwise harmful information is reduced. On the basis of such datasets, we further engage domain experts to generate high-quality training data tailored to our specific needs. For training data, we adopt methods such as screening and test questions to ensure fairness, non-discrimination, and compliance with third-party rights.

Specifically, in the data preparation stage, we process and clean training datasets to remove harmful content, including content that is illegal or non-compliant, endangers public security, is pornographic or violent in nature, or contains discriminatory elements. During model training, we analyze preliminary model outputs to identify risk-related samples (such as harmful or discriminatory content). These samples are then subject to human review, including annotation, rewriting or other corrective processing, to generate positive and negative examples. The resulting annotated and refined datasets are subsequently incorporated into further rounds of training to enhance the model's ability to recognize and appropriately manage compliant content and potential risks.

Model and Application Security

We have filed the requisite model registration for our proprietary models, including the “abab” model series, the “abab multi-modal” model series, and the “MiniMax” model series, with the Shanghai Municipal Cyberspace Administration in accordance with PRC regulations on generative artificial intelligence. For application services that involve algorithmic recommendation technologies in providing online information services, we have completed the algorithm filing procedures via the Internet Information Service Algorithm Filing System and obtained corresponding filing results. Where applicable, we have also disclosed filing information and filing numbers in prominent locations on our websites and applications.

Model Output

We exercise stringent control over the compliance of model-generated content. All AI-generated content is clearly labelled in accordance with applicable content labelling requirements. We require users to enter into service agreements with clearly defined rights and obligations to prevent the use of our services for generating content that may violate laws and regulations, jeopardize cybersecurity or data security, or infringe upon the rights of others. In addition, we attach great importance to the protection of minors and have adopted a “Minor Protection Policy” to safeguard content safety for underage users. For model outputs, we also adopt methods such as screening, random checks, and test questions to ensure fairness, non-discrimination, and compliance with third-party rights.

Application Security

In the course of providing AI services, we process personal information of our users. Prior to collection and processing of such information, we inform data subjects of the purpose of processing through our privacy policy and rely on appropriate legal bases to carry out such processing. We have implemented appropriate technical and organizational measures to ensure the security of personal information and the protection of data subject rights.

Data Security

To support the functionality of our products and services and in compliance with relevant legal and regulatory requirements, from time to time in our ordinary course of business, we collect, process, and store, as necessary, certain types of personal data from users, including basic information (such as account information), device and network data (such as IP address) and transaction-related information (if applicable). We also process self-created data generated through our proprietary models. We use such data to operate and maintain our services, enhance user experience, conduct analytics to improve performance, detect harmful activities and misuse, and comply with legal and regulatory obligations.

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We outline below the categories of data involved during our operations. As the specific data types vary depending on product functionality, the principal categories are as follows:

Data Type (Category)		Examples of Data Fields
User-provided data For the collection and use of user data (if any), we obtain users' prior consent through our user agreements and privacy policies.	Basic user information	E.g. mobile number or email address used for account registration
	Device information	E.g. device type and operating system version
	Payment information	E.g. payment data generated when purchasing paid services
User input data	Content input by users	E.g. prompts entered when using generative AI products
System-generated/output data	Content output by products	E.g. responses generated based on user prompts

In limited cases where enterprise customers deploy our solutions on their own systems or servers, the data generated are generally managed and processed by such customers. We set out the respective rights and obligations of the parties in the relevant contracts following mutual negotiation with our customers.

Our data processing activities are subject to applicable laws and regulations on cybersecurity, data privacy, and personal data protection in the jurisdictions where we operate. To maintain compliance with applicable laws, regulations, and industry best practices, we have adopted data protection and information security measures, such as privacy policies, technical safeguards and governance measures, which cover the entire lifecycle of data we collect, process, and store.

Privacy Policies: We have established privacy policies for relevant products and have informed users of such policies about the types of and the usage of personal data to be collected. To minimize the volume of personal data collected, we collect, use, and store users' personal data solely within the scope necessary to achieve the stated processing purposes.

Technical Safeguards: We have implemented a series of technical safeguards to enhance data security, such as data encryption and backup strategies, role-based access control, and audit of relevant logs. Queries, downloads, and printouts involving sensitive personal information require approval and a legitimate purpose. Personal data is stored securely with appropriate technical and organizational safeguard. We store the personal data of PRC and overseas users on separate locations. Based on due inquiry of our PRC legal advisor, at the personal data level, our services and products do not involve any cross-border data transfer between our PRC and overseas storage locations.

Governance Measures: We have also adopted organizational and governance measures to ensure data security. Recognizing the importance of employee awareness of data protection principles, we have formulated an information security training policy and conduct technical education for system administrators and managers. We have appointed a designated person responsible for personal information protection, who supervises for compliance in this regard. We have also established incident response procedures to promptly handle and mitigate the impact of any potential data breach.

Use of Third-Party Cloud Services and Public Cloud Infrastructure: We are aware that the use of third-party cloud services and infrastructure providers and the adoption of “public” cloud services may expose us to risks such as service interruption, termination or delay, as well as potential data leakage or damage caused by such third-party services. To mitigate these risks, we have implemented the following measures:

- **Third-party vendor management:** We select reliable service providers and stipulate their data security obligations and liabilities in our contracts. We conduct ongoing supervision and evaluation to ensure that service providers maintain the ability to deliver secure and stable services.
- **Internal data protection measures:** We have established internal management systems such as our Data Security Management Policy and an emergency response team responsible for addressing potential data security incidents arising from third-party issues. In the event of a security incident, we promptly investigate and take remedial actions. To prevent data loss or damage, we have implemented effective data backup and recovery strategies.

During the Track Record Period and as of the Latest Practicable Date, in the PRC and other jurisdictions where we operate, (i) we have not received any notification from relevant authorities indicating that the data we process has been classified as important or core data; (ii) to the best of our knowledge, we had not experienced any material data leak, breach, or other losses in relation to data security; and (iii) we had not received any legal proceedings from any third party for material breach of data privacy or protection laws. As advised by our PRC legal advisor, the Group’s cybersecurity and data processing activities comply with the requirements of applicable laws and regulations in the PRC concerning data privacy and security in all material respects. Given the volume of users of our AI-native products and the associated revenue generated from the U.S. market, we have engaged U.S. data legal advisor to conduct diligence on the data protection compliance issues, and, as advised by our U.S. data legal advisor, from a U.S. perspective that, (i) during the Track Record Period and up to the Latest Practicable Date, the Group’s material business operations in the U.S. have been carried out in material compliance with applicable data protection laws and regulations; and (ii) based on their review of the Group’s business operations and the current regulatory uncertainty in the U.S., the probability of a regulatory enforcement action against the Group is currently low.

Based on the relevant diligence findings, as advised by our U.S. data legal advisor, from a U.S. legal perspective, that our business operations in the U.S. have been carried out in material compliance with applicable data protection laws and regulations during the Track Record Period and up to the Latest Practicable Date. Based on our U.S. data legal advisor's review of our business operations and considering the current regulatory uncertainties in the U.S., such legal counsel further concludes that the probability of a regulatory enforcement action against us is currently low. Based on the view of our U.S. data legal advisor and the Joint Sponsors' review of the legal due diligence report prepared by such counsel, the Joint Sponsors have reasonable grounds to believe that the view expressed fairly represents the views of the U.S. data legal advisor. However, we cannot rule out the possibility of future enforcement actions. This is primarily due to (i) the evolving nature of the U.S. regulatory environment for AI technologies and (ii) the increasing legislative and enforcement initiatives at both federal and state levels concerning AI transparency and data usage.

Our Directors confirm that, as advised by our PRC legal advisor, U.S. data legal advisor and Singapore legal advisor, (1) we had complied with all applicable laws and regulations relating to data protection and privacy in all material aspects; (2) did not experience any material data leakage, breach or other losses in relation to data security; and (3) had not received any investigation, penalty or material third-party claim with respect to third party's rights to data protection; and (4) as advised by our PRC legal advisor, our business did not involve any cross-border transfer of personal data between our PRC and overseas data storage locations during the Track Record Period and up to the Latest Practicable Date, and as advised by our U.S. data legal advisor and Singapore legal advisor, our operations in the U.S. and Singapore, respectively, are complaint in all material aspects with U.S. and Singapore cross-border transfer obligations.

COMPETITION

We operate in a fast-evolving and increasingly competitive global market for foundation models. Our market is characterized by rapid innovation cycles, growing demand for AI-native applications, and increasing interest from both customer and enterprise users.

Our principal competitors include multinational technology companies with extensive R&D capabilities and computing resources, regional technology companies with established distribution channels and vertical domain expertise, and specialized start-ups focused on vertical model optimization and application-layer deployment. In China, we compete with both domestic AI labs and leading internet companies as well as international foundation model developers offering comparable foundation model capabilities.

The principal competitive factors in our industry include model intelligence and versatility, scalability of computing infrastructure, efficiency in long-context modeling, capabilities in multi-modal alignment and generation, user experience, breadth and depth of commercial applications, ecosystem development, technological innovation, pricing strategy, talent acquisition, brand recognition and customer trust.

BUSINESS

We differentiate ourselves through our technical focus on long-context modeling and scalable multi-modal architecture design, which allow us to build models capable of handling complex, multi-dimensional intersections across text, visual and audio.

We believe we are equipped to compete effectively across the foregoing dimensions, due to our proprietary model development pipeline, continuous investment in foundational research, rapidly expanding product use cases across both customer and enterprise markets, and a growing developer ecosystem that supports innovation and adoption.

Nevertheless, many of our existing and potential competitors have longer operating histories, broader global footprints, more established user communities, and greater access to data, talent, and computing infrastructure. The foundation model market landscape remains highly dynamic and capital-intensive, with continuous advances in underlying algorithms, increased commercialization efforts, and evolving regulatory standards that may intensify future competition.

See “Industry Overview” and “Risk Factors — Risks Related to the Commercialization of Our Products — We operate in a rapidly evolving and increasingly competitive global foundation model industry. Our business is subject to constant technological advancements and industry transformation. If we fail to continuously innovate and adapt to evolving customer needs, our competitive position would be impacted and our business, financial condition and results of operations may be materially and adversely affected.”

INSURANCE

We consider our insurance coverage to be adequate and consistent with general market practice and applicable PRC legal requirements. We provide statutory employee-related insurance coverage in accordance with the relevant PRC laws and regulations, including pension insurance, medical insurance, maternity insurance, unemployment insurance, work-related injury insurance and housing provident fund contributions. In addition to statutory coverage, we also offer commercial medical insurance to our employees to enhance their health protection and promote overall well-being.

In line with prevailing market practice in China, we do not maintain business interruption insurance, product liability insurance, key-man life insurance, or insurance policies covering damages to our network infrastructure, data centers or other information technology systems, as such insurance policies are not mandatory under PRC laws. We evaluate our insurance needs from time to time and may adjust our coverage based on changes in our business operations, risk profile, and market conditions.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any material incidents that would have resulted in a significant insurance claim, nor did we make any material insurance claims in relation to our business operations. For more details, see the section headed “Risk Factors — Risks Relating to Our Business and Industry — We may not have sufficient insurance coverage to cover our business risks” in this prospectus.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Overview

We consider environmental, social and governance (“ESG”) matters to be an integral part of our operations. With a view to becoming a socially responsible enterprise, we are firmly committed to enhancing our ESG practices and promoting long-term sustainable development.

During the Track Record Period and up to the Latest Practicable Date, as advised by our PRC Legal Advisor, we had not been subject to any material claim or penalty or accident in relation to health, work safety, social and environmental protection, and we had been in compliance with the relevant PRC laws and regulations in all material aspects.

Our ESG Governance Structure

To further strengthen the management of ESG-related matters, we have established a comprehensive governance structure led by our Board, which holds ultimate responsibility for the oversight, review and decision-making of ESG affairs. The Board plays a central supervisory role in ensuring that our ESG strategies are effectively aligned with our overall business objectives. It also provides leadership in implementing ESG initiatives, while ensuring compliance with applicable laws, regulations, standards and the requirements of relevant regulatory authorities. In addition, the Board is responsible for identifying and managing ESG-related risks to ensure the effective execution of our ESG objectives throughout the organization. We have conducted ESG-related knowledge training sessions for the Board, covering dimensions including concepts and regulations, governance, management and disclosure. We are committed to continuously enhancing the Board’s understanding of ESG-related matters and to helping the Board make decisions that align with the Company’s sustainable development plans.

In order to institutionalize and standardize our ESG practices, we have formulated an ESG Management Policy, which clearly defines the responsibilities of each relevant party in the day-to-day management of key ESG matters. This policy serves as a foundation for ensuring the effective execution and continuous improvement of our ESG management framework.

ESG-Related Risks and Management

We place emphasis on the ESG-related risks, which we have integrated into our overall strategic planning. To this end, we have established clear ESG management principles and strategies. Our Board assumes supervisory responsibility and conducts regular reviews of ESG-related issues to ensure alignment with our business development goals, while controlling ESG-related risks ensure the effectiveness of ESG targets and implementation processes.

We believe that addressing the expectations of stakeholders is a key driver of long-term corporate growth. Our stakeholders include both internal and external parties, such as employees, customers, suppliers, business partners, investors, regulatory authorities and various social groups. Through the establishment of effective communication channels and engagement mechanisms, we strive to listen to and understand the concerns of our stakeholders, thereby enabling us to make more informed and effective ESG-related decisions.

Taking into account the concerns of our stakeholders and the specific characteristics of our business, we have identified and assessed material ESG-related issues, together with their associated risks and opportunities. In order to effectively manage these issues, we have established a well-developed ESG risk assessment mechanism and regularly organizes the management to conduct specialized assessment work. We have employed a multi-dimensional scoring system, starting from key indicators including the magnitude of risk impact, the likelihood of occurrence, and the urgency of time, to conduct comprehensive quantitative scoring of various ESG risks. This ensures the scientific nature of risk management. Through this mechanism, we are able to promptly identify priority risks and formulate corresponding response strategies. ESG-related issues that are considered to have a material impact on our business include climate change mitigation, human capital development, business ethics, data and privacy security, supply chain management, intellectual property protection and inclusive technology.

Environment

With our expertise in the development and application of AI technologies, we are aware of the impact climate change has on the global ecosystem and business landscape. We have embedded climate action into our strategy and are committed to reducing our carbon footprint through technological innovation and responsible operations, with the vision of advancing a greener and more sustainable digital future.

Climate Risk Management

We recognize the interconnection between our business and climate change, and have identified and assessed the climate-related risks that may affect our operations, supply chain and stakeholders. These risks primarily include:

	Risk Type	Potential Impact	Risk Management Actions
Physical Risks . . .	Acute risks such as typhoons and floods, and chronic risks such as rising sea levels and long-term shifts in climate patterns.	Disruption to employee commuting, damage to office infrastructure, service interruptions at computing facilities, impacting business continuity; adverse effects on operations, leading to increased operating costs and potential decline in revenue.	Establish and continuously refine contingency plans and recovery measures to respond to extreme weather events; safeguard employee health and safety; ensure product and service stability during customer use.
Transition Risks . . .	Policy risks arising from tightening carbon emission regulations; reputational risks due to increasing stakeholder expectations for green development.	Potential operational challenges and increased compliance costs; pressure to adapt products and services to meet low-carbon standards.	Continuously monitor the evolving regulatory environment; actively engage stakeholders; develop and implement more sustainable production and operational models to meet regulatory and market demands.

We actively implement the concept of green development and provide clear direction for environmental management efforts by setting environmental objectives. We have developed policies regarding ESG targets management, as well as the ESG target review mechanism, requiring the management to review the target regularly. Based on the international ESG-related standards, industry peers and development situation, we have established the following environmental objectives:

- **Greenhouse Gas Emission Reduction Objective:** By 2030, reduce scope 1+2 greenhouse gas emissions per unit of operating revenue by 55% compared to 2024.
- **Energy Efficiency Objective:** By 2030, reduce total energy consumption per unit of operating revenue by 55% compared to 2023.
- **Water Efficiency Objective:** By 2030, reduce total municipal water consumption per unit of operating revenue by 20% compared to 2023.
- **Waste Reduction Objective:** Continuously promote the concept of green office practices.

BUSINESS

Environment and Climate Related Targets and Metrics

We have included our office premises within the scope of environmental and climate-related metrics calculation. Due to the nature of our business, we do not engage in physical product manufacturing nor maintain an owned vehicle fleet, and therefore, we do not generate atmospheric pollutants or use physical packaging materials. The key performance indicators are as follows:

Greenhouse Gas Emissions

In accordance with the *Greenhouse Gas Protocol* issued by the World Resources Institute and the World Business Council for Sustainable Development, the *2006 IPCC Guidelines for National Greenhouse Gas Inventories* published by the Intergovernmental Panel on Climate Change, and the *Guidelines for Greenhouse Gas Emission Accounting and Reporting for Industrial Enterprises in Other Industries (Trial)* issued by the National Development and Reform Commission of the People's Republic of China, we have identified our primary greenhouse gas emissions as Scope 2 emissions. Furthermore, we have established comprehensive ESG management policies to address greenhouse gas emissions, enabling effective and responsible emission management.

Indicators/Unit	For the year ended December 31,			For the nine months ended September 30,
	2022	2023	2024	2025
Total greenhouse gas emissions⁽¹⁾ (ton of carbon dioxide equivalent)	11.94	124.02	320.53	425.76
– Scope 2 greenhouse gas emission	11.94	123.97	320.11	425.09
– Scope 3 greenhouse gas emission ⁽²⁾	–	0.05	0.42	0.67
Greenhouse gas emissions per unit of revenue (ton of carbon dioxide equivalent/US\$ million).	N/A	35.84	10.50	7.96

Notes:

- (1) As we currently do not own any vehicles, Scope 1 greenhouse gas emissions are not applicable.
- (2) The calculation scope of GHG emissions (Scope 3) includes the emissions generated from the processing of wastewater discharge.

BUSINESS

Indicators/Unit	For the year ended December 31,			For the nine months ended September 30, 2025
	2022	2023	2024	
Energy consumption ⁽³⁾ (kwh)	20,983.24	214,691.12	566,043.73	735,824.16
Energy consumption per unit of revenue (kwh/US\$ ten thousand) .	N/A	62,049.46	18,544.83	13,760.67
Municipal water consumption ⁽⁴⁾ (ton) . . .	0	68.37	577.08	935.64
Municipal water consumption per unit of building area (ton/m ²) . .	–	0.01	0.07	0.11
Wastewater discharge (ton)	0	54.70	461.66	748.51
Wastewater discharge per unit of building area (ton/m ²)	–	0.06	0.02	0.09

Notes:

- (3) As we currently do not own any vehicles and are not involved in any production processes, our total energy consumption solely comprises electricity usage within our existing office premises in Beijing, Shanghai, Chongqing and Chengdu during the relevant period, including lighting, air conditioning, and office equipment.
- (4) The scope of municipal water consumption statistics includes our offices in Beijing, Shanghai, Chongqing and Chengdu.

Due to the nature of our business, our environmental impact is relatively limited. Nevertheless, we are committed to the principles of green development. We consistently comply with environmental laws and regulations, including the Environmental Protection Law of the People's Republic of China, and continuously monitor and respond promptly to changes in external environmental regulations to ensure compliance. We have formulated environmental protection policies to manage environmental matters within our office premises.

Our operations rely on high-efficiency, energy-saving AI infrastructure, prioritizing the use of low-power consumption equipment. We employ next-generation energy-efficient servers and intelligent cooling systems, utilizing dynamic management technologies and energy-saving solutions to maintain high power usage effectiveness (PUE) values. We actively encourage and cooperate with our data center suppliers to achieve carbon-neutral operations, working on reducing our overall environmental footprint.

In terms of energy conservation and emission reduction, we have formulated an energy management policy that governs energy consumption within our offices. We strive to reduce energy consumption per unit area, improve the energy efficiency of our products and services, and explore sustainable energy options for our data centers.

Regarding waste management, we strictly comply with the *Solid Waste Pollution Prevention and Control Law of the People's Republic of China* and other relevant waste management regulations. Given the nature of our business, the waste we generate mainly consists of office waste.

For water resource management, water consumption primarily occurs within office areas. We encourage water-saving behaviors among employees.

Social Responsibility

Labor Standards, Health Safety and Development

We comply with the *Labor Law of the People's Republic of China* and other applicable laws and regulations, and have formulated human resources policies including the *Human Resources Management System* and *Employee Handbook*. These policies clearly set out our standards and requirements in relation to training, incentives, benefits, and other employment-related matters. We follow the convention of the International Labour Organization (ILO), promise to treat all employees equally in every aspect of employment. We promise to prohibit any form of child labor and forced labor, actively safeguard all employees' rights to freedom of association and collective bargaining. We are committed to prohibiting any form of employment discrimination based on race, gender, or other factors, and will not terminate employees for such reasons. We offer equal pay for equal work of all employees as well as other employees benefits and safeguard their legitimate rights. We offer equal development opportunities for all employees, and continuously enhancing workforce diversity.

We are committed to treating every employee equally regardless of gender, age, nationality, or cultural background, and strive to maintain a transparent, fair and equitable working environment. In addition, we comply with laws such as the *Law on the Protection of Minors* and the *Provisions on the Prohibition of Using Child Labor*. We firmly oppose and prohibit the use of forced or child labor, and any violations identified will be subject to serious disciplinary actions to protect the lawful rights and interests of our employees. We participate in various mandatory social insurance schemes as required by law, including pension, medical, unemployment, work-related injury and maternity insurance, as well as the housing provident fund. See "Business — Our Organization and People — General Information."

We are committed to safeguarding the health and safety of our employees and comply with all applicable occupational health and safety laws, regulations and standards in PRC. We have formulated internal policies on occupational health and safety management and conduct regular workplace safety inspections to identify and mitigate potential hazards. These measures

include routine maintenance and upgrades of fire safety equipment to ensure a safe working environment. During the Track Record Period and up to the Latest Practicable Date, there were no workplace injuries or fatalities, nor have we experienced any material operational or administrative incidents.

We have formulated an *Employee Training Management Policy* and established a comprehensive training system. We provide employees with training opportunities, such as the lunch-time seminar held every Friday, where experienced employees or external guest speakers share their insights on technology and industry.

Supply Chain Management

To regulate supplier performance in environmental, social and corporate governance aspects and to effectively manage ESG-related risks throughout our supply chain, we have formulated a *Supplier Code of Conduct*. This code sets forth the standards they are required to observe when conducting business with us. In terms of environmental considerations, we encourage our suppliers to adopt appropriate environmental management practices to minimize carbon emissions and adverse environmental impact during their operations. On social aspects, we require all suppliers to comply with applicable laws and regulations. Suppliers are also required to properly safeguard any confidential, proprietary or personal information they handle or process, and refrain from engaging in any activities that may infringe our intellectual property rights or damage our reputation. From a governance perspective, suppliers must refrain from any improper transactions intended to secure business opportunities or gain undue advantages.

Ethics and Compliance

We are committed to upholding the highest standards of business ethics and strictly comply with all applicable laws and regulations, including but not limited to the relevant provisions of the *Criminal Law of the People's Republic of China* concerning bribery, extortion, fraud, and money laundering. We have formulated anti-corruption policy that explicitly prohibits all forms of bribery, extortion, fraud, and money laundering to ensure the legality and integrity of our business operations. To effectively prevent and combat corruption, we provide training for our directors and employees to reinforce ethical conduct. During the Track Record Period, we had not encountered any incidents of corruption, fraud or other misconduct that had, or could reasonably be expected to have, a material adverse impact on our business or operations.

Inclusive Technology

We are committed to advancing inclusive development through technological innovation. We promote sustainable social progress through technology empowerment, educational support and cultural exchange. By offering multilingual products, we strive to ensure that every language is heard and every culture is understood.

BUSINESS

As part of our community engagement efforts, we actively open-source our models and build open platforms to provide developers worldwide with accessible AI infrastructure, thereby lowering technological barriers and fostering a vibrant innovation ecosystem.

PROPERTIES

To support our business operations, including research and development, engineering, and administration, we leased properties in several key cities across mainland China, including Beijing, Shanghai, Chengdu, Shenzhen, and Chongqing. Our principal executive office is located in Shanghai, China. As of the Latest Practicable Date, we leased a total of seven properties with an aggregate gross floor area of approximately 5,983.3 square meters, which are primarily used for office and research and development purposes.

We do not own any properties. As of the Latest Practicable Date, none of our leased properties had a carrying amount equal to or exceeding 15% of our consolidated total assets. Accordingly, pursuant to Chapter 5 of the Listing Rules and section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice, we are 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, which would otherwise require a valuation report for our interests in land or buildings.

As of the Latest Practicable Date, five of our seven leases had not been registered with the relevant PRC government authorities. Our PRC Legal Advisor has advised that the lack of registration does not affect the validity or enforceability of the lease agreements under PRC law; however, the relevant government authorities may require us to register the lease agreements within a prescribed time limit, and a fine ranging from RMB1,000 to RMB10,000 may be imposed for each unregistered lease. We will continue to make our best efforts to coordinate with our lessors to facilitate the registration of all unregistered lease agreements with the competent authorities and will continue to monitor compliance with applicable PRC property leasing laws and regulations. See “Risk Factors — Risks Related to Our Business and Industry — We may be liable for failure to register and file our lease agreements in accordance with applicable laws and regulations, which may subject us to administrative penalties.”

In relation to the leased properties described above, our Directors confirm that no significant time or costs is expected to be required to identify or relocate our operations to comparable alternative properties, given the availability of comparable alternative properties in the market. Our Directors further confirm that should relocation be required, such relocation will not materially affect the operation and financial conditions of us.

LEGAL PROCEEDINGS AND COMPLIANCE

Legal Proceedings

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

Copyright Infringement Lawsuit

On September 16, 2025, a group of major U.S. movie studio companies, including Disney, Universal and Warner Bros. Discovery (the “**Plaintiffs**”), filed a civil complaint (the “**Complaint**”) in the United States District Court for the Central District of California, against our Group in relation to Hailuo AI, our visual generation platform.

In the Complaint, the Plaintiffs assert allegations for direct and secondary (including contributory and vicarious) copyright infringement under the U.S. Copyright Act. These allegations are commercial claims in nature.

- **Allegation 1 — Direct copyright infringement:** The Plaintiffs allege that the Company itself, through Hailuo AI, created and displayed videos and images depicting a number of well-known film and animation characters owned by the Plaintiffs. They thus argue that the Company should be treated as if it directly copied, displayed and distributed their works. Their complaint gives screenshots that they generated themselves to illustrate this point.
- **Allegation 2 — Secondary infringement, including contributory and vicarious infringement:** The Plaintiffs allege that, even if individual users generated the content, the Company should still be liable under the doctrines of contributory and vicarious copyright infringement. The Plaintiffs allege that the Company knew or should have known that users could create content depicting the Plaintiffs’ characters, and because the Company is allegedly benefiting from that use.

In their prayer for relief, the Plaintiffs primarily seek, among other things:

- monetary relief in the form of actual damages and disgorgement of profits attributable to the alleged infringement; or, at their election, statutory damages;
- injunctive and other equitable relief restraining us from infringing the Plaintiffs’ copyrighted works and requiring the implementation of effective copyright-protection measures in relation to Hailuo AI;
- an award of the Plaintiffs’ reasonable attorneys’ fees and costs; and
- such further legal or equitable relief as the court may deem just and proper.

Legal Analysis

These claims are commercial disputes in nature, and having considered advice from our U.S. litigation advisor, our Directors believe, that they are without merit in all material respects and that there is insufficient evidence to support them, based on the below analysis for the two major allegations. Based on the Joint Sponsors' due diligence conducted, there was no reasonable basis for the Joint Sponsors to disagree with the Directors' view that the claims are without merits in all material respects:

Allegation 1: Direct copyright infringement

Having considered advice from our U.S. litigation advisor, the Company categorically denies this allegation for the reasons set out below:

- **Hailuo AI users trigger content generation, not the Company.** Direct infringement requires volitional conduct under the standard set in *VHT, Inc. v. Zillow Group, Inc.*, 918 F.3d 723 (9th Cir. 2019). Hailuo AI only generates an output when a user types in a prompt or uploads a starting image. In that situation, it is the user who is deciding the output that is generated, not the Company. The Company provides the tool; it does not select any specific characters or scenes. Further, Hailuo AI's outputs are generated through algorithmic transformation rather than passive copying and based on our internal records, the overwhelming majority of Hailuo AI outputs user-created content have nothing to do with the Plaintiffs' characters, further undermining the presence of any volitional conduct on the part of the Company. That means a key element of direct infringement is missing, as it is not the service provider itself carrying out the copying, and volitional conduct cannot be demonstrated.
- **The Plaintiffs have stretched what is actually protected.** The Plaintiffs assume that every image that looks like one of their characters is automatically covered by their U.S. registrations, including those depicting realistic or live-action characters that may not be protected, as human beings are not usually subject to copyright protection. In order for a copyright infringement claim to succeed, the Plaintiffs must in fact have copyright registrations that cover the expressive elements of characters that are eligible for copyright protection. The Plaintiffs are overstressing the bounds of their copyright protections to suggest that a particular depiction of a human-like character is itself protected, and that the registration they rely on actually covers that depiction. As such, the Company may raise defenses based on the scope of the copyright protections claimed by the Plaintiffs and the underlying copyrightability of some of the characters identified by the Plaintiffs.

- **Use of materials in model development may qualify as “fair use.”** The Company expects to argue that the type of use alleged, if reached at all, would be covered under the “fair use” defense. That defense is codified in § 107 of the Copyright Act. Fair use is a legal doctrine that promotes freedom of expression by permitting the unlicensed use of copyright-protected works in certain circumstances.

The Company expects to argue that the deconstruction of visual content before it is used to train the Hailuo AI model is highly transformative. The Plaintiffs’ theory describes an intermediate, non-expressive process in which works purportedly serve as input data to enable a model to learn statistical patterns and general features, rather than to reproduce or substitute for any expressive content. Several U.S. district courts have treated this type of alleged intermediate, analytical use — such as indexing, search, and other non-expressive processing of images for training AI models — as transformative for fair-use purposes.

Allegation 2: Secondary (contributory/vicarious) infringement

Having considered advice from our U.S. litigation advisor, the Company rejects this allegation as unfounded for the following reasons:

- **Hailuo AI was created for and is mainly used for normal, lawful content.** We believe that Hailuo AI should not be deemed as aiding and facilitating users’ illegal uses. Under U.S. copyright law, a technology provider is not automatically liable for users’ potential misuse of a tool capable of substantial non-infringing uses. The provision of a general-purpose AI tool does not constitute aiding, abetting, or facilitating users’ unauthorized conduct. Hailuo AI is a general-purpose creative tool created for lawful uses capable of producing a vast array of original content that is completely unrelated to the Plaintiffs’ characters. Under the staple article of commerce doctrine set out by the U.S. Supreme Court in *Sony Betamax*, sellers of staple article of commerce products that are capable of substantial non-infringing uses are not, without more, liable for secondary infringement. A general-purpose service that is mostly used for ordinary, non-infringing purposes should not be characterized as if it were designed primarily to infringe. Therefore, the Company may raise a staple article of commerce defense to the contributory infringement claim. Under Ninth Circuit standards for contributory infringement, a provider of a widely used, predominantly lawful service is not liable merely because the service could be misused; there must also be sufficient knowledge and encouragement of specific infringing acts, which the Company denies.

- **The Company has no direct financial benefit tied to alleged infringements.** According to the standard set in *Perfect 10, Inc. v. Giganews, Inc.*, 847 F.3d 657, 673 (9th Cir. 2017), “to prevail on a claim for vicarious infringement, a plaintiff must prove ‘the defendant has (1) the right and ability to supervise the infringing conduct and (2) a direct financial interest in the infringing activity’”. Under *Giganews*, the “direct financial benefit” prong requires a causal nexus between infringement of the plaintiff’s specific works and revenues received by the defendant. *Id.* The Company charges for Hailuo by access level (for example, higher resolution or priority features), not by whether the user tries to generate a character that looks similar to the Plaintiffs’ copyrighted works. In other words, the Company does not earn extra because a user tries to create an image of a copyrighted character instead of an original cartoon. Therefore, the Company does not get any direct financial benefit from the specific conduct they complain about as the same fee is charged for non-infringing use. Thus, the Company may raise a defense that it does not have any direct financial interest in the infringing activity and is not liable for contributory infringement.
- **Knowledge/willfulness on the part of the Company is not established.** The Plaintiffs have not shown that the Company had advance, specific knowledge of each alleged infringing work or that the Company refused to act after receiving such notice. There is no allegation that the Plaintiffs ever notified the Company of potential infringement beforehand. Without such proof, the heightened “knew and continued” characterization in the complaint — used to suggest willful conduct and increase damages — is unsupported. The Company had no knowledge of the Plaintiffs’ concerns until the Company received a letter dated August 27, 2025 asserting in general terms that the Plaintiffs believed that the Hailuo AI was being used to infringe their copyrights. The Company responded promptly and began an investigation. Shortly thereafter, on September 16, the Plaintiffs for the first time identified specific characters whose copyrights they alleged were being infringed. Again, the Company promptly responded by adopting measures to prevent any possible infringements of those characters.

Based on the independent due diligence steps performed by the Joint Sponsors, including, among other things, (a) reviewing the plaintiffs’ complaint and a legal memorandum prepared by the Company’s U.S. legal advisors on the general principles of U.S. copyright law and recent case-law developments in the AI industry, (b) interviewing and discussing with the Company’s U.S. litigation advisor regarding analysis of the merits of the claims, (c) examining the operation of Hailuo AI and the Company’s risk-mitigation measures, including but not limited to its complaint and reporting mechanisms and its review and filtering processes, and (d) discussing with CIC, who is of the view that the Group’s business practices are comparable to those of its industry peers, there was no reasonable basis for the Joint Sponsors to disagree with the Directors’ view that the claims are without merits in all material respects.

Potential Liability Exposure and Impact on the Company

Having considered advice from our U.S. litigation advisor, our Directors are of the view that the quantum of statutory damages in U.S. copyright claims is generally determined by two independent factors: (i) the statutory damages awarded per work, and (ii) the number of works deemed infringed.

The Plaintiffs have alleged in their Complaint that they are entitled to statutory damages of up to US\$150,000 per infringed work, which is the maximum amount awardable per work under U.S. copyright law and is only awarded if infringement is found to be willful. The attachments to the Complaint identify approximately 500 registrations for motion pictures and television programs that are at issue in this case. Under 17 U.S.C. § 504(c)(1), courts calculate and award statutory damages on a per-work basis, regardless of the number of copies made, outputs generated, or instances of alleged infringement involving that work. In other words, the 500 copyright registrations listed in the attachments to the complaint is not counted based on number of times a video is generated using the work. Therefore, assuming the plaintiffs prevail and fully succeed in their claims, the worst-case scenario, as alleged by the plaintiffs, would be a monetary claim of US\$75 million in statutory damages, calculated by multiplying the number of alleged works by the alleged maximum statutory damages amount, and injunctive relief.

The overwhelming majority of Hailuo AI outputs user-created content have nothing to do with the Plaintiffs' characters. Having considered advice from our U.S. litigation advisor, our Directors believe that the probability of the Plaintiff prevail and fully succeed in their claims and we are found to have willfully infringed 500 registrations resulting in a maximum statutory damages award of US\$75 million against us is extremely remote, for the following reasons:

- *It is highly unlikely for the court to deem the number of infringement based on the approximately 500 registrations for motion pictures and television programs identified in the Complaint:* U.S. law permits statutory damages on a per-“work” basis, not a per-registration basis, regardless of how many copies of that work are made. 17 U.S.C. § 504(c)(1). The Complaint alleges that plaintiffs used the Hailuo AI tool to generate videos featuring 68 characters for which they claim copyright ownership, suggesting that each character is treated as the relevant “work.” While the Plaintiffs claim each of the 500 registrations they have identified is eligible to be counted as a “work”, many of these 68 characters appear across multiple registrations within the more than 500 registrations attached to the Complaint. Only one registration per infringed “work” should give rise to statutory damages. Additional registrations for the same character — which merely reflect later appearances without new protectable expression — should not expand the statutory-damage count. Accordingly, a court could reasonably determine that Plaintiffs may recover statutory damages only for the original registered depictions of each character, and that subsequent registrations do not independently support additional awards.

Moreover, it would be possible that certain of the allegedly infringing videos contained in the Complaint were generated by the Plaintiffs themselves. For such video outputs, if the Plaintiff had not intentionally forced the tool to create those examples, those particular outputs would not exist. As a result, the number of works that can be attributed to the conduct of the Company or its users, as opposed to the Plaintiff's own test prompts, could be even lower.

- *It is highly unlikely that the Court would award the Plaintiffs the maximum statutory damages of US\$150,000 per infringed work: as claimed:* Statutory damages are typically capped at around US\$30,000 per work for non-willful infringement, while the higher ceiling of roughly US\$150,000 requires a finding of willfulness — a standard seldom met in comparable cases. A 2019 UCLA Law Review study examining approximately 1,000 federal copyright cases from 2005–2008 found that although about 80% of plaintiffs alleged willful infringement, courts found willfulness in only about 2% of plaintiff-favored cases, and maximum statutory damages of US\$150,000 were awarded in just 0.2% of them. Those cases where the maximum statutory damage of US\$150,000 were awarded usually involved extreme fact patterns, such as counterfeit software operations, repeated infringement after clear notice, deliberate evasion, or defaulting defendants, making them outliers even within the already small universe where a court finds willfulness.

We believe we have solid basis to argue that our conduct as alleged in the Complaint was not willful, considering that (1) it is the users, rather than the Company, who prompt the Hailuo AI model to produce outputs that allegedly infringed the Plaintiff's copyrights without any intentional assistance or facilitation by the Company; and (2) we did not have knowledge of the alleged infringement without receiving any advance notice or request from the Plaintiffs until we became aware of the Plaintiffs' ungrounded allegations that the model could be used to infringe the copyright of their alleged works. See “— Legal Analysis.” Moreover, our good faith efforts in communication with the Plaintiffs, and the good faith mitigating measure we have taken since the onset of the litigation clearly distinguish us from the extreme cases where the maximum statutory damage of US\$150,000 were awarded.

For the Plaintiffs' alleged actual damages and disgorgement of profits theory, having considered advice from our U.S. litigation advisor, our Directors are of the view that determining any potential recovery amount requires extensive factual development and likely expert analysis. Therefore, at this stage, it is not possible to provide an estimate of the alleged amount, and the Plaintiffs did not include a concrete figure in their Complaint. Under 17 U.S.C. § 504(b), a copyright owner may recover any profits of the infringer that are attributable to the infringement. Having considered advice from our U.S. litigation advisor, our Directors are of the view that applicable U.S. copyright laws indicate that subscription revenue is not profit — it must be reduced by infrastructure, personnel, development, marketing, and operational costs.

Based on the independent due diligence steps performed by the Joint Sponsors, including interviewing and discussing with the Company's U.S. litigation advisor, the Joint Sponsors have reasonable grounds to believe that the view of the Directors expressed above fairly represents the views of the Company's U.S. litigation advisor.

View from the Directors and Sponsors

Based on the above, the Directors believe these claims will not have a material adverse effect on our business, results of operations, or financial condition for the following reasons:

- *Limited Impact of the Worst-Case Statutory Damages in Comparison to Liquidity Resources:* In the extremely remote event that the Plaintiffs prevail and fully succeed in their claims and we are found to have willfully infringed 500 registrations resulting in a maximum statutory damages award of US\$75 million against us, such aggregate statutory damages of US\$75 million would represent only approximately 4.9% of the sum of (i) our available financial resources as of September 30, 2025, including our cash and cash equivalents, and the current portion of our financial assets, as of such date; and (ii) the expected IPO proceeds, considering that this case is expected to extend beyond the listing date. We expect this percentage to decrease further over time, as U.S. civil litigation is typically protracted, and we anticipate continued growth in our financial resources.
- *Likelihood of Court Imposing Injunctive Relief is Low, So Risk is Remote:* Having considered advice from our U.S. litigation advisor, we believe that the risk of the court granting an injunction that results in a material disruption to our business operations is low. Under U.S. law, a preliminary injunction requires the plaintiff to demonstrate factors including a high likelihood of success on the merits, irreparable harm absent an injunction, and urgency, none of which have been substantiated by the Plaintiffs in the Complaint. Additionally, the availability of damages to address any harm further reduces the likelihood of such relief. A permanent injunction, if considered, would only be granted after a final judgment and would require the plaintiffs to prevail on liability, overcoming several defenses, including fair use, and we believe that the risks of a permanent injunction is low, considering that we believe that the Plaintiffs' claims are without merit in all material respects and that there is insufficient evidence to support them. Furthermore, even in the unlikely scenario where the Plaintiffs prevail in the final judgement, courts typically deny broad injunction orders in technology cases, favoring narrow remedies targeting specific works, not a permanent injunction that leads to a complete shutdown. Having considered advice from our U.S. litigation advisor, our Directors are of the view that we would be able to comply with any such injunction order (if an) and the overall probability of an injunction disrupting the Company's operations is considered low. Even if a court were to order tailored injunctive relief requiring us to implement enhanced content filtering for the Plaintiffs' alleged copyrighted characters, the operational impact should be minimal. The core Hailuo AI service

would remain fully operational for all use cases except the alleged copyrighted characters, including video generation for marketing, education, entertainment, and creative expression using non-infringing content.

- *The Limited Impact of Plaintiffs’ Intellectual Property on Hailuo AI’s Operations and Commercial Viability:* The Directors are of the view that the prevention of use of the Plaintiffs’ intellectual property in Hailuo AI’s operations, as discussed in “— Additional Measures Adopted by the Group”, would not have a material impact on our business, operating results or growth prospects. From the perspective of product design, Hailuo AI is a general-purpose, multi-modal visual generation platform capable of producing a vast range of original content unrelated to the Plaintiffs’ intellectual property, and it is not designed for or dependent on infringing activities. The product is widely used by creators, advertisers and everyday users for cinematic video generation, expressive multimedia storytelling, and professional grade projects, rather than specifically for generating the characters or works referenced in the Complaint. From the perspective of operating and financial metrics, during the Track Record Period, the overwhelming majority of outputs generated by Hailuo AI are original user-generated content unrelated to the Plaintiffs’ intellectual property; going forward, the Directors do not believe that the Plaintiffs’ intellectual property constitute a meaningful driver of user engagement or revenue generation for Hailuo AI. Therefore, the Directors are of the view that prevention of use of the Plaintiffs’ intellectual property from outputs would not meaningfully alter platform usage, content diversity, commercial value or commercial viability of Hailuo AI, and would not result in any material adverse effects to the business, results of operations and financial conditions of the Group as a whole.
- *Other Relief Sought by the Plaintiffs is Likely to be Immaterial.* With respect to other relief sought by the Plaintiffs in their complaint, having considered advice from our U.S. litigation advisor, the Directors are of the view that such relief is unlikely to be material, including: (a) as to monetary relief in the form of actual damages and disgorgement of profits attributable to the alleged infringement, a copyright owner must elect between actual damages (including any additional profits of the infringer) and statutory damages, which are mutually exclusive remedies and cannot be recovered concurrently for the same work; accordingly, if the Plaintiffs elect statutory damages for any given work, they would forfeit any claim to actual damages and disgorgement of profits for that work, and we expect the Plaintiffs to elect statutory damages as the amount recoverable through actual damages and disgorgement would likely be low, rendering pursuit of such remedies economically irrational; and (b) as to any award of the Plaintiffs’ reasonable attorneys’ fees and costs, under U.S. copyright law, an award of attorneys’ fees is discretionary rather than automatic and depends on the court’s assessment of the case as a whole, and any fee award would in any event be subject to a reasonableness inquiry (including potential reductions where rates are excessive), with fee exposure being reciprocal such that, if we successfully defend against the claims, we would be eligible to seek

recovery of our own attorneys' fees under the same discretionary framework. Accordingly, while attorneys' fees are a component of risk, they do not fundamentally change the overall exposure profile described above.

As the case is still at an early stage and a reliable estimate of the amount of the obligation cannot be made with certainty, the Directors, having given due consideration to the legal advice and the relevant facts and circumstances, are of the opinion that the above matters give rise to contingencies for the Group and hence no provision should be recognized as at September 30, 2025. See Note 28 to the Accountant's report in Appendix I to the prospectus. The Reporting Accountants conducted their 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. This standard requires that the Reporting Accountants plan and perform their work to obtain reasonable assurance about whether the Historical Financial Information as a whole is free from any material misstatement. The Reporting Accountant's opinion on the Historical Financial Information of the Group for the Track Record Period as a whole is set out on page I-1 to I-3 of Appendix I to the prospectus.

Based on the independent due diligence steps performed by the Joint Sponsors, including, among other things, (a) discussing with the Company's U.S. litigation advisor regarding the potential worst-case scenario, the possibility of granting the injunctive relief and their legal analysis in this regard, (b) reviewing of the Group's financial information, and (c) examination of the MAU data of Hailuo AI from June to November 2025 and the system-check results of Hailuo AI's outputs, the Joint Sponsors concur with the Directors' view above.

We intend to defend ourselves vigorously against the allegations and will respond to the complaint in accordance with U.S. civil procedure. However, as this case is still at an early stage, we cannot predict with certainty its timing, outcome, potential damages, or expenses that may be incurred, and there can be no assurance that we will prevail. Additionally, the potential damages scenario mentioned above is inherently speculative given the early stage of the case, the absence of discovery, and the unresolved questions regarding the Plaintiffs' claims, including the number of works that may ultimately be found to have been infringed, if any, and the appropriate per-work amount of statutory damages. Any adverse outcome of this case could result in payments of monetary damages and divert our management's attention from day-to-day operations, and thus have an adverse effect on our business, results of operations, financial condition and reputation. For the potential impact of legal proceedings on us, see "Risk Factors — Risks Related to Our Business and Industry — We, our directors, management, employees and shareholders and their affiliates may be subject to lawsuits, contract disputes, employment-related controversies, and other legal and administrative proceedings or fines, which could have a material adverse effect on our business, results of operations, financial condition and reputation."

Additional Measures Adopted by the Group

Despite our view that the Plaintiffs' claims in the Lawsuit are without merit in all material respects, we have proactively implemented measures as part of our ongoing compliance and risk-management framework. In order to prevent any improper or illegal inputs by users and minimize our risk exposure and avoid being involved in similar claims and disputes, we explicitly inform users in our terms of service that they must not input illegal, non-compliant or inappropriate content, and must not use our products to engage in illegal or non-compliant activities or for unlawful purposes. Our terms further specify the consequences of violations, including our right to delete or block prohibited content, suspend user accounts, or take other enforcement measures.

We have also established complaint and reporting mechanisms. As stated in the terms of service, users may submit complaints if they discover illegal, infringing or otherwise non-compliant content or activity. Upon receiving such reports, we will promptly verify and handle the issue, including by removing or blocking content that is unlawful, infringing others' intellectual property rights or otherwise noncompliant, or applying keyword blocks where appropriate, according to the terms of service.

We monitor and regulate unlawful or non-compliant content at both the input and output stages. We have developed content review standards and moderation rules based on applicable laws, regulations and operational experience (for example, categories prohibited under the PRC Administrative Measures on Internet Information Services and the Interim Measures for the Administration of Generative Artificial Intelligence Services). Our automated and manual review mechanisms may filter, block or otherwise address harmful content, including illegal content, content that endangers public safety, or pornographic, violent or otherwise prohibited material.

To support the implementation of our content-governance framework at scale, we apply automated and manual review and moderation controls at both the input and output stages across our products, and we track the effectiveness of such controls using an internal indicator referred to as the "filter effectiveness rate", which is defined as the ratio of (1) the total number of reviewed items that are successfully filtered, over (2) the total number of reviewed items that should be filtered. This indicator is measured primarily through a sampling-based methodology, under which we deploy a test dataset comprising content that should be filtered and assess the proportion that is successfully filtered by our systems, which we consider more reliable than relying solely on detected misses in live user traffic, as undetected misses may exist. As a reference point, in the month ended November 30, 2025, the filter effectiveness rate across our AI-native products, including MiniMax, Hailuo AI, MiniMax Audio and Talkie/Xingye, was approximately 96.8%.

In addition to the above KPI testing, potential "misses" in live operations are identified through multiple channels, including (i) user complaints, (ii) routine inspections and testings by our safety team, and (iii) feedback from regulators, where applicable. For any miss that is identified, we (a) promptly implement blocking measures to prevent recurrence (including

taking down, blocking or restricting the relevant content/output, as appropriate), and (b) continuously improve our moderation controls based on root-cause analysis, including refining our review models and expanding our keyword libraries for filtering, with a view to further enhancing the effectiveness of filtering on an ongoing basis.

Our legal department manages infringement. In daily operations, when intellectual property disputes are identified, the responsible business department promptly reports them to the legal department. The responsible department and the legal department jointly investigate the matter, determine a response strategy, and take appropriate actions. In cases involving litigation or arbitration, the legal department also adheres to our internal regulations regarding litigation and arbitration cases. Additionally, the legal department conducts searches through public channels to identify potential infringement issues. For any confirmed infringement incidents, the legal department follows up and manages their resolution and keep the follow up records.

The Directors view these measures as adequate and effective and consistent with industry practice. Based on the Joint Sponsors' independent due diligence steps, including the discussions with CIC on whether the Group's business practices are comparable to those of its industry peers, the discussion with the internal control consultant and the review of the internal control report issued, nothing has come to the attention which would cause them to disagree with the Directors' view above.

General Legal Compliance

With respect to Singapore where we maintain a material subsidiary, as advised by our Singapore legal advisor, the Group's business operations have been conducted in compliance with all material aspects of applicable laws and regulations throughout the Track Record Period and up to the Latest Practicable Date.

While we do not possess any subsidiaries in the United States, given the volume of users of our AI-native products and the associated revenue generated from the U.S. market, we have engaged U.S. legal counsels to conduct legal due diligence, with a particular focus on U.S. sanctions and export control issues and data protection compliance issues.

Sanctions and Export Controls

Based on the relevant diligence findings, as advised by our international sanctions legal advisor, from a U.S. legal perspective, (a) our Group is not engaged in activities in violation of U.S. export controls and (b) our Group is not currently engaged in primary sanctioned activity or secondary sanctionable activity; and (c) our Group is not subject to U.S. tariff rules and regulations in any material aspects, since U.S. import tariffs only apply of export of physical goods to the United States and we do not export physical goods to the United States. As advised by our international sanctions legal advisor, during the Track Record Period and up to the Latest Practicable Date, our Group has not been subject to sanctions, and we have not engaged in any material activities in comprehensively sanction countries, or entered into

material service contract or engaged in any material activities with any customers that are targets of U.S. sanctions. Therefore, as advised by our international sanctions legal advisor, we have been in compliance with rule and laws in US export control and sanctions in all material aspects, and U.S. sanctions are not likely to have any material adverse impact on us. Based on, among other things, the review of (a) the legal memorandum issued by the international sanctions legal advisor, (b) the Group's financial information during the Track Record Period and (c) the results of background check conducted against the Group, and third party due diligence sessions conducted by the Joint Sponsors, the Joint Sponsors have reasonable grounds to believe that the view expressed fairly represents the views of the sanction expert.

Based on our Directors' knowledge, we have conducted our business operations in compliance with applicable laws and regulations in all material respects in all jurisdictions in which we operate.

Outbound Investment Rules

Effective on January 2, 2025, the final rule issued Treasury to implement the executive order of August 9, 2023 (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) 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 acquisitions of equity interests (including contingent equity interests), certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. The Final Rule excludes some investments from the scope of covered transactions, including certain ones in publicly traded securities. The Final Rule is aimed at exerting greater U.S. government oversight over U.S. direct and indirect investments involving China, and may introduce new hurdles and uncertainties for cross-border collaborations, investments, and funding opportunities of China-based issuers including us. Since our principal place of business is in China and we engage in the development of certain AI models, we are likely to be deemed as a "covered foreign person" as described in the Final Rule.

Pursuant to the Final Rule, U.S. persons' purchases of certain publicly traded securities are neither prohibited nor subject to notification to Treasury under an exception in the Final Rule that applies to U.S. persons' purchase of "any publicly traded security, with 'security' as defined in the U.S. Exchange Act, denominated in any currency, and that trades on a securities exchange in any jurisdiction" (the "Publicly Traded Securities Exception"), provided that such U.S. persons or their non-U.S. person subsidiaries are not afforded rights beyond standard minority shareholder protections with respect to the Company. But it appears likely, based on information we provided to our international sanctions advisor, that certain purchases of our Shares by U.S. persons or their non-U.S. person subsidiaries in the Global Offering would be in eligible for the Publicly Traded Securities Exception. Accordingly, it appears likely that some U.S. persons that purchase our Shares in the Global Offering or are the parents of

non-U.S. person subsidiaries that purchase our Shares in the Global Offering would be required to file notifications regarding their or their subsidiaries' purchases with Treasury no later than 30 days after such purchases of the Shares.

As advised by our international sanctions legal advisor, our Directors are of the view that the Final Rule will not have a material effect on our business, results of operations or financial condition, in part because: (i) in light of the totality of the circumstances of the Global Offering, including that it is expected to be marketed to, and capable of being supported by, a broad investor base (including non-U.S. investors), the Final Rule is not expected to materially constrain investor participation in the Global Offering; (ii) based on information we provided to our international sanctions advisor, following completion of the Global Offering, it appears likely that the Publicly Traded Securities Exception would generally be available to U.S. persons (or their non-U.S. person subsidiaries) seeking to purchase our Class A Shares after they become listed and traded on the Stock Exchange, provided that such U.S. persons or non-U.S. person subsidiaries are not afforded rights beyond standard minority shareholder protections with respect to the Company; and (iii) although some U.S. person investors (or their non-U.S. person subsidiaries) may be unable to rely on the Publicly Traded Securities Exception in connection with the purchase of our Shares in the Global Offering, any resulting impact would be expected to relate primarily to the composition of our shareholder base, rather than our ability to continue operating our business in the ordinary course.

Compliance with Applicable PRC AI Laws and Regulations

The regulations concerning generative artificial intelligence (AI) services in the PRC mainly include the Interim Measures for the Administration of Generative Artificial Intelligent Services (《生成式人工智能服務管理暫行辦法》) (the “AIGC Administration Measures”), The Administrative Provisions on Algorithm Recommendation of Network Information Services (《互聯網信息服務算法推薦管理規定》), and the Administrative Provisions for Deep Synthesis as an Internet Information Service. (《互聯網信息服務深度合成管理規定》). These regulations set forth specific compliance requirements regarding the record-filing of generative AI services, algorithm filing, security assessments, training data processing activities, data labeling, service transparency, generation content identification, and content compliance. See “Regulatory Overview — Laws and Regulations in the PRC — Government Policies on Artificial Intelligence” for details.

As of the Latest Practicable Date, we have completed the record-filing procedures for the large models and algorithms related to generative AI services in accordance with the aforementioned regulations. We have filed the requisite model registration for our proprietary models, including the “Abab” model series, the “Abab multi-modal” model series, and the “MiniMax” model series, with the Shanghai Municipal Cyberspace Administration in accordance with PRC regulations on generative artificial intelligence. As advised by our PRC data legal advisor, our Directors are of the view that the Group had complied in all material respects with the Measures and all applicable AI-related laws and regulations in the PRC during the Track Record Period and up to the Latest Practicable Date. Based on the view of our PRC legal advisor and the Joint Sponsors' discussion with their PRC legal advisor, the Joint

Sponsors concur with the Directors' view above. We attach great importance to the protection of minors and have adopted a "Minor Protection Policy" to safeguard content safety for underage users. As providers of generative artificial intelligence services, We respect intellectual property rights and business ethics, keep trade secrets, and respect the legitimate rights and interests of others. We have service agreements with users of generative artificial intelligence services who have registered for our services to clarify the rights and obligations of both parties. We have also conducted the required security assessments for the relevant services as per the regulations. In addition, we have implemented compliance measures in areas such as training data processing, data labeling, service transparency, generation content identification, and content compliance, in line with the regulatory requirements set forth in the relevant Chinese regulations on generative AI services. On March 7, 2025, the CAC and three other departments jointly issued the Measures for the Identification of AI-Generated and Synthesized Content (《人工智能生成合成內容標識辦法》) (the "Identification Measures"), which came into effect on September 1, 2025. In accordance with the Identification Measures, we add explicit identification to AI-generated and synthesized content such as text, audio, images, video. We also add implicit identification to the file metadata containing AI-Generated and Synthesized content. As advised by our PRC legal advisor, we had fully complied with the Chinese government's policies, laws and regulations on artificial intelligence in all major aspects during the Track Record Period and up to the Latest Practicable Date. For more details, see the section headed "Data Security and Privacy".

Compliance with Applicable PRC Cybersecurity Laws and Regulations

The Measures for Cybersecurity Review (《網絡安全審查辦法》) prescribes the following conditions under which a cybersecurity review must be conducted. A company is required to undergo such a review if any of the following circumstances apply:

- Critical information infrastructures operators that purchase network products and services shall anticipate the potential national security risk of products and services after they enter operation, and they influence or could influence national security;
- Online platform operators engage in data processing activities that may have an impact on, or potentially affect, national security;
- Online platform operators holding the personal information of more than one million users and listing abroad; or
- Regulatory authorities have initiated a review based on their official prerogative.

See "Regulatory Overview — Laws and Regulations in the PRC — Regulations Relating to Cybersecurity and Data Protection" for details.

During the Track Record Period and as the Latest Practicable Date, (i) we have not been notified by the relevant industry regulatory or supervisory authorities that we are classified as operators of critical information infrastructure operator; (ii) the data processed under our current business model is unlikely to be classified as important data or core data, and the risks of affecting or potentially affecting national security are considered minimal; (iii) although we hold personal information of more than 1 million users, our listing location is Hong Kong, which does not fall under the scope of “listing abroad”; and (iv) we have not received any notification from the relevant authorities regarding the initiation of a cybersecurity review based on their official authority.

Therefore, our PRC legal advisor specializing in cybersecurity and data privacy protection are of the opinion that the relevant laws and regulations under the Measures for Cybersecurity Review do not apply to us.

Social Insurance and Housing Provident Fund

In accordance with the requirements of PRC laws and regulations, we participate in various employee social security schemes administered by local authorities for our employees in China, including pension insurance, medical insurance, maternity insurance, work-related injury insurance, unemployment insurance, and the housing provident fund. The requirements for and implementation of employee benefit schemes by local authorities in China are not uniform. Relevant government authorities may inspect employers to ensure full payment of the required employee benefit contributions. Employers failing to make such contributions in full as required may be subject to late payment surcharges, fines and/or other penalties.

As of the Latest Practicable Date, we are not aware of any plans or arrangements by the competent authorities to retroactively collect social insurance and housing provident fund contributions for the Track Record Period. Furthermore, our PRC subsidiaries have obtained certificates of compliance in respect of social insurance and housing provident fund contributions covering the Track Record Period and up to the Latest Practicable Date. As advised by our PRC legal advisor, based on the above circumstances and taking into account the current regulatory policies and the prevailing regulatory stance of the competent authorities in China, the risk of us being subject to material administrative penalties by the relevant competent human resources and social security authorities and housing provident fund authorities in China in relation to social insurance and housing provident fund contribution matters during the Track Record Period is remote.

BUSINESS

LICENSES AND PERMITS

The following table sets forth the details of the material licenses and permits necessary for the business operations in which we engaged in China.

<u>License/Permit</u>	<u>Entity Holding the License/Permit</u>	<u>Grant Date</u>	<u>Expiration Date</u>
Generative Artificial Intelligence Service Filing (MiniMax) (生成式人工智能服務備案 (MiniMax))	Shanghai Jizhi	June 9, 2025	N/A
Generative Artificial Intelligence Service Filing (abab Multi-modal) (生成式人工智能服務備案 (Abab Multi-modal))	Shanghai MiniMax	June 12, 2024	N/A
Generative Artificial Intelligence Service Filing (Abab) (生成式人工智能服務備案)	Shanghai MiniMax	August 31, 2023	N/A

Note:

- (1) During the Track Record Period and up to the Latest Practicable Date, we had obtained all material licenses, permits, approvals and certificates necessary to conduct our actual business operations from the relevant government authorities in the PRC, and such licenses, permits, approvals and certificates remained in full effect.

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 appropriate for our business operations. These include multi-level budget planning and approval processes, internal audits, contract authorization protocols, and a structured system for financial and operational oversight. 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 internal control procedures and measures across our subsidiaries and functional departments. We are committed to continuously refining our internal control mechanisms to support business growth, financial transparency, and regulatory compliance.

Content Compliance Risk Management

As a provider of AI-native products and foundation models, we place particular emphasis on content compliance, safety, and ethical responsibility. We uphold core values in our content management practices, including the protection of minors, the safeguarding of intellectual

property rights, and the respect for lawful rights and interests of third parties. To improve the legality, safety, accuracy, and reliability of content generated by our AI services, we have developed and implemented multi-level content governance policies.

Our review mechanisms include the operation of a 24/7 content monitoring system, coupled with continuous online inspection and refinement of both automated and human-in-the-loop review capabilities. These mechanisms are designed to identify and promptly respond to any content that breaches red lines, infringes legal rights, or contradicts our internal ethical standards. We have established a responsive complaint-handling mechanism to deal with user feedback and potential violations and actively implement mitigation measures where necessary. Our content compliance and review policies are updated continuously to reflect evolving regulatory requirements, user expectations, and technical advancements.

Information System Risk Management

We recognize data privacy and security as essential to our operations. We have adopted a comprehensive set of internal policies and technical safeguards to ensure the secure collection, processing, storage, and usage of data across our systems. These include internal controls over data access, end-to-end encryption protocols, and multi-layered authentication procedures.

We have established internal governance frameworks to address data security and protection of user privacy, which include teams responsible for ongoing monitoring, vulnerability detection, and incident response. Our internal security controls reflect national regulatory requirements, industry standards, and global best practices. In addition to internal efforts, we regularly engage external legal counsel and cybersecurity professionals to ensure our systems and policies remain compliant with applicable laws and internationally recognized data security frameworks.

To support data integrity and security, we continue to expand the scope and quality of our training data through structured procurement and controlled collection channels.

Legal and Regulatory Compliance Risk Management

We have adopted internal procedures to ensure our business operations are conducted in full compliance with applicable laws and regulations, including those governing AI, internet services, content platforms, and data security. Our legal department is responsible for reviewing commercial agreements, product deployment plans, and partnership arrangements to ensure consistency with relevant regulatory requirements. Before releasing new solutions or updates to the public, we conduct regulatory reviews to assess potential legal risks and obtain necessary licenses or approvals from competent authorities.

We have also implemented a structured framework for intellectual property protection. This includes centralized management of our trademarks, patents, and copyrights, as well as regular audits to track renewal timelines and prevent unauthorized use. Our legal and product teams collaborate to conduct intellectual property clearance checks, and we engage third-party agencies where necessary to support registration and enforcement.

Financial Reporting Risk Management

We have established internal controls to ensure the accuracy, timeliness, and reliability of our financial reporting. These controls include formal policies on financial planning, budget approval, cash flow management, and the preparation of statutory and management accounts. Our finance department monitors compliance with accounting policies and conducts periodic internal reviews to maintain integrity across reporting systems. To enhance consistency and quality, we also provide regular training to our financial personnel on applicable accounting standards and reporting protocols.

Internal Control Risk Management

We maintain an internal control framework that supports cross-functional cooperation between business, legal, compliance, finance, and operational teams. These departments work together to assess, implement, and improve control measures throughout our organization. We conduct regular reviews to evaluate the effectiveness of our internal controls and risk management practices.

Our internal controls also cover licensing and operational approvals. We maintain policies and processes to ensure all requisite permits and approvals are obtained and remain valid for our business activities across jurisdictions. These controls help ensure compliance with local regulatory expectations and reduce exposure to operational and reputational risks.

Human Resources Risk Management

We have developed and implemented internal policies covering recruitment, onboarding, training, performance evaluation, and compliance with labor laws and ethical conduct standards. Our code of conduct sets forth clear expectations around work ethics, integrity, confidentiality, and business responsibility. We promote a high-integrity culture across all levels of the organization and enforce accountability through clear disciplinary processes.

To mitigate ethical and legal risks, we have instituted anti-bribery and anti-corruption policies, supported by a whistleblowing mechanism that allows employees and stakeholders to report suspected violations confidentially. Reported cases are handled promptly, independently, and fairly by our compliance and legal departments. We also provide periodic compliance and ethics training for employees and external agents to reinforce awareness of applicable rules and our internal standards.

BUSINESS

AWARDS AND RECOGNITIONS

Award/Recognition	Award Authority	Award Year
Specialized and New” SME (Shanghai Jizhi) (“專精特新” 中小企業(上海稀宇極智科技有 限公司))	Municipal Commission of Economy and Informatization (上海市經濟和信息化委員會)	2024
High and New Technology Enterprise (Shanghai Jizhi) (高新技術企業(上海稀宇極智 科技有限公司)).	Shanghai Municipal Science and Technology Commission (上海市科學技術委員會)	2024
High and New Technology Enterprise (Beijing Jizhi) (高 新技術企業(北京稀宇極智科技 有限公司))	Beijing Municipal Science and Technology Commission (北京市科學技術委員會)	2023

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Upon Listing, the Board will consist of nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. The following table provides certain information about our Directors:

The following table sets forth the key information about our Directors:

Name	Age	Position/Title	Time of Joining our Group	Time of Appointment as a Director	Responsibilities
<i>Executive Directors</i>					
Dr. Yan Junjie (閆俊傑)	36	Founder, the chairman of the Board, executive Director, chief executive officer and chief technology officer	January 1, 2022	October 26, 2023	Oversee the overall management and business operation, board affairs, financial affairs, formulate strategies and operation plans particularly on AI research and development, make major business decisions of our Group
Ms. Yun Yeyi (龔燁禕)	31	Executive Director and chief operating officer	March 31, 2022	December 16, 2022	Oversee the overall management and business operation, board affairs, formulate strategies and operation plans particularly on product and commercialization, make major business decisions of our Group
Mr. Zhao Pengyu (趙鵬宇)	29	Executive Director and large language model research and engineering leader	August 1, 2023	June 23, 2025	Research and development of large language models

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position/Title	Time of Joining our Group	Time of Appointment as a Director	Responsibilities
Mr. Zhou Yucong (周彧聰)	32	Executive Director and visual models research and engineering leader	March 28, 2022	June 23, 2025	Research and development of visual models
Non-executive Directors					
Mr. Chen Yingjie (陳英傑)	48	Non-executive Director	March 21, 2024	March 21, 2024	Provide strategic advice on the development of the Company
Mr. Liu Wei (劉偉)	38	Non-executive Director	April 28, 2023	April 28, 2023	Provide strategic advice on the development of the Company
Independent Non-executive Directors					
Mr. Huang Guobin (黃國濱)	56	Independent non-executive Director	Listing Date	December 23, 2025 (effective upon Listing)	Provide independent opinion and judgment to the Board
Dr. Wang Pengcheng (王鵬程)	54	Independent non-executive Director	Listing Date	December 23, 2025 (effective upon Listing)	Provide independent opinion and judgment to the Board
Dr. Zhu Huaxing (朱華星)	41	Independent non-executive Director	Listing Date	December 23, 2025 (effective upon Listing)	Provide independent opinion and judgment to the Board

Executive Directors

Dr. Yan Junjie (閔俊傑), aged 36, is our founder, the chairman of our Board, executive Director, chief executive officer and chief technology officer. He is primarily responsible for overseeing the overall management and business operation, board affairs, financial affairs, formulating strategies and operation plans particularly on AI research and development, making major business decisions of our Group.

Prior to founding the Company, Dr. Yan served at SenseTime Group Inc., a company listed on the Stock Exchange (stock code: 0020), for more than six years with positions such as its vice president, and vice-head of its research institute.

Dr. Yan obtained a bachelor of mathematics in Southeast University (東南大學) in the PRC in June 2010. He then obtained a doctorate degree in the area of artificial intelligence in the Institute of Automation, Chinese Academy of Sciences (中國科學院自動化研究所) in July 2015 and conducted post-doctorate research at Tsinghua University (清華大學). Dr. Yan has

DIRECTORS AND SENIOR MANAGEMENT

published approximately 200 academic articles on top conferences and journals with over 30,000 citations and won several awards and honors. Dr. Yan was awarded (i) the First Prize in the Guangdong Province Technology Invention Award (廣東省技術發明獎) in February 2020; (ii) the Wu Wenjun Artificial Intelligence Natural Science Award (吳文俊人工智能自然科學獎) in October 2019; (iii) Wu Wenjun Artificial Intelligence Technology Progress Award (吳文俊人工智能科技進步獎) in October 2019; (iv) 2024 Shanghai Oriental Talents Program (上海市東方英才計劃) in December 2024; and (v) Senior Professional Title (正高級職稱), a professional title generally denotes individuals who have outstanding achievements in their respective technical or professional fields, by the Shanghai Municipal Professional Title Evaluation Committee in February 2025.

Ms. Yun Yeyi (龔燁禕), aged 31, is our executive Director and chief operating officer. Ms. Yun is primarily responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans particularly on product and commercialization, making major business decisions of our Group.

Prior to joining our Company, she served various positions in SenseTime Group Inc.. She was the manager of fundraising and strategic investment of SenseTime Group Inc. from September 2017 to August 2018. She was then promoted to the CEO executive assistant and head of strategy from August 2018 to January 2021. Ms. Yun then served as its director of innovative business from January 2021 to January 2022.

Ms. Yun obtained a bachelor of science degree in electronical engineering with additional majors in economics and mathematics from The Johns Hopkins University in the United States in 2017.

Mr. Zhao Pengyu (趙鵬宇), aged 29, is our executive Director appointed in June 2025 and the large language model research and engineering leader. Mr. Zhao joined our Company as a natural language processing researcher and engineer since August 2023. He is primarily responsible for the research and development of large language models.

Prior to joining our Company, Mr. Zhao served as a research software development engineer in Beijing Hulu Technology Co., Ltd. (北京葫蘆科技有限公司), a company mainly engaged in the research and development of streaming media technology, between August 2020 and July 2023, where he was primarily responsible for recommendation algorithms.

Mr. Zhao obtained his bachelor's degree and master's degree in computer science and technology from Peking University (北京大學) in the PRC in July 2017 and July 2020, respectively.

Mr. Zhou Yucong (周彧聰), aged 32, is our executive Director appointed in June 2025 and the visual model research and engineering leader. Mr. Zhou joined our Company as a visual model researcher and engineer since March 2022. He is primarily responsible for research and development of visual models.

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Prior to joining our Company, Mr. Zhou worked at SenseTime Group Inc. from April 2018 to July 2019 and Huawei Technology Company Limited from August 2019 to March 2022, where he focused on algorithms. Mr. Zhou has also been the legal representative and director of Shanghai MiniMax since January 2023.

Mr. Zhou obtained his bachelor's degree in mathematics and applied mathematics and master's degree in computer science from Beihang University (北京航空航天大學) in July 2015 and March 2018, respectively.

Non-executive Directors

Mr. Chen Yingjie (陳英傑), aged 48, is our non-executive Director and is responsible for provide strategic advice on the development of the Company. Mr. Chen has been appointed as our Director since March 2024.

Mr. Chen joined Alibaba Group Holding Limited (a company listed on the Hong Kong Stock Exchange (stock code: 9988) and the New York Stock Exchange (symbol: BABA)) (“**Alibaba Group**”) in December 2012. Mr. Chen currently serves as the managing director of strategic investment department of Alibaba Group. Previously, Mr. Chen has served as a non-independent director of DBAPP Security Co., Ltd., (a company listed on the Shanghai Stock Exchange (stock code: 688023), from May 2020 to January 2024 and non-executive director of XPeng Inc., a company listed on the Stock Exchange (stock code: 9868) and the New York Stock Exchange (symbol: XPEV), from February 2022 to November 2023. Prior to joining Alibaba Group, Mr. Chen was a senior manager in the corporate finance department of PricewaterhouseCoopers from September 2007 to December 2012 and a vice president of investment of Shandong Datong Hongye Group from June 2004 to August 2007. Mr. Chen was an auditor of Arthur Andersen from September 1999 to May 2004. He is qualified as a certified public accountant in Canada since July 1999.

Mr. Chen obtained a bachelor's degree in accounting from Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 1999.

Mr. Liu Wei (劉偉), aged 38, is our non-executive Director and is responsible for provide strategic advice on the development of the Company. Mr. Liu has been appointed as our Director since April 2023.

Mr. Liu co-founded Shanghai Mihoyo Network Technology Co., Ltd. (上海米哈游網絡科技股份有限公司) in February 2012 and currently serves as its president. Mr. Liu has made significant contributions to miHoYo's management, growth, and global expansion. miHoYo is a prominent game developer that has established itself as one of the global leaders in international expansion through the worldwide success of games such as Genshin Impact (原神), the Honkai series (崩壞), Tears of Themis (未定事件簿) and Zenless Zone Zero (絕區零).

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Mr. Liu obtained a bachelor's degree in information engineering and a master's degree in communications and information systems from Shanghai Jiao Tong University (上海交通大學) in the PRC in July 2009 and March 2012, respectively.

Independent Non-executive Directors

Mr. Huang Guobin (黃國濱), aged 56, was appointed as an independent non-executive Director with effect from Listing Date. He is responsible for providing independent opinion and judgment to the Board.

Mr. Huang has been the chairman of the board of directors of PEC International Group Limited (智贏國際(集團)有限公司) since February 2024. Since December 2023, he founded NEXX Global, a company focusing on logistics technology, and has been its chairman of the board. Previously, he was a senior advisor at J.P. Morgan (Asia Pacific) Limited (摩根大通證券(亞太)有限公司) from January 2023 to December 2023. From February 2021 to December 2022, Mr. Huang was the legal representative, chief executive officer and head of investment banking at J.P. Morgan Securities (China) Co., Ltd. (摩根大通證券(中國)有限公司). Mr. Huang was chief executive officer of global investment banking for China at J.P. Morgan from December 2015 to January 2021. From September 2011 to December 2015, he was head of the China Industrials Group for Goldman Sachs. Prior to that, he was managing director of China International Capital Corporation from October 1999 to June 2011.

Mr. Huang has been an independent non-executive director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (中聯重科股份有限公司) (a company listed on the Stock Exchange (stock code: 1157) and the Shenzhen Stock Exchange (stock code: 000157)) since June 2023, director of UCloud Technology Co., Ltd. (優刻得科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688158)) since September 2024 and independent non-executive director of RemeGen Co., Ltd. (榮昌生物製藥(煙台)股份有限公司) (a company listed on the Stock Exchange (stock code: 9995) and the Shanghai Stock Exchange (stock code: 688331)) since January 2025.

Mr. Huang obtained a bachelor's degree in inorganic non-metallic materials science from Tongji University (同濟大學) in the PRC in September 1991 and master's degree in business administration from Lancaster University Management School in the United Kingdom in December 1997. Mr. Huang was awarded the Overseas Financial Top Talent by the Shanghai Municipal Government in November 2021. Mr. Huang has also obtained a Hong Kong corporate finance qualification from the SFC in 1999, securities qualification certificate from the Securities Association of China in August 2012, securities industry executive qualifications from the CSRC in 2021 and independent director qualification from the Shenzhen Stock Exchange in May 2023. Mr. Huang is the board member of Tongji University.

Dr. Wang Pengcheng (王鵬程), aged 54, was appointed as an independent non-executive Director with effect from Listing Date. He is responsible for providing independent opinion and judgment to the Board.

DIRECTORS AND SENIOR MANAGEMENT

Dr. Wang has been a professor at Beijing Technology and Business University (北京工商大學) since July 2022. Prior to that, he was the managing partner of assurance services of Greater China of Ernst & Young from December 2014 to June 2022. From June 2005 to May 2014, Dr. Wang served as managing partner of global financial services industry in Greater China of Deloitte Touche Tohmatsu. Prior to that, he was partner of Pan-China Certified Public Accountants from September 2000 to May 2005. From April 1994 to September 2000, he served as associate professor and assistant director of the school of accountancy of the Central University of Finance and Economics (中央財經大學). Dr. Wang became a certified public accountant in the PRC in August 2000.

Dr. Wang has been an independent non-executive director of The People's Insurance Company (Group) of China Limited, a company listed on the Stock Exchange (stock code: 1339) and the Shanghai Stock Exchange (stock code: 601319), since August 2023 and Sinopec Oilfield Service Corporation, a company listed on the Stock Exchange (stock code: 1033) and the Shanghai Stock Exchange (stock code: 600871), since June 2024.

Dr. Wang obtained a bachelor's degree in accounting from the Anshan Institute of Iron and Steel (鞍山鋼鐵學院) (currently known as the University of Science and Technology Liaoning (遼寧科技大學)) in the PRC in July 1991, a master's degree in accounting from the Dongbei University of Finance and Economics (東北財經大學) in the PRC in April 1994 and a doctorate degree in accounting from the Chinese Academy of Fiscal Sciences (中國財政科學研究院) in the PRC in March 2000.

Dr. Zhu Huaxing (朱華星), aged 41, was appointed as an independent non-executive Director with effect from Listing Date. He is responsible for providing independent opinion and judgment to the Board.

Dr. Zhu has contributed extensively to theoretical physics, with an emphasis on their practical applications. Dr. Zhu has worked at Peking University (北京大學) since July 2023, where he first acted as a tenured associate professor and later a Boya distinguished professor. Prior to that, he was a researcher at the Hundred Talents Program of Zhejiang University (浙江大學) from April 2017 to June 2023. From September 2015 to April 2017, Dr. Zhu was a postdoctoral fellow at the Massachusetts Institute of Technology. Prior to that, he was a research assistant at the SLAC National Accelerator Laboratory from October 2012 to August 2015.

Dr. Zhu obtained a bachelor's degree in physics and a doctorate degree in physics from Peking University (北京大學) in the PRC in July 2007 and July 2012, respectively. Dr. Zhu was awarded the Qiushi Young Scholar Award by the Hong Kong Qiushi Foundation in 2020, the Asian Young Scientist Project in 2023 and the National Outstanding Youth Fund Project in 2024.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

The following table sets forth the key information about our senior management.

Name	Age	Position/Title	Time of Joining our Group	Time of Appointment as our Senior Management	Responsibilities
Dr. Yan Junjie (閆俊傑)	36	Chairman of the Board, executive Director, chief executive officer and chief technology officer	January 2022	October 2023	Oversee the overall management and business operation, board affairs, financial affairs, formulate strategies and operation plans particularly on AI research and development, make major business decisions of our Group
Ms. Yun Yeyi (龔燁禕)	31	Executive Director and chief operating officer	March 2022	December 2022	Oversee the overall management and business operation, board affairs, formulate strategies and operation plans particularly on product and commercialization, make major business decisions of our Group
Mr. Zhao Pengyu (趙鵬宇)	29	Executive Director and large language model research and engineering leader	August 2023	June 2025	Research and development of large language models
Mr. Zhou Yucong (周彧聰)	32	Executive Director and visual model research and engineering leader	March 2022	June 2025	Research and development of visual models

For the biographical details of Dr. Yan, Ms. Yun, Mr. Zhao Pengyu and Mr. Zhou Yucong, see “— Board of Directors — Executive Directors”

DIRECTORS AND SENIOR MANAGEMENT

GENERAL

Save as disclosed above, none of the Directors or members of senior management of our Company has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Prospectus.

None of the Directors or members of the senior management of our Company is related to any other Directors and members of the senior management of our Company.

Save as disclosed above, to the best knowledge, information and belief of our Directors having made all reasonable inquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company'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 confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in June 2025, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

DIRECTORS AND SENIOR MANAGEMENT

JOINT COMPANY SECRETARIES

Mr. Xue Zizhao (薛子釗) aged 33, is our vice president of capital markets and investments since September 2023 and a joint company secretary. He is primarily responsible for capital market operations and financial affairs.

Prior to joining our Company, Mr. Xue served as an investment professional in Hillhouse Investment from September 2019 to September 2023 where he was responsible for assessing investment opportunities in the primary market. Mr. Xue worked as an investment professional in Silver Lake Capital from August 2017 to August 2019 where he was responsible for assessing investment opportunities in the primary market.

Mr. Xue received his bachelor's degrees in micro-electronics and in economics and his Master's degree in finance from Peking University (北京大學) in the PRC in July 2015 and in June 2017, respectively. Mr. Xue has been a Chartered Financial Analyst since June 2025.

Ms. Chan Sau Ling (陳秀玲) was appointed as a joint company secretary in June 2025. Ms. Chan is a director of company secretarial services of Tricor Services Limited and she has over 25 years of experience in the corporate secretarial field. Ms. Chan has been providing professional corporate services to and acting as the company secretary or joint company secretary of several companies listed on the Stock Exchange.

Ms. Chan is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant laws and regulations and the Corporate Governance Code, our Company has formed four Board committees, namely the Audit Committee, the Nomination Committee, the Remuneration Committee and the Corporate Governance 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 Dr. Wang Pengcheng, Mr. Huang Guobin and Mr. Liu Wei. Dr. Wang Pengcheng has the appropriate professional qualifications or accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules. Dr. Wang Pengcheng serves as the chairman of the Audit Committee. The primary duties of the Audit Committee include, but not limited to, the following:

- proposing the appointment or change of external auditors to our Board, and monitoring the independence of external auditors and evaluating their performance;

DIRECTORS AND SENIOR MANAGEMENT

- examining the financial information of our Company and reviewing financial reports and statements of our Company;
- examining the financial reporting system, the risk management and internal control system of our Company, overseeing their rationality, efficiency and implementation and making recommendations to our Board; and
- dealing with other matters that are authorized by our Board.

Remuneration Committee

We have established a Remuneration Committee with written terms of reference in compliance with paragraph E.1 of the Corporate Governance Code. The Remuneration Committee consists of three Directors, namely Mr. Huang Guobin, Dr. Yan Junjie and Dr. Wang Pengcheng. Mr. Huang Guobin serves as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee include, but not limited to, the following:

- making recommendations to the Board on the Company's policy and structure for all Directors' and senior managements' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- monitoring the implementation of remuneration system of our Company;
- making recommendations on the remuneration packages of our Directors and senior management; and
- dealing with other matters that are authorized by our Board.

Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with paragraph B.3 of the Corporate Governance Code. The Nomination Committee consists of three Directors, namely Mr. Huang Guobin, Ms. Yun Yeyi and Dr. Zhu Huaxing. Mr. Huang Guobin serves as the chairman of the Nomination Committee. The primary duties of the Nomination Committee include, but not limited to, the following:

- conducting extensive search and providing to our Board suitable candidates for our Directors, chief executive officer and other members of the senior management;
- reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually, assisting our Board in maintaining a board skills matrix and making recommendations on any proposed changes to our Board to complement the Company's corporate strategy;

DIRECTORS AND SENIOR MANAGEMENT

- researching and developing standards and procedures for the election of our Board members, chief executive officer and members of the senior management, and making recommendations to our Board;
- assess the independence of independent non-executive directors;
- supporting our Company's regular evaluation of our Board's performance; and
- dealing with other matters that are authorized by our Board.

Corporate Governance Committee

We have established a Corporate Governance Committee in compliance with Chapter 8A of the Listing Rules. The Corporate Governance Committee comprises three independent non-executive Directors, namely Dr. Zhu Huaxing, Dr. Wang Pengcheng and Mr. Huang Guobin. Dr. Zhu Huaxing is the chairman of the Corporate Governance Committee. The primary duties of the corporate governance committee are, among other things, to ensure that the Company is operated and managed for the benefit of all Shareholders and to ensure the Company's compliance with the Listing Rules and safeguards relating to the weighted voting right structures of the Company. For details of their experience in corporate governance related matters, see the biographies of the independent non-executive Directors in the section headed "— Independent Non-executive Directors" above.

In accordance with Rule 8A.30 of the Listing Rules and the Corporate Governance Code, the work of our corporate governance committee as set out in its terms of reference includes:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report;
- (f) to review and monitor whether the Company is operated and managed for the benefit of all its Shareholders;

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- (g) to confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;
- (h) to confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;
- (i) to review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or Shareholders of the Company (considered as a group) on one hand and any beneficiary of weighted voting rights on the other;
- (j) to review and monitor all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;
- (k) to make a recommendation to the Board as to the appointment or removal of the Compliance Adviser;
- (l) to seek to ensure effective and on-going communication between the Company and its Shareholders, particularly with regards to the requirements of Rule 8A.35 of the Listing Rules;
- (m) to report on the work of the corporate governance committee on at least a half-yearly and annual basis covering all areas of its terms of reference; and
- (n) to disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (i) to (l) above in the report referred to in sub-paragraph (m) above.

Pursuant to Rule 8A.32 of the Listing Rules, the Corporate Governance Report prepared by the Company for inclusion in our interim and annual reports after Listing will include a summary of the work of the corporate governance committee for the relevant period.

DIRECTORS AND SENIOR MANAGEMENT

ROLE OF OUR INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 8A.26 of the Listing Rules, the role of the independent non-executive directors of a listed company with WVR structure must include, but is not limited to, the functions described in Code Provisions C.1.2, C.1.6 and C.1.7 of part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The functions of the independent non-executive Directors include:

- participating in Board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- taking the lead where potential conflicts of interests arise;
- serving on the audit, compensation, nomination and corporate governance committees, if invited;
- scrutinizing the Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting;
- giving the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation;
- making a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments; and
- attending general meetings and developing a balanced understanding of the views of our Shareholders.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors receive compensation in the form of fees, salaries, allowances, discretionary bonuses, share-based compensation, retirement benefit scheme contributions and other benefits in kind.

For the years ended December 31, 2022, 2023 and 2024 and the nine months ended September 30, 2025, the aggregate amount of remuneration paid or payable to our Directors amounted to US\$1.46 million, US\$2.17 million, US\$3.63 million and US\$2.28 million, respectively.

Under the current compensation arrangement, we estimate the total compensation before taxation to be accrued to our Directors for the year ended December 31, 2025 to be approximately US\$6.03 million.

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The total emoluments for the remaining individuals among the five highest paid individuals amounted to US\$0.54 million, US\$1.20 million, US\$1.22 million and US\$4.70 million for the years ended December 31, 2022, 2023 and 2024 and the nine months ended September 30, 2025, respectively.

During the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of our Company or any of our subsidiaries.

During the Track Record Period, none of our Directors waived any remuneration. Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors or the five highest paid individuals during the Track Record Period.

CORPORATE GOVERNANCE

Pursuant to Code Provision C.2.1 of part 2 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairman and the chief executive officer should be separate and should not be performed by the same individual. We do not have a separate chairman and chief executive officer and Dr. Yan currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective overall strategic planning 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.

BOARD DIVERSITY POLICY

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the board diversity policy, we seek to achieve board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural and educational background, and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, accounting and corporate governance in addition to industry experience. We have three independent non-executive Directors with different industry backgrounds, representing one-third of the members of our Board. Our Company has

DIRECTORS AND SENIOR MANAGEMENT

evaluated the structure, size and composition of our Board, and is of the opinion that the structure of our Board is reasonable, and the experience and skills of the Directors in various aspects and fields can enable our Company to maintain a high standard of operations.

Besides, we particularly recognize the importance of gender diversity. Our Board currently consists one female Directors and eight male Directors. We have taken, and will continue to take, steps to promote gender diversity at all levels of our Company, including but without limitation to our Board and senior management levels. Going forward, we will continue to work to enhance gender diversity of our Board when selecting and recommending suitable candidates for Board appointments and will maintain at least one female Director on the Board. Our Company also intends to promote gender diversity at the mid to senior level so that our Company can maintain a balanced gender ratio at different levels. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the Listing, our Nomination Committee will examine the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

COMPLIANCE ADVISER

We have appointed Somerley Capital Limited as our Compliance Adviser pursuant to Rule 3A.19 of the Listing Rules. Our Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws.

Pursuant to Rule 3A.23 and 8A.34 of the Listing Rules, our Compliance Adviser will advise our Company, among others, in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- (c) where we propose to use the proceeds from the Global Offering in a manner different from that detailed in this Prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this Prospectus;
- (d) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules;
- (e) the WVR Structure;

DIRECTORS AND SENIOR MANAGEMENT

- (f) transactions in which any beneficiary of weighted voting rights in the Company has an interest; and
- (g) where there is a potential conflict of interest between the Company, its subsidiary and/or Shareholders (considered as a group) on one hand and any beneficiary of weighted voting rights in the Company on the other.

The term of appointment of the Compliance Adviser shall commence on the Listing Date. Pursuant to Rule 8A.33 of the Listing Rules, the Company is required to engage a compliance adviser on a permanent basis.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

Immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised), an aggregate of 5,000,000 Class A Ordinary Shares and 74,102,534 Class B Ordinary Shares, representing approximately (i) 72.05% of the voting rights in our issued share capital in general meetings (except for resolutions with respect to the Reserved Matters), and (ii) 25.90% of the voting rights in our issued share capital in general meetings for resolutions with respect to the Reserved Matters, will be held by MiniMax Awakening, MiniMax Limited and Alpha EXP as well as MiniMax Matrix. MiniMax Awakening and MiniMax Limited are wholly owned by Dr. Yan through Local Linearity. MiniMax Matrix is also a controlled entity of Dr. Yan through Local Linearity. Alpha EXP is held by Scaling EXP Limited as to 99% and Local Linearity as to 1%. Scaling EXP Limited is wholly-owned by Trident Trust Company (Hong Kong) Limited, which acts as the trustee of Alpha EXP Trust. Alpha EXP Trust is a trust established by Dr. Yan (as settlor) for the benefit of himself. Accordingly, Dr. Yan, Local Linearity Inc., MiniMax Awakening, MiniMax Limited, Alpha EXP, Scaling EXP Limited and MiniMax Matrix together will constitute as a group of Controlling Shareholders of our Company after the Listing.

RULE 8.10 OF THE LISTING RULES

Each of our Controlling Shareholders has confirmed that he or she or it or his or her or its respective close associates do not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, and which would require disclosure under Rule 8.10 of the Listing Rules.

INDEPENDENCE OF OUR BUSINESS

Having considered the following factors, our Directors are satisfied that we are able to carry out our business independently from our Controlling Shareholders and their respective close associates upon and after the Listing.

Management Independence

We are able to carry on our business independently from our Controlling Shareholders from a management perspective. Our Board consists of nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors.

- (a) each Director is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- (b) our daily management and operations are carried out by a senior management team, all of whom have substantial experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interests of our Group. For details of the industry experience of our senior management team, see “Directors and Senior Management”;
- (c) we have three independent non-executive Directors and certain matters of our Company must always be referred to the independent non-executive Directors for review;
- (d) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and a Director and/or his/her associate, he/she shall abstain from voting and shall not be counted towards the quorum for the voting; and
- (e) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders which would support our independent management. For details, see “— Corporate Governance.”

Based on the above, our Directors believe that our Board as a whole and together with our senior management are able to perform the managerial role in our Group independently from our Controlling Shareholders and their close associates after the Listing.

Operational Independence

We do not rely on our Controlling Shareholders and their close associates for our business development, staffing, logistics, administration, finance, internal audit, information technology, sales and marketing, or company secretarial functions. We have our own departments specializing in these respective areas which have been in operation and are expected to continue to operate separately and independently from our Controlling Shareholders and their close associates. In addition, we have our own headcount of employees for our operations and management for human resources.

We have independent access to suppliers and customers and an independent management team to handle our day-to-day operations. We are also in possession of all relevant licenses, certificates, facilities and intellectual property rights necessary to carry on and operate our principal businesses and we have sufficient operational capacity in terms of capital and employees to operate independently.

Based on the above, our Directors believe that we are able to operate independently of our Controlling Shareholders and their close associates.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Financial Independence

We have an independent financial system and make financial decisions according to our Group's own business needs. We have internal control and accounting systems and an independent finance department for discharging the treasury function. We have sufficient capital to operate our business independently, and have adequate internal resources and working capital to support our daily operations. We do not expect to rely on our Controlling Shareholders and their close associates for financing after the Listing as we expect that our working capital will be funded by cash flows generated from operating activities, equity financing, bank loans as well as the proceeds from the Global Offering.

In addition, we are capable of obtaining financing from independent third parties without relying on any guarantee or security provided by our Controlling Shareholders or their respective associates. As of the Latest Practicable Date, there was no outstanding loans or guarantees provided by or granted to our Controlling Shareholders or their respective associates. During the Track Record Period and as of the Latest Practicable Date, we had also received a series of Pre-IPO Investments from third party investors independently. For details of the Pre-IPO Investments, see "History, Reorganization and Corporate Structure."

Based on the above, our Directors believe that we do not place undue reliance on our Controlling Shareholders upon the Listing.

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders' interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflicts of interests between our Group and our Controlling Shareholders:

- where a Shareholders' meeting is to be held for considering proposed transactions in which our Controlling Shareholders or any of their respective close associates has a material interest, our Controlling Shareholders will not vote on the resolutions and shall not be counted in the quorum in the voting;
- our Group has established internal control mechanisms to identify connected transactions. Upon the Listing, if any transaction is proposed between our Group and our Controlling Shareholders and their respective associates, we will comply with the requirements of the Articles of Association and the Listing Rules, including, where appropriate, the reporting, annual review by the independent non-executive Directors, announcement and independent shareholders' approval;

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- our Board consists of a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors, with independent non-executive Directors representing one-third of our Board to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. Our independent non-executive Directors individually and collectively possess the requisite knowledge and experience to perform their duties. They will review whether there is any conflict of interests between our Group and our Controlling Shareholders and provide impartial and professional advice to protect the interests of our minority Shareholders;
- where our Directors reasonably request the advice of independent professionals, such as financial advisers, the appointment of such independent professionals will be made at our Company's expenses; and
- we have appointed Somerley Capital Limited as our compliance adviser, who will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to directors' duties and corporate governance, and inform us on a timely basis of any amendment or supplement to the Listing Rules or applicable laws and regulations in Hong Kong.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Company and our Controlling Shareholders, and to protect our minority Shareholders' interests after the Listing.

CONNECTED TRANSACTIONS

OVERVIEW

Prior to the Listing, our Company has entered into a number of transactions with our connected persons in our ordinary and usual course of business. Upon the Listing, the transactions disclosed in this section will constitute continuing connected transactions under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

As of the Latest Practicable Date, Alibaba Group Holding Limited (“**Alibaba**”), through its associates, is indirectly interested in approximately 13.66% of the beneficial interests in the share capital of our Company. Following the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised), Alibaba will hold approximately 12.52% beneficial interests in the share capital of our Company (without taking into account the cornerstone investment to be made by Alisoft China as disclosed in the section headed “Cornerstone Investors”) and continue to be our substantial shareholder. Accordingly, Alibaba and its close associates (including Alibaba Cloud Computing Ltd. (阿里雲計算有限公司)) are connected persons of our Company under the Listing Rules. Mr. Chen Yingjie is a non-executive Director appointed by Alibaba on our Board. He joined Alibaba in December 2012 and currently serves as the managing director of strategic investment department of Alibaba.

Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng are controlled by Dr. Yan, our executive Director, as to 99%, accordingly, they are connected persons of our Company under the Listing Rules.

PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Master API Service Agreement

Principal Terms

On December 29, 2025, the Company entered into an agreement relating to the provision of API interface service with Alibaba Cloud Computing Ltd. (the “**Master API Service Agreement**”), pursuant to which we agreed to provide API services to businesses operated by Alibaba.

The Master API Service Agreement has a term commencing from the Listing Date and ending on December 31, 2028.

Reasons for the Transaction

Since 2023, we have been providing the API services to Alibaba and we have established compatible systems with the relevant parties. Having considered that Alibaba is a well-known internet platform with large customer base and customer traffic, it is mutually beneficial for our Group and Alibaba to cooperate with each other on the provision and purchase of the API services as each of our Group and Alibaba has competitive advantages in its respective business segment. Also, having considered, among others, the (i) the reputation of Alibaba as a leading internet platform in the industry, (ii) the customer traffic in the platforms of Alibaba, and (iii)

CONNECTED TRANSACTIONS

the variety of industries and scenarios we will be introduced to through the Alibaba ecosystem, the transactions with Alibaba enable our Group to expand our customer base and market penetration. Our Directors are of the view that the price of service fees payable by Alibaba is in line with market practice and the transactions contemplated under the Master API Service Agreement will provide us with a steady source of income which is in the interest of our Company and our Shareholders as a whole.

Pricing Policy

The amounts paid and to be paid by Alibaba to our Company under the API Service Agreement are determined based on the standard fee rates of API services as provided by the Group from time to time. The sales price for our API services under the Master API Service Agreement are fair and reasonable, and on normal commercial terms no less favorable to our Company than terms offered to Independent Third Parties.

Historical Transaction Amounts

Our sales of API services to Alibaba amounted to nil, USD41,376, USD33,284 and USD233,009 for the years ended December 31, 2022 and 2023 and 2024 and the nine months ended September 30, 2025, respectively.

Annual Caps and Basis of Caps

Our proposed annual caps of the transactions under the Master API Service Agreement for the years ending December 31, 2026, 2027 and 2028 are USD650,000, USD1,000,000 and USD1,500,000, respectively.

We expect revenue from API services provided to Alibaba Group to increase significantly over the next three years, while the current year remains relatively small because the cooperation is still in the early ramp-up stage. The API usage only started to scale in recent months following initial integration and pilot testing, we have already agreed and planned several new projects to adopt our APIs starting next year, and we expect to expand the use cases and traffic with Alibaba Group, which together are expected to drive a material increase in API consumption going forward. In arriving at the above annual caps, the Directors have considered the following factors: (1) the historical transaction amounts paid by Alibaba to the Group in respect of the API services; (2) the expected increase of purchase amount of API services from Alibaba of no less than 200% in the next three years based on existing leads and our current estimation; and (3) the sales price of the API services agreed between the Group and Alibaba in the previous agreements.

Listing Rules Implications

In respect of the continuing connected transactions as described above, the highest applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules is expected to be above 0.1% but will not exceed 5% on an annual basis. Accordingly, the continuing connected transactions as described above are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules but will be subject to the annual reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules.

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

1. Alibaba Cloud Services Agreement

Principal Terms

On December 29, 2025, the Company entered into an agreement with Alibaba Cloud Computing Ltd. (the “**Alibaba Cloud Services Agreement**”), pursuant to which our Group agreed to purchase from Alibaba Cloud Computing Ltd. certain cloud products and services.

The Alibaba Cloud Services Agreement has a term commencing from the Listing Date and ending on December 31, 2028.

The Master API Service Agreement and the Alibaba Cloud Service Agreement were separately negotiated and not bundled each other.

Reasons for the Transaction

Alibaba Cloud Computing Ltd. is a global leader in cloud computing and AI. The cloud services offered by Alibaba Cloud Computing Ltd. has been used in the operations of the Group since 2022 and the long-time cooperation with Alibaba Cloud Computing Ltd. has proved that it can provide the Group with reliable and secured cloud services. The Company believes that it would be beneficial to continue using the cloud services provided by Alibaba Cloud Computing Ltd. to satisfy the increasing demand on cloud computing and data processing capabilities as a result of the business development of the Group.

Pricing Policy

The prices of transactions contemplated under the Alibaba Cloud Services Agreement are based on the standard fee rates as provided by Alibaba Cloud Computing Ltd. from time to time, which sets out the specific service scope and the corresponding prices. The prices offered by Alibaba Cloud Computing Ltd. are comparable to the prices offered by other third-party cloud services providers.

Historical Transaction Amounts

Our purchases of cloud services from Alibaba Cloud Computing Ltd. amounted to approximately USD0.04 million, USD3.1 million, USD10.0 million and USD58.3 million for the years ended December 31, 2022 and 2023 and 2024 and the nine months ended September 30, 2025, respectively.

Annual Cap and Basis of Cap

Our proposed annual caps of the transactions under the Alibaba Cloud Services Agreement for the years ending December 31, 2026, 2027 and 2028 are US\$115 million, US\$125 million, and US\$135 million, respectively.

In arriving at the above annual caps, the Directors have considered the following factors: (1) the prices of cloud services as set out in the price catalog as published by Alibaba Cloud Computing Ltd. and agreed by the parties; (2) the historical transaction amounts; and (3) the estimated increase in the demand for cloud services of no less than 15% in the next three years based on our current estimation as a result of the business growth of the Company. The increase in our purchases of cloud services from Alibaba Group was primarily due to: (i) the rapid expansion of our business scale, which has led to a substantial increase in the demand for computing power for model training and inference; and (ii) the competitive advantages of Alibaba Group in terms of pricing, technical compatibility and service stability, as a result of which, after a comprehensive assessment among multiple cloud service providers, we increased the proportion of services procured from it on normal commercial terms.

2. The Business Cooperation Agreement

Principal Terms

In June 2025 and as amended on December 29, 2025, Shanghai MiniMax, Shanghai Jizhi, Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng entered into a business cooperation agreement (the “**Business Cooperation Agreement**”). Pursuant to the Business Cooperation Agreement, Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng will provide certain operational supporting services to the Group including but not limited to the operation and management of operational support, routine updates and maintenance, contents uploading, promotion and marketing on the applications and websites of the Group, based on price determined on a cost-plus basis by adding a reasonable profit which is in line with market practice and industry peers.

The Business Cooperation Agreement has a term commencing from the Listing Date and ending on December 31, 2028.

Reasons for the Transaction

As part of our Reorganization to streamline our shareholding and corporate structure, Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng were established to, among others, better facilitate our operations in the PRC. For further details, please refer to the paragraph “Corporate Reorganization” under the section headed “History, Reorganization and Corporate Structure” in this Prospectus. We believe it is in the best interests of the Group and our Shareholders as a whole to continue to utilize relevant supportive technical services including but not limited to operational support, routine maintenance, promotion, marketing and data analysis services provided by Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng after Listing.

Pricing Policy

The price was determined on a cost-plus basis by adding a reasonable profit which is in line with market practice and industry peers. Relevant costs include but not limited to direct labor costs, costs and expenses associated with cloud services, use of platforms and tools, software subscriptions, technical support, and other reasonable expenses related to such services that are mutually confirmed in writing by both parties. The terms under the Business Cooperation Agreement are fair and reasonable, and on normal commercial terms no less favorable to our Company than terms offered to Independent Third Parties.

Historical Transaction Amounts

Our transaction amounts with Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng amounted to nil for each of the years ended December 31, 2022 and 2023 and 2024 and USD27,225 for the nine months ended September 30, 2025.

Annual Cap and Basis of Cap

Our proposed annual caps of the transactions under the Business Cooperation Agreement for the years ending December 31, 2026, 2027 and 2028 are US\$4.0 million, US\$4.8 million and US\$5.6 million, respectively.

The expected increase in our service procurement from Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng, comparing with the historical transaction amount after Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng were established in 2025, is primarily due to the expansion of our business scale and user base, which will lead to heightened requirements for security and compliance, as well as the continuous iteration of our applications, the rollout of new business modules, all of which will significantly increase the volume of operational support, routine maintenance, promotion and marketing work, and, in turn, drive a gradual rise in the related service procurement amount. In arriving at the above annual caps, the Directors have considered the following factors:

- (1) the expected increase in our demand of the relevant service of no less than 30% in the next three years based on our current estimation due to our business expansion which are primarily based on our internal business plan and financial budget as we projected the growth in our average annual active users, traffic volume and products to be supported by Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng's services over the next three years. With stable unit service pricing, our aggregate service procurement from the next three years would increase by over 30% in the next three years. In addition, the expected increase in our service procurement from Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng, comparing with the historical transaction amount after Shanghai Jizhi Wujie and Shanghai Jizhi Zongheng were established in 2025, is primarily due to the expansion of our business scale and user base, which will lead to heightened requirements for security and compliance, as well as

CONNECTED TRANSACTIONS

the continuous iteration of our applications, the rollout of new business modules, all of which will significantly increase the volume of operational support, routine maintenance, promotion and marketing work, and, in turn, drive a gradual rise in the related service procurement amount; and

- (2) the prevailing market price or quotations from other independent service providers.

Listing Rules Implications

As one or more of the applicable percentage ratios in respect of the transactions under the Alibaba Cloud Services Agreement and Business Cooperation Agreement are expected to exceed 5% on an annual basis, such transactions will, upon the Listing, be subject to the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

CONFIRMATION OF OUR DIRECTORS

Our Directors (including independent non-executive Directors) consider that (i) the partially-exempt and non-exempt continuing connected transactions have been and will be entered into in the ordinary and usual course of business of our Group, on normal commercial terms, are fair and reasonable and in the interests of our Group and Shareholders as a whole; and (ii) the proposed annual caps in respect of the partially-exempt and non-exempt continuing connected transactions are fair and reasonable, and in the interests of our Group and Shareholders as a whole.

CONFIRMATION OF THE JOINT SPONSORS

The Joint Sponsors are of the view that (i) the partially-exempt and non-exempt continuing connected transactions as set out above have been and will be entered into in the ordinary and usual course of business of our Group, on normal commercial terms or better, are fair and reasonable and in the interests of our Group and Shareholders as a whole; and (ii) the proposed annual caps are fair and reasonable, and in the interests of our Group and Shareholders as a whole.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In relation to the continuing connected transactions above, we have applied for, and the Stock Exchange has granted to us, a waiver from strict compliance with the announcement, circular and independent Shareholders' approval requirement under Chapter 14A of the Listing Rules pursuant to Rule 14A.105 of the Listing Rules, subject to the condition that the aggregate value of such continuing connected transactions for the years ended December 31, 2026, 2027 and 2028 shall not exceed relevant annual amounts stated above.

SUBSTANTIAL SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following completion of the Global Offering, assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised, the following persons will have interests and/or short positions in the Shares or underlying shares of our Company which would fall to be disclosed to us pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who are 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 our Company:

Name of substantial shareholder	Capacity/Nature of Interest ⁽¹⁾	Number of Shares	Approximate percentage of shareholding in respective class of Share of our Company upon completion of the Global Offering assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised	Approximate percentage of shareholding in the issued share capital of our Company upon completion of the Global Offering assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised ⁽²⁾
<i>Class B Ordinary Shares</i>				
Alpha EXP ⁽³⁾	Beneficial owner	62,593,180	77.18%	20.49%
Scaling EXP Limited ⁽³⁾	Interest in controlled corporations	62,593,180	77.18%	20.49%
Trident Trust Company (HK) Limited ⁽³⁾	Trustee	62,593,180	77.18%	20.49%
MiniMax Limited ⁽³⁾	Beneficial owner	15	0.00002%	0.000005%
MiniMax Awakening ⁽³⁾	Beneficial owner	11,509,339	14.19%	3.77%
Local Linearity ⁽³⁾	Interest in controlled corporations	11,509,354	14.19%	3.77%
Dr. Yan	Interest in controlled corporations	74,102,534	91.37%	24.26%
Floating Sky	Beneficial Owner	7,000,000	8.63%	2.29%
Floating Cloud Limited	Interest in controlled corporations	7,000,000	8.63%	2.29%
Trident Trust Company (HK) Limited ⁽³⁾	Trustee	7,000,000	8.63%	2.29%
Ms. Yun	Interest in controlled corporations	7,000,000	8.63%	2.29%
<i>Class A Ordinary Shares</i>				
MiniMax Matrix ⁽³⁾	Beneficial owner	5,000,000	2.23%	1.64%
Local Linearity ⁽³⁾	Interested in controlled corporations	5,000,000	2.23%	1.64%
Dr. Yan	Interested in controlled corporations	5,000,000	2.23%	1.64%
Alibaba China Holding Limited	Beneficial owner	38,247,987	17.05%	12.52%

SUBSTANTIAL SHAREHOLDERS

Name of substantial shareholder	Capacity/Nature of Interest ⁽¹⁾	Number of Shares	Approximate percentage of shareholding in respective class of Share of our Company upon completion of the Global Offering assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised	Approximate percentage of shareholding in the issued share capital of our Company upon completion of the Global Offering assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised ⁽²⁾
Alisoft Investment Holding Limited ⁽⁴⁾	Interest in controlled corporations	38,247,987	17.05%	12.52%
Alisoft Holding Limited ⁽⁴⁾	Interest in controlled corporations	38,247,987	17.05%	12.52%
Alibaba Group Holding Limited ⁽⁴⁾	Interest in controlled corporations	38,247,987	17.05%	12.52%
miHoYo Limited	Beneficial owner	16,015,779	7.14%	5.24%
Shanghai Fanxing Dingchuang Technology Company Limited ⁽⁵⁾	Interest in controlled corporations	16,015,779	7.14%	5.24%
Luo Yuhao ⁽⁵⁾	Interest in controlled corporations	16,015,779	7.14%	5.24%
XAM Holdings Limited ⁽⁶⁾	Beneficial owner	14,201,184	6.33%	4.65%
NVMB IV Holdings Limited ⁽⁶⁾	Interest in controlled corporations	14,201,184	6.33%	4.65%
BXA Holdings II, L.P. ⁽⁶⁾	Interest in controlled corporations	14,201,184	6.33%	4.65%
JNR Holdings GP Limited ⁽⁶⁾	Interest in controlled corporations	14,201,184	6.33%	4.65%
Mr. Colm O'Connell ^{(1) (7)}	Interest in controlled corporations	16,544,380	7.37%	5.42%

Notes:

- (1) All interests stated are long positions.
- (2) The table above assumes the Preferred Shares will be automatically converted into Class A Ordinary Shares on a 1:1 basis.
- (3) MiniMax Awakening and MiniMax Limited are wholly owned by Dr. Yan through Local Linearity. MiniMax Matrix is also a controlled entity of Dr. Yan through Local Linearity. Alpha EXP is held by Scaling EXP Limited as to 99% and Local Linearity as to 1%. Scaling EXP Limited is wholly-owned by Trident Trust Company (Hong Kong) Limited, which acts as the trustee of Alpha EXP Trust. Alpha EXP Trust is a trust established by Dr. Yan (as settlor) for the benefit of himself.

Floating Sky is held by Floating Cloud Limited as to 99% and Apricity Investment Limited as to 1%. Apricity Investment Limited is wholly-owned by Ms. Yun. Floating Cloud Limited is wholly-owned by Trident Trust Company (Hong Kong) Limited, which acts as the trustee of Floating Sky Trust. Floating Sky Trust is a trust established by Ms. Yun (as settlor) for the benefit of herself.

SUBSTANTIAL SHAREHOLDERS

Accordingly, under the SFO, Dr. Yan is deemed to be interested in the Shares held by MiniMax Awakening, MiniMax Limited, MiniMax Matrix and Alpha EXP. Local Linearity is deemed to be interested in the Shares held by MiniMax Awakening, MiniMax Limited and MiniMax Matrix. Scaling EXP Limited and Trident Trust Company (Hong Kong) Limited is deemed to be interested in the Shares held by Alpha EXP. Ms. Yun, Floating Cloud Limited and Trident Trust Company (Hong Kong) Limited is deemed to be interested in the Shares held by Floating Sky.

- (4) Alibaba China Holding Limited is controlled by Alisoft Investment Holding Limited, a company controlled Alisoft Holding Limited, which is in turn controlled by Alibaba Group Holding Limited. Therefore, each of Alisoft Investment Holding Limited, Alisoft Holding Limited, and Alibaba Group Holding Limited is deemed to be interested in the Shares held by Alibaba China Holding Limited. The number of Shares held by Alibaba China Holding Limited upon Listing does not take into account the cornerstone investment to be made by Alisoft China as disclosed in the section headed “Cornerstone Investors”.
- (5) miHoYo Limited is wholly owned by Shanghai Fanxing Dingchuang Technology Company Limited, which is wholly owned by Luo Yuhao. Therefore, each of Shanghai Fanxing Dingchuang Technology Company Limited and Luo Yuhong is deemed to be interested in the Shares held by miHoYo Limited.
- (6) For further details, please refer to the section headed “History, Reorganization and Corporate Structure — 4. Information relating to our key Pre-IPO Investors — MNM Holdings Limited and XAM Holdings Limited” of this Prospectus.
- (7) Mr. Colm O’Connell is the sole shareholder of each of JNR Holdings GP Limited and BXA Holdings II GP Limited, being the general partner of BXA Holdings II, L.P. and BXA Holdings, L.P., respectively, which in turn indirectly held 14,201,184 Shares and 2,343,196 Shares through XAM Holdings Limited and MNM Holdings Limited, respectively. Mr. Colm O’Connell is deemed to be interested in these Shares.

Save as disclosed above and the section headed “Statutory and General Information — C. Further Information about our Directors and Substantial Shareholders” in Appendix IV to this Prospectus, our Directors are not aware of any person who will, immediately following completion of the Global Offering, assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised, have any interest and/or short position in the Shares or underlying Shares of our Company which will be required to be disclosed to our Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who are 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 our Company or other members of the Group.

CORNERSTONE INVESTORS

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a “**Cornerstone Investment Agreement**”, and together the “**Cornerstone Investment Agreements**”) with the cornerstone investors set out below (each a “**Cornerstone Investor**”, and together the “**Cornerstone Investors**”), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe at the Offer Price for a certain number of Offer Shares that may be purchased for an aggregate amount of approximately US\$350 million (approximately HK\$2,723 million) (the “**Cornerstone Placing**”). The calculations in this section, which are based on the exchange rates as disclosed in the section headed “Information about this Prospectus and the Global Offering”, are for illustration purpose.

Assuming an Offer Price of HK\$151.0, being the low-end of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 18,034,240 Offer Shares. The table below reflects the shareholding percentage immediately after the completion of the Global Offering assuming there is no other change made to the issued share capital of our Company between the Latest Practicable Date and the Listing Date (or the date of exercise of Over-allotment Option (where applicable)).

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 Share	Approximate % of the Shares in issue	Approximate % of the Offer Share	Approximate % of the Shares in issue	Approximate % of the Offer Share	Approximate % of the Shares in issue	Approximate % of the Offer Share	Approximate % of the Shares in issue
71.03%	5.90%	61.77%	5.83%	61.77%	5.83%	53.71%	5.75%

Assuming an Offer Price of HK\$158.0, being the mid-point of the Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 17,235,120 Offer Shares. The table below reflects the shareholding percentage immediately after the completion of the Global Offering assuming there is no other change made to the issued share capital of our Company between the Latest Practicable Date and the Listing Date (or the date of exercise of Over-allotment Option (where applicable)).

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 Share	Approximate % of the Shares in issue	Approximate % of the Offer Share	Approximate % of the Shares in issue	Approximate % of the Offer Share	Approximate % of the Shares in issue	Approximate % of the Offer Share	Approximate % of the Shares in issue
67.88%	5.64%	59.03%	5.57%	59.03%	5.57%	51.33%	5.50%

CORNERSTONE INVESTORS

Assuming an Offer Price of HK\$165.0, being the high-end of the Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investors would be 16,504,040 Offer Shares. The table below reflects the shareholding percentage immediately after the completion of the Global Offering assuming there is no other change made to the issued share capital of our Company between the Latest Practicable Date and the Listing Date (or the date of exercise of Over-allotment Option (where applicable)).

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	
<i>Approximate % of the Offer Share</i>	<i>Approximate % of the Shares in issue</i>	<i>Approximate % of the Offer Share</i>	<i>Approximate % of the Shares in issue</i>	<i>Approximate % of the Offer Share</i>	<i>Approximate % of the Shares in issue</i>	<i>Approximate % of the Offer Share</i>	<i>Approximate % of the Shares in issue</i>
65.00%	5.40%	56.53%	5.34%	56.53%	5.34%	49.15%	5.26%

Our Company is of the view that the Cornerstone Placing will help to raise the profile of our Company and to signify that such investors have confidence in our business and prospect. Our Company became acquainted with each of the Cornerstone Investors through the Group's business network, previous financing, or introduction by the Overall Coordinators and Capital Market Intermediaries in the Global Offering.

To the best knowledge of our Company and save as that certain Cornerstone Investors are our existing Shareholders or close associates of existing Shareholders as disclosed below, each of the Cornerstone Investors and their respective ultimate beneficial owners (i) is an Independent Third Party; (ii) none of the Cornerstone Investors is accustomed to taking instructions from our Company, the Directors, chief executive, our Controlling Shareholders, substantial shareholders, existing Shareholders or any of their respective subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Offer Shares; (iii) none of the subscription of the relevant Offer Shares by any of the Cornerstone Investors is financed directly or indirectly by our Company, the Directors, chief executive, our Controlling Shareholders, substantial shareholders, existing Shareholders or any of their respective subsidiaries or their respective close associates; (iv) each Cornerstone Investor will be utilizing their internal resources as their source of funding for the subscription of the Offer Shares; and (v) no approval from other stock exchange is required for each Cornerstone Investor's investment in our Company as described in this section.

Among the Cornerstone Investors, Alisoft China (as defined below), Aspex Master Fund, Abstract Enigma Limited, IDG Breyer Fund (as defined below), Janchor Funds (as defined below) and MPC VII (as defined below) are our existing Shareholders or close associates of existing Shareholders. The Stock Exchange has granted us a waiver from strict compliance with the requirements under Rule 10.04 of the Listing Rules and consent under paragraph 1C of Appendix F1 to the Listing Rules to permit Offer Shares in the International Offering to be placed to certain existing Shareholders and/or their close associates. For further details, please see the section headed "Waivers and Exemption".

CORNERSTONE INVESTORS

The Cornerstone Placing will form part of the International Offering and the Cornerstone Investors will not subscribe for any Offer Shares under the Global Offering other than pursuant to the Cornerstone Investment Agreements. The Offer Shares to be subscribed by the Cornerstone Investors will rank *pari passu* in all respect with the fully paid Shares in issue and will be counted towards the public float of our Company under Rule 8.08 of the Listing Rules (except for Alisoft China). Except for Alisoft China, immediately following the completion of the Global Offering, none of the Cornerstone Investors will become a substantial shareholder of the Company, and the Cornerstone Investors will not have any Board representation in our Company. 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. There are no side arrangements between our Company and the Cornerstone Investors or any benefit, direct or indirect, conferred on the Cornerstone Investors by virtue of or in relation to the Cornerstone Placing.

The total number of Offer Shares to be subscribed by the Cornerstone Investors may be affected by reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the paragraph headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in this Prospectus. The number of Offer Shares to be acquired by each Cornerstone Investor may be reduced on a pro rata basis in accordance with the terms of the Cornerstone Investment Agreement to satisfy the short fall, after taking into account the requirements under Appendix F1 to the Listing Rules as well as the discretion of the Joint Global Coordinators and the Overall Coordinators (for themselves and on behalf of the International Underwriters) to exercise the Over-allotment Option.

There will be no delayed delivery or deferred settlement of Offer Shares to be subscribed by the Cornerstone Investors and the consideration will be settled by the Cornerstone Investors before the Listing Date. The Offer Shares to be subscribed by the Cornerstone Investors may be affected by reallocation in the event of over-subscription under the Hong Kong Public Offering, as described in “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation”. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement to be issued by us on or around January 8, 2026.

CORNERSTONE INVESTORS

OUR CORNERSTONE INVESTORS

Set out below in the aggregate number of Offer Shares, and the corresponding percentages to the Offer Shares and our Company's total issued share capital under the Cornerstone Placing:

Based on the Offer Price of HK\$151.0 (being the low-end of the indicative Offer Price range)

Cornerstone Investor	Investment amount ⁽¹⁾	Number of Offer Shares ⁽²⁾	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		Approximate		Approximate		Approximate	
			Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue
	(US\$)									
ADIA	65,000,000	3,349,220	13.19%	1.10%	11.47%	1.08%	11.47%	1.08%	9.97%	1.07%
Alisoft China	30,000,000	1,545,800	6.09%	0.51%	5.29%	0.50%	5.29%	0.50%	4.60%	0.49%
Aspex Master Fund	35,000,000	1,803,420	7.10%	0.59%	6.18%	0.58%	6.18%	0.58%	5.37%	0.58%
Boyu	35,000,000	1,803,420	7.10%	0.59%	6.18%	0.58%	6.18%	0.58%	5.37%	0.58%
China Universal (HK).	15,000,000	772,900	3.04%	0.25%	2.65%	0.25%	2.65%	0.25%	2.30%	0.25%
Eastspring	15,000,000	772,900	3.04%	0.25%	2.65%	0.25%	2.65%	0.25%	2.30%	0.25%
E Fund Management	10,000,000	515,260	2.03%	0.17%	1.76%	0.17%	1.76%	0.17%	1.53%	0.16%
IDG Breyer Fund	15,000,000	772,900	3.04%	0.25%	2.65%	0.25%	2.65%	0.25%	2.30%	0.25%
Janchor Funds	35,000,000	1,803,420	7.10%	0.59%	6.18%	0.58%	6.18%	0.58%	5.37%	0.58%
Martis Fund, L.P.	15,000,000	772,900	3.04%	0.25%	2.65%	0.25%	2.65%	0.25%	2.30%	0.25%
Mirae Asset Securities	20,000,000	1,030,520	4.06%	0.34%	3.53%	0.33%	3.53%	0.33%	3.07%	0.33%
MPC VII	15,000,000	772,900	3.04%	0.25%	2.65%	0.25%	2.65%	0.25%	2.30%	0.25%
Perseverance Asset Management	25,000,000	1,288,160	5.07%	0.42%	4.41%	0.42%	4.41%	0.42%	3.84%	0.41%
Taikang Life	20,000,000	1,030,520	4.06%	0.34%	3.53%	0.33%	3.53%	0.33%	3.07%	0.33%
Total	350,000,000	18,034,240	71.03%	5.90%	61.77%	5.83%	61.77%	5.83%	53.71%	5.75%

Notes:

1. The investment amount excludes brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee, and is 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. The number of Offer Shares to be subscribed by the Cornerstone Investors are subject to the exchange rate to be determined in accordance with each relevant Cornerstone Investment Agreement.
2. Rounded down to the nearest whole board lot of 20 Shares, and is 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.

CORNERSTONE INVESTORS

Based on the Offer Price of HK\$158.0 (being the mid-point of the indicative Offer Price range)

Cornerstone Investor	Investment amount ⁽¹⁾	Number of Offer Shares ⁽²⁾	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		Approximate		Approximate		Approximate	
			Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue
	(US\$)									
ADIA	65,000,000	3,200,840	12.61%	1.05%	10.96%	1.04%	10.96%	1.04%	9.53%	1.02%
Alisoft China	30,000,000	1,477,300	5.82%	0.48%	5.06%	0.48%	5.06%	0.48%	4.40%	0.47%
Aspex Master Fund.	35,000,000	1,723,520	6.79%	0.56%	5.90%	0.56%	5.90%	0.56%	5.13%	0.55%
Boyu	35,000,000	1,723,520	6.79%	0.56%	5.90%	0.56%	5.90%	0.56%	5.13%	0.55%
China Universal (HK).	15,000,000	738,640	2.91%	0.24%	2.53%	0.24%	2.53%	0.24%	2.20%	0.24%
Eastspring	15,000,000	738,640	2.91%	0.24%	2.53%	0.24%	2.53%	0.24%	2.20%	0.24%
E Fund Management	10,000,000	492,420	1.94%	0.16%	1.69%	0.16%	1.69%	0.16%	1.47%	0.16%
IDG Breyer Fund	15,000,000	738,640	2.91%	0.24%	2.53%	0.24%	2.53%	0.24%	2.20%	0.24%
Janchor Funds	35,000,000	1,723,520	6.79%	0.56%	5.90%	0.56%	5.90%	0.56%	5.13%	0.55%
Martis Fund, L.P.	15,000,000	738,640	2.91%	0.24%	2.53%	0.24%	2.53%	0.24%	2.20%	0.24%
Mirae Asset										
Securities	20,000,000	984,860	3.88%	0.32%	3.37%	0.32%	3.37%	0.32%	2.93%	0.31%
MPC VII	15,000,000	738,640	2.91%	0.24%	2.53%	0.24%	2.53%	0.24%	2.20%	0.24%
Perseverance Asset										
Management	25,000,000	1,231,080	4.85%	0.40%	4.22%	0.40%	4.22%	0.40%	3.67%	0.39%
Taikang Life	20,000,000	984,860	3.88%	0.32%	3.37%	0.32%	3.37%	0.32%	2.93%	0.31%
Total	350,000,000	17,235,120	67.88%	5.64%	59.03%	5.57%	59.03%	5.57%	51.33%	5.50%

Notes:

1. The investment amount excludes brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee, and is 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. The number of Offer Shares to be subscribed by the Cornerstone Investors are subject to the exchange rate to be determined in accordance with each relevant Cornerstone Investment Agreement.
2. Rounded down to the nearest whole board lot of 20 Shares, and is 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.

CORNERSTONE INVESTORS

Based on the Offer Price of HK\$165.0 (being the high-end of the indicative Offer Price range)

Cornerstone Investor	Investment amount ⁽¹⁾	Number of Offer Shares ⁽²⁾	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		Approximate		Approximate		Approximate	
			Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue	Approximate % of the Offer Share	% of the Shares in issue
	(US\$)									
ADIA	65,000,000	3,065,040	12.07%	1.00%	10.50%	0.99%	10.50%	0.99%	9.13%	0.98%
Alisoft China	30,000,000	1,414,640	5.57%	0.46%	4.85%	0.46%	4.85%	0.46%	4.21%	0.45%
Aspex Master Fund. .	35,000,000	1,650,400	6.50%	0.54%	5.65%	0.53%	5.65%	0.53%	4.92%	0.53%
Boyu	35,000,000	1,650,400	6.50%	0.54%	5.65%	0.53%	5.65%	0.53%	4.92%	0.53%
China Universal (HK).	15,000,000	707,320	2.79%	0.23%	2.42%	0.23%	2.42%	0.23%	2.11%	0.23%
Eastspring	15,000,000	707,320	2.79%	0.23%	2.42%	0.23%	2.42%	0.23%	2.11%	0.23%
E Fund Management .	10,000,000	471,540	1.86%	0.15%	1.61%	0.15%	1.61%	0.15%	1.40%	0.15%
IDG Breyer Fund . . .	15,000,000	707,320	2.79%	0.23%	2.42%	0.23%	2.42%	0.23%	2.11%	0.23%
Janchor Funds	35,000,000	1,650,400	6.50%	0.54%	5.65%	0.53%	5.65%	0.53%	4.92%	0.53%
Martis Fund, L.P. . . .	15,000,000	707,320	2.79%	0.23%	2.42%	0.23%	2.42%	0.23%	2.11%	0.23%
Mirae Asset										
Securities	20,000,000	943,080	3.71%	0.31%	3.23%	0.30%	3.23%	0.30%	2.81%	0.30%
MPC VII	15,000,000	707,320	2.79%	0.23%	2.42%	0.23%	2.42%	0.23%	2.11%	0.23%
Perseverance Asset										
Management	25,000,000	1,178,860	4.64%	0.39%	4.04%	0.38%	4.04%	0.38%	3.51%	0.38%
Taikang Life	20,000,000	943,080	3.71%	0.31%	3.23%	0.30%	3.23%	0.30%	2.81%	0.30%
Total	350,000,000	16,504,040	65.00%	5.40%	56.53%	5.34%	56.53%	5.34%	49.15%	5.26%

Notes:

- The investment amount excludes brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee, and is 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. The number of Offer Shares to be subscribed by the Cornerstone Investors are subject to the exchange rate to be determined in accordance with each relevant Cornerstone Investment Agreement.
- Rounded down to the nearest whole board lot of 20 Shares, and is 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.

CORNERSTONE INVESTORS

The following information about the other Cornerstone Investors was provided to our Company by the Cornerstone Investors in relation to the Cornerstone Placing.

ADIA

Abu Dhabi Investment Authority (“**ADIA**”) is a public institution established by the Government of the Emirate of Abu Dhabi in 1976 as an independent investment institution. ADIA’s objective is to receive funds of the Government of Abu Dhabi allocated for investment, and invest and reinvest those funds, for the general benefit of the Emirate of Abu Dhabi.

ADIA manages a global investment portfolio that is diversified across more than two dozen asset classes and sub-categories including developed equities, emerging market equities, small cap equities, government bonds, credit, fixed income, real estate, infrastructure, private equity, cash and alternatives.

Alisoft China

Alisoft China Holding Limited (“**Alisoft China**”) is a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Alibaba Group Holding Limited (“**Alibaba Group**”). Alisoft China is the holding company of certain PRC subsidiaries of Alibaba Group primarily involved in the operation of cloud computing business. Alibaba Group is a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock Symbol: BABA), and its ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 9988). Alibaba Group’s mission is to make it easy to do business anywhere. Alibaba Group aims to build the future infrastructure of commerce and envisions that its customers will meet, work and live at Alibaba, and that it aspires to be a good company that will last for 102 years. Alibaba Group’s core businesses are comprised of e-commerce and cloud computing.

Aspex Master Fund

Aspex Master Fund (“**AMF**”) is a company incorporated and registered as a mutual fund in the Cayman Islands. AMF is managed by Aspex Management (HK) Limited (“**Aspex Management**”), a company incorporated in Hong Kong and licensed by the Securities and Futures Commission of Hong Kong to carry out type 9 (asset management) regulated activities in Hong Kong. Mr. Li Ho Kei is the ultimate beneficial owner of Aspex Management and controls the voting rights of AMF, in each case through a holding entity. Mr. Li Ho Kei is an Independent Third Party to the Company. No other investor holds an ultimate beneficial ownership of 30% or more in AMF or Aspex Management.

Boyu

Abstract Enigma Limited is a company incorporated under the laws of the Cayman Islands and a controlled subsidiary of Boyu Capital Offshore Fund. Boyu Capital Offshore Fund is an exempted company incorporated under the laws of the Cayman Island and an investment fund managed by Boyu Capital Management (Singapore) Pte. Ltd. (“**Boyu**”). Boyu holds a capital markets services license and is regulated by the Monetary Authority of Singapore. Boyu provides catalytic capital and strategic support for leading companies in sectors including technology, healthcare, consumer and sustainable energy. Boyu is 100% indirectly owned by Boyu Group, LLC, which is in turn ultimately controlled by Mr. Xiaomeng Tong, an Independent Third Party. There is no single investor holding 30% or more interest in Abstract Enigma Limited through Boyu Capital Offshore Fund.

China Universal (HK)

China Universal Asset Management (Hong Kong) Company Limited (“**China Universal (HK)**”), founded in November 2009, is a wholly owned subsidiary of China Universal Asset Management Co., Ltd, an asset management company with assets under management of over RMB1,100 billion as of 31 December 2024. China Universal (HK) is among the first group of Chinese fund management company subsidiaries established outside of Mainland China. China Universal (HK) is licensed by the Hong Kong Securities and Futures Commission to carry on Type 1 (Dealing in Securities), Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities under Part V of the Securities and Futures Ordinance. China Universal (HK) manages investment funds, provides investment advisory services, and manages discretionary accounts.

The subscription of the Offer Shares as a cornerstone investor will be made by China Universal (HK) in its capacity as the investment manager on a discretionary basis for and on behalf Better Supply Chain (HK) Holdings Co., Limited and Seraphim Advantage Inc. Zimei PENG and Jun WANG holds 30% or more interest in Better Supply Chain (HK) Holdings Co., Limited and Seraphim Advantage Inc. respectively.

Eastspring

Eastspring Investments (Singapore) Limited (“**Eastspring**”), established in 1994 and headquartered in Singapore, brings over 30 years of investment expertise in Asia. Eastspring is ultimately 100% held by Prudential plc, a publicly listed company, which has dual primary listings on the Stock Exchange of Hong Kong (HKEX: 2378) and the London Stock Exchange (LSE: PRU), and a secondary listing on the Singapore Stock Exchange (SGX: K6S) and a listing on the New York Stock Exchange (NYSE: PUK) in the form of American Depositary Receipts.

As of September 30, 2025, Eastspring manages US\$286 billion in assets. Eastspring offers a diverse range of investment strategies for both Asian and non-Asian institutions, working closely with its local offices to deliver tailored solutions to institutional clients.

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Eastspring, acting as the discretionary investment manager for and on behalf of two discretionary funds (the “**ESI Managed Funds**”), has agreed to participate in the Global Offering and for such ESI Managed Funds to invest as Cornerstone Investor. The ESI Managed Funds comprise an open-end mutual fund (namely EASTSPRING INVESTMENTS — ASIA OPPORTUNITIES EQUITY FUND) and a segregated mandate (namely AHAPAG — ASIA PACIFIC ACTIVE GROWTH EQUITY PORTFOLIO) established under various jurisdictions and have multiple holders, who together with their ultimate beneficial owners are, to the best of the knowledge, information and belief of the Company, Independent Third Parties. The only ultimate beneficial owner for each of EASTSPRING INVESTMENTS — ASIA OPPORTUNITIES EQUITY FUND and AHAPAG — ASIA PACIFIC ACTIVE GROWTH EQUITY PORTFOLIO is Prudential plc.

E Fund Management

E Fund Management Co., Ltd. (“**E Fund Management**”), is a leading comprehensive asset management company in the PRC. E Fund Management is a QDII approved by the relevant PRC authority and targets at companies with competitive edge over its competitors. E Fund Management is a fund manager managing assets on behalf of its underlying clients. The shareholders of E Fund Management include (1) Guangdong Finance Trust Co., Ltd. (廣東粵財信託有限公司), which is ultimately owned by The People’s Government of Guangzhou Municipality (廣東省人民政府), (2) GF Securities Co., Ltd. (廣發証券股份有限公司) (“**GF Securities**”), which is listed on the Stock Exchange (stock code: 1776) and the Shenzhen Stock Exchange (stock code: 000776), and (3) Infore Group Co., Ltd (盈峰集團有限公司), which is ultimately owned by He Jianfeng (何劍鋒), each holding 22.65% in E Fund Management and an Independent Third Party. None of the remaining shareholders of E Fund Management owns 30% or more equity interest therein.

IDG Breyer Fund

IDG Breyer Capital Fund L.P. (“**IDG Breyer Fund**”) is an exempted limited partnerships established under the laws of the Cayman Islands. IDG Breyer Fund is a capital fund with a primary purpose of making equity and equity-related investments, in the next-generation technology and technology-driven sectors, including, without limitation, artificial intelligence, autonomous driving, intelligent manufacturing, genome technology, fintech and 5G enabled next generation cloud services. It is ultimately controlled by Chi Sing HO and Fei YANG, both being Independent Third Parties. The investor holding 30% or more stake in IDG Breyer Fund is a listed company after equity penetration, save as disclosed above, none of the other ultimate beneficial owners of IDG Breyer Fund is interested in it as to 30% or more.

Janchor Funds

Janchor Partners Pan-Asian Master Fund and Janchor Partners Opportunities Master Fund III (together “**Janchor Funds**”) are investment funds established in the Cayman Islands. Janchor Partners Limited (“**Janchor Partners**”) serves as investment manager of the Janchor

CORNERSTONE INVESTORS

Funds. Established in 2009, Janchor Partners is a long-term industrialist investor, partnering with companies that have superior business models, favourable growth prospects and the potential to be part of long-term positive structural dynamics of Asian countries and economies.

Janchor Partners is licensed by the SFC to conduct asset management and is an experienced institutional investor with a track record of investing in technology companies. None of the participating shareholders or limited partners of the Janchor Funds or their feeder funds holds an interest of 30% or more of the Janchor Funds' total capital.

Martis Fund, L.P.

Martis Fund, L.P. is an exempted limited partnership registered under the laws of Cayman Islands, focusing on healthcare, telecommunication, media, technology and consumer industries investment. The general partner of Martis Fund, L.P. is Pulsating Star GP Limited, which is 100% ultimately controlled by Mr. Eric Li, an independent third party of the Company. No limited partner holds 30% or more partnership interest in Martis Fund, L.P. Mr. Eric Li is a Hong Kong citizen with extensive experience in the investment industry. Through several investment funds he ultimately controls, Mr. Eric Li focuses on the investment in healthcare, telecommunication, media, technology and consumer industries, and has successfully invested in several companies listed in Hong Kong, including Giant Biogene (stock code: 02367), WL Delicious (stock code: 09985) and SF Intra-City (stock code: 09699) as pre-IPO investor, Guming (stock code: 01364), Sanhua (stock code: 02050), Chery Auto (stock code: 09973) and CIG (stock code: 06166) as cornerstone investor.

Mirae Asset Securities

Mirae Asset Securities Co., Ltd. ("**Mirae Asset Securities**") is one of the largest investment banks in the Republic of Korea, providing a comprehensive range of financial services, including brokerage, wealth management, investment banking, sales & trading, and principal investments. It is ultimately controlled by Mirae Asset Capital Co., Ltd., a financial investment company in the Republic of Korea. Mirae Asset Securities is listed on the Korea Exchange under stock code 006800.KS.

MPC VII

MPC VII Pte. Ltd. ("**MPC VII**") is a limited company incorporated and domiciled in Singapore, which is owned as to 93.97% and 6.03% by MPC VII L.P. and MPC VII-A L.P., respectively. The general partner of both MPC VII L.P. and MPC VII-A L.P., each an exempted limited partnership incorporated under the laws of the Cayman Islands, is MPC Management VII L.P.. The general partner of MPC Management VII L.P. is MPC GPGP VII Ltd. David Su is the controlling shareholder of MPC GPGP VII Ltd.. No single limited partner holds 30% or more interests in MP VII L.P. or in MPC VII-A L.P.. To the best knowledge of MPC VII, David Su is an Independent Third Party.

Perseverance Asset Management

Perseverance Asset Management International (Singapore) Pte. Ltd. (“**Perseverance Asset Management**”) acts as the investment advisor or investment manager on a discretionary basis of no more than six investment funds and/or separated managed accounts (collectively the “**Perseverance Funds**”). No single ultimate beneficial owner holds 30% or more interest in each of the Perseverance Funds. Perseverance Asset Management is a private limited company incorporated in Singapore in October 2018, and holds a Capital Markets Services License for fund management with Monetary Authority of Singapore. Perseverance Asset Management is wholly owned by Perseverance Asset Management International, which is principally engaged in investment management and investment advisory services and an Independent Third Party. Certain investments funds for which Perseverance Asset Management acts as the investment advisor or investment manager invested in ZIJIN GOLD INTERNATIONAL COMPANY LIMITED (紫金黃金國際有限公司) (stock code: 2259.HK), Contemporary Amperex Technology Co. and Limited (寧德時代新能源科技股份有限公司) (stock code: 3750.HK) and Acotec Scientific Holdings Limited (先瑞達醫療科技控股有限公司) (stock code: 6669.HK) as cornerstone investor. Perseverance Asset Management is entering into the cornerstone investment agreement with the Company in its capacity as an investment advisor or investment manager and on behalf of the Perseverance Funds.

Taikang Life

Taikang Life Insurance Co., Ltd (“**Taikang Life**”), a company incorporated in China, is a wholly owned subsidiary of Taikang Insurance Group Inc. There is no shareholder holding 30% or more in Taikang Insurance Group Inc. Taikang Life provides a full range of personal security and investment and wealth management products and services for individuals and families. The products on offer correspond to the different requirements of customers in terms of market segments such as the children and teenagers, females and high-income population groups. They also meet multidimensional demands regarding health care and accident cover, pensions and wealth management, among others. Taikang Insurance Group Inc. is an insurance and financial service conglomerate focused on insurance, asset management and health and elderly care as main businesses. The Beijing-headquartered company consists of several subsidiaries including Taikang Life, Taikang AMC, Taikang Pension, Taikang Healthcare, Taikang Health, and TK.CN. Its product offering covers life insurance, internet-based financial insurance, enterprise annuity, asset management, health and elderly care, health management and commercial real estate, among others.

CORNERSTONE INVESTORS

CLOSING CONDITIONS

The obligation of each Cornerstone Investor to subscribe for the Offer Shares under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- (i) the Underwriting Agreements being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Underwriting Agreements, and neither of the Underwriting Agreements having been terminated;
- (ii) the Offer Price having been agreed according to the Underwriting Agreements and price determination agreement to be signed among the parties thereto in connection with the Global Offering;
- (iii) the Listing Committee having granted the listing of, and permission to deal in, the Class A Ordinary 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 Class A Ordinary Shares on the Stock Exchange;
- (iv) no laws shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or the Cornerstone Investment Agreements and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (v) the respective representations, warranties, undertakings and confirmations of the relevant Cornerstone Investor under the relevant Cornerstone Investment Agreement are and will be accurate and true in all respects and not misleading and that there is no material breach of the Cornerstone Investment Agreement on the part of the relevant Cornerstone Investor.

RESTRICTIONS ON THE CORNERSTONE INVESTORS

Each of the Cornerstone Investors has agreed that it will not, whether directly or indirectly, at any time during the period of six months from and including the Listing Date (the “**Lock-up Period**”), dispose of any of the Offer Shares they have purchased pursuant to the relevant Cornerstone Investment Agreements, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Period restriction.

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid upon Listing, assuming the Presumptions.

Share capital as of the date of this Prospectus

(i) Authorized share capital

Number	Description of Shares	Aggregate Nominal Value
221,311,196	Class A Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$22,131.1196
106,650,075	Class B Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$10,665.0075
172,038,729	Preferred Shares with a nominal value of US\$0.0001 each in issue	US\$17,203.8729
500,000,000	Total	US\$50,000

(ii) Issued and to be issued, fully paid or credited to be fully paid

Number	Description of Shares	Aggregate Nominal Value
22,890,736 ⁽¹⁾	Class A Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$2,289.0736
85,759,339 ⁽²⁾	Class B Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$8,575.9339
171,407,993	Preferred Shares with a nominal value of US\$0.0001 each in issue	US\$17,140.7993
280,058,068	Total	US\$28,005.8068

Notes:

- (1) representing 343,195 Class A Ordinary Shares, 20,890,736 Class A Ordinary Shares and 1,656,805 Class A Ordinary Shares held by Alpha EXP, MiniMax Gene and Himalia Holding Limited, respectively, as of the date of this Prospectus.
- (2) representing 15 Class B Ordinary Shares, 5,000,000 Class B Ordinary Shares, 11,509,339 Class B Ordinary Shares, 62,249,985 Class B Ordinary Shares and 7,000,000 Class B Ordinary Shares held by MiniMax Limited, MiniMax Matrix, MiniMax Awakening, Alpha EXP and Floating Sky, respectively, as of the date of this Prospectus.

SHARE CAPITAL

Share capital immediately following the completion of the Global Offering

(i) Authorized share capital

Number	Description of Shares	Aggregate Nominal Value
393,349,925	Class A Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$39,334.9925
106,650,075	Class B Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$10,665.0075
500,000,000	Total	US\$50,000

(ii) Issued and to be issued, fully paid or credited to be fully paid (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)

Number	Description of Shares	Aggregate Nominal Value
22,547,541 ⁽¹⁾	Class A Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$2,254.7541
80,759,339 ⁽²⁾	Class B Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$8,075.9339
343,195 ⁽³⁾	Class A Ordinary Shares to be converted into Class B Ordinary Shares	US\$34.3195
5,000,000 ⁽⁴⁾	Class B Ordinary Shares to be converted into Class A Ordinary Shares	US\$500
171,407,993	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued on conversion of Preferred Shares	US\$17,140.7993
25,389,220	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Global Offering	US\$2,538.9220
305,447,288	Total	US\$30,544.7288

SHARE CAPITAL

Notes:

- (1) representing 20,890,736 Class A Ordinary Shares and 1,656,805 Class A Ordinary Shares held by MiniMax Gene and Himalia Holding Limited, respectively, upon Listing.
- (2) representing 15 Class B Ordinary Shares, 11,509,339 Class B Ordinary Shares, 62,249,985 Class B Ordinary Shares and 7,000,000 Class B Ordinary Shares held by MiniMax Limited, MiniMax Awakening, Alpha EXP and Floating Sky, respectively, upon Listing.
- (3) representing 343,195 Class A Ordinary Shares held by Alpha EXP to be converted into Class B Ordinary Shares upon Listing.
- (4) representing 5,000,000 Class B Ordinary Shares held by MiniMax Matrix to be converted into Class A Ordinary Shares upon Listing.

(iii) Issued and to be issued, fully paid or credited to be fully paid (assuming the Offer Size Adjustment Option is fully exercised and the Over-allotment Option is not exercised)

Number	Description of Shares	Aggregate Nominal Value
22,547,541 ⁽¹⁾	Class A Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$2,254.7541
80,759,339 ⁽²⁾	Class B Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$8,075.9339
343,195 ⁽³⁾	Class A Ordinary Shares to be converted into Class B Ordinary Shares	US\$34.3195
5,000,000 ⁽⁴⁾	Class B Ordinary Shares to be converted into Class A Ordinary Shares	US\$500
171,407,993	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued on conversion of Preferred Shares	US\$17,140.7993
25,389,220	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Global Offering	US\$2,538.9220
3,808,380	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Offer Size Adjustment Option	US\$380.8380
309,255,668	Total	US\$30,925.5668

Note: please refer to the section headed “— (ii) Issued and to be issued, fully paid or credited to be fully paid (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)” above.

SHARE CAPITAL

(iv) Issued and to be issued, fully paid or credited to be fully paid (assuming the Offer Size Adjustment Option is not exercised and the Over-allotment Option is fully exercised)

Number	Description of Shares	Aggregate Nominal Value
22,547,541 ⁽¹⁾	Class A Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$2,254.7541
80,759,339 ⁽²⁾	Class B Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$8,075.9339
343,195 ⁽³⁾	Class A Ordinary Shares to be converted into Class B Ordinary Shares	US\$34.3195
5,000,000 ⁽⁴⁾	Class B Ordinary Shares to be converted into Class A Ordinary Shares	US\$500
171,407,993	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued on conversion of Preferred Shares	US\$17,140.7993
25,389,220	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Global Offering	US\$2,538.9220
3,808,380	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Over-allotment Option	US\$380.8380
309,255,668	Total	US\$30,925.5668

Note: please refer to the section headed “— (ii) Issued and to be issued, fully paid or credited to be fully paid (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)” above.

SHARE CAPITAL

(v) *Issued and to be issued, fully paid or credited to be fully paid (assuming the Offer Size Adjustment Option and the Over-allotment Option are fully exercised)*

Number	Description of Shares	Aggregate Nominal Value
22,547,541 ⁽¹⁾	Class A Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$2,254.7541
80,759,339 ⁽²⁾	Class B Ordinary Shares with a nominal value of US\$0.0001 each in issue	US\$8,075.9339
343,195 ⁽³⁾	Class A Ordinary Shares to be converted into Class B Ordinary Shares	US\$34.3195
5,000,000 ⁽⁴⁾	Class B Ordinary Shares to be converted into Class A Ordinary Shares	US\$500
171,407,993	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued on conversion of Preferred Shares	US\$17,140.7993
25,389,220	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Global Offering	US\$2,538.9220
3,808,380	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Offer Size Adjustment Option	US\$380.8380
4,379,640	Class A Ordinary Shares with a nominal value of US\$0.0001 to be issued pursuant to the Over-allotment Option	US\$437.9640
313,635,308	Total	US\$31,363.5308

Note: please refer to the section headed “— (ii) Issued and to be issued, fully paid or credited to be fully paid (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised)” above.

SHARE CAPITAL

WEIGHTED VOTING RIGHTS STRUCTURE

The Company has a weighted voting rights structure. Under our weighted voting rights structure, our share capital comprises Class A Ordinary Shares and Class B Ordinary Shares. Each Class B Ordinary Share entitles the holder to exercise ten votes, and each Class A Ordinary Share entitles the holder to exercise one vote, respectively, on any matters subject to the vote at general meetings of the Company, subject to Rule 8A.24 of the Listing Rules that requires the Reserved Matters to be voted on a one vote per share basis.

The Reserved Matters are:

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

See “Summary of the Constitution of our Company and Cayman Islands Company Law — 2 Articles of Association” in Appendix III to this Prospectus for further details.

Class B Ordinary Shares may be converted into Class A Ordinary Shares on a one to one basis. Upon the conversion of all the issued and outstanding Class B Ordinary Shares into Class A Ordinary Shares, the Company will issue 81,102,534 Class A Ordinary Shares, representing approximately 26.55% of the total number of issued Class A Ordinary Shares immediately following the Listing (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised).

The weighted voting rights attached to our Class B Ordinary Shares will cease when the WVR Beneficiaries cease to have beneficial ownership of any of our Class B Ordinary Shares, in accordance with Rule 8A.22 of the Listing Rules. This may occur:

- (i) upon the occurrence of any of the circumstances set out in Rule 8A.17 of the Listing Rules, in particular where the WVR Beneficiaries are: (1) deceased; (2) no longer a member of our Board; (3) deemed by the Stock Exchange to be incapacitated for the purpose of performing his duties as a director; or (4) deemed by the Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules;
- (ii) when the holders of Class B Ordinary Shares have transferred to another person the beneficial ownership of, or economic interest in, the Class B Ordinary Shares or the control over the voting rights attached to them, other than in the circumstances permitted by Rule 8A.18 of the Listing Rule;

SHARE CAPITAL

- (iii) where a vehicle holding Class B Ordinary Shares on behalf of a WVR Beneficiary no longer complies with Rule 8A.18(2) of the Listing Rule; or
- (iv) when all of the Class B Ordinary Shares have been converted to Class A Ordinary Shares.

Shareholding Structure of the WVR Beneficiaries

The table below sets out the beneficial interests entitled to and voting rights to be held by the WVR Beneficiaries upon the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised):

	Number of Class B Ordinary Shares held	Number of Class A Ordinary Shares interested in ⁽³⁾	Approximate percentage of beneficial interests in the issued share capital	Approximate percentage of voting rights controlled ⁽¹⁾
Dr. Yan ⁽²⁾ . . .	74,102,534	3,355,030	25.36%	72.05%
Ms. Yun ⁽²⁾ . . .	7,000,000	1,644,970	2.83%	6.76%

Notes:

- (1) On the basis that each Class A Ordinary Share entitles the Shareholder to one vote per Share and each Class B Ordinary Share entitles the Shareholder to ten votes per Share.
- (2) For details of the shareholding structure of our WVR Beneficiaries, please refer to the section headed “History, Reorganization and Corporate Structure.”
- (3) Dr. Yan and Ms. Yun are interested in MiniMax Matrix as to 67.1% and 32.9%.

The Company confirms that the holding arrangement through which the WVR Beneficiaries hold the Class B Ordinary Shares as described above meets the requirements in Rule 8A.18 of the Listing Rules and the holding arrangement is permitted under the “Consultation Conclusions — a listing regime for companies from emerging and innovative sectors” issued by the Stock Exchange in April 2018, namely: (a) a partnership of which the WVR Beneficiary is a partner and the terms of which must expressly specify that the voting rights attached to any and all of the Class B Ordinary Shares held by such partnership are solely dictated by the WVR Beneficiary; (b) a trust of which the WVR Beneficiary is a beneficiary and that meets the following conditions: (i) the WVR Beneficiary must in substance retain an element of control of the trust and any immediate holding companies of, or, if not permitted in the relevant tax jurisdiction, retain a beneficial interest in any and all of the Class B Ordinary Shares held by such trust; and (ii) the purpose of the trust must be for estate planning and/or tax planning purposes; or (c) a private company or other vehicle wholly owned and wholly controlled by the WVR Beneficiary or by a trust referred to in paragraph (b) above.

SHARE CAPITAL

To ensure that there will not be any circumvention of Rule 8A.18(1), each of the Company, Dr. Yan and Ms. Yun undertakes that so long there is any weighted voting rights attached to the Shares held by Alpha EXP, MiniMax Gene, Floating Sky, MiniMax Awakening, MiniMax Limited (the “**WVR Management Shareholders**”), respectively, Dr. Yan and Ms. Yun will not transfer any beneficial ownership of or economic interest in the WVR Management Shareholders or the control over the voting rights attached to the Shares held by WVR Management Shareholders to another person. In the event that there is any change in the beneficial ownership of or economic interest in the Shares held by the WVR Management Shareholders or the control over the voting rights attached to the Shares held by the WVR Management Shareholders to another person, the Company, Dr. Yan and Ms. Yun will notify the Stock Exchange pursuant to Rule 8A.19 of the Listing Rules and comply with the relevant statutory obligations including obligations of disclosure of interests under the SFO, and the weighted voting rights attached to the Class B Ordinary Shares held by WVR Management Shareholders shall cease upon such transfer accordingly. The Company will also comply with Rule 8A.30 of the Listing Rules to confirm, on an annual basis, that the WVR Beneficiary has complied with Rule 8A.18 of the Listing Rules.

Contribution of the WVR Beneficiaries

Dr. Yan and Ms. Yun, being the WVR beneficiaries, have been materially responsible for the growth of the Company’s business during the Track Record Period by way of their respective skills, knowledge and/or insights to the industry. As the core of the Group’s leadership team and leveraging their professional experience in the industry, each of Dr. Yan and Ms. Yun is pivotal to the success of the Group and has made significant contributions to the Group from strategic, technological and operational perspectives.

We set forth below the academic background, work experience and contribution of the proposed WVR beneficiaries to the success of the Company:

Dr. Yan

Dr. Yan is the founder, the chairman of the board of directors, chief executive officer and chief technology officer of the Company. As the chief executive officer and chief technology officer of the Company, Dr. Yan has been integral to the success of the Company and has been materially responsible for the founding and growth of the Company during the Track Record Period. Dr. Yan, with profound technical insight and deep understanding and knowledge of AI technology, laid the foundation for the Company and was critical in shaping the Group’s mission, vision and values, and devising long-term strategies for the R&D and operations of the Group over the years. During the Track Record Period, Dr. Yan had spearheaded the team in developing a trimodal large model that integrates text, audio, and visual capabilities and have led our Group to achieve its key milestones. For example, he led the launch of our first text model abab1 in 2022, our text model abab5.5 and speech model MiniMax-Speech-01 in 2023, our MoE text model abab6, visual generation platform Hailuo AI and video-generation model Hailuo-01 and music model Music-01 in 2024 as well as our open-source text model MiniMax-Text-01, MiniMax-M1 and MiniMax-M2 in 2025. In addition, leveraging the

SHARE CAPITAL

reputation and experience of Dr. Yan in the industry, the Company has been able to secure investments from numerous investors at a relatively early stage and before its significant commercialization. Dr. Yan has also led the Company to develop a suite of AI-native products that serve a broad range of user scenarios and lay a solid foundation for the Company's path to commercialization.

Ms. Yun

As the chief operating officer of the Company, Ms. Yun has been integral to the success of the Company and has been materially responsible for the founding and growth of the Company's business and guiding its development since she co-founded the Group. With profound industry insight and deep understanding and knowledge of AI technology as well as her global vision, Ms. Yun led the rapid global business expansion of the Company and was critical in shaping the Group's mission, vision and values. She is also instrumental in devising long-term R&D strategies, product development, commercialization and operations of the Group over the years. With the deep insights in the global AI industry, she played a pivotal role in designing and developing the Company's foundation models and devising long-term strategies and R&D focuses for the Company, with an emphasis on developing AI-native products. In particular, leveraging her expertise and knowledge of the AI ecosystem, Ms. Yun is able to envisage market needs and drive the Company's creative product development efforts and create AI-native offerings products that serve a broad range of user scenarios. For example, for individual users, the Company has launched (i) MiniMax, its intelligent chat agent application, (ii) Hailuo AI, its flagship artificial intelligence visual generation platform, and (iii) Xingye/Talkie AI-powered Multi-modal Entertainment Platform. For enterprise customers, the Company offers an open platform, which provides API access to its self-developed multimodal models. As the chief operating officer, Ms. Yun led the day-to-day operation of the Company and coordinated major matters of the Company, including but not limited to corporate strategy, overall operational management, corporate governance and investor relationship. Under the leadership of Ms. Yun, the Company was able to overcome challenges and has achieved rapid growth in the past few years. Since the Company's inception, Ms. Yun has been overseeing talent acquisition and human resources functions of the Company, playing a pivotal role in establishing a competitive organization from the ground up. Leveraging her expertise in investment and financing, Ms. Yun is able to secure investments for the Company from numerous investors at a relatively early stage and before its significant commercialization. With a global vision, Ms. Yun has led the Company to achieve its rapid global expansion. During the early stages of the Company's development, Ms. Yun has been instrumental in building the Company's department focusing on products commercialization from the ground up. These strategic initiatives have laid the groundwork for the Company's forthcoming technological innovations and accelerated global expansion. With the contribution from Ms. Yun, the Company's open platform currently provides scalable and customizable AI services to enterprise customers across more than 100 countries and regions, and is one of the top-ranking open platforms in Asia in terms of daily token volume. The Company's service has reached more than 100 thousand registered enterprise customers and developers, including a range of well-known enterprise customers.

SHARE CAPITAL

RANKING

The Offer Shares will rank pari passu in all respects with all Class A Ordinary Shares currently in issue or to be issued as mentioned in this Prospectus, and will qualify and rank equally for all dividends or other distributions declared, made or paid on the Shares on a record date which falls after the date of this Prospectus.

UNDERTAKINGS BY THE WVR BENEFICIARIES

Pursuant to Rule 8A.43 of the Listing Rules, each WVR Beneficiary is required to give a legally enforceable undertaking to the Company that he will comply with the relevant requirements as set out in Rule 8A.43, which is intended to be for the benefit of and enforceable by the Shareholders. On December 22, 2025, each of Dr. Yan and Ms. Yun made an undertaking to the Company (the “**Undertaking**”), that for so long as he/she is a WVR Beneficiary:

- (a) He/she shall comply with (and, if the shares to which the weighted voting rights that he/she is beneficially interested in are attached are held through a limited partnership, trust, private company, or other vehicle, use his/her best endeavors to procure that such limited partnership, trust, private company or other vehicle complies with) all applicable requirements under Rules 8A.09, 8A.14, 8A.15, 8A.17, 8A.18 and 8A.24 of the Listing Rules from time to time in force (the “**Requirements**”); and
- (b) He/she shall use his best endeavors to procure that the Company complies with all applicable Requirements.

For the avoidance of doubt, the Requirements are subject to Rule 2.04 of the Listing Rules. The WVR Beneficiaries acknowledged and agreed that the Shareholders rely on the Undertaking in acquiring and holding their Shares. The WVR Beneficiaries acknowledged and agreed that the Undertaking is intended to confer a benefit on the Company and all Shareholders and may be enforced by the Company and/or any Shareholder against the WVR Beneficiaries.

The Undertaking shall automatically terminate upon the earlier of (i) the date of delisting of the Company from the Stock Exchange, and (ii) the date on which the relevant WVR Beneficiary ceases to be a beneficiary of weighted voting rights in the Company. For the avoidance of doubt, the termination of the Undertaking shall not affect any rights, remedies, obligations or liabilities of the Company and/or any Shareholder and/or the WVR Beneficiary himself that have accrued up to the date of termination, including the right to claim damages and/or apply for any injunction in respect of any breach of the Undertaking which existed at or before the date of termination.

The Undertaking shall be governed by the laws of Hong Kong and all matters, claims or disputes arising out of the Undertaking shall be subject to the exclusive jurisdiction of the courts of Hong Kong.

SHARE CAPITAL

POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances under which general meetings are required

Pursuant to the Cayman Companies Act and the terms of the Articles of Association, our Company may from time to time by ordinary resolution of Shareholders (i) increase its share capital; (ii) consolidate and divide its share capital into Shares of larger amount; (iii) divide its Shares into several classes; and (iv) cancel any Shares which have not been taken or agreed to be taken. In addition, our Company may, subject to the provisions of the Cayman Companies Act, reduce its share capital or capital redemption reserve by its Shareholders passing a special resolution. See “Summary of the Constitution of our Company and Cayman Islands Company Law — 2. Articles of Association — 2.5 Alteration of capital” in Appendix III of this Prospectus for further details.

General mandate to (i) issue shares and (ii) sell and/or transfer treasury shares

Subject to the Global Offering becoming unconditional, our Directors were granted a general mandate to (i) allot, issue and deal with any Class A Ordinary Shares or securities convertible into Shares, and (ii) sell and/or transfer Shares out of treasury that are held as treasury shares of not more than the sum of:

- 20% of the total number of Shares in issue immediately following completion of the Global Offering (excluding (i) the additional Class A Ordinary Shares which may be issued pursuant to the exercise of the Over-allotment Option, (ii) the Class A Ordinary Shares to be issued pursuant to the Post-IPO Share Incentive Plan, (iii) the Class A Ordinary Shares that are issuable upon conversion of the Class B Ordinary Shares, and (iv) treasury shares, if any); and
- the aggregate nominal value of Shares repurchased by the Company under the authority referred to in the paragraph headed “— General Mandate to Repurchase Shares” in this section.

This general mandate to issue Class A Ordinary Shares and sell and/or transfer treasury shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

SHARE CAPITAL

General mandate to repurchase shares

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate, to exercise all the powers of our Company to repurchase our own securities with nominal value of up to 10% of the total number of Shares in issue immediately following the completion of the Global Offering (excluding (i) the additional Class A Ordinary Shares which may be issued pursuant to the exercise of the Over-allotment Option, (ii) the Class A Ordinary Shares to be issued pursuant to the Post-IPO Share Incentive Plan, (iii) the Class A Ordinary Shares that are issuable upon conversion of the Class B Ordinary Shares, and (iv) treasury shares, if any).

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are listed (and which are recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in “Statutory and General Information — A. Further Information about our Group — 5. Repurchases of Our Own Securities” in Appendix IV.

This general mandate to repurchase Shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

See “Statutory and General Information — A. Further Information about Our Group — 4. Resolutions of Our Shareholders” in Appendix IV to this Prospectus for further details of the repurchase mandate.

SHARE INCENTIVE PLAN

The Company has adopted the Pre-IPO Share Incentive Plan and the Post-IPO Share Incentive Plan. See “Statutory and General Information — D. Share Incentive Plans” in Appendix IV to this Prospectus for further details.

FINANCIAL INFORMATION

You should read the following discussion and analysis in conjunction with our consolidated financial statements and the accompanying notes included in the Accountants' Report set forth in Appendix I to this Prospectus. Our consolidated financial statements have been prepared in accordance with IFRSs, which may differ in material aspects from generally accepted accounting principles in other jurisdictions. You should read the entire Accountants' Report and not merely rely on the information contained in this section.

The following discussion and analysis contain forward-looking statements that reflect the current views with respect to future events and financial performance. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate under the circumstances. However, whether the actual outcome and developments will meet our expectations and predictions depends on a number of risks and uncertainties over which we do not have control. In evaluating our business, you should carefully consider all of the information provided in this Prospectus.

For the purpose of this section, unless the context otherwise requires, references to 2022, 2023 and 2024 refer to our financial year ended December 31 of such year. Unless the context otherwise requires, financial information described in this section is described on a consolidated basis.

OVERVIEW

MiniMax is a global AI foundation model company. Founded by a group of forward-thinking engineers, we are committed to driving AI innovation towards performing the full range of human intellectual tasks, from learning and reasoning to planning and generalizing knowledge across diverse domains.

We have been consistently iterating our models to higher intelligence levels. Today, our proprietary foundation model suite, led by MiniMax-M2, Hailuo-02, and Speech-02, has long context processing capacity and can understand, generate, and integrate a wide range of modalities, including text, video and audio. These models power our major AI-native products — including MiniMax, Hailuo AI, MiniMax Audio, Talkie/Xingye, and our enterprise and developer-facing Open Platform, delivering intelligent and dynamic experiences to users globally.

FINANCIAL INFORMATION

BASIS OF PREPARATION

The historical financial information has been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board (the “IASB”). Further details of the material accounting policy information adopted are set out in Note 2 of the Accountants’ Report included in Appendix I to this Prospectus.

The IASB has issued a number of new and revised IFRS Accounting Standards. For the purpose of preparing this historical financial information, our Group has adopted all applicable new and revised IFRS Accounting Standards throughout the Track Record Period, except for any new standards or interpretations that are not yet effective for the accounting period beginning on January 1, 2025. The revised and new accounting standards and interpretations issued but not yet effective for the accounting period beginning on January 1, 2025 are set out in Note 2 of the Accountants’ Report included in Appendix I to this Prospectus.

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business and results of operations are influenced by various general factors that affect overall end-user demands and market conditions for foundation models and AI-native products. These factors include macroeconomic trends, industry dynamics, technological advances and innovations, the pace of AI penetration and user adaptability across industries, government policies and regulations (including those specifically targeting AI), and the competitive landscape. Any negative change in these conditions may adversely impact our results of operations.

In addition to these general factors, the following specific factors have a more direct impact on our results of operations.

Ability to Maintain Technology Leadership in Model Intelligence

The intelligence, performance and competitiveness of our foundation models is the most critical factor influencing our business and results of operations. Such competitiveness is determined by our judgement of technological development trends, our capability for continuous innovation, and the efficiency of our model research and development processes. Specifically, the intelligence level and strength of our models directly impacts the user adoption, market demand, product penetration, and pricing of our products, which in turn affects our revenue growth and profitability.

FINANCIAL INFORMATION

Ability to Diversify Product Offerings, Broaden Monetization Channels and Improve Accessibility

Our revenue growth has been primarily driven by the rapid expansion of our AI-native product suite and a diversified monetization strategy. Since inception, we have followed a product-oriented growth approach to develop intelligent, use case-driven applications powered by our proprietary foundation models. Our diversified product offerings serve both individual users and enterprise customers across a broad range of application scenarios, such as video generation, general purpose agent services, speech and music synthesis, and multi-modal chat interfaces. With a rising number of users adopting our flagship products, including MiniMax, Hailuo AI, MiniMax Audio, Talkie/Xingye, we have cumulatively served more than 212 million individual users across over 200 countries and regions, and more than 100 thousand enterprise customers and developers across over 100 countries and regions.

We have developed diversified monetization channels including subscription services, token-based in-app purchases, online marketing services, and usage-based enterprise APIs. For our consumer-facing products such as MiniMax, Hailuo AI, MiniMax Audio, and Talkie/Xingye, monetization is driven by premium feature subscriptions services, token-based in-app purchases and online marketing services. For our Open Platform, monetization primarily derives from API calls (i.e., user requests to utilize the Company's models) based on token volume.

We have achieved user growth and early monetization traction. Our average MAUs increased from approximately 3.1 million in 2023 to approximately 19.1 million in 2024, and further to approximately 27.6 million in the nine months ended September 30, 2025. Our number of paying users for our AI-native products rose from approximately 119,700 in 2023 to approximately 650,300 in 2024, and further to approximately 1,771,600 in the nine months ended September 30, 2025. Looking ahead, we plan to broaden our monetization channels and increase revenue per user across our product lines. Specifically, we aim to expand value-added features within consumer-facing products and enhance API tiering to support high-volume use cases across various industries. We also intend to deepen the integration between our models and products, unlocking more scalable commercial opportunities across modalities.

Ability to Grow Global User Base with High Brand Awareness

Our global strategy has supported simultaneous product launches across markets and enabled rapid international growth. As of September 30, 2025, our products and services were deployed in over 200 countries and regions, with revenue from international markets contributing a significant portion of our total revenue throughout the Track Record Period. Revenue generated outside the Mainland China contributed approximately 73.1% of our total revenue in the nine months ended September 30, 2025.

We believe further growth is a natural result of highly competitive products and high brand awareness, which is in turn determined by continuous advancement of model intelligence. As we continue to elevate model intelligence, we expect to expand global user base with an organic user acquisition approach, without relying upon heavy brand promotion and user acquisition spending.

FINANCIAL INFORMATION

Ability to Optimize Costs Through Improving Model Computing Efficiency

We believe that our ability to improve model computing efficiency, while supporting increasingly complex AI models, is a critical driver of achieving profitability. During the Track Record Period, costs associated with model inference activities were recorded under cloud service costs related to inference activities within cost of sales. These costs accounted for more than 90.0% of our total cost of sales in each year of the Track Record Period.

Through continuous innovation in model architecture and infrastructure, we have improved cost efficiency related to inference activities. We maintain high compute utilization rates through dynamic resource allocation and a unified training-inference framework. Our proprietary AI infrastructure dynamically allocates computing resources, ensuring service availability and supporting sustainable large-scale delivery of high-performance foundation models. As a percentage of revenue, our cost of sales decreased from 124.7% in 2023 to 87.8% in 2024, and further decreased from 97.4% in the nine months ended September 30, 2024 to 76.7% in the nine months ended September 30, 2025. This improvement reflects increased inference efficiency and economies of scale arising from more intelligent model and greater infrastructure utilization.

We consider the effective training of AI models to be essential to our long-term success. Costs associated with model training, fine-tuning and experimentation are recognised as research and development expenses. To enhance training efficiency, we have established an in-house AI infrastructure team and independently developed a high-performance training framework tailored to large-scale third-party computing clusters. Our AI infrastructure is designed holistically — from the operator level to cross-cluster resource scheduling — enabling model training execution.

Although R&D continues to represent our largest area of investment, our cloud services expenses relating to training as a percentage of revenue decreased, from over 1,300% in 2023 to 460.8% in 2024, and further decreased from 530.0% in the nine months ended September 30, 2024 to 266.5% in the nine months ended September 30, 2025. This reduction reflects improved training efficiency and the scalability of our infrastructure, as our business transitions from research-intensive development to scaled commercial deployment.

Ability to Continue to Enhance Research and Development and Management Efficiency

We maintain a flat and nimble research and development team and mechanism. Our research and development team operate under a lean, flat and closely coordinated organization structure. To further enhance research, development and management efficiency, we are integrating our proprietary model technologies into internal operations. This includes deploying internally developed large language model (LLM) agents for software development support, workflow automation, and routine task processing. We expect to drive higher personnel efficiency to achieve greater outcomes by leveraging our AI capabilities.

FINANCIAL INFORMATION

MATERIAL ACCOUNTING POLICY INFORMATION AND ESTIMATES

Some of our accounting policies require us to apply estimates, assumptions, and complex judgments related to accounting items. These estimates, assumptions, and judgments have a significant impact on our financial position and results of operations. Our management continuously evaluates such estimates, assumptions, and judgments based on past experience, industry practices, and expectations of future events that are deemed reasonable under the circumstances. During the Track Record Period, there had not been any material deviation from our management's estimates or assumptions and actual results, and we had not made any material changes to these estimates or assumptions. We do not expect any material changes to these estimates and assumptions in the foreseeable future.

Our material accounting policy information, estimates and judgments, which are important for understanding our financial condition and results of operations, are set forth in further detail in Note 2 and Note 3 to the Accountants' Report included in Appendix I to this Prospectus.

Set forth below are accounting policies that we believe are material to us or involve the most significant estimates, assumptions and judgments used in the preparation of our financial statements.

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 our Group expects to be entitled in exchange for those goods or services.

(i) Revenue from AI-native Products

- Membership subscription

Our Group offers membership subscription service to individual users which provides subscribing members access to premium functionality in our Group's AI-native products. The membership subscription fee should be paid upfront, and it is non-refundable. Revenue is recognised ratably over the membership period as service is rendered.

FINANCIAL INFORMATION

- Virtual items

Our Group also offers individual users with virtual items in its AI-native Products to enhance the using experience. Users have option to pre-purchase additional credits to recharge their accounts and buy these virtual items. For consumable virtual items, our Group's performance obligation is to provide one-off services to users. This performance obligation is satisfied when the virtual items are consumed. Accordingly, our Group recognises the revenues at the point in time. For non-consumable virtual items, our Group's performance obligation is to provide on-going services to users who purchased virtual items. This performance obligation is satisfied over the acting period of the paying users. Accordingly, our Group recognises the revenues ratably over the estimated average acting period of these paying users.

- Online marketing service

In addition, our Group provides performance-based online marketing service to enterprise customers on certain of its AI-native applications, including through a mediation platform. Revenues from online marketing service are primarily recognised at a point in time when users view or click on the advertisement.

(ii) Revenue from Open Platform and other AI-based enterprise services

Our Group provides enterprise customers with access to its core AI models through its Open Platform. The performance obligation of such services is satisfied at a point in time when the customers call APIs with tokens. At the end of each month, the consideration is fixed based on tokens consumed and no variable consideration exists.

Our Group also provides enterprise customers with other AI-based enterprise services, mainly consists of arrangements customized to enterprise requirements and licensed deliverables. For customised arrangements, we work with enterprise customers to set up dedicated inference resource pools tailored to their needs, helping ensure stable and predictable model inference performance. For licensed deliverables, we license our foundation models to enable customers to deploy and operate such models in their own systems. Consideration for such services is fixed and revenue from other AI-based enterprise services is typically recognised at a point in time when the service is accepted by the customers.

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.

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Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before our Group transfers the related goods or services. Contract liabilities are recognised as revenue when our Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Company operates a share option scheme. Employees (including directors) of our 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 binomial model, further details of which are given in note 26 to the financial statements.

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 and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each of the Relevant Periods until the vesting date reflects the extent to which the vesting period has expired and our 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 our Group’s best estimate of the number of equity instruments that will ultimately vest. 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 and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised.

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.

FINANCIAL INFORMATION

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, 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.

Our Group's financial liabilities include trade and bills payables, other payables, accruals and other liabilities, convertible redeemable preferred shares, interest-bearing bank borrowings and lease liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

- (i) *Financial liabilities at amortised cost (trade and bills payables, other payables, accruals and other liabilities excluding convertible bonds, interest-bearing bank borrowings and lease liabilities)*

After initial recognition, other payables and accruals, and lease liabilities 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.

- (ii) *Financial liabilities at fair value through profit or loss (convertible redeemable preferred shares and convertible bonds)*

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss. The convertible redeemable preferred shares and convertible bonds issued by the Company were designated upon initial recognition at fair value through profit or loss. They are initially recognised at fair value. Any directly attributable transaction costs are recognised as finance costs in profit or loss. Gains or losses on them are recognised in the statements of profit or loss, except for the gains or losses arising from the Company's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statements of profit or loss. The net fair value gain or loss recognised in the statements of profit or loss does not include any interest charged on these financial liabilities.

FINANCIAL INFORMATION

Fair value measurement

Our Group measures its financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, convertible redeemable preferred shares and convertible bonds at the end of each of the 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 our 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.

Our 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 Historical Financial Information 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 Historical Financial Information on a recurring basis, our 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 each of the Relevant Periods.

FINANCIAL INFORMATION

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

The following table sets forth a summary of our consolidated statements of profit or loss, in absolute amounts and as a percentage of our total revenue, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
(unaudited)										
(in thousands, except for percentages)										
Revenue	–	–	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0
Cost of sales	–	–	(4,314)	(124.7)	(26,785)	(87.8)	(18,944)	(97.4)	(40,961)	(76.7)
Gross (loss)/profit	–	–	(854)	(24.7)	3,738	12.2	510	2.6	12,476	23.3
Other income and gains, net	1,155	–	8,942	258.4	36,151	118.4	25,278	129.9	31,232	58.4
Selling and distribution expenses	(587)	–	(22,827)	(659.7)	(86,995)	(285.0)	(53,389)	(274.4)	(39,325)	(73.6)
Administrative expenses . .	(3,213)	–	(7,615)	(220.1)	(14,384)	(47.1)	(9,610)	(49.4)	(22,074)	(41.3)
Research and development expenses	(10,560)	–	(70,002)	(2,023.2)	(188,979)	(619.1)	(138,684)	(712.9)	(180,312)	(337.4)
Fair value loss on financial liabilities	(60,509)	–	(176,826)	(5,110.6)	(214,172)	(701.7)	(128,063)	(658.3)	(313,477)	(586.6)
Finance costs	(14)	–	(61)	(1.8)	(509)	(1.7)	(316)	(1.6)	(511)	(1.0)
Impairment losses on financial assets, net . . .	–	–	(3)	(0.1)	(88)	(0.3)	(68)	(0.3)	(22)	–
Loss before tax	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Income tax expense	–	–	–	–	–	–	–	–	–	–
Loss for the year/period .	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Attributable to:										
Owners of the parent . . .	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Non-controlling interests .	–	–	–	–	–	–	–	–	–	–
Loss and total comprehensive income for the year	(73,728)	–	(269,246)	(7,781.7)	(465,238)	(1,524.2)	(304,342)	(1,564.4)	(512,013)	(958.2)
Loss per share attributable to ordinary equity holders of the parent										
Basic and diluted										
–For loss for the year/period (US\$)	(0.74)		(2.56)		(4.28)		(2.80)		(4.71)	

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NON-IFRS FINANCIAL MEASURE

We use adjusted net loss (non-IFRS measure), which is a non-IFRS financial measure, in evaluating our operating results and for financial and operational decision-making purposes. We believe that adjusted net loss (non-IFRS measure) helps identify underlying trends in our business that could otherwise be distorted by the effect of certain expenses that we include in our net loss. We believe that adjusted net loss (non-IFRS measure) provides useful information about our results of operations, enhances the overall understanding of our past performance and future prospects and allows for greater visibility with respect to key metrics used by our management in its financial and operational decision-making.

Adjusted net loss (non-IFRS measure) should not be considered in isolation or construed as an alternative to net loss or any other measure of performance or as an indicator of our operating performance. Investors are encouraged to review adjusted net loss (non-IFRS measure) and the reconciliation to its most directly comparable IFRS measure. Adjusted net loss (non-IFRS measure) presented here may not be comparable to similarly titled measures presented by other companies. Other companies may calculate similarly titled measures differently, limiting their usefulness as comparative measures to our data. We encourage investors and others to review our financial information in its entirety and not rely on a single financial measure.

We define our adjusted net loss (non-IFRS measure) as net loss adjusted by adding back (i) share-based payment expenses that are included in cost of sales, general administrative, research and development, and sales and marketing expenses, relates to the share-based awards that we grant to participants of our share incentive schemes and is a non-cash expense, (ii) fair value losses on financial liabilities, comprising fair value changes of convertible redeemable preferred shares which will be re-designated from liabilities to equity as a result of the automatic conversion into ordinary shares upon Listing, and convertible bonds, which have subsequently been repaid in full as of the Latest Practicable Date, and (iii) listing expenses.

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The following table presents our non-IFRS financial measure for the years ended December 31, 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025.

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	US\$	US\$	US\$	US\$	US\$
				(unaudited)	
			(in thousands)		
Loss for the year/period	<u>(73,728)</u>	<u>(269,246)</u>	<u>(465,238)</u>	<u>(304,342)</u>	<u>(512,013)</u>
Add:					
Share-based payment expenses	1,069	3,346	6,823	6,100	8,581
Fair value loss on financial liabilities	60,509	176,826	214,172	128,063	313,477
Listing expenses	—	—	—	—	3,675
Adjusted net loss for the year/period (non-IFRS measure)	<u>(12,150)</u>	<u>(89,074)</u>	<u>(244,243)</u>	<u>(170,179)</u>	<u>(186,280)</u>

DESCRIPTION OF MAJOR COMPONENTS OF OUR RESULTS OF OPERATIONS

Revenue

Our revenue is derived from two primary sources — (i) AI-native products and (ii) Open Platform and other AI-based enterprise services, mainly consists of API usage as well as arrangements customized to enterprise requirements and licensed deliverables. For customised arrangements, we work with enterprise customers to set up dedicated inference resource pools tailored to their needs, helping ensure stable and predictable model inference performance. For licensed deliverables, we license our foundation models to enable customers to deploy and operate such models in their own systems. Each revenue stream reflects a distinct monetization pathway aligned with our product and platform strategies. The following table sets forth the breakdown of our revenue by nature, in absolute amounts and as a percentage of our total revenue, for the periods indicated.

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	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
(in thousands, except for percentages)										
AI-native products	–	–	758	21.9	21,805	71.4	13,529	69.5	38,020	71.1
Open Platform and other										
AI-based enterprise										
services	–	–	2,702	78.1	8,718	28.6	5,925	30.5	15,417	28.9
	–	–								
Total revenue	–	–	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0
	–	–								

AI-native products. We generate revenue from individual users through subscription-based access to our monetized AI-native consumer applications, such as MiniMax, Hailuo AI, MiniMax Audio, and Talkie/Xingye. Subscriptions provide users with premium functionality across multi-modal generation, intelligent interaction, and personalized experiences. Revenue is recognised ratably over the subscription period, as we fulfill a stand-ready performance obligation to provide continuous access to content and services throughout the term. Users have option to pre-purchase additional credits to recharge their accounts and buy these virtual items. For consumable virtual items, revenue is recognised when the virtual items are consumed. For non-consumable virtual items, revenue is recognised over the estimated average acting period of the paying users. In addition, we generate online marketing service revenue by providing marketing services to mediation platform on certain of our AI-native applications. Revenue is recognised at a point in time, when a user views or clicks on an advertisement, thereby fulfilling our performance obligation. These services enable mediation platform to engage with end users in a contextually relevant and measurable manner. As our user base and engagement levels expand, this revenue stream is expected to continue contributing to our overall monetization.

Open Platform and other AI-based enterprise services. We provide enterprise customers with access to our usage-based Open Platform and other AI-based enterprise services. Revenue from API usage is recognised at a point in time when the customers call APIs with tokens, which are billed under certain agreed fee schedule or usage-based structure. Revenue from other AI-based enterprise services, mainly consists of arrangements customized to enterprise requirements and licensed deliverables, is typically recognised at a point in time, when control is transferred or acceptance is confirmed. Specifically, for customised arrangements, we work with enterprise customers to set up dedicated inference resource pools tailored to their needs, helping ensure stable and predictable model inference performance. For licensed deliverables, we license our foundation models to enable customers to deploy and operate such models in their own systems. These services support enterprise use cases across sectors such as smart devices, healthcare, tourism, and finance.

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The tables below set forth breakdowns of revenue by product and further by monetization method:

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
(in thousands, except for percentages)										
AI-native products										
MiniMax	–	–	–	–	–	–	–	–	756	1.4
Hailuo AI	–	–	–	–	2,347	7.7	–	–	17,464	32.6
MiniMax Audio	–	–	–	–	–	–	–	–	1,050	2.0
Talkie/Xingye	–	–	758	21.9	19,458	63.7	13,529	69.5	18,750	35.1
Open Platform and other										
AI-based enterprise										
services	–	–	2,702	78.1	8,718	28.6	5,925	30.5	15,417	28.9
	–	–								
Total revenue	–	–	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0
	–	–								

		For the year ended December 31,						For the nine months ended September 30,			
		2022		2023		2024		2024		2025	
		US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
		(unaudited)									
(in thousands, except for percentages)											
AI-native products											
MiniMax	In-app top-up	-	-	-	-	-	-	-	-	204.0	0.4
	Subscriptions	-	-	-	-	-	-	-	-	552.0	1.0
Hailuo AI	In-app top-up	-	-	-	-	527	1.7	-	-	3,317	6.2
	Subscriptions	-	-	-	-	1,820	6.0	-	-	14,147	26.4
MiniMax Audio	In-app top-up	-	-	-	-	-	-	-	-	196	0.4
	Subscriptions	-	-	-	-	-	-	-	-	854	1.6
Talkie/Xingye	In-app top-up	-	-	164	4.8	897	3.0	712	3.7	958	1.8
	Subscriptions	-	-	594	17.1	3,960	12.9	2,917	14.9	6,604	12.4
	Online marketing service	-	-	-	-	14,601	47.8	9,900	50.9	11,188	20.9
Open Platform and other		-	-	2,702	78.1	8,718	28.6	5,925	30.5	15,417	28.9
AI-based enterprise services		-	-	-	-	-	-	-	-	-	-
Total revenue		-	-	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0

FINANCIAL INFORMATION

In terms of geographic coverage, we generate revenue mainly in APAC, Americas, and EMEA. The following tables set out a breakdown of our revenue by geographical locations, in absolute amounts and as a percentage of our total revenue, for the periods indicated. For our AI-native products, revenue is based on users' billing address. For Open Platform, revenue is based on customers' jurisdiction of incorporation.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
	(in thousands, except for percentages)									
APAC	–	–	2,822	81.5	21,631	70.9	14,739	75.7	32,676	61.1
Americas	–	–	598	17.3	5,405	17.7	3,012	15.5	12,658	23.7
EMEA	–	–	40	1.2	3,487	11.4	1,703	8.8	8,103	15.2
Total	–	–	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
(in thousands, except for percentages)										
Mainland China	–	–	2,797	80.8	9,217	30.2	6,768	34.8	14,400	26.9
Singapore	–	–	1	0.0	11,455	37.5	7,664	39.4	12,980	24.3
United States	–	–	575	16.6	4,999	16.4	2,871	14.8	10,913	20.4
Others	–	–	87	2.6	4,852	15.9	2,151	11.0	15,144	28.4
Total	–	–	3,460	100.0	30,523	100.0	19,454	100.0	53,437	100.0
	=	=	=	=	=	=	=	=	=	=

Note: Others included nil, 88, 189, 134, and 221 jurisdictions during 2022, 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively. Revenue contribution from others primarily includes Israel, South Korea, the United Kingdom, Spain, Germany, Ireland, Australia, India, Hong Kong, Turkey, Brazil, Canada, France, and other countries and regions.

FINANCIAL INFORMATION

Cost of Sales

Our cost of sales primarily consists of expenses associated with cloud services related to inference, as well as platform commission fees.

- Cloud service costs related to inference activities refer to real-time computation and inference activities that directly support the delivery of our commercialized products and services, such as real-time interactions through our applications and open platform. These costs include expenditures on third-party cloud platforms to handle user prompts, generate outputs, and serve results to end-users. In contrast, cloud service expenses related to training are recognised under research and development expenses.
- In addition, commission fees paid to third-party distribution channels are recorded as cost of sales. As our user activity and enterprise usage volumes increased, these variable costs grew in absolute terms.
- However, as a percentage of revenue, our cost of sales decreased from 124.7% in 2023 to 87.8% in 2024 and also decreased from 97.4% in the nine months ended September 30, 2024 to 76.7% for the same period in 2025, reflecting increasing inference cost efficiency.

The following table sets out a breakdown of our cost of sales by nature, in absolute amounts and as a percentage of our total cost of sales, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
(in thousands, except for percentages)										
Cloud services costs related										
to inference activities . .	–	–	4,097	95.0	25,966	96.9	18,370	97.0	37,988	92.7
Platform commission fees .	–	–	217	5.0	819	3.1	574	3.0	2,360	5.8
Labor costs.	–	–	–	–	–	–	–	–	592	1.4
Share-based payment										
expenses	–	–	–	–	–	–	–	–	21	0.1
Total	–	–	4,314	100.0	26,785	100.0	18,944	100.0	40,961	100.0

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The following table sets forth a breakdown of our cost of sales by revenue source, in absolute amounts and as a percentage of our total cost of sales, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(in thousands, except for percentages)									
AI-native products	–	–	3,640	84.4	23,581	88.0	16,711	88.2	36,246	88.5
Open Platform and other										
AI-based enterprise										
services	–	–	674	15.6	3,204	12.0	2,233	11.8	4,715	11.5
Total	–	–	4,314	100.0	26,785	100.0	18,944	100.0	40,961	100.0

Gross Profit and Gross Profit Margin

As a result of the foregoing, we recorded gross profit of nil, negative US\$0.9 million, US\$3.7 million, US\$0.5 million and US\$12.5 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, representing gross profit margins of nil, negative 24.7%, 12.2%, 2.6% and 23.3%, respectively, during the same periods.

The following table sets forth a breakdown of our gross profit and gross profit margin by revenue source for the periods indicated. Our gross profit and gross profit margin have been and will continue to be affected by a number of factors, including the intelligence level of our foundation models, our revenue mix, pricing strategies, and inference cost efficiency.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
AI-native products	–	–	(2,882)	(380.2)	(1,776)	(8.1)	(3,182)	(23.5)	1,774	4.7
Open Platform and other										
AI-based enterprise										
services	–	–	2,028	75.1	5,514	63.2	3,692	62.3	10,702	69.4
Total	–	–	(854)	(24.7)	3,738	12.2	510	2.6	12,476	23.3

FINANCIAL INFORMATION

Other Income and Gains, Net

Our other income and gains, net consist of (i) interest income, (ii) foreign exchange gains, net, (iii) fair value gain on financial assets at fair value through profit or loss, representing gains arising from the remeasurement of financial assets, including structured wealth management products designated at fair value through profit or loss, and (iv) others, which mainly consist of gain or loss on disposal of long-term assets and early termination of right-of-use assets and lease liabilities.

The following table sets forth the breakdown of our income and gains, net for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
	(in thousands, except for percentages)									
Other income and gains, net										
Interest income	39	3.4	7,785	87.1	20,448	56.6	17,199	68.0	7,876	25.2
Foreign exchange gains, net	175	15.2	311	3.5	2	0.0	1,415	5.7	1,600	5.1
Fair value gain on financial assets at fair value through profit or loss . .	941	81.4	788	8.8	15,710	43.4	6,682	26.4	20,414	65.4
Others	—	—	58	0.6	(9)	0.0	(18)	(0.1)	1,342	4.3
Total	1,155	100.0	8,942	100.0	36,151	100.0	25,278	100.0	31,232	100.0

Selling and Distribution Expenses

Our selling and distribution expenses primarily consist of (i) business promotion expenses, including spending on brand campaigns, online and offline marketing, and user growth initiatives intended to enhance awareness and adoption of our AI-native products (ii) staff costs, including salaries, bonuses, and social insurance contributions paid to personnel engaged in marketing, and business development, (iii) share-based payment expenses, which includes the amortization of employee stock options granted to selling and distribution personnel, and (iv) others, including travel costs and public relations fees.

FINANCIAL INFORMATION

The following table sets forth a breakdown of our selling and distribution expenses, in absolute amounts and as a percentage of our total selling and distribution expenses, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
	(in thousands, except for percentages)									
Business promotion										
expenses	345	58.8	22,035	96.5	84,861	97.5	52,122	97.6	36,190	92.0
Staff costs	240	40.9	698	3.1	1,869	2.1	1,118	2.1	2,774	7.1
Share-based payment										
expenses	–	–	4	–	61	0.1	20	0.0	104	0.3
Others	2	0.3	90	0.4	204	0.3	129	0.3	257	0.6
Total	587	100.0	22,827	100.0	86,995	100.0	53,389	100.0	39,325	100.0

These expenses support the commercial adoption of our product offerings across individual and enterprise users and have increased in absolute amount in line with our growth in active user base and market presence from 2022 to 2024, and have decreased in absolute amount in the nine months ended September 30, 2025 due to the adoption of organic user growth strategy and the enhanced model intelligence. As a percentage of our total revenue, our selling and distribution expenses were 659.7%, 285.0%, 274.4% and 73.6% in 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. This decrease was primarily driven by the success of our organic user acquisition strategy.

Looking ahead, we expect our selling and distribution expenses to continue to decrease as a percentage of revenue as we focus more on organic growth of our user and customer base. Further information about the movement of our selling and distribution expenses during the Track Record Period is set forth in “— Period-to-Period Comparison of Results of Operations.”

Administrative Expenses

Our administrative expenses primarily consist of (i) staff costs, including salaries, bonuses, and social insurance contributions, for personnel engaging in administrative function, (ii) listing expenses, (iii) professional service fees, mainly for professional services and IT services, (iv) depreciation and amortization, relating to periodic expense recognition of right-of-use asset, office equipment and leasehold improvements, used in administrative functions, (v) share-based payment expenses, which includes the amortization of employee stock options granted to management personnel, (vi) travel and office expenses, comprising office operations and business travel expenses, and (vii) premise expenses, comprising short-term rental expense, premises maintenance fees and utilities fee related to core administrative activities, and (viii) others, mainly residual administrative items.

FINANCIAL INFORMATION

The following table sets forth a breakdown of our administrative expenses, in absolute amounts and as a percentage of our total administrative expenses, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
	(in thousands, except for percentages)									
Staff costs	661	20.6	2,392	31.3	5,502	38.3	3,710	38.6	9,997	45.3
Listing expenses	–	–	–	–	–	–	–	–	3,675	16.6
Professional service fees	719	22.4	1,931	25.4	3,483	24.1	2,438	25.4	2,116	9.6
Depreciation and amortization	207	6.4	773	10.2	1,852	12.9	1,397	14.5	2,060	9.3
Share-based payment expenses	981	30.6	1,516	19.9	2,059	14.3	1,358	14.1	2,109	9.6
Travel and office expenses	181	5.6	546	7.2	556	3.9	183	1.9	609	2.8
Premise expenses.	72	2.2	365	4.8	374	2.6	255	2.7	375	1.7
Others	392	12.2	92	1.2	558	3.9	269	2.8	1,133	5.1
Total	<u>3,213</u>	<u>100.0</u>	<u>7,615</u>	<u>100.0</u>	<u>14,384</u>	<u>100.0</u>	<u>9,610</u>	<u>100.0</u>	<u>22,074</u>	<u>100.0</u>

Our administrative expenses increased in absolute amount during the Track Record Period as we expanded operations. As a percentage of our total revenue, our administrative expenses were 220.1%, 47.1%, 49.4% and 41.3% in 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. We expect our administrative expenses to continue increasing in absolute terms as we expand our operations, organization, and compliance framework. However, we expect that our administrative expenses as a percentage of total revenue will decrease as we improve our operational efficiency and benefit from economies of scale. Further information about the movement of our administrative expenses during the Track Record Period is set forth in “— Period-to-Period Comparison of Results of Operations.”

Research and Development Expenses

Our research and development expenses consist primarily of: (i) cloud services expenses related to training activities including foundational model training, architectural experimentation, large-scale evaluation, and early-stage prototyping; (ii) staff costs, including salaries, bonuses, and social insurance contributions for personnel engaging in research and development function; (iii) share-based payment expenses, which includes the amortization of employee stock options granted to research and development personnel; (iv) travel and professional expenses, outsourced technical services and mobility-related expenses incurred by our research and development teams; and (v) others, including general support expenses for research and development activities such as depreciation of office equipment.

FINANCIAL INFORMATION

The following table sets forth the breakdown of our research and development expenses, in absolute amounts and as a percentage of our total research and development expenses, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
	(in thousands, except for percentages)									
Cloud services expenses										
related to training	4,149	39.4	47,229	67.6	140,642	74.4	103,114	74.4	142,397	79.0
Staff costs	5,461	51.7	18,674	26.7	40,420	21.4	28,514	20.6	28,531	15.8
Share-based payment										
expenses	88	0.8	1,826	2.6	4,703	2.5	4,722	3.4	6,347	3.5
Travel and professional										
expenses	457	4.3	1,467	2.1	2,842	1.5	2,066	1.5	2,670	1.5
Others	405	3.8	806	1.0	372	0.2	268	0.1	367	0.2
Total	<u>10,560</u>	<u>100.0</u>	<u>70,002</u>	<u>100.0</u>	<u>188,979</u>	<u>100.0</u>	<u>138,684</u>	<u>100.0</u>	<u>180,312</u>	<u>100.0</u>

Our research and development expenses increased in absolute amount throughout the Track Record Period, reflecting our strategic focus on advancing foundational AI model capabilities. As a percentage of total revenue, our research and development expenses decreased from over 2,000% in 2023 to 619.1% in 2024, and further decreased from 712.9% in the nine months ended September 30, 2024 to 337.4% in the nine months ended September 30, 2025, reflecting revenue scale-up while maintaining a high level of technology investment. We expect our research and development expenses to continue increasing in absolute terms as we expand our model capabilities and pursue further innovation. As a percentage of our total revenue, however, our research and development expenses are expected to decrease overtime as we continue to enhance commercialization and improve our research and development efficiency, especially on foundational model training activities and organizational efficiency. Further information about the movement of our research and development expenses during the Track Record Period is set forth in “— Period-to-Period Comparison of Results of Operations.”

Fair Value Loss on Financial Liabilities

Our fair value loss on financial liabilities represents changes in the carrying amount of our convertible redeemable preferred shares and other financial liabilities. These fair value changes are non-cash in nature. We recorded fair value loss on financial liabilities of US\$60.5 million, US\$176.8 million, US\$214.2 million, US\$128.1 million and US\$313.5 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

FINANCIAL INFORMATION

Finance Costs

Our finance costs consist of (i) interest on bank and other borrowings, and (ii) interest on lease liabilities. We recorded finance costs of US\$14.0 thousand, US\$61.0 thousand, US\$0.5 million, US\$0.3 million and US\$0.5 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

The following table sets forth the breakdown of our finance costs, in absolute amounts and as a percentage of our total finance costs, for the periods indicated.

	For the year ended December 31,						For the nine months ended September 30,			
	2022		2023		2024		2024		2025	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
	(unaudited)									
	(in thousands, except for percentages)									
Interest on bank and other borrowings	–	–	–	–	355	69.7	199	63.0	404	79.1
Interest on lease liabilities	14	100.0	61	100.0	154	30.3	117	37.0	107	20.9
Total	14	100.0	61	100.0	509	100.0	316	100.0	511	100.0

Impairment Losses on Financial Assets, Net

Our impairment losses on financial assets, net represent the expected credit losses or reversal of the expected credit losses on our trade receivables and other receivables. We recorded impairment losses on financial assets, net of nil, US\$3.0 thousand, US\$88.0 thousand, US\$68.0 thousand and US\$22.0 thousand in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

Income Tax Expense

Income tax expense refers to the aggregate amount of taxes credited or incurred in a given period, calculated in accordance with the applicable laws and regulations. It consists of current income tax, the tax payable on taxable profits for the current period, and deferred income tax, which arises from temporary differences between the accounting and tax treatment of certain items, recognised in accordance with applicable accounting standards. We are subject to various rates of income tax under different jurisdictions. The following summarizes major factors affecting our applicable tax rates in Mainland China, the Cayman Islands, Hong Kong and Singapore.

FINANCIAL INFORMATION

Mainland China

Entities located in the PRC are subject to a statutory income tax rate of 25%, in accordance with the PRC Corporate Income Tax Law. During the Track Record Period, certain subsidiaries within our Group qualified for preferential income tax treatment as High and New Technology Enterprises. Specifically, Beijing Jizhi qualified for a preferential tax rate of 15% from 2023 to 2025, and Shanghai Jizhi qualified for a 15% rate from 2024 to 2026, subject to review by the relevant PRC tax authorities every three years. We did not record any income tax expense during the Track Record Period. Our effective tax rate (calculated as income tax expense divided by profit before tax) was 0% for all periods presented, as we incurred losses before tax during the Track Record Period and did not record any material current or deferred income tax expense.

Cayman Islands

Under the current laws of the Cayman Islands, we and our subsidiaries are not subject to tax on income or capital gains.

Hong Kong

The subsidiary incorporated in Hong Kong is subject to Hong Kong profits tax at the rate of 16.5% on any estimated assessable profits arising in Hong Kong during the Relevant Periods and the nine months ended September 30, 2024 and 2025. The first HK\$2,000,000 of assessable profits of each subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5% during the Relevant Periods and the nine months ended September 30, 2024 and 2025.

Singapore

The subsidiary incorporated in Singapore is subject to Singapore profits tax at the rate of 17% on any estimated assessable profits arising in Singapore during the period presented.

We recorded nil income tax expense during the Track Record Period. During the Track Record Period and as of the Latest Practicable Date, we did not have any disputes or unresolved tax issues with the relevant tax authorities.

Loss for the Year/Period

As a result of foregoing, we recorded loss for the year/period of US\$73.7 million, US\$269.2 million, US\$465.2 million, US\$304.3 million and US\$512.0 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

Adjusted Net Loss for the Year/Period (non-IFRS measure)

We recorded adjusted net loss for the year/period (non-IFRS measure) of US\$12.2 million, US\$89.1 million, US\$244.2 million, US\$170.2 million and US\$186.3 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

FINANCIAL INFORMATION

PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

Nine Months Ended September 30, 2025 Compared with Nine Months Ended September 30, 2024

Revenue

Our revenue increased by 174.7% from US\$19.5 million for the nine months ended September 30, 2024 to US\$53.4 million during the same period in 2025. This was primarily driven by the advancement in intelligence level of our foundation models, continued expansion of both of our monetization channels — AI-native products, as well as Open Platform and other AI-based enterprise services, — as we released our models, advanced the commercial rollout of our product suite and broadened our individual users and enterprise customers.

AI-native products. Revenue from our AI-native products increased by 181.0% from US\$13.5 million for the nine months ended September 30, 2024 to US\$38.0 million during the same period in 2025, primarily driven by higher user engagement and increased customer willingness to pay for our products, as well as the successful launch of products such as Hailuo AI. Average MAUs grew substantially from approximately 14.6 million in the nine months ended September 30, 2024 to approximately 27.6 million during the same period in 2025. Paying users also rose significantly from approximately 489,100 in the nine months ended September 30, 2024 to approximately 1,771,600 during the same period in 2025. These growth figures reflect the development of our business and the expanding customer base, signaling the successful execution of our strategy to drive user engagement and retention.

Open Platform and other AI-based enterprise services. Revenue generated from Open Platform and other AI-based enterprise services increased by 160.2% from US\$5.9 million for the nine months ended September 30, 2024 to US\$15.4 million during the same period in 2025, primarily fueled by a notable increase in paying users, defined as users who individually consumed no less than US\$50 worth of API calls (or its equivalent in other currencies) from approximately 400 in the nine months ended September 30, 2024 to approximately 2,500 during the same period in 2025. Moreover, revenue from overseas markets witnessed significant growth from US\$0.1 million in the nine months ended September 30, 2024 to US\$7.8 million during the same period in 2025, contributing to the overall revenue increase from Open Platform and other AI-based enterprise services, reflecting the broader global market acceptance and demand for our products.

Cost of Sales

Our cost of sales increased by 116.2% from US\$18.9 million for the nine months ended September 30, 2024 to US\$41.0 million during the same period in 2025, primarily attributable to a 116.9% increase in costs associated to our AI-native products, which rose from US\$16.7 million to US\$36.2 million over the same period, consistent with our rapid business expansion.

FINANCIAL INFORMATION

Gross Profit and Gross Profit Margin

As a result of the foregoing, our gross profit improved from US\$0.5 million for the nine months ended September 30, 2024 to a gross profit of US\$12.5 million during the same period in 2025. Our gross profit margin increased from 2.6% for the nine months ended September 30, 2024 to 23.3% during the same period in 2025.

The increase in our overall gross profit margin was primarily driven by the continuous advancement of our foundation models' intelligence and the significant improvements in the efficiency of our inference processes. In particular, the gross profit margin for AI-native products, which was the most significant contributor to our revenue during the Track Record Period, significantly improved from a gross profit margin of negative 23.5% for the nine months ended September 30, 2024 to a gross profit margin of 4.7% during the same period in 2025.

Other Income and Gains, Net

Our other income and gains, net increased by 23.6% from US\$25.3 million for the nine months ended September 30, 2024 to US\$31.2 million during the same period in 2025, primarily due to an increase in fair value gain on financial assets at fair value through profit or loss from US\$6.7 million in the nine months ended September 30, 2024 to US\$20.4 million during the same period in 2025, driven by the rise in returns on financial investments resulting from a larger investment allocation.

Selling and Distribution Expenses

Our selling and distribution expenses decreased by 26.3% from US\$53.4 million for the nine months ended September 30, 2024 to US\$39.3 million during the same period in 2025. This decrease was primarily attributable to a 30.6% decrease in business promotion expenses from US\$52.1 million in the nine months ended September 30, 2024 to US\$36.2 million during the same period in 2025, as we have been adjusting our marketing strategies with focused efforts on an organic user acquisition approach, without relying heavily upon brand promotion and user acquisition spending.

Administrative Expenses

Our administrative expenses increased by 129.7% from US\$9.6 million for the nine months ended September 30, 2024 to US\$22.1 million during the same period in 2025, mainly driven by an increase in staff costs during the same period due to increasing headcount and share-based payment expenses for administrative personnel. Moreover, the listing expenses incurred in the nine months ended September 30, 2025 also contributed to the overall increase in administrative expenses, which did not occur during the same period in 2024.

FINANCIAL INFORMATION

Research and Development Expenses

Our research and development expenses increased by 30.0% from US\$138.7 million for the nine months ended September 30, 2024 to US\$180.3 million during the same period in 2025, mainly attributed to an increase in cloud services expenses related to training activities, driven by the increased model iteration and upgrades as we continued to develop and refine our foundation models and multi-modal capabilities. The year over year growth rate of our research and development expenses in the nine months ended September 30, 2025 was 30.0%, significantly lower than our revenue growth rate of 174.7% during the same period, demonstrating our improved research and development efficiency.

Fair Value Loss on Financial Liabilities

Our fair value loss on financial liabilities increased from US\$128.1 million for the nine months ended September 30, 2024 to US\$313.5 million during the same period in 2025, mainly driven by significant remeasurement losses on our preferred shares due to continued increases in our valuation.

Finance Costs

Our finance costs increased by 61.7% from US\$0.3 million for the nine months ended September 30, 2024 to US\$0.5 million during the same period in 2025, primarily due to an increase in interest on bank and other borrowings from US\$0.2 million to US\$0.4 million over the period.

Impairment Losses on Financial Assets, Net

We recorded impairment losses on financial assets, net of US\$68.0 thousand for the nine months ended September 30, 2024 and US\$22.0 thousand during the same period in 2025. The improvement over impairment losses on financial assets, net was primarily attributable to our effective collection efforts, which resulted in the release of previously recognised expected credit loss provisions.

Loss for the Period

As a result of the foregoing, our loss for the period increased by 68.2% from US\$304.3 million for the nine months ended September 30, 2024 to US\$512.0 million during the same period in 2025.

Year Ended December 31, 2024 Compared with Year Ended December 31, 2023

Revenue

Our revenue increased significantly by 782.2% from US\$3.5 million in 2023 to US\$30.5 million in 2024. This increase was primarily driven by the advancement in intelligence level of our foundation model, which resulted in rapid growth across both of our monetization channels — Open Platform and other AI-based enterprise services and AI-native products — as we scaled up commercialization of our AI-native product suite and user base.

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AI-native products. Revenue from AI-native products increased by 2,776.6% from US\$0.8 million in 2023 to US\$21.8 million in 2024, as we began ramping up commercialization mainly through online marketing services and value-added premium features. Such initial monetization success was fueled by continued expansion in our consumer-facing product suite. Specifically, we expanded value-added premium features in core monetized products such as Hailuo AI and Talkie/Xingye, and actively optimized pricing tiers to enhance monetization efficiency. Average MAUs grew from approximately 3.1 million in 2023 to 19.1 million in 2024, and paying users for AI-native products rose from approximately 119,700 in 2023 to approximately 650,300 in 2024, reflecting increased user willingness to pay for premium and intelligent experiences. With an increasingly engaged user base, we were able to grow our online marketing services associated with certain AI-native products.

Open Platform and other AI-based enterprise services. Revenue from our Open Platform and other AI-based enterprise services increased by 222.6% from US\$2.7 million in 2023 to US\$8.7 million in 2024. This was driven primarily by increased adoption of our Open Platform, which experienced growth in token volume and enterprise developer subscriptions. The number of key paying users, defined as users who have individually consumed no less than US\$50 worth of API calls (or its equivalent in other currencies) grew from approximately 100 in 2023 to 700 in 2024.

Cost of Sales

Our cost of sales increased by 520.9% from US\$4.3 million in 2023 to US\$26.8 million in 2024, primarily attributable to a 533.8% increase in cloud service used to support inference workloads across our AI-native consumer applications and open platform, which rose from US\$4.1 million to US\$26.0 million over the same period. This increase was driven by greater infrastructure usage to support inference workloads across our AI-native consumer applications and enterprise-facing open platform, as cumulative user interactions and API token consumption surged during the year.

Gross Profit and Gross Profit Margin

As a result of the foregoing, our gross profit increased from negative US\$0.9 million in 2023 to US\$3.7 million in 2024. Our gross profit margin increased from negative 24.7% in 2023 to 12.2% in 2024, resulting from the changes in the mix of our revenue sources and their respective gross profit margins.

The increase in our overall gross profit margin was primarily driven by improved intelligence level of our foundation models and model inference efficiency. In particular, the gross profit margin for AI-native products, which was the most significant contributor to our revenue during the Track Record Period, significantly improved from negative 380.2% in 2023 to negative 8.1% in 2024, primarily attributed to improvements in the intelligence level of our foundation models, user engagement and monetization, and introduction of new monetized features.

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Other Income and Gains, Net

Our other income and gains, net increased by 304.3% from US\$8.9 million in 2023 to US\$36.2 million in 2024, respectively. This increase was primarily attributable to a significant rise in fair value gains on financial assets at fair value through profit or loss, which increased by 1,893.7%, from US\$0.8 million in 2023 to US\$15.7 million in 2024. These gains primarily reflected unrealized mark-to-market increases in the carrying value of certain financial instruments, including investments designated at fair value. To a lesser extent, interest income increased by 162.7% from US\$7.8 million in 2023 to US\$20.4 million in 2024, mainly due to higher average cash balances.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 281.1% from US\$22.8 million in 2023 to US\$87.0 million in 2024. This increase was primarily driven by a 285.1% increase in business promotion expenses, which rose from US\$22.0 million in 2023 to US\$84.9 million in 2024. The increase was due to our exploration of various user growth channels during our initial period of commercialization. To a lesser extent, staff costs increased by 168.0% from US\$0.7 million in 2023 to US\$1.9 million in 2024, attributable to increases in headcount for personnel engaged in sales and marketing.

Administrative Expenses

Our administrative expenses increased by 88.9% from US\$7.6 million in 2023 to US\$14.4 million in 2024, mainly driven by (i) a 130.0% increase in staff costs from US\$2.4 million in 2023 to US\$5.5 million in 2024 due to higher headcount for administrative personnel and (ii) a 80.4% increase in professional service fees from US\$1.9 million in 2023 to US\$3.5 million in 2024, mainly due to increased cost for legal, audit and advisory expenses and hiring expenses in connection with our growing operations.

Research and Development Expenses

Our research and development expenses increased by 170.0% from US\$70.0 million in 2023 to US\$189.0 million in 2024, mainly attributed to (i) a 197.8% increase in cloud services expenses related to training activities from US\$47.2 million in 2023 to US\$140.6 million in 2024 due to increased model training, evaluation, and architecture experimentation activities as we continued to develop our foundation models and multi-modal capabilities and (ii) a 116.5% increase in staff costs, from US\$18.7 million to US\$40.4 million over the same period, attributable to higher headcount for our in-house research and engineering teams. The year over year growth rate of our research and development expense in 2024 was 170.0%, significantly lower than our revenue growth rate of 782.2% during the same period, demonstrating our improved research and development efficiency.

FINANCIAL INFORMATION

Fair Value Loss on Financial Liabilities

Our fair value loss on financial liabilities increased by 21.1% from US\$176.8 million in 2023 to US\$214.2 million in 2024, primarily due to continued remeasurement losses on our preferred shares in 2024, as our valuation increased during the year.

Finance Costs

Our finance costs increased by 734.4% from US\$61 thousand in 2023 to US\$0.5 million in 2024. This increase was primarily attributable to the incurrence of interest expenses of US\$0.4 million in 2024 on bank loans and other borrowings, as we initiated financing arrangements to support our working capital and operating needs. Interest on lease liabilities also increased by 152.5%, from US\$61.0 thousand in 2023 to US\$0.2 million in 2024, as we expanded our office footprint and entered into new lease agreements to accommodate headcount growth across functions.

Impairment Losses on Financial Assets, Net

We recorded impairment losses on financial, net of US\$3.0 thousand and US\$88.0 thousand in 2023 and 2024, respectively. The increase was primarily attributable to provisions recognised on trade receivables and contract assets in connection with our expanding revenue base and customer coverage. As we scaled up monetization activities, we implemented expected credit loss assessments across a broader set of accounts to align with our credit risk management policies.

Loss for the Year

As a result of the foregoing, our loss for the year increased by 72.8% from US\$269.2 million in 2023 to US\$465.2 million in 2024.

Year Ended December 31, 2023 Compared with Year Ended December 31, 2022

Revenue

Our revenue increased from nil in 2022 to US\$3.5 million in 2023. This increase was primarily driven by initial commercialization across both monetization channels as we launched our AI-native products and began scaling user and enterprise adoption.

AI-native products. We did not generate any revenue from our AI-native products in 2022. In 2023, we recorded US\$0.8 million revenue generated by our AI-native products, attributable to the introduction of paid tiers across our consumer-facing applications. Our average MAUs reached approximately 3.1 million during the year and our paying users for AI-native products reached approximately 119,700, as early monetization efforts, including for Talkie/Xingye, gained initial traction.

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Open Platform. Revenue from Open Platform mainly consists of API calls and other AI-based enterprise services, which includes arrangements customized to enterprise requirements and licensed deliverables. For customised arrangements, we work with enterprise customers to set up dedicated inference resource pools tailored to their needs, helping ensure stable and predictable model inference performance. For licensed deliverables, we license our foundation models to enable customers to deploy and operate such models in their own systems. We did not generate enterprise service revenue in 2022. In 2023, revenue from API and other AI-based enterprise services was US\$2.7 million, primarily driven by the launch and adoption of our Open Platform by enterprise developers across initial use cases such as customer service, smart devices, and education. Our paying users, defined as users who have individually consumed no less than US\$50 worth of API calls (or its equivalent in other currencies) reached approximately 100 in 2023.

Cost of Sales

Our cost of sales increased from nil in 2022 to US\$4.3 million in 2023. The increase was primarily attributable to cloud service costs of US\$4.1 million incurred to support inference workloads as we began commercializing our API services and consumer products, including expenditures on third-party cloud services.

Gross Profit and Gross Profit Margin

As a result of the foregoing, our gross profit amounted to nil in 2022 and negative US\$0.9 million in 2023. Our gross profit margin was nil in 2022 and negative 24.7% in 2023 (when our monetization was still at a nascent stage).

Our overall gross profit margin was primarily driven by initial commercialization across both monetization channels as we launched our AI-native products suites and began scaling user and enterprise adoption.

Other Income and Gains, Net

Our other income and gains, net increased by 674.2% from US\$1.2 million in 2022 to US\$8.9 million in 2023. The increase was primarily attributable to a rise in interest income from US\$39.0 thousand in 2022 to US\$7.8 million in 2023, reflecting higher average cash balances.

Selling and Distribution Expenses

We did not record material selling and distribution expenses in 2022. In 2023, these expenses amounted to US\$22.8 million, primarily driven by business promotion expenses of US\$22.0 million, reflecting investments in user growth initiatives and brand campaigns to support our commercial launch.

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Administrative Expenses

Our administrative expenses increased by 137.0% from US\$3.2 million in 2022 to US\$7.6 million in 2023, mainly driven by (i) an increase in staff costs from US\$0.7 million to US\$2.4 million due to headcount growth across administrative functions and (ii) a rise in professional service fees from US\$0.7 million in 2022 to US\$1.9 million in 2023, as we engaged legal, financial, and compliance consultants in connection with operational expansion and financing activities.

Research and Development Expenses

Our research and development expenses increased by 562.9% from US\$10.6 million in 2022 to US\$70.0 million in 2023. This increase was primarily driven by (i) cloud services expenses related to training activities, which rose by from US\$4.1 million in 2022 to US\$47.2 million in 2023, due to intensified model training and evaluation activity, and (ii) staff costs, which increased from US\$5.5 million to US\$18.7 million, due to growth in our research and engineering team headcount and compensation levels.

Fair Value Loss on Financial Liabilities

Our fair value loss on financial liabilities increased by 192.2% from US\$60.5 million in 2022 to US\$176.8 million in 2023, mainly driven by higher remeasurement losses on our preferred shares due to valuation appreciation during the period.

Finance Costs

Our finance costs increased by 335.7% from US\$14.0 thousand in 2022 to US\$61.0 thousand in 2023, primarily due to higher interest on lease liabilities, reflecting additional lease arrangements entered into to support team expansion and infrastructure needs.

Impairment Losses on Financial and Contract Assets, Net

We did not record impairment losses on financial and contract assets in 2022. In 2023, we recognised US\$3.0 thousand in impairment losses, primarily reflecting expected credit losses assessed on a limited set of customer accounts in our early revenue-generating activities.

Loss for the Year

As a result of the foregoing, our loss for the year increased by 265.2% from US\$73.7 million in 2022 to US\$269.2 million in 2023.

FINANCIAL INFORMATION

DISCUSSION OF CERTAIN KEY ITEMS FROM OUR CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The table below sets forth selected information from our consolidated statements of financial position as of the dates indicated, which has been extracted from our consolidated financial statements included in Appendix I to this Prospectus.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	<i>(US\$ in thousands)</i>			
NON-CURRENT ASSETS				
Property, plant and equipment	231	709	1,093	1,134
Right-of-use assets	458	3,313	3,077	2,746
Prepayments, other receivables and other assets	—	435	561	731
Financial assets at fair value through profit or loss	—	—	95,331	70,228
Financial assets at fair value through other comprehensive income . . .	—	—	4,836	6,440
Restricted cash	—	39	38	41
Total non-current assets . . .	689	4,496	104,936	81,320
CURRENT ASSETS				
Trade receivables	—	1,338	6,982	8,063
Prepayments, other receivables and other assets	569	4,378	13,470	11,811
Financial assets at amortised costs	—	—	147,444	—
Financial assets at fair value through profit or loss	65,791	15,802	295,220	644,154
Time deposits	—	91,698	26,327	—
Restricted cash	2,221	—	27,293	25,097
Cash and cash equivalents . .	4,691	206,295	288,912	362,647
Total current assets	73,272	319,511	805,648	1,051,772

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	As of December 31,			As of September 30,
	2022	2023	2024	2025
	<i>(US\$ in thousands)</i>			
CURRENT LIABILITIES				
Interest-bearing bank borrowings	–	–	19,455	19,102
Trade and bills payables	2,394	17,242	51,212	70,219
Other payables, accruals and other liabilities	2,326	14,741	51,512	17,322
Contract liabilities	–	559	1,553	4,657
Lease liabilities	349	1,248	1,964	1,694
Convertible redeemable preferred shares	145,175	629,001	1,581,949	2,321,193
Total current liabilities	150,244	662,791	1,707,645	2,434,187
NET CURRENT LIABILITIES	(76,972)	(343,280)	(901,997)	(1,382,415)
TOTAL ASSETS LESS CURRENT LIABILITIES	(76,283)	(338,784)	(797,061)	(1,301,095)
NON-CURRENT LIABILITIES				
Lease liabilities	91	1,912	1,059	937
Other non-current liabilities . .	–	1,218	1,200	1,467
Total non-current liabilities	91	3,130	2,259	2,404
Net liabilities	(76,374)	(341,914)	(799,320)	(1,303,499)

FINANCIAL INFORMATION

ASSETS

Non-Current Assets

Property, Plant and Equipment

Our property, plant and equipment primarily consist of leasehold improvements and office equipment. Our property, plant and equipment increased from US\$0.2 million as of December 31, 2022 to US\$0.7 million as of December 31, 2023. The increase was due to US\$0.2 million in leasehold improvements and US\$0.3 million in office equipment, which supported our infrastructure build-out during early commercialization. Our property, plant and equipment further increased to US\$1.1 million as of December 31, 2024, mainly due to new leasehold improvements of US\$0.4 million and office equipment of US\$0.5 million to support headcount expansion and office upgrades, partially offset by depreciation of US\$0.5 million recognised for the year. Our property, plant and equipment remained relatively stable at US\$1.1 million as of September 30, 2025.

The following table sets forth a breakdown of our property, plant and equipment as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(US\$ in thousands)			
Leasehold improvements . . .	–	210	394	526
Office equipment	231	499	699	608
Total	231	709	1,093	1,134

Right-of-Use Assets

Our right-of-use assets primarily consist of leased office premises. Our right-of-use assets increased from US\$0.5 million as of December 31, 2022 to US\$3.3 million as of December 31, 2023, mainly due to new office lease agreements of US\$3.7 million entered into during the year to support business expansion and headcount growth. Our right-of-use assets decreased slightly to US\$3.1 million as of December 31, 2024, primarily as a result of depreciation and lease amortization charges of US\$1.5 million, partially offset by new office lease agreements of US\$1.2 million. Our right-of-use assets decreased to US\$2.7 million as of September 30, 2025, primarily due to the amortization of right-of-use assets and the early disposal of right-of-use assets being greater than the new additions.

As at December 31, 2022, 2023, 2024 and September 30, 2025, no indicators of the impairment for our non-financial assets were identified because (i) our non-financial assets were no obsolete of physical damage, and (ii) our actual losses for the years ended December 31, 2022, 2023, 2024 and the nine months ended September 30, 2025 did not exceed the estimated losses.

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Prepayments, Other Receivables and Other Assets

The non-current asset portion of our prepayments, other receivables and other assets consist of long-term deposits, which are not expected to be utilized or settled within one year. Our prepayments, other receivables and other assets increased from nil as of December 31, 2022 to US\$0.4 million as of December 31, 2023. This increase was primarily due to a rise in deposits of US\$0.4 million during the period. Our prepayments, other receivables and other assets further increased to US\$0.6 million as of December 31, 2024, primarily driven by an increase in deposits from US\$0.4 million to US\$0.6 million. Our prepayments, other receivables and other assets increased to US\$0.7 million as of September 30, 2025, primarily due to the increased rental deposits and property guarantee deposits resulting from the expansion of our leased properties.

Financial Assets at Fair Value through Profit or Loss

The non-current asset portion of our financial assets at fair value through profit or loss primarily consist of long-term investments in structured wealth management products. We did not record any such long-term assets as of December 31, 2022 and 2023. Our financial assets at fair value increased to US\$95.3 million as of December 31, 2024, mainly driven by larger cash reserves being deployed into wealth management products purchased from counterparties of well-known financial institutions to enhance returns on idle funds. Our financial assets at fair value through profit or loss decreased to US\$70.2 million as of September 30, 2025, primarily due to the maturity of wealth management products with a term exceeding one year.

We have established the treasury management policy, in which Chapter 8 has clarified the principles of our investment, the scope of investment and the decision-making process of investment.

According to our treasury management policy, our investment scope includes, but is not limited to, wealth management products investment, equity investment, etc. The investment shall meet the requirements of our development strategy and business objectives. Sufficient market research, risk assessment and due diligence shall be conducted prior to any investment, and a detailed investment plan shall be formed before the investment is made, which shall be approved by the person in charge of the financial department, the person in charge of the investment and financing department and our COO and CEO for approval. Both the financial department and the investment and financing department carry out regular evaluation and preparation of investment reports and reported to our COO and CEO for final approval.

Investment in financial assets at fair value through profit or loss after the listing will be subject to the compliance with Chapter 14 of the Listing Rules. We have also established the information disclosure in compliance with the Listing Rules, and we will make corresponding disclosure of all the investments to be disclosed in accordance with the requirements of the policy and the Listing Rules.

Financial Assets at Fair Value through Other Comprehensive Income

Our financial assets at fair value through other comprehensive income primarily consist of long-term investments in equity instruments for non-trading purposes. We did not record any such assets as of December 31, 2022 and 2023. As of December 31, 2024, we recorded US\$4.8 million in financial assets at fair value through other comprehensive income, primarily due to equity investments made during the year. Our financial assets at fair value through other comprehensive income increased to US\$6.4 million as of September 30, 2025, primarily due to the share price appreciation of the equity investments during the period.

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Current Assets

Trade Receivables

Our trade receivables represent amounts due from customers for services rendered for which payment has not yet been received.

We did not record any trade receivables as of December 31, 2022. As of December 31, 2023, our trade receivables increased to US\$1.3 million, primarily attributable to initial monetization activities during the year as we began commercialization. Our trade receivables further increased to US\$7.0 million as of December 31, 2024, driven by continued business expansion and increased customer adoption of our API products. Our trade receivables increased to US\$8.1 million as of September 30, 2025, which was consistent with our revenue growth and business expansion.

We typically grant credit periods of 15 to 60 days, and we seek to maintain strict control over our outstanding receivables and has a credit control process to minimize the credit risks.

The following table sets forth an aging analysis of our trade receivables, based on the invoice date and net of loss allowance, as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(US\$ in thousands)			
Within one year	=	1,338	6,982	8,063
	=	<u>1,338</u>	<u>6,982</u>	<u>8,063</u>

The following table sets forth our trade receivables turnover days during the periods indicated.

	For the year ended December 31,			For the nine months ended September 30,
	2022	2023	2024	2025
	(days)			
Trade receivables turnover days ⁽¹⁾	N/A	41	49	38

Note:

- (1) Trade receivables turnover days for a period are calculated as the average of the opening and closing trade receivables balances divided by the revenue for the relevant period, and then multiplied by the number of days in that period.

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Our trade receivables turnover days increased from 41 days in 2023 to 49 days in 2024, mainly driven by rapid growth of revenue, which increased by 782.2% from US\$3.5 million in 2023 to US\$30.5 million in 2024. Our trade receivables turnover days decreased from 49 days in 2024 to 38 days for the nine months ended September 30, 2025, primarily due to our effective collection of trade receivables from key customers.

As of December 21, 2025, US\$4.2 million, or 52.5% of our trade receivables outstanding as of September 30, 2025 had been subsequently settled. Our operational plan focuses on business expansion in the first three quarters and collection management in the fourth quarter. We do not anticipate any recoverability issues with trade receivables primarily because (i) most of our customers with granted credit days are well-known enterprises with strong credit records in credit assessments and past transactions, (ii) our receivables management policy includes rigorous credit assessment and an aging warning and collection process, (iii) our Management regularly reviews the recoverability of our outstanding balances and when appropriate, provides for impairment of these trade receivables, and (vi) as of November 30, 2025, US\$6.0 million, or 84.7% of our trade receivables outstanding as of December 31, 2024 had been subsequently settled. We believe there is no recoverability issue as of the Latest Practicable Date and the provision to our trade receivables as of September 30, 2025 is sufficient.

Prepayments, Other Receivables and Other Assets

The current asset portion of our prepayments, other receivables and other assets primarily consist of prepayments, VAT recoverable, and deposits and other receivables expected to be utilized or settled within one year. The following table sets forth the details of the current asset portion of our prepayments, other receivables and other assets as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(US\$ in thousands)			
Prepayments	56	119	394	451
Value-added tax recoverable .	387	3,854	7,144	1,500
Deposits and other receivables	126	405	5,932	9,438
Deferred listing expenses . .	—	—	—	422
Total	569	4,378	13,470	11,811

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Our current prepayments, other receivables and other assets increased from US\$0.6 million as of December 31, 2022 to US\$4.4 million as of December 31, 2023, primarily due to (i) an increase in VAT recoverable from US\$0.4 million to US\$3.9 million, reflecting higher input VAT credits in line with increased procurement activities, and (ii) a rise in deposits and other receivables from US\$0.1 million to US\$0.4 million. This balance further increased to US\$13.5 million as of December 31, 2024, driven by (i) an increase in deposits and other receivables expected to be settled within one year from US\$0.4 million to US\$5.9 million as of December 31, 2024, and (ii) an increase in VAT recoverable from US\$3.9 million to US\$7.1 million as our VAT credits continued to increase commensurate to our increased procurement. The current portion of our prepayments, other receivables and other assets decreased to US\$11.8 million as of September 30, 2025, primarily due to a decreased in VAT recoverable from US\$7.1 to US\$1.5 million as our VAT refund.

As of December 21, 2025, US\$3.5 million, or 29.4% of our prepayments, other receivables and other assets outstanding as of September 30, 2025 had been subsequently settled.

Financial Assets at Amortised Costs

Our financial assets at amortised cost primarily consist of short- to medium-term investments in debt instruments, such as fixed-income products, that are held to collect contractual cash flows. We did not record any financial assets at amortised cost as of December 31, 2022 or 2023. Our financial assets at amortised cost increased to US\$147.4 million as of December 31, 2024, as we continued to deploy available funds into stable yield-generating instruments in accordance with our cash management strategy. Our financial assets at amortised cost decreased to nil as of September 30, 2025, primarily due to the maturity and redemption of certain of these instruments during the period.

Financial Assets at Fair Value through Profit or Loss

The current portion of our financial assets at fair value through profit or loss primarily consist of investments in short-term structured wealth management products. We recorded financial assets at fair value through profit or loss of US\$65.8 million as of December 31, 2022, mainly due to the initiation of investments in short-term yield-oriented products for cash management purposes. Our financial assets at fair value through profit or loss decreased to US\$15.8 million as of December 31, 2023, mainly due to redemption and temporary scaling down of investments in these products. This balance increased to US\$295.2 million as of December 31, 2024, reflecting increased cash reserves deployed into wealth management products. Our financial assets at fair value through profit or loss further increased to US\$644.2 million as of September 30, 2025, primarily due to our increased investments in wealth management products during the period.

We have established the treasury management policy, in which Chapter 8 has clarified the principles of our investment, the scope of investment and the decision-making process of investment.

FINANCIAL INFORMATION

According to our treasury management policy , our investment scope includes, but is not limited to, wealth management products investment, equity investment, etc. The investment shall meet the requirements of our development strategy and business objectives. Sufficient market research, risk assessment and due diligence shall be conducted prior to any investment, and a detailed investment plan shall be formed before the investment is made, which shall be approved by the person in charge of the financial department, the person in charge of the investment and financing department and our COO and CEO for approval. Both the financial department and the investment and financing department carry out regular evaluation and preparation of investment reports and reported to our COO and CEO for final approval.

Investment in financial assets at fair value through profit or loss after the listing will be subject to the compliance with Chapter 14 of the Listing Rules. We have also established the information disclosure in compliance with the Listing Rules, and we will make corresponding disclosure of all the investments to be disclosed in accordance with the requirements of the policy and the Listing Rules.

Restricted Cash

Our restricted cash consists primarily of cash balances not available for general corporate use, such as credit card deposits or security deposits for and bank acceptance bill. Our restricted cash decreased from US\$2.2 million as of December 31, 2022 to nil as of December 31, 2023, primarily due to the release of previously pledged deposits upon expiry or settlement of related financing arrangements and banking facilities. It then increased to US\$27.3 million as of December 31, 2024, primarily due to the placement of pledged deposits to secure new financing arrangements and banking facilities to support our operational and growth needs. Our restricted cash decreased to US\$25.1 million as of September 30, 2025, mainly due to the slight reduction in pledged loans and margin deposits for bills.

Cash and Cash Equivalents

We had cash and cash equivalents of US\$4.7 million, US\$206.3 million, US\$288.9 million and US\$362.6 million as of December 31, 2022, 2023, 2024 and September 30, 2025, respectively. The fluctuation of our cash and cash equivalents positions at each period end was primarily due to the use of cash to support operating activities and funds raised from our financing activities. See “— Cash Burn — Cash Flow Analysis.”

FINANCIAL INFORMATION

LIABILITIES

Current Liabilities

Interest-Bearing Bank Borrowings

Our interest-bearing bank borrowings represent short-term loans obtained from commercial banks to fund working capital and operational expenditures. We did not have any interest-bearing bank borrowings as of December 31, 2022 or 2023. As of December 31, 2024, we recorded US\$19.5 million in interest-bearing bank borrowings, primarily as a result of our decision to raise external debt financing to support increasing operational scale and infrastructure requirements. Our interest-bearing bank borrowings decreased to US\$19.1 million as of September 30, 2025, primarily due to the repayment of certain secured bank loans during the period.

Trade and Bills Payables

Our trade and bills payables primarily represent payments due to third-party vendors and service providers for the procurement of cloud services. These payables are not interest-bearing and are generally settled within standard credit terms of 30 to 90 days. Our trade and bills payables increased from US\$2.4 million as of December 31, 2022 to US\$17.2 million as of December 31, 2023, primarily due to increased procurement of cloud and technical services as we ramped up operations. Trade and bills payables further increased to US\$51.2 million as of December 31, 2024, mainly driven by increased vendor activities supporting our expanded AI development and enterprise service offerings. Our trade and bills payables further increased to US\$70.2 million as of September 30, 2025, primarily due to continued procurement of cloud services to support the ramp-up of our AI development and enterprise service offerings as we scaled up our business and continually increased investment in cloud services related to foundation model training.

The following table sets forth the aging analysis of our trade and bills payables based on the invoice date as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30,
				2025
	<i>(US\$ in thousands)</i>			
Within 1 year	2,394	17,242	51,159	70,219
Over 1 year	—	—	53	—
Total	<u>2,394</u>	<u>17,242</u>	<u>51,212</u>	<u>70,219</u>

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The following table sets forth our trade and bills payables turnover days for the periods indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	<i>(days)</i>			
Trade and bills payables turnover days ⁽¹⁾	–	69	74	92

Note:

- (1) Trade and bills payables turnover days for a period are calculated as the average of the opening and closing trade and bills payables balances divided by total count of cloud service costs in the cost of sales and cloud service expenses related to training activities in research and development expenses for the relevant period, and then multiplied by the number of days in that period.

Our trade and bills payables turnover days increased from 69 days in 2023 to 74 days in 2024, further increased to 92 days for the nine months ended September 30, 2025, primarily due to improved supply chain management.

As of December 21, 2025, US\$61.1 million, or 87.0% of our trade and bills payables outstanding as of September 30, 2025 had been subsequently settled.

Other Payables, Accruals and Other Liabilities

Our other payables, accruals and other liabilities mainly include (i) payroll payables, (ii) other tax payables, (iii) convertible bonds, and (iv) other payables and accruals, which include operational accruals and third-party service-related obligations.

The following table sets forth the details of our other payables, accruals and other liabilities as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	<i>(US\$ in thousands)</i>			
Payroll payables	1,976	5,469	10,596	9,052
Other tax payables	82	303	644	1,209
Convertible bonds	–	–	14,722	–
Other payables and accruals .	268	8,969	25,550	7,061
Total	<u>2,326</u>	<u>14,741</u>	<u>51,512</u>	<u>17,322</u>

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Our other payables, accruals and other liabilities increased from US\$2.3 million as of December 31, 2022 to US\$14.7 million as of December 31, 2023, primarily due to (i) an increase in other payables and accruals from US\$0.3 million as of December 31, 2022 to US\$9.0 million as of December 31, 2023, resulting from reflecting expanded operational activities, marketing spending, and professional services usage as our commercial operations scaled and (ii) an increase in payroll payables from US\$2.0 million to US\$5.5 million due to headcount expansion and year-end bonus accruals.

Our other payables, accruals and other liabilities increased from US\$14.7 million as of December 31, 2023 to US\$51.5 million as of December 31, 2024, primarily due to (i) an increase in other payables and accruals from US\$9.0 million to US\$25.6 million, (ii) an increase in payroll payables from US\$5.5 million to US\$10.6 million, in line with workforce expansion and increased bonus accruals, and (iii) additional financing activities via convertible bonds, amounting to US\$14.7 million.

Our other payables, accruals and other liabilities significantly decreased to US\$17.3 million as of September 30, 2025, primarily due to (i) a decrease in other payables and accruals from US\$25.6 million as of December 31, 2024 to US\$7.1 million as of September 30, 2025, mainly due to the reduced investment in business promotion expenses, and (ii) a decrease in convertible bonds from US\$14.7 million as of December 31, 2024 to nil as of September 30, 2025, resulting from redemption of convertible bonds.

As of December 21, 2025, US\$9.7 million, or 56.2% of our other payables, accruals and other liabilities outstanding as of September 30, 2025 had been subsequently settled.

Contract Liabilities

Our contract liabilities primarily consist of short-term advances received from customers for the provision of enterprise services and membership subscriptions. We did not record any contract liabilities as of December 31, 2022. Our contract liabilities increased to US\$0.6 million as of December 31, 2023, primarily due to increased advance payments received from customers for membership subscription services rendered at the beginning of 2024. Our contract liabilities further increased to US\$1.6 million as of December 31, 2024, mainly due to continued growth in advance receipts for both enterprise service and membership subscriptions booked near the end of the year.

Our contract liabilities increased from US\$1.6 million as of December 31, 2024 to US\$4.7 million as of September 30, 2025. The increase in contract liabilities was mainly due to continued expansion of both of our monetization channels — AI-native products, as well as Open Platform and other AI-based enterprise services. The significant increase in the number of paying users has led to an increase in the advance payments we received from our individual users and enterprise customers.

As of December 21, 2025, US\$2.0 million, or 43.4% of contract liabilities outstanding as of September 30, 2025 had been subsequently settled.

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Lease Liabilities

The current portion of our lease liabilities represent payment obligations for office premises due within the next 12 months under lease agreements. Our current lease liabilities increased from US\$0.3 million as of December 31, 2022 to US\$1.2 million as of December 31, 2023, mainly due to new leases entered into to support our operational expansion. Current lease liabilities further increased to US\$2.0 million as of December 31, 2024, primarily due to the reclassification of amounts due under existing leases within one year. Our current lease liabilities decreased to US\$1.7 million as of September 30, 2025, primarily due to the repayment of lease liabilities exceeding new lease additions and reallocation of lease obligations from non-current to current liabilities.

Convertible Redeemable Preferred Shares

Our convertible redeemable preferred shares consist of our Series Angel preferred shares to series Pre-B++ preferred shares. These preferred shares are redeemable upon the occurrence of specified events and will be automatically converted into ordinary shares of the Company upon the completion of the Listing. The convertible redeemable preferred shares were classified as current liabilities since the conversion options were not classified as equity and are exercisable at any time at the shareholders' options.

Our convertible redeemable preferred shares increased from US\$145.2 million as of December 31, 2022 to US\$629.0 million as of December 31, 2023, primarily due to the issuance of Series A and A+ preferred shares totaling US\$307.0 million and a US\$176.8 million increase in fair value. Our convertible redeemable preferred shares further increased to US\$1,581.9 million as of December 31, 2024, mainly driven by the issuance of Series Pre-B and Pre-B+ shares totaling US\$739.6 million and additional fair value adjustments of US\$213.4 million, reflecting increased valuation of our Group. Our convertible redeemable preferred shares further increased to US\$2,321.2 million as of September 30, 2025, primarily due to (i) additional issuances of Series Pre-B+ shares totaling US\$35.8 million, (ii) issuances of Series Pre-B++ shares totaling US\$390.5 million, and (iii) fair value adjustments of US\$313.0 million, reflecting continued increases in our valuation.

See Note 24 to the Accountants' Report in Appendix I to this Prospectus for details of the fair value measurement of our convertible redeemable preferred shares, including the methods and key assumptions used in the measurement.

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Non-Current Liabilities

Lease Liabilities

The non-current portion of our lease liabilities represent obligations under office lease agreements with payment terms extending beyond 12 months. Our non-current lease liabilities increased from US\$91 thousand as of December 31, 2022 to US\$1.9 million as of December 31, 2023, primarily due to the execution of long-term office leases to support headcount growth and operational expansion. Our non-current lease liabilities decreased to US\$1.1 million as of December 31, 2024, primarily due to regular lease repayments and reclassification of a portion of the obligations into current liabilities as the maturity dates approached. Our non-current lease liabilities decreased to US\$0.9 million as of September 30, 2025, mainly due to the approaching maturity of several long-term lease contracts within one year, leading to a reallocation of lease obligations from non-current to current liabilities.

Other Non-Current Liabilities

Our other non-current liabilities consist of government grants received in relation to our research and development and technology innovation activities. We did not record any such liabilities as of December 31, 2022. Our other non-current liabilities increased to US\$1.2 million as of December 31, 2023, primarily due to the recognition of government grants received for ongoing research and development projects which were deferred as income to be recognised when the relevant R&D projects completed. Our other non-current liabilities remained stable at US\$1.2 million and US\$1.5 million as of both December 31, 2024 and September 30, 2025.

KEY FINANCIAL RATIOS

	For the year ended December 31,			For the nine months ended September 30,
	2022	2023	2024	2025
Revenue growth	N/A	N/A	782.2%	174.7%
Gross margin	N/A	(24.7%)	12.2%	23.3%
Net loss margin	N/A	(7,781.7%)	(1,524.2%)	(958.2%)
Adjusted net loss margin (non-IFRS measure)	N/A	(2,574.4%)	(800.2%)	(348.6%)
Research and development expenses growth rate	N/A	562.9%	170.0%	30.0%
Current ratio	0.49	0.48	0.47	0.43

Note:

1. Current ratio is calculated based on total current assets divided by total current liabilities.

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LIQUIDITY AND CAPITAL RESOURCES

We have historically funded our cash requirements mainly from cash generated from cash received from financing activities. After the Global Offering, we intend to finance our future capital requirements through cash generated from our business operations and the net proceeds from the Global Offering. We currently do not anticipate any changes to the availability of financing to fund our operations in the near future. We had cash and cash equivalents of US\$4.7 million, US\$206.3 million, US\$288.9 million and US\$362.6 million as of December 31, 2022, 2023, 2024 and September 30, 2025, respectively.

CASH BURN

Our cash burn refers to the aggregate amount of (i) net cash used in operating activities, (ii) capital expenditures, and (iii) lease payment. Our historical cash burn was US\$11.5 million, US\$65.9 million, US\$260.7 million and US\$211.3 million in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. Our cash burn increased throughout the Track Record Period primarily due to increases in net cash used in operating activities as we scale up R&D activities.

As of September 30, 2025, our cash balance was US\$1,046.2 million, including cash and cash equivalents US\$362.6 million, current portion of financial assets at fair value through profit or loss US\$644.2 million and unutilised banking facilities US\$39.4 million, as they represent available liquidity to fund our operations. The current portion of our financial assets at fair value through profit or loss represents wealth management products we have purchased as part of our cash management policies which will mature within one year or less. They are readily convertible into cash and are hence considered as part of our cash balance. Unutilised banking facilities represent additional committed sources of liquidity that can be drawn to fund operating cash outflows as existing cash resources are utilised. Assuming an average monthly cash burn of US\$28.1 million going forward at approximately 1.3 times of the average monthly cash burn of the twelve months ended December 31, 2024, although which is subject to change due to various factors such as our business development or investments in model training activities, we estimate that our cash balance is sufficient for us to operate for approximately 37 months without IPO proceeds, lasting approximately until October 2028. With the estimated net IPO proceeds of US\$468.7 million (assuming 25,389,220 new shares to be issued at the offer price of HK\$151.0 per share, being the low-end of the Offer Price range, and the Offer Size Adjustment Option and the over-allotment option are not exercised, and deducting the estimated IPO expense), our cash is sufficient for us to operate for approximately 54 months with IPO proceeds, lasting approximately until March 2030. The expected average monthly cash burn of US\$28.1 million going forward at approximately 1.3 times of the average monthly cash burn of the twelve months ended December 31, 2024 is primarily due to the expected increase in net cash used in operating activities, especially cash outflow related to increasing R&D expenses as we continue to scale up R&D activities to maintain technology leadership in model intelligence, expected to be partially offset by projected improving operating efficiency and decreasing selling and distribution expenses in the twelve months ending December 31, 2025, primarily driven by the success of our organic user acquisition strategy.

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We have demonstrated the initial evidence of improving profitability. As we continue to roll out top ranking AI-native products and optimize model inference cost, we have significantly improved our gross profit margin, from negative 24.7% in 2023 to 12.2% in 2024, and further to 23.3% in the nine months ended September 30, 2025. Unit gross profit of our AI-native products per MAU increased by 129.5% from the nine months ended September 30, 2024 to the same period in 2025. We have also improved our training efficiency and scalability of our infrastructure, as our R&D expenses as a percentage of revenue have decreased significantly, from over 2,000% in 2023 to 619.1% in 2024, and further decreased from 712.9% in the nine months ended September 30, 2024 to 337.4% in the nine months ended September 30, 2025. The aforementioned trends align with the key features of our recently released foundation models. Launched in June 2025, for example, MiniMax-M1 demonstrates improvements in cost-efficiency across both model training and inference phases. With respect to model training, MiniMax-M1 achieves its cost-efficiency through two key innovations. The primary innovation is CISPO (Clipped IS-weight Policy Optimization), a novel algorithm that materially improves the efficiency of reinforcement learning, a critical component for foundation model training. Comparative tests demonstrate CISPO's superiority over peer-developed reinforcement learning algorithms. In addition, MiniMax-M1's "hybrid-attention" design, a refined approach to processing training data, inherently facilitates the scaling of reinforcement learning. As a direct result of these advancements, the reinforcement learning training for MiniMax-M1 was completed within approximately three weeks, achieving significantly lower costs than most industry peers. Regarding model inference, MiniMax-M1 is powered by a hybrid MoE architecture combined with a "Lightning Attention". This variation of Linear Attention is posited to significantly reduce the computational resources required during the model inference stage. As a result, while achieving top-tier model performance among open-source foundation models, MiniMax-M1 concurrently offers the industry's best cost-effectiveness.

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Cash Flow Analysis

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

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
				<i>(unaudited)</i>	
				<i>(US\$ in thousands)</i>	
Net cash flows used in operating activities	(11,019)	(64,455)	(258,483)	(195,596)	(209,396)
Net cash flows used in investing activities	(35,156)	(40,320)	(431,300)	(630,463)	(126,231)
Net cash flows generated from financing activities.	49,786	306,243	771,092	718,827	407,913
Net increase/ (decrease) in cash and cash equivalents	<u>3,611</u>	<u>201,468</u>	<u>81,309</u>	<u>(107,232)</u>	<u>72,286</u>
Cash and cash equivalents at the beginning of the year/period	994	4,691	206,295	206,295	288,912
Effect of foreign exchange differences, net . . .	<u>86</u>	<u>136</u>	<u>1,308</u>	<u>500</u>	<u>1,449</u>
Cash and cash equivalents at the end of the year/period	<u><u>4,691</u></u>	<u><u>206,295</u></u>	<u><u>288,912</u></u>	<u><u>99,563</u></u>	<u><u>362,647</u></u>

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Net Cash Flows Used in Operating Activities

Net cash flows used in operating activities in the nine months ended September 30, 2025 was US\$209.4 million, which primarily consists of loss before tax of US\$512.0 million, adjusted for certain non-cash and non-operating items. Adjustments for such non-cash and non-operating items primarily include (i) a fair value loss on financial liabilities of US\$313.5 million, and (ii) Share-based payment expenses of US\$8.6 million. The amount was further adjusted by changes in working capital, primarily including (i) an increase in trade and bills payables of US\$19.0 million, and (ii) an increase in contract liabilities of US\$3.1 million, partially offset by a decrease in other payables, accruals and other liabilities of US\$22.9 million.

Net cash flows used in operating activities in 2024 was US\$258.5 million, which primarily consists of loss before tax of US\$465.2 million, adjusted for certain non-cash and non-operating items. Adjustments for such non-cash and non-operating items primarily include fair value loss on financial liabilities of US\$214.2 million. The amount was further adjusted by changes in working capital, primarily including (i) an increase in trade and bills payables of US\$34.0 million, and (ii) an increase in other payables, accruals and other liabilities of US\$21.0 million, partially offset by an increase in restricted cash of US\$27.3 million.

Net cash flows used in operating activities in 2023 was US\$64.5 million, which consists primarily of loss before tax of US\$269.2 million, adjusted for certain non-cash and non-operating items. Adjustments for such non-cash and non-operating items primarily include fair value loss on financial liabilities of US\$176.8 million. The amount was further adjusted by changes in working capital, primarily including (i) an increase in trade and bills payables of US\$14.8 million, and (ii) an increase in other payables, accruals and other liabilities of US\$12.6 million, partially offset by an increase in prepayments, other receivables and other assets of US\$4.2 million.

Net cash flows used in operating activities in 2022 was US\$11.0 million, which consists primarily of loss before tax of US\$73.7 million, adjusted for certain non-cash and non-operating items. Adjustments for such non-cash and non-operating items primarily include (i) fair value loss on financial liabilities of US\$60.5 million. The amount was further adjusted by changes in working capital, primarily including (i) an increase in other payables, accruals and other liabilities of US\$2.2 million, and (ii) an increase in trade and bills payables of US\$2.4 million, partially offset by an increase in prepayments, other receivables and other assets of US\$0.5 million.

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We are still at a nascent stage in terms of monetization and commercialization as historically we have been largely focused on developing and training our AI foundation models, growing our customer base, and expanding our AI-native product suite, rather than seeking immediate financial return or profitability, thus incurring net operating cash outflows throughout the Track Record Period. It is industry norm that the initial research and training of foundation model will take approximately 2-3 years, where investment in research and development is needed (mainly the cloud and services expenses related to training) before the models and products could generate commercial value in scale. In 2023, 2024 and the nine months ended September 30, 2025, our cloud services expense related to training were US\$47.2 million, US\$140.6 million and US\$142.4 million. As model intelligence continues to elevate and gradually unlock more application scenarios, we have been gradually monetizing our models and products. For example, we commenced revenue generation of Open Platform in May 2023, Talkie in June 2023, Hailuo AI in October 2024, and MiniMax in January 2025.

As we scaled up operations, our revenue increased from US\$3.5 million in 2023 to US\$30.5 million in 2024, and for the nine months ended September 30, 2025, our revenue further increased to US\$53.4 million, compared to US\$19.5 million in the nine months ended September 30, 2024. We also significantly improved our gross profit margin, from negative 24.7% in 2023 to 12.2% in 2024, and further to 23.3% in the nine months ended September 30, 2025, primarily driven by advancement in the intelligence level of our models, improved model and system efficiency, optimization of infrastructure allocation, and increased scale of revenue relative to compute intensity, in line with our strategy to enhance efficiency of our AI infrastructure. As a result, we significantly narrowed our adjusted net loss (non-IFRS measure) as a percentage of revenue, from over 2,500% in 2023 to 800.2% in 2024 and further to 348.6% in the nine months ended September 30, 2025.

In the future, we aim to continue to enhance our profitability and improve our net operating cash outflows position through the following focus areas: (i) leveraging the rapid growth of the foundation model industry, (ii) continuing to enhance foundation model intelligence levels, (iii) enhancing the affordability of our AI technologies, (iv) broadening monetization of our AI-native product suite, and (v) optimizing organizational efficiency and scalability. Please refer to “Path to the Commercialization of our Specialist Technology Products” for our detailed strategies.

Net Cash Flows Used in Investing Activities

Net cash flows generated from investing activities in the nine months ended September 30, 2025 was US\$126.2 million, which consists primarily of (i) purchase of financial assets at amortized cost of US\$2,380.3 million, and (ii) purchases of financial assets at fair value through profit or loss of US\$1,822.8 million, partially offset by (i) proceeds from disposal of financial assets at amortized cost of US\$2,531.5 million, and (ii) proceeds from disposal of financial assets at fair value through profit or loss of US\$1,519.4 million.

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Net cash flows used in investing activities in 2024 was US\$431.3 million, which consists primarily of (i) purchases of financial assets at fair value through profit or loss of US\$2,210.4 million and (ii) purchase of financial assets at amortised cost of US\$1,121.8 million, partially offset by (i) proceeds from disposal of financial assets at fair value through profit or loss of US\$1,851.3 million and (ii) proceeds from disposal of financial assets at amortised costs of \$982.4 million.

Net cash flows used in investing activities in 2023 was US\$40.3 million, which consists primarily of (i) placement of time deposits of US\$90.4 million and (ii) purchases of financial assets at fair value through profit or loss of US\$85.3 million, partially offset by proceeds from disposal of financial assets at fair value through profit or loss of US\$136.1 million.

Net cash flows used in investing activities in 2022 was US\$35.2 million, which consists primarily of purchases of financial assets at fair value through profit or loss of US\$46.0 million, partially offset by proceeds from disposal of financial assets at fair value through profit or loss of US\$11.1 million.

Net Cash Flows Generated from Financing Activities

Net cash flows generated from financing activities in the nine months ended September 30, 2025 was US\$407.9 million, which consists primarily of proceeds from issuance of convertible redeemable preferred shares of US\$426.3 million.

Net cash flows generated from financing activities in 2024 was US\$771.1 million, which consists primarily of proceeds from issuance of convertible redeemable preferred shares of US\$739.6 million.

Net cash flows generated from financing activities in 2023 was US\$306.2 million, which consists primarily of proceeds from issuance of convertible redeemable preferred shares of US\$307.0 million.

Net cash flows generated from financing activities in 2022 was US\$49.8 million, which consists primarily of proceeds from issuance of convertible redeemable preferred shares of US\$50.0 million.

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CASH OPERATING COSTS

The following table sets forth key information relating to our cash operating costs for the periods indicated:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
				<i>(unaudited)</i>	
				<i>(US\$ in thousands)</i>	
Workforce					
employment ⁽¹⁾	4,406	15,861	38,270	30,793	43,397
R&D costs ⁽²⁾	2,697	37,517	114,622	93,120	131,872
Direct procurement					
costs ⁽³⁾	–	3,767	23,562	13,545	36,855
Marketing and					
promotion					
expenses ⁽⁴⁾	347	14,355	70,791	52,397	53,492
Administrative					
expenses ⁽⁵⁾	1,571	3,426	6,799	3,146	7,908
Non-income taxes					
and other charges . .	5	27	43	31	87
Total	9,026	74,953	254,087	193,032	273,611

Notes:

- (1) Cash operating costs relating to workforce employment represent the sum of employee benefit expenses under R&D expenses, administrative expenses, cost of sales and selling and marketing expenses (excluding share-based compensation which is non-cash in nature), adjusted for changes in working capital relating to employee benefit expenses as of previous and current year end under the above operating expenses.
- (2) R&D costs under cash operating costs represent R&D expenses (excluding employee benefit expenses and non-cash items under R&D expenses), adjusted for changes in working capital relating to R&D activities as of previous and current year end.
- (3) Cash operating costs relating to direct procurement costs, including cloud services related to inference, as well as platform commission fees, adjusted for changes in working capital relating to cost of sales as of previous and current year end.
- (4) Cash operating costs relating to marketing and promotion expenses represent selling and marketing expenses (excluding employee benefit expenses and non-cash items under selling and marketing expenses), adjusted for changes in working capital relating to sales and marketing activities as of previous and current year end.
- (5) Cash operating costs relating to administrative activities represent administrative expenses (excluding employee benefit expenses and non-cash items under administrative expenses), adjusted for changes in working capital relating to administrative activities as of previous and current year end.

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Net Current Assets/Liabilities

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

	As of December 31,			As of September 30,	As of November 30,
	2022	2023	2024	2025	2025
	USD'000	USD'000	USD'000	USD'000	USD'000 (unaudited)
Current Assets					
Trade receivables . .	–	1,338	6,982	8,063	9,283
Prepayments, other receivables and other assets	569	4,378	13,470	11,811	15,038
Financial assets at amortized costs . .	–	–	147,444	–	30,006
Financial assets at fair value through profit or loss	65,791	15,802	295,220	644,154	731,855
Time deposits	–	91,698	26,327	–	13,744
Restricted cash	2,221	–	27,293	25,097	18,744
Cash and cash equivalents	4,691	206,295	288,912	362,647	191,619
Total current assets	73,272	319,511	805,648	1,051,772	1,010,289
Current liabilities					
Interest-bearing bank borrowings .	–	–	19,455	19,102	14,130
Trade and bills payables	2,394	17,242	51,212	70,219	62,121
Other payables, accruals and other liabilities	2,326	14,741	51,512	17,322	21,950
Contract liabilities .	–	559	1,553	4,657	6,876
Lease liabilities . . .	349	1,248	1,964	1,694	1,688
Convertible redeemable preferred shares . .	145,175	629,001	1,581,949	2,321,193	3,091,653
Total current liabilities	150,244	662,791	1,707,645	2,434,187	3,198,418
Net current liabilities	(76,972)	(343,280)	(901,997)	(1,382,415)	(2,188,129)

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Our net current liabilities increased from US\$77.0 million as of December 31, 2022 to US\$343.3 million as of December 31, 2023, primarily due to (i) an increase in convertible redeemable preferred shares from US\$145.2 million as of December 31, 2022 to US\$629.0 million as of December 31, 2023, reflecting new issuances of preferred shares and additional fair value changes, (ii) a decrease in financial assets at fair value through profit or loss from US\$65.8 million as of December 31, 2022 to US\$15.8 million as of December 31, 2023, mainly attributable to a partial redemption of previously held liquid financial products and reallocation of capital, (iii) an increase in trade and bills payables from US\$2.4 million as of December 31, 2022 to US\$17.2 million as of December 31, 2023, primarily due to higher procurement of cloud services, and (iv) an increase in other payables, accruals and other liabilities from US\$2.3 million as of December 31, 2022 to US\$14.7 million as of December 31, 2023 as we scaled up operations, partially offset by (i) an increase in cash and cash equivalents from US\$4.7 million as of December 31, 2022 to US\$206.3 million as of December 31, 2023, and (ii) the recognition of time deposits of US\$91.7 million, which did not exist in 2022.

Our net current liabilities increased from US\$343.3 million as of December 31, 2023 to US\$902.0 million as of December 31, 2024, primarily due to (i) an increase in convertible redeemable preferred shares from US\$629.0 million as of December 31, 2023 to US\$1,581.9 million as of December 31, 2024 as we completed further rounds of equity financing in 2024 and recognised fair value changes, (ii) an increase in trade and bills payables from US\$17.2 million as of December 31, 2023 to US\$51.2 million as of December 31, 2024, primarily due to increased service received, and (iii) an increase in other payables, accruals and other liabilities from US\$14.7 million as of December 31, 2023 to US\$51.5 million as of December 31, 2024. This was partially offset by (i) an increase in financial assets at fair value through profit or loss from US\$15.8 million as of December 31, 2023 to US\$295.2 million as of December 31, 2024, mainly attributable to increased investment in structured wealth management products, and (ii) an increase in financial assets at amortized costs from nil as of December 31, 2023 to US\$147.4 million as of December 31, 2024, as we began investing in fixed-income instruments.

Our net current liabilities increased from US\$902.0 million as of December 31, 2024 to US\$1,382.4 million as of September 30, 2025, primarily due to (i) an increase in convertible redeemable preferred shares from US\$1,581.9 million as December 31, 2024 to US\$2,321.2 million as of September 30, 2025, mainly due to the increase in the fair value of our preferred share, reflecting our enhanced operating performance and business prospect and issuance of Series Pre-B++ shares, and (ii) a decrease in financial assets at amortized cost from US\$147.4 million as of December 31, 2024 to nil as of September 30, 2025, primarily attributable to the maturity and subsequent redemption of certain short-term investments, and (iii) an increase in trade and bills payables from US\$51.2 million as of December 31, 2024 to US\$70.2 million as of September 30, 2025, primarily driven by the increased procurement of goods and services as well as increased spending on cloud services for model training to support our business expansion. This was partially offset by (i) an increase in financial assets at fair value through profit or loss from US\$295.2 million as of December 31, 2024 to US\$644.2 million as of September 30, 2025, primarily due to our increased investment amount in diversified financial

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instruments, and (ii) a decrease in other payables, accruals and other liabilities from US\$51.5 million as of December 31, 2024 to US\$17.3 million as of September 30, 2025, mainly attributable to the repayment of convertible bonds and the reduction in marketing activities and procurement expenses.

Our net current liabilities increased from US\$1,382.4 million as of September 30, 2025 to US\$2,188.1 million as of November 30, 2025, primarily due to (i) an increase in convertible redeemable preferred shares from US\$2,321.2 million as of September 30, 2025 to US \$3,091.7 million as of November 30, 2025 mainly due to the increase in the fair value of our preferred share, reflecting our enhanced operating performance and business prospectus, (ii) a decrease in cash and cash equivalents from US\$362.6 million as of September 30, 2025 to US\$191.6 million as of November 30, 2025 mainly due to reallocation of capital to financial assets at fair value through profit or loss. This was partially offset by (i) an increase in financial assets at amortized costs from nil as of September 30, 2025 to US\$30.0 million as of November 30, 2025 as we continued to deploy available funds into stable yield-generating instruments in accordance with our cash management strategy, and (ii) an increase in financial assets at fair value through profit or loss from US\$644.2 million as of September 30, 2025 to US\$731.9 million as of November 30, 2025.

As of November 30, 2025, we had net current liabilities of US\$2,188.1 million, primarily because of convertible redeemable preferred shares totaling US\$3,091.7 million, which are classified as current liabilities. Nevertheless, as these convertible redeemable preferred shares will be re-designated from financial liabilities to equity as a result of the automatic conversion into ordinary shares upon Listing, our net current liabilities position will turn into a net current assets position. Looking forward, we expect our net current liabilities position to improve through a combination of the following measures: (i) upon Listing, all of our outstanding Preferred Shares currently classified as current liabilities will be converted into ordinary shares and reclassified as equity, which is expected to result in a net current assets position; (ii) the estimated net proceeds from the Global Offering will further strengthen our cash and bank balances and may be applied, where appropriate, to fund our working capital needs, including the settlement of current operating liabilities as they fall due; (iii) as we continue to scale the commercialization of our foundation models and AI-native products, we expect increasing cash inflows from usage-based and contract-based revenue, which, together with disciplined cost management, are expected to improve our operating cash flows; and (iv) we will continue to actively manage our working capital by, among others, enhancing our billing and collection processes, encouraging upfront or periodic prepayments for certain enterprise solutions where commercially appropriate, and negotiating appropriate payment terms with major suppliers and service providers, so as to maintain a sufficient level of cash and near-cash financial assets (such as short-term fixed income products) to meet our current liabilities when due.

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INDEBTEDNESS

The following table sets forth our indebtedness as of the dates indicated.

	As of December 31,			As of September 30,	As of November 30,
	2022	2023	2024	2025	2025
	USD'000	USD'000	USD'000	USD'000	USD'000 (unaudited)
Current					
Interest-bearing					
bank borrowings .	—	—	19,455	19,102	14,130
Lease liabilities . . .	349	1,248	1,964	1,694	1,688
Convertible bonds					
included in other					
payables, accruals					
and other					
liabilities	—	—	14,722	—	—
Convertible					
redeemable					
preferred shares . .	145,175	629,001	1,581,949	2,321,193	3,091,653
Non-Current					
Lease liabilities . . .	91	1,912	1,059	937	738
Total	145,615	632,161	1,619,149	2,342,926	3,108,209

For details of our interest-bearing bank and other borrowings and lease liabilities during the Track Record Period, see “— Discussion of Certain Key Items from Our Consolidated Statements of Financial Position”. As of November 30, 2025, our committed unutilized bank facilities amounted to US\$44.9 million. During the Track Record Period and up to the date of this Prospectus, we did not have any contingent liabilities.

Our Directors confirm that as of the Latest Practicable Date, the agreements under our borrowings did not contain any covenants that would have a material and adverse effect on our ability to obtain additional borrowings or issue debt or equity securities in the future. Our Directors further confirm that we had no defaults in bank and other borrowings, nor did we breach any covenants (that were not waived) during the Track Record Period and up to the Latest Practicable Date. Additionally, our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we did not experience any difficulties in obtaining credit facilities, nor any withdrawal of facilities or requests for early repayment.

Except as otherwise disclosed under the sections titled “— Indebtedness” and “— Contractual Obligations,” as of November 30, 2025, the latest practicable date for determining our indebtedness, we did not have any material bank overdrafts, loans, or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, other recognised lease liabilities, guarantees, or other material contingent liabilities. Our Directors confirm that there have been no material changes in our indebtedness since November 30, 2025 and up to the date of this Prospectus.

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RESEARCH AND DEVELOPMENT EXPENDITURE AND TOTAL OPERATING EXPENDITURE

During the Track Record Period, we did not capitalize internal development costs as intangible assets. The following table sets forth our annual and total research and development expenditure for the periods indicated

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
	(unaudited)				
	(US\$ in thousands)				
Research and development expenses	10,560	70,002	188,979	138,684	180,312
Adjustments:					
Add: intangible assets acquired from third parties and capitalized ⁽¹⁾	—	—	—	—	—
Less: amortization expense of capitalized intangible assets included in research and development expenditure ⁽¹⁾	—	—	—	—	—
Annual research and development expenditure	<u>10,560</u>	<u>70,002</u>	<u>188,979</u>	<u>138,684</u>	<u>180,312</u>
Total research and development expenditure for the three financial years prior to the Global Offering . .			269,541		

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The following table sets forth our annual and total operating expenditure for the periods indicated:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
				<i>(unaudited)</i>	
				<i>(US\$ in thousands)</i>	
Research and development expenses	10,560	70,002	188,979	138,684	180,312
Selling and distribution expenses	587	22,827	86,995	53,389	39,325
Administrative expenses	3,213	7,615	14,384	9,610	22,074
Adjustments:					
Add: intangible assets acquired from third parties and capitalized	—	—	—	—	—
Less: amortization expense of capitalized intangible assets included in research and development expenditure . .	—	—	—	—	—
Total operating expenditure for the three financial years prior to the Global Offering			<u>405,162</u>		

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The following table sets forth our annual research and development expenditure ratio and total research and development expenditure ratio for the periods indicated:

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
				<i>(unaudited)</i>	
				<i>(US\$ in thousands)</i>	
Annual research and development expenditure ratio ⁽¹⁾	73.5%	69.7%	65.1%	68.8%	74.6%
Total research and development expenditure ratio ⁽²⁾			<u>66.5%</u>		

(1) Calculated by dividing annual research and development expenditure by annual total operating expenditure.

(2) Calculated by dividing total research and development expenditure for the three financial years prior to the Global Offering by total operating expenditure for the three financial years prior to the Global Offering.

CAPITAL EXPENDITURES

Our historical capital expenditures primarily consist of expenditures for plant and equipment, specifically leasehold improvements and office equipment. The following table sets forth our capital expenditures for the periods indicated.

	For the year ended December 31,			For the nine months ended September 30,	
	2022	2023	2024	2024	2025
				<i>(unaudited)</i>	
				<i>(US\$ in thousands)</i>	
Property, Plant and Equipment	<u>256</u>	<u>697</u>	<u>759</u>	<u>496</u>	<u>479</u>
Total	<u>256</u>	<u>697</u>	<u>759</u>	<u>496</u>	<u>479</u>

We will continue to make capital expenditures to support the expected growth of our business and our expansion plans. We intend to fund these future capital expenditures with financial resources available to us, including our existing cash and bank balances, cash flows generated from our financing activities and net proceeds from the Global Offering.

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CONTRACTUAL OBLIGATIONS

Capital Commitments

We did not have significant capital commitments as of December 31, 2022, 2023, 2024 and September 30, 2024 and 2025.

RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time. For details of our related party transactions, see Note 29 to the Accountants' Report included in Appendix I to this Prospectus.

Our Directors are of the view that each of the related party transactions set out in Note 29 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 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.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as Shareholder's equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with us.

FINANCIAL RISKS DISCLOSURE

We are exposed to a variety of market and other financial risks, including foreign currency risk, credit risk and liquidity risk. We manage and monitor these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Foreign currency risk

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Such exposures arise from sales and purchases by operating units in currencies other than the units' functional currencies. We seek to limit our exposure to foreign currency risk by minimising its net foreign currency position.

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Credit risk

We trade only with recognised 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, receivable balances are monitored on an ongoing basis and our exposure to bad debts is not significant.

Liquidity risk

We monitor our exposure to liquidity risk by monitoring the current ratio, which is calculated by comparing the current assets with the current liabilities. The liquidity of us is primarily dependent on our ability to maintain adequate cash inflows from operations to meet our debt obligations as they fall due, and our ability to obtain external financing to meet our committed future capital expenditure.

DIVIDENDS

No dividend was paid or declared by us or any of our subsidiaries since our incorporation. After the Track Record Period and up to the date of this Prospectus, we did not declare any dividends to our Shareholders.

As of the Latest Practicable Date, we did not have a formal dividend policy or a fixed dividend distribution ratio. Any declaration and payment as well as the amount of dividends will be subject to our Articles and the Cayman Companies Act. We currently do not have any dividend policy to guide our dividends declaration or payments. Our board of directors has the discretion to pay interim dividends and to recommend to Shareholders to pay final dividends, and will depend on a number of factors, including our earnings, capital requirements, overall financial condition and contractual restrictions. We may by ordinary resolution resolve to declare dividends in any currency and authorize payment of the dividends out of the funds of the Company that are lawfully available, provided that (i) no dividends shall exceed the amount recommended by our Board and (ii) no dividends shall be paid except out of the realized or unrealized profits of the Company, out of the share premium account or as otherwise permitted by law. As advised by our Cayman Islands legal advisor, under the Cayman Companies Act, a Cayman Islands company may pay a dividend out of either profits and/or a share premium account, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. In light of our accumulated losses as disclosed in this Prospectus, it is unlikely that we will be eligible to pay a dividend out of our profits in the foreseeable future. We may, however, pay a dividend out of our share premium account unless the payment of such a dividend would result in our Company being unable to pay our debts as they fall due in the ordinary course of business. There is no assurance that dividends of any amount will be declared to be distributed in any year. As advised by our Cayman Islands legal advisor, we are a holding company incorporated under the laws of the Cayman Islands, pursuant to which, the financial position of net liabilities does not prohibit us from declaring and paying dividends to our Shareholders, as dividends may still be declared and paid out of our share premium account notwithstanding

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our profitability, provided that our memorandum and articles of association do not prohibit such payment and our Company is able to pay its debts as they fall due in the ordinary course of business immediately after such payment.

If we pay dividends in the future, in order for us to distribute dividends to our Shareholders, we will rely to some extent on any dividends distributed by our PRC subsidiaries. Any dividend distributions from our PRC subsidiaries to us will be subject to PRC withholding tax. In addition, regulations in the PRC currently permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits as determined in accordance with its articles of association and the accounting standards and regulations in China. See “Risk Factors — Risks Related to Doing Business in the Geographic Markets in Which We Operate” in this Prospectus.

WORKING CAPITAL SUFFICIENCY

Our Directors are of the opinion that, taking into account (i) the financial resources available to our Group, including the cash and cash equivalents of US\$362.6 million as well as the current portion of financial assets at fair value through profit and loss US\$644.2 million, as of September 30, 2025, (ii) the estimated net proceeds from the Global Offering and (iii) expected net cash used in operating activities and capital expenditures, we have sufficient working capital to cover at least 125% of our costs, including research and development costs and administrative expenses for the next 12 months from the date of this Prospectus.

DISTRIBUTABLE RESERVES

As of September 30, 2025, our Company did not have any distributable reserves.

LISTING EXPENSES

Our listing expenses mainly include (i) underwriting-related expenses, such as underwriting fees and commissions, and (ii) non-underwriting-related expenses, comprising professional fees paid to our legal advisors and reporting accountants for their services rendered in relation to the Listing and the Global Offering, and other fees and expenses. Assuming full payment of the discretionary incentive fee, the estimated total listing expenses (based on the mid-point of the Offer Price range and assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised) for the Global Offering are approximately HK\$193.2 million, accounting for approximately 4.8% of our gross proceeds. Among such estimated total listing expenses, we expect to pay underwriting-related expenses of HK\$133.0 million, professional fees for our legal advisors and reporting accountants of HK\$40.3 million and other fees and expenses of HK\$19.9 million. During the Track Record Period, the listing expenses charged to our consolidated statements of profit or loss were US\$3.7 million (HK\$28.6 million) and the issuance costs which were recognized as prepayments and are expected to be deducted from equity upon the Listing, were US\$0.4

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million (HK\$3.3 million). After the Track Record Period approximately HK\$26.7 million is expected to be charged to our consolidated statements of profit or loss, and approximately HK\$134.7 million is expected to be accounted for as a deduction from equity upon the Listing.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted consolidated net tangible assets of our Group, prepared in accordance with Rule 4.29 of the Listing Rules 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, is for illustration purposes only and is set out here to illustrate the effect of the Global Offering on the consolidated net tangible assets of our Group attributable to owners of the parent as of September 30, 2025, as if the Global Offering had taken place on September 30, 2025.

The unaudited pro forma statement of adjusted consolidated net tangible assets of our Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of our Group to owners of the parent had the Global Offering been completed as of September 30, 2025 or at any future dates. The unaudited pro forma statement of adjusted consolidated net tangible liabilities does not form part of the Accountants' Report.

	Unadjusted audited consolidated net tangible liabilities attributable to the owners of our Group as of September 30, 2025	Estimated net proceeds from the Global Offering	Estimated impact related to the reclassification of convertible redeemable preferred shares upon Listing	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of our Group as of September 30, 2025	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of our Group per Share as of September 30, 2025	
	US\$'000 <i>Note⁽¹⁾</i>	US\$'000 <i>Note⁽²⁾</i>	US\$'000 <i>Note⁽³⁾</i>	US\$'000	US\$ <i>Note⁽³⁾</i>	HK\$ <i>Note⁽⁴⁾</i>
Based on an Offer Price of HK\$151.00						
per Share	(1,303,499)	472,382	2,321,193	1,490,076	4.88	37.96
Based on an Offer Price of HK\$158.00						
per Share	(1,303,499)	494,423	2,321,193	1,512,117	4.95	38.52
Based on an Offer Price of HK\$165.00						
per Share	(1,303,499)	516,464	2,321,193	1,534,158	5.02	39.08

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Notes:

- (1) The consolidated net tangible liabilities of our Group attributable to owners of the Company as of September 30, 2025 was based on the consolidated net liabilities attributable to owners of the Company as at September 30, 2025 of US\$1,303,499,000 set out in the Accountants' Report in Appendix I to this Prospectus.
- (2) The estimated net proceeds from the Global Offering are based on estimated low end, mid-point and high end offer prices of HK\$151.00, HK\$158.00 and HK\$165.00 per Share after deduction of underwriting fees and commissions and other related expenses payable by the Company and do not take into account any shares which may be issued upon exercise of the Offer Size Adjustment Option and the Over-allotment Option.
- (3) For the purpose of the unaudited pro forma financial information, considering the estimated impact related to the reclassification of convertible redeemable preferred shares upon Listing, the unaudited pro forma adjusted net tangible assets attributable to the owners of the Company will be increased by USD2,321,193,000 being the fair value of the convertible redeemable preferred shares as at September 30, 2025. Upon the Listing and the completion of the Global Offering, all the convertible redeemable preferred shares will be automatically converted into Shares. These convertible redeemable preferred shares will be reclassified from liabilities to equity. The amount that is reclassified from liabilities to equity will be the fair value of the Preferred Shares on that date of the Global Offering.
- (4) The unaudited pro forma adjusted consolidated net tangible assets attributable to Shareholders of the Company per Share is arrived at after the adjustments referred to in the preceding paragraphs (note 2 and 3 above) and on the basis that 305,447,288 shares were in issue assuming that the Global Offering and reclassification of financial liabilities arising from the convertible redeemable preferred shares and ordinary shares into equity had been completed on September 30, 2025, without taking account of the exercise of the Offer Size Adjustment Option and the Over-allotment Option.
- (5) For the purpose of this unaudited pro forma adjusted consolidated net tangible assets, The unaudited pro forma adjusted consolidated net tangible assets attributable to Shareholders of the Company per Share amounts in USD are converted into Hong Kong dollars at USD1.00 = HKD7.7805 prevailing on the latest practical date. No representation is made that the Hong Kong dollar amounts have been, could have been or may be converted to United States dollars, or vice versa, at that rate or any other rates or at all.
- (6) No other adjustment has been made to the unaudited pro forma adjusted consolidated net tangible asset of the Group to reflect any trading result or other transactions entered into subsequent to September 30, 2025.

Please refer to “Appendix II — Unaudited Pro Forma Financial Information” for further details.

NO MATERIAL ADVERSE CHANGE

Our Directors have confirmed that, up to the date of the Prospectus, there had been no material adverse change in our financial, operational or trading position, indebtedness, contingent liabilities or prospects since September 30, 2025, being the end date of the periods reported on in the Accountants' Report set out in Appendix I to this Prospectus, and there had been no event since September 30, 2025, that would materially affect the information shown in the Accountants' Report set out in Appendix I to this Prospectus.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, except for the amounts due from related parties as disclosed in this section, as of the Latest Practicable Date, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS AND USE OF PROCEEDS

FUTURE PLANS

See the section headed “Business — Our Strategies” for a detailed description of our future plans.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK\$3,818.3 million, after deducting underwriting commissions, fees and estimated expenses payable by us in connection with the Global Offering, assuming no Offer Size Adjustment Option or Over-allotment Option is exercised and an Offer Price of HK\$158.00 per Offer Share, being the midpoint of the indicative Offer Price range stated in this Prospectus.

Approximately 90%, or HK\$3,436.4 million of the net proceeds will be used for our research and development over the next five years including the development of our foundation models and our AI-native products. In line with our strategies, we intend to use the net proceeds for the following purposes, subject to changes in light of our evolving business needs and changing market conditions:

- **Development of Our Foundation Models.** To reinforce our technological leadership, we plan to allocate approximately 70.0%, or HK\$2,672.8 million, of the net proceeds over the next five years to the research and development of our foundation models, including investments in AI infrastructure and R&D talent. Our core competitive advantage lies in our innovation across the entire foundation model stack. Advancing the intelligence, efficiency and scalability of our foundation models is critical to strengthening our competitiveness and differentiation in the global market. We have observed that our models’ competitiveness, is directly related to our models’ market pricing and demand.
 - (i) **Enhancing AI Infrastructure for Model R&D.** We plan to allocate approximately 50.0%, or HK\$1,909.1 million, of the net proceeds to enhance the AI infrastructure* that supports the development of our foundation models. This amount will be used entirely for R&D expenses. As our industry relies on ever-increasing computing power to train advanced AI models, we believe continuous upgrades to our AI infrastructure are essential. Our research and development activities, such as training large foundation models, experimenting with model designs, conducting large-scale evaluations, and developing early prototypes, all depend significantly on our AI infrastructure. We will continue to work with our cloud infrastructure and computing services vendors to expand and upgrade our AI infrastructure to support increasingly

* Mainly includes computing services purchased from third-party cloud service providers, namely computing power, storage and network capacity that we rent from external cloud platforms instead of building and owning all the servers ourselves. In practice, this mainly includes high-performance servers, data storage and high-speed network, which we use to train, test and run our large language models and to support user traffic on our Open Platform and AI-native products.

FUTURE PLANS AND USE OF PROCEEDS

large and complex model architectures, enable faster training cycles, and improve model efficiency at scale. In addition, we will focus on integrating these models to enhance their overall intelligence across different types of information in a scalable manner.

Since we view the high costs of AI model training and usage as a key barrier to the widespread adoption of AI technologies, we plan to dedicate more internal resources to our in-house infrastructure team to upgrade our AI systems and make them more cost-efficient. We expect these upgrades and optimizations to continue lowering our costs for model training and inference, thereby improving our overall margin profile. Our ability to further reduce infrastructure costs while supporting increasingly complex models will remain pivotal for our long-term success. We will further focus on improving cost efficiency in model training and inference by refining our infrastructure and workflow, which we believe is critical to improving margins as we scale our operations.

Through these investments, we aim to enable the continuous advancement of our foundation models and maintain their competitiveness in the global market. We believe the strength of our foundation models is the most critical factor for our business success and financial performance, and we will continue advancing foundation model architectural breakthroughs such as dynamic multi-modal model integration. We believe sustained investment based on technological insights will allow us to push multi-modality integration, real-world applicability, and societal intelligence. The details of our foundation model development plans are set out below:

Modality	For the year ending December 31				
	2026	2027	2028	2029	2030
<i>(HK\$ in million)</i>					
For multi-modal integration	152.7	152.7	152.7	152.7	152.7
High performance server	95.5	95.5	95.5	95.5	95.5
Data storage and network	38.2	38.2	38.2	38.2	38.2
Others (data procurement, data labeling, and compliance)	19.1	19.1	19.1	19.1	19.1
For text models	95.5	95.5	95.5	95.5	95.5
High performance server	57.3	57.3	57.3	57.3	57.3
Data storage and network	19.1	19.1	19.1	19.1	19.1
Others (data procurement, data labeling, and compliance)	19.1	19.1	19.1	19.1	19.1

FUTURE PLANS AND USE OF PROCEEDS

Modality	For the year ending December 31				
	2026	2027	2028	2029	2030
<i>(HK\$ in million)</i>					
For visual models	76.4	76.4	76.4	76.4	76.4
High performance server	38.2	38.2	38.2	38.2	38.2
Data storage and network	19.1	19.1	19.1	19.1	19.1
Others (data procurement, data labeling, and compliance)	19.1	19.1	19.1	19.1	19.1
For audio/music models	38.2	38.2	38.2	38.2	38.2
High performance server	11.5	11.5	11.5	11.5	11.5
Data storage and network	19.1	19.1	19.1	19.1	19.1
Others (data procurement, data labeling, and compliance)	7.6	7.6	7.6	7.6	7.6
Miscellaneous	19.1	19.1	19.1	19.1	19.1
Total.	<u>381.8</u>	<u>381.8</u>	<u>381.8</u>	<u>381.8</u>	<u>381.8</u>

- (ii) **Cultivating R&D Talent for Model Development.** We plan to allocate approximately 20.0%, or HK\$763.7 million of the net proceeds to expand and strengthen our R&D teams focused on advancing the intelligence, efficiency and competitiveness of our foundation models over the next five years. This amount will be used entirely for staff costs for our foundation model development team. To sustain and advance this competitiveness, we will continue to recruit top-tier AI researchers, engineers and scientists globally, while also investing in the growth and development of our in-house talent. These team members will focus on creating algorithms, exploring advanced model architectures, improving training and inference efficiency, and integrating multi-modal capabilities across different types of information in a scalable manner.

FUTURE PLANS AND USE OF PROCEEDS

We will uphold rigorous hiring standards as we expand our R&D team. For experienced hires, we will seek candidates from top AI companies or academic institutions who have published in top peer-reviewed journals or have direct experience in developing foundation models. For campus recruits, we will focus our talent acquisition on top universities globally. The details of our recruitment plan are set forth as below:

Position	For the year ending December 31				
	2026	2027	2028	2029	2030
<i>(HK\$ in million)</i>					
Foundational model research	50.0	50.0	50.0	50.0	50.0
<i>Pre-training algorithms</i>	20.0	20.0	20.0	20.0	20.0
<i>Post-training algorithms</i>	20.0	20.0	20.0	20.0	20.0
<i>Training data</i>	10.0	10.0	10.0	10.0	10.0
AI infrastructure	8.5	8.5	8.5	8.5	8.5
<i>Training framework</i>	3.4	3.4	3.4	3.4	3.4
<i>Inference optimization</i>	3.4	3.4	3.4	3.4	3.4
<i>Load balancing</i>	1.7	1.7	1.7	1.7	1.7
Increased compensation for existing personnel	94.2	94.2	94.2	94.2	94.2
Total	152.7	152.7	152.7	152.7	152.7

In addition to our recruitment efforts, we plan to enhance compensation levels for our current and new R&D team members to stay ahead in the fierce AI talent race in the industry. We will offer competitive packages, including both cash compensation and share-based incentives, to attract and retain top-tier talent and to ensure their long-term interests align with the success of our company. Through these investments, we aim to cultivate a world-class R&D organization capable of driving continuous breakthroughs in model intelligence and sustaining our leadership position in the global AI industry. We plan to increase the compensation of our existing R&D personnel over the next five years, allocating approximately 12.3% of the net proceeds or HK\$471.2 million in this regard.

FUTURE PLANS AND USE OF PROCEEDS

- **Development of Our AI-Native Products.** To reinforce our product leadership and commercialization capabilities, we plan to allocate approximately 20.0%, or HK\$763.7 million, of the net proceeds over the next five years to the development, refinement and global scaling of our AI-native products, including investments in product development and relevant talent. Delivering differentiated, highly interactive and scalable AI-native products is critical to driving user adoption, engagement and monetization across consumer, developer, and enterprise markets. The performance and capabilities of our products directly influences our competitiveness in the global market and our ability to generate sustainable revenue growth. Furthermore, positive product performance and user experience are key drivers of brand recognition, global market expansion and long-term commercial success.
- (i) **Enhancing Resources for Product Development.** We plan to allocate approximately 15.0%, or HK\$572.7 million, of the net proceeds to refine our existing AI-native products and launch new ones powered by our advanced foundation models. This amount will be used entirely for R&D expenses. We aim to enhance user experience through stronger engagement, broader modality support, and improved model memory. We also intend to expand use cases and commercial applications across both consumer and business markets.

We aim to accelerate the enhancement and expansion of our current AI-native products. For MiniMax, we will focus on enhancing our MiniMax Agent's ability to perform more complex tasks automatically. Hailuo AI will be upgraded to support faster, higher-quality image and longer video generation with more creative controls and agentic capabilities. For MiniMax Audio, we aim to introduce more interactive and immersive features. We will also scale our Talkie/Xingye platform by enriching the emotional intelligence of the themes and characters within such platforms and improving multi-modal interactions to boost user engagement globally. Meanwhile, our Open Platform will expand its industry-specific AI solutions and API capabilities. This will enable integration and adoption of our Open Platform by enterprise customers and developers worldwide, especially in emerging markets.

FUTURE PLANS AND USE OF PROCEEDS

In addition, we will keep developing new AI-native products that leverage continuous improvements in our foundation models. This includes designing new AI-native applications that offer enhanced user experiences, expanded multi-modal capabilities, and smooth integration across different platforms. We aim to discover new use cases and launch our products in new markets and verticals, thereby driving adoption and creating commercial value for both individual users, developers and enterprise customers. The details of our AI-native product development plans are set out below:

Product	For the year ending December 31				
	2026	2027	2028	2029	2030
<i>(HK\$ in million)</i>					
MiniMax	28.6	28.6	28.6	28.6	28.6
Hailuo AI	28.6	28.6	28.6	28.6	28.6
MiniMax Audio	11.5	11.5	11.5	11.5	11.5
Talkie/Xingye	22.9	22.9	22.9	22.9	22.9
Open Platform	11.5	11.5	11.5	11.5	11.5
New products	11.5	11.5	11.5	11.5	11.5
Total	114.5	114.5	114.5	114.5	114.5

- (ii) **Cultivating Talent for Product Development.** We plan to allocate approximately 5.0%, or HK\$190.9 million of the net proceeds to expand and strengthen our product development and commercialization talent over the next five years. This amount will be used entirely for staff costs for our product development team. We will continue to recruit top-tier talent globally, while also investing in the growth and development of our in-house talent. These team members will focus on translating advancements in our foundation models into differentiated product capabilities, enhancing usability, interactivity and multi-modal functionality, and developing new AI-native products and commercial applications. In addition, they will collaborate closely with our marketing, sales and customer support teams to optimize user experience for global audiences, incorporate market insights into product innovation, and drive adoption across both consumer and enterprise segments.

We will also continue to expand our international sales and marketing team to support the global scaling of our AI-native products. We will continue our global expansion by building a sales and marketing team tailored for international markets. This team will be composed of professionals with global perspectives and experience in overseas operations. In parallel, we will further strengthen our customer service and support capabilities to enhance overall user satisfaction and long-term retention.

FUTURE PLANS AND USE OF PROCEEDS

We will uphold high hiring standards as we expand our global talent base for product development and commercialization. For experienced hires, we intend to recruit candidates with proven expertise in developing and scaling products, or in driving international commercialization and user growth. For campus hires, we will prioritize candidates from top universities worldwide with technical skills, creative problem-solving abilities and a demonstrated passion for product innovation. The details of our recruitment plan are set forth as below:

Position	For the year ending December 31				
	2026	2027	2028	2029	2030
<i>(HK\$ in million)</i>					
Product development and commercialization	17.0	17.0	17.0	17.0	17.0
Front-end development.	6.8	6.8	6.8	6.8	6.8
Back-end development.	6.8	6.8	6.8	6.8	6.8
Product manager	3.4	3.4	3.4	3.4	3.4
International sales and marketing . . .	3.6	3.6	4.5	4.5	4.5
Marketing and branding	0.9	0.9	1.8	1.8	1.8
Key account	2.7	2.7	2.7	2.7	2.7
Increased compensation for existing personnel	17.0	17.0	17.0	17.0	17.0
Total.	<u>37.6</u>	<u>37.6</u>	<u>38.5</u>	<u>38.5</u>	<u>38.5</u>

In addition to expanding our talent pipeline, we plan to enhance compensation for our current and new team members to remain competitive in attracting and retaining top talent. We will offer compensation packages, including both competitive salaries and share-based incentives, to align team members' long-term interests with the success of our company. We plan to increase the compensation of our existing product development and commercialization and international sales and marketing personnel over the next five years, allocating approximately 2.2% of the net proceeds or HK\$85.2 million in this regard.

- **Working Capital and General Corporate Purposes.** The remaining approximately 10.0%, or HK\$381.8 million, of the net proceeds will be allocated to working capital and general corporate purposes.

FUTURE PLANS AND USE OF PROCEEDS

If the Offer Price is fixed at the high-end or low-end of the Offer Price range (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised), the net proceeds will increase or decrease by approximately HK\$171.5 million (after deducting underwriting fees and expenses related to the Global Offering). We intend to apply the additional or reduced net proceeds to the above uses on a pro rata basis.

If the Offer Size Adjustment and the Over-allotment Option are exercised in full, our Company will receive additional net proceeds of approximately HK\$1,248.3 million for 8,188,020 Shares to be allotted and issued upon the full exercise of the Offer Size Adjustment and the Over-allotment Option based on the Offer Price of HK\$158.00 per Offer Share, being the mid-point of the Offer Price range, 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 pro rata basis.

To the extent that the net proceeds from the Global Offering are not immediately required for the above purposes and to the extent permitted by the relevant law and regulations, we will only place the net proceeds from the Global Offering in 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 in the relevant jurisdictions. We will make an appropriate announcement if there is any change to the above proposed use of proceeds.

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HONG KONG UNDERWRITERS

China International Capital Corporation Hong Kong Securities Limited

UBS AG Hong Kong Branch

Goldman Sachs (Asia) L.L.C.

Morgan Stanley Asia Limited

Futu Securities International (Hong Kong) Limited

Tiger Brokers (HK) Global Limited

UNDERWRITING

This prospectus is published solely in connection with the Hong Kong Public Offering. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis. The Company expects the International Offering to be fully underwritten by the International Underwriters. If, for any reason, the Offer Price is not agreed between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company, the Global Offering will not proceed and will lapse.

The Global Offering comprises the Hong Kong Public Offering of initially 1,269,480 Hong Kong Offer Shares (subject to reallocation on the basis as set out in “Structure of the Global Offering” in this prospectus) and the International Offering of initially 24,119,740 International Offer Shares (subject to reallocation on the basis as described in “Structure of the Global Offering” in this prospectus as well as to the Offer Size Adjustment Option and the Over-allotment Option).

As the Company is likely to be deemed as a “covered foreign person” as described in the Final Rule, certain Underwriters have informed the Company that they may consider making notifications with the U.S. Department of the Treasury. None of the Underwriters has any obligation to inform the Company or any investor if they later decide that they will not file such notifications.

UNDERWRITING ARRANGEMENTS AND EXPENSES

Hong Kong Public Offering

Hong Kong Underwriting Agreement

The Hong Kong Underwriting Agreement was entered into on December 30, 2025. Pursuant to the Hong Kong Underwriting Agreement, the Company is offering the Hong Kong Offer Shares for subscription on the terms and conditions set out in this prospectus, and the Hong Kong Underwriting Agreement at the Offer Price.

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Subject to (a) the Stock Exchange granting approval for the listing of, and permission to deal in, the Class A Ordinary Shares in issue and to be issued pursuant to the Global Offering (including the Shares which 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 having been withdrawn and (b) certain other conditions set out in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have agreed severally but not jointly to procure subscribers for, or themselves to subscribe for, their respective applicable proportions of the Hong Kong Offer Shares being offered which are not taken up under the Hong Kong Public Offering on the terms and conditions set out in this prospectus, and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional on, among other things, the International Underwriting Agreement having been executed and becoming unconditional and not having been terminated in accordance with its terms.

Grounds for Termination

If at any time prior to 8:00 a.m. on the day that trading in the Class A Ordinary Shares commences on the Stock Exchange:

- (a) there develops, occurs, exists or comes into force:
 - (i) any new law or regulation or any change or development involving a prospective change or any event or series of events or circumstances likely to result in a change or a development involving a prospective change in existing laws or regulations, or the interpretation or application thereof by any court or any competent Authority in or affecting Hong Kong, the Cayman Islands, the PRC, the United States, the United Kingdom, Singapore and Philippines, or other jurisdictions relevant to the Group 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,

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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 Tokyo Stock Exchange, the Singapore Stock Exchange, the New York Stock Exchange, the NASDAQ Global Market or the London Stock Exchange; 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 the Company of a supplement or amendment to this Prospectus or other documents in connection with the offer and sale of the Offer Shares pursuant to the Companies (Winding up and Miscellaneous Provisions) Ordinance or the Listing Rules or upon any requirement or request of the Stock Exchange and/or the SFC; or
- (vii) the commencement by any authority or other regulatory or political body or organization of any public action or investigation against a member of the Group or a director or a senior management member of any member of the Group or announcing an intention to take any such action; or

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- (viii) the imposition of sanctions or export controls in whatever form, directly or indirectly, on any member of the Group 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 the Hong Kong Underwriting Agreement, in whatever form, directly or indirectly, by, or for, any Relevant Jurisdiction; or
- (ix) any valid demand by creditors for payment or repayment of indebtedness of any member of 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 this Prospectus (or any other documents used in connection with the contemplated offering, allotment, issue, subscription or sale of any of the Offer Shares), the CSRC Filings 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 the Group or any Controlling Shareholder or any Director or senior management members as named in this Prospectus; or
- (xii) any contravention by any member of the Group or any Director of the Listing Rules or applicable Laws; or
- (xiii) any change or prospective change, or a materialization of, any of the risks set out in the section headed “Risk Factors” in this Prospectus,

which, in any such case individually or in the aggregate, in the sole and absolute opinion of the Joint Sponsors and/or the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters):

- i. has or will or may have a material adverse effect or any development involving a prospective material adverse effect, on the profits, losses, results of operations, assets, liabilities, general affairs, business, management, performance, prospects, shareholders’ equity, position or condition (financial, trading or otherwise) of the Group, taken as a whole (the “**Material Adverse Effect**”);
- ii. 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
- iii. 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

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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; or

- iv. 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 Joint Sponsors and/or the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) that:
- (i) any statement contained in any of the Offering Documents (as defined in the Hong Kong Underwriting Agreement), the Operative Documents (as defined in the Hong Kong Underwriting Agreement), the CSRC filings and/or any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of the Company in connection with the Global Offering (including any supplement or amendment thereto) (the “**Global Offering Documents**”) was, when it was issued, or has become untrue, incorrect, inaccurate or incomplete in any material respect or misleading; or that any estimate, forecast, expression of opinion, intention or expectation contained in any such documents, was, when it was issued, or has become unfair or misleading in any respect or based on untrue, dishonest or unreasonable assumptions or given in bad faith; or
 - (ii) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this Prospectus, constitute a material omission or misstatement in any Global Offering Document; or
 - (iii) any breach of, or any event or circumstance rendering untrue or incorrect or incomplete or misleading in any respect, any of the representations, warranties and undertakings given by the Company or the Controlling Shareholders in the Hong Kong Underwriting Agreement or 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 (as defined in the Hong Kong Underwriting Agreement) pursuant to the indemnities in the Hong Kong Underwriting Agreement or the International Underwriting Agreement (including any supplement or amendment thereto), as applicable; or

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- (v) any breach of any of the obligations or undertakings imposed upon the Company or any member of the Controlling Shareholders or any cornerstone investor (as applicable) to the Hong Kong Underwriting Agreement, the International Underwriting Agreement or the Cornerstone Investment Agreements; or
- (vi) there is any change or development involving a prospective change, constituting or having a Material Adverse Effect; or
- (vii) that the Chairman of the Board, any Director or any member of the key personnel or senior management of the Company named in this Prospectus seeks to retire, or is removed from office or vacating his/her office; or
- (viii) any Director or any member of the key personnel or senior management of the Company named in this Prospectus is being charged with an indictable offence or prohibited by operation of law or otherwise disqualified from taking part in the management or taking directorship of a company; or
- (ix) the Company withdraws this Prospectus (and/or any other documents used in connection with the subscription or sale of any of the Offer Shares pursuant to the Global Offering) or the Global Offering; or
- (x) that the approval by the Listing Committee of the listing of, and permission to deal in, the Class A Ordinary Shares in issue and to be issued pursuant to the Global Offering (including pursuant to any exercise of the Over-allotment Option and the Offer Size Adjustment Option) is refused or not granted, other than subject to customary conditions, on or before the Listing Date, or if granted, the approval is subsequently withdrawn, cancelled, qualified (other than by customary conditions), revoked or withheld; or
- (xi) any person (other than any of the Joint Sponsors) has withdrawn its consent to the issue of this Prospectus or any of the Offering Documents 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 the 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 the Group, or any member of the 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 the Group or a

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provisional liquidator, receiver or manager is appointed over all or part of the assets or undertaking of any member of the Group or anything analogous thereto occurs in respect of any member of the 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 the Company of a supplement or amendment to the CSRC filings pursuant to the CSRC rules or upon any requirement or request of the CSRC; or (C) any non-compliance of the CSRC filings with the CSRC rules or any other applicable Laws; or

(xv) that (i) a material portion of the orders placed or confirmed in the bookbuilding process or (ii) any investment commitment made by any cornerstone investors under the Cornerstone Investment Agreements signed with such cornerstone investors, have been withdrawn, terminated or cancelled, or with respect to which the payment of the relevant orders and/or investment commitment has not been received or settled in the stipulated time and manner or otherwise,

then, in each case, the Joint Sponsors and 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

(A) Undertakings by the Company

Pursuant to Rule 10.08 of the Listing Rules, the Company has undertaken to the Stock Exchange that no further Shares or securities convertible into equity securities of the Company (whether or not of a class already listed) may be issued by the Company or form the subject of any agreement to such an issue within six (6) months from the Listing Date (whether or not such issue of Shares or securities will be completed within six (6) months from the Listing Date), except for Shares issued or to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the Offer Size Adjustment Option and the Over-allotment Option) or any of the other circumstances provided under Rule 10.08 of the Listing Rules.

(B) Undertakings by the Controlling Shareholders

Pursuant to Rules 10.07 and 18C.13 of the Listing Rules, each of the Controlling Shareholders has undertaken to the Stock Exchange and the Company that, except pursuant to the Global Offering (including the Offer Size Adjustment Option and the Over-allotment Option), it/he will not and will procure that the relevant registered holder(s) will not without

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the prior written consent of the Stock Exchange or unless otherwise in compliance with the applicable requirement of the Listing Rules, in the period commencing on the date by reference to which disclosure of its shareholdings in the Company is made in this prospectus and ending on the date which is 24 months from the Listing Date, either directly or indirectly, 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 securities of the Company in respect of which it is shown by this prospectus to be the beneficial owner.

Pursuant to Rule 18C.22, a Pre-Commercial Company that wishes to cease being regarded as a Pre-Commercial Company after listing must make an application to the Exchange for that purpose. Pursuant to Rule 18C.23, a Pre-Commercial Company must provide the Exchange with published audited financial statements in support of an application made under Rule 18C.22 demonstrating that: (1) for its most recent audited financial year, it has met the revenue requirement as set out in Rule 18C.03 (4); or (2) as a result of its operations as a whole, it has met at least one of the tests in Rule 8.05. In the event that upon the notification by the Stock Exchange that our Company will no longer be regarded as a Pre-Commercial Company after the Listing, the lock-up period set out above will expire on the later of: (i) the date on which such lock-up periods would have ended if the Company had applied for listing as a Commercial Company; and (2) the date falling on the 30th day after the announcement on the removal of designation as a Pre-Commercial Company as required under Rule 18C.24 of the Listing Rules.

Pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of the Controlling Shareholders has undertaken to the Stock Exchange and the Company that, within the period commencing on the date by reference to which disclosure of its shareholding in the Company is made in this prospectus and ending on the date which is 24 months from the Listing Date, it/he will and will procure that the relevant registered holder(s) will:

- (a) when it pledges or charges any securities of the Company beneficially owned by it in favour 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 of the Listing Rules, immediately inform the Company of such pledge or charge together with the number of securities so pledged or charged; and
- (b) when it receives indications, either verbal or written, from the pledgee or chargee of any securities of the Company that any of the pledged or charged securities will be disposed of, immediately inform the Company of such indications.

The Company will inform the Stock Exchange as soon as it has been informed of the matters referred to in paragraphs (i) and (ii) above by the Controlling Shareholders and subject to the then applicable requirements of the Listing Rules disclose such matters by way of an announcement.

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(C) Undertakings by Key Persons and the Pathfinder SIIs

Pursuant to Rule 18C.14 of the Listing Rules, each of Dr. Yan and Ms. Yun, key persons of the Company and the Pathfinder SIIs (including IDG SIIs and miHoYo SIIs), and their respective close associates, as identified under the section headed “History, Reorganization and Corporate Structure — Lock-up Periods” (collectively, the “**Undertaking Providers**”), has undertaken to the Stock Exchange and to us that, except pursuant to the Global Offering (including the Offer Size Adjustment Option and the Over-allotment Option), it will not, unless otherwise permitted under Rule 18C.15 of the Listing Rules: at any time in the period commencing on the date by reference to which disclosure of its shareholding is made in this Prospectus and ending on the date which is 24 months (or 12 months in the case of the Pathfinder SIIs) from the Listing Date, 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 of the Company in respect of which it is shown by this Prospectus to be the beneficial owner.

Note 2 to Rule 18C.14 of the Listing Rules provides that the above undertakings do not prevent such persons from using the shares of the Company beneficially owned by it/him/her as security (including a charge or 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.

Further, pursuant to Note 2 to 18C.14 of the Listing Rules, each of such persons has undertaken to the Stock Exchange and to us that, within the period commencing on the date by reference to which disclosure of its shareholding is made in this Prospectus and ending on the date which is 24 months (or 12 months in the case of the Pathfinder SIIs) from the Listing Date:

- (a) 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) for a bona fide commercial loan, immediately inform us and the Stock Exchange of such pledge or charge together with the number of Shares so pledged or charged; and
- (b) when it receives indications, either verbal or written, from the pledgee or charge that any of the pledged or charged Shares will be disposed of, immediately inform us and the Stock Exchange of such indications.

The Company will inform the Stock Exchange as soon as the Company has been informed of the above matters, if any, by such persons and disclose such matters as soon as possible after being so informed.

Pursuant to Note 2 to Rule 18C.23, notwithstanding the foregoing, if the Company ceases being regarded as a Pre-Commercial Company after Listing, the lock-up periods during which the relevant shareholders as mentioned above are subject to as set out in Rule 18C.14 of the Listing Rules will expire on the later of: (1) the date on which such lock-up periods would have

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ended if the Company had applied for listing as a Commercial Company; and (2) the date falling on the 30th day after the announcement on the removal of designation as a Pre-Commercial Company as required under Rule 18C.24 of the Listing Rules.

Undertakings Pursuant to the Hong Kong Underwriting Agreement

(A) Undertakings by the Company

Pursuant to the Hong Kong Underwriting Agreement, save for (a) the issue, offer or sale of the Offer Shares by the Company pursuant to the Global Offering (including pursuant to the Offer Size Adjustment Option and the Over-allotment Option) and (b) the grant of awards pursuant to the Post-IPO Share Incentive Plan and the issue and delivery of Class A Ordinary Shares for satisfying the awards granted under the Post-IPO Share Incentive Plan, during the period commencing on the date of the Hong Kong Underwriting Agreement and ending on, and including, the date falling six months after the Listing Date (the “**First Six-Month Period**”), the Company has undertaken to each of the Joint Sponsors, the Sponsor-Overall Coordinators, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Hong Kong Underwriters not to, without the prior written consent of the Joint Sponsors and Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the Listing Rules:

- (i) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, assign, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, or repurchase, any legal or beneficial interest in the share capital, any Class A Ordinary Shares or any other securities of the 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, Class A Ordinary Shares or other securities of the Company, as applicable), or deposit any share capital, Class A Ordinary Shares or other securities of the Company, as applicable, with a depositary in connection with the issue of depositary receipts; or
- (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of the Class A Ordinary Shares or any other securities of the 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
- (iii) enter into any transaction with the same economic effect as any transaction described in paragraphs (i) or (ii) above; or

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- (iv) offer to or agree to do any of the foregoing specified in paragraphs (i), (ii) or (iii) above or announce any intention to do so,

in each case, whether any of the transactions specified in paragraphs (i), (ii) or (iii) above is to be settled by delivery of share capital, Class A Ordinary Shares or such other securities, in cash or otherwise (whether or not the issue of such share capital or other securities will be completed within the First Six Month Period).

In the event that, during the period of six months commencing on the date on which the First Six-Month Period expires (the “**Second Six-Month Period**”), the Company enters into any of the transactions specified in paragraphs (i), (ii) or (iii) above or offers to or agrees to or announces any intention to effect any such transaction, the Company shall take all reasonable steps to ensure that it will not create a disorderly or false market in the Class A Ordinary Shares or other equity securities of the Company.

(B) Undertakings by the Controlling Shareholders

Pursuant to the Hong Kong Underwriting Agreement, each of the Controlling Shareholder has undertaken to each of the Company, the Joint Sponsors, the Sponsor-Overall Coordinators, the Overall Coordinators, the Joint Global Coordinators, the CMIs, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that, without the prior written consent of the Joint Sponsors 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, at any time during the period commencing on the date of the Hong Kong Underwriting Agreement and ending on, and including, the date that is 24 months after the Listing Date (the “**24-Month Period**”):

- (i) except for any lending of Class A Ordinary Shares by MiniMax Matrix pursuant to the Stock Borrowing Agreement and any sale of Class A Ordinary Shares pursuant to the Global Offering, 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/her will not, offer, pledge, charge, sell, offer to sell, contract or agree to sell, mortgage, charge, hypothecate, lend, grant or sell any option, warrant, contract or right to purchase, grant, or purchase any option, warrant, contract or right to sell, grant or agree to grant any option, right or warrant to purchase or subscribe for, lend 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 Class A Ordinary Shares, Class B Ordinary Shares or other securities of the Company or any interest in any of the foregoing (including, but not limited to, any securities that are convertible into or exchangeable or exercisable for, or that represent the right to receive, or any warrants or other rights to purchase, any Class A Ordinary Shares or Class B Ordinary Shares, or deposit any Class A Ordinary Shares or Class B Ordinary Shares

UNDERWRITING

or other equity securities of the Company with a depositary in connection with the issue of depository receipts) beneficially owned by him or it as of the Listing Date (the “**Controlling Shareholders Locked-up Securities**”); 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 Controlling Shareholders Locked-up Securities; or
- (iii) enter into any transaction with the same economic effect as any transaction specified in paragraphs (i) or (ii) above, or offer to or agree to or announce any intention to effect any transaction specified paragraphs (i) or (ii) above, in each case, whether any of the transactions is to be settled by delivery of Class A Ordinary Shares, Class B Ordinary Shares or other securities of the Company or in cash or otherwise, and whether or not the transactions will be completed within 24-Month Period.

Until the expiry of the 24-Month Period, in the event that any of the Controlling Shareholders enters into any of the transactions specified above 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 the Company.

The restrictions above shall not prevent the Controlling Shareholders from (i) purchasing additional Class A Ordinary Shares or other securities of the Company and disposing of such additional Class A Ordinary Shares or securities of the Company in accordance with the Listing Rules, provided that any such purchase or disposal does not contravene the lock-up arrangements with the Controlling Shareholders referred to above or the compliance by the Company with the minimum public float Requirement, (ii) disposing of any interest of the Controlling Shareholders Locked-up Securities in the circumstances provided under Rule 18C.15 of the Listing Rules; and (iii) using the Class A Ordinary Shares or other securities of the 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 in accordance with Note (2) to Rule 10.07(2) of the Listing Rules, provided that, within 24-Month Period, (a) the relevant Controlling Shareholder will immediately inform the Company and the Overall Coordinators in writing of such pledge or charge together with the number of Class A Ordinary Shares or other securities of the Company so pledged or charged if and when it/he or the relevant registered holder(s) pledges or charges any Class A Ordinary Shares or other securities of the 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 Class A Ordinary Shares or other securities of the Company will be disposed of, it/he will immediately inform the Company and the Overall Coordinators of such indications.

UNDERWRITING

In the event that upon the notification by the Stock Exchange that the Company will no longer be regarded as a Pre-Commercial Company after the Listing, the lock-up period set out above will expire on the later of: (i) the date on which such lock-up periods would have ended if the Company had applied for listing as a Commercial Company; and (2) the date falling on the 30th day after the announcement on the removal of designation as a Pre-Commercial Company as required under Rule 18C.24 of the Listing Rules.

Undertaking by the other existing shareholders

In addition to the respective undertakings by the Controlling Shareholders and the Underwriting Providers as disclosed above in this section, each of the Pre-IPO Investors and MiniMax Gene has agreed to provide a lock-up undertaking (the “**Lock-up Undertakings**”) in favour of the Company, the Joint Sponsors and the Overall Coordinators (for themselves and on behalf of the Underwriters).

Pursuant to the Lock-up Undertakings, (a) existing shareholders holding an aggregate of 48.92% of the total number of issued shares of the Company as of the Latest Practicable Date have agreed to a lock-up in respect of the Shares they held prior to the Listing for a period commencing from the date of their respective Lock-up Undertakings and ending on the date which is six months from the Listing Date, subject to customary exceptions, and (b) existing shareholders holding an aggregate of 20.34% of the total number of issued shares of the Company as of the Latest Practicable Date have agree to a lock-up in respect of the Shares they held prior to the Listing for a period commencing from the date of their respective Lock-up Undertakings or the date of this Prospectus and ending on a date which is the earlier of (i) the twentieth (20th) trading day starting from the date on which the Class A Ordinary Shares are included as an eligible stocks of Stock Connect and can be traded via Stock Connect of the Stock Exchange, or (ii) nine months from the date on which trading in the Class A Ordinary Shares commences on the Stock Exchange, subject to customary exceptions.

Hong Kong Underwriters’ Interests in the Company

Save for their respective obligations under the Hong Kong Underwriting Agreement and otherwise as disclosed in the prospectus, as of the Latest Practicable Date, none of the Hong Kong Underwriters was interested, legally or beneficially, directly or indirectly, in any Shares or any securities of any member of the Group or had any right or option (whether legally enforceable or not) to subscribe for or purchase, or to nominate persons to subscribe for or purchase, any Shares or any securities of any member of the Group.

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 respective obligations under the Hong Kong Underwriting Agreement.

UNDERWRITING

International Offering

International Underwriting Agreement

In connection with the International Offering, the Company expects to enter into the International Underwriting Agreement with the International Underwriters on or around the Price Determination Date. Under the International Underwriting Agreement and subject to the Offer Size Adjustment Option and the Over-allotment Option, the International Underwriters would, subject to certain conditions set out therein, agree severally but not jointly to procure subscribers for, or themselves to subscribe for, their respective applicable proportions of the International Offer Shares initially being offered pursuant to the International Offering. It is expected that the International Underwriting Agreement may be terminated on similar grounds as the Hong Kong Underwriting Agreement. Potential investors should note that in the event that the International Underwriting Agreement is not entered into, the Global Offering will not proceed. See “Structure of the Global Offering — The International Offering.”

Over-allotment Option

The 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 Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, pursuant to which the Company may be required to issue up to an aggregate of 3,808,380 Class A Ordinary Shares (representing not more than 15% of the number of 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 4,379,640 Class A Ordinary Shares (representing approximately 15% of the Offer Shares initially available 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. See “Structure of the Global Offering — Over-allotment Option.”

Offer Size Adjustment Option

The Company is expected to grant to the Overall Coordinators the Offer Size Adjustment Option, exercisable by the Overall Coordinators (for themselves and on behalf of the International Underwriters) on or before the second Business Day prior to the Listing Date and will lapse immediately thereafter, whichever is earlier, to require our Company to allot and issue up to an aggregate of 3,808,380 additional Offer Shares, representing approximately 15.0% of the Offer Shares initially being offered under the Global Offering at the Offer Price to cover any excess demand in the International Offering. The Offer Size Adjustment Option provides flexibility for the Overall Coordinators to increase the number of Offer Shares available for purchase under the International Offering to cover additional market demand. Further details are set out in the section headed “Structure of the Global Offering — International Offering — Offer Size Adjustment Option” in this Prospectus.

UNDERWRITING

Commissions and Expenses

The Capital Market Intermediaries will receive an underwriting commission of 2% of the aggregate Offer Price of all the Offer Shares (including any Offer Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option), out of which they will pay any sub-underwriting commissions and other fees (if any).

The Capital Market Intermediaries may receive a discretionary incentive fee of up to 1.5% of the aggregate Offer Price of all the Offer Shares to be issued by the Company under the Global Offering (including any Offer Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option).

Assuming an indicative Offer Price of HK\$158.00 per Offer Share (which is the mid-point of the Offer Price range), the exercise of the Offer Size Adjustment Option and the Over-allotment Option in full and the full payment of the discretionary fees, the fixed fees and the discretionary fees payable to the Capital Market Intermediaries represent approximately 56.84% and 43.16%, respectively, of the aggregate fees payable to the Capital Market Intermediaries in total in connection with the Global Offering.

For any unsubscribed Hong Kong Offer Shares reallocated to the International Offering, the underwriting commission will not be paid to the Hong Kong Underwriters but will instead be paid, at the rate applicable to the International Offering, to the relevant International Underwriters.

The aggregate underwriting commissions payable to the Capital Market Intermediaries in relation to the Global Offering (assuming an indicative Offer Price of HK\$158.00 per Offer Share (which is the mid-point of the Offer Price range), the full payment of the discretionary incentive fee and the exercise of the Offer Size Adjustment Option and the Over-allotment Option in full) will be approximately HK\$177.9 million representing approximately 3.4% of the estimated gross proceeds from the Global Offering.

The aggregate underwriting commissions and fees together with the Stock Exchange listing fees, the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee, legal and other professional fees and printing and all other expenses relating to the Global Offering are estimated to be approximately HK\$238.6 million (assuming an indicative Offer Price of HK\$158.00 per Offer Share (which is the mid-point of the Offer Price range), the full payment of the discretionary incentive fee and the exercise of the Offer Size Adjustment Option and the Over-allotment Option in full) and will be paid by the Company.

UNDERWRITING

Indemnity

Each of the Company and the Controlling Shareholders has agreed to indemnify the Hong Kong Underwriters for certain losses which they may suffer or incur, including losses arising from their performance of their obligations under the Hong Kong Underwriting Agreement and any breach by the Company or the Controlling Shareholders of the Hong Kong Underwriting Agreement.

ACTIVITIES BY SYNDICATE MEMBERS

The underwriters of the Hong Kong Public Offering and the International Offering (together, the “**Syndicate Members**”) and their affiliates may each individually undertake a variety of activities (as further described below) which do not form part of the underwriting or stabilizing process.

The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, 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 the Company and/or persons and entities with relationships with the Company and may also include swaps and other financial instruments entered into for hedging purposes in connection with the Group’s loans and other debt.

In relation to the Shares, the activities of the Syndicate Members and their affiliates could include acting as agent for buyers and sellers of the Shares, entering into transactions with those buyers and sellers in a principal capacity, including as a lender to initial purchasers of the Shares (which financing may be secured by the Shares) in the Global Offering, proprietary trading in the Shares, and entering into over the counter or listed derivative transactions or listed or unlisted securities transactions (including issuing securities such as derivative warrants listed on a stock exchange) which have as their underlying assets, assets including the Shares. Such transactions may be carried out as bilateral agreements or trades with selected counterparties. Those activities may require hedging activity by those entities involving, directly or indirectly, the buying and selling of the Shares, which may have a negative impact on the trading price of the 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 Shares, in baskets of securities or indices including the Shares, in units of funds that may purchase the Shares, or in derivatives related to any of the foregoing.

UNDERWRITING

In relation to issues by Syndicate Members or their affiliates of any listed securities having the Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the rules of the stock exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the Shares in most cases.

Such activities may affect the market price or value of the Shares, the liquidity or trading volume in the Shares and the volatility of the price of the Shares, and the extent to which this occurs from day to day cannot be estimated.

It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following:

- the Syndicate Members (other than the Stabilizing Manager or any person acting for it) must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares), whether in the open market or otherwise, with a view to stabilizing or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and
- the Syndicate Members must comply with all applicable laws and regulations, including the market misconduct provisions of the SFO, including the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

Certain of the Syndicate Members or their respective affiliates have provided from time to time, and expect to provide in the future, investment banking and other services to the Company and each of its affiliates for which such Syndicate Members or their respective affiliates have received or will receive customary fees and commissions.

In addition, the Syndicate Members or their respective affiliates may provide financing to investors to finance their subscriptions of the Offer Shares in the Global Offering.

STRUCTURE OF THE GLOBAL OFFERING

THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering.

The listing of the Class A Ordinary Shares on the Main Board of the Stock Exchange are sponsored by the Joint Sponsors. The Joint Sponsors have made an application on behalf of the Company to the Stock Exchange for the listing of, and permission to deal in, the Class A Ordinary Shares to be issued as mentioned in this prospectus.

25,389,220 Offer Shares will initially be made available under the Global Offering comprising:

- (a) the Hong Kong Public Offering of initially 1,269,480 Offer Shares (subject to reallocation) in Hong Kong as described in “— The Hong Kong Public Offering” below; and
- (b) the International Offering of initially 24,119,740 Offer Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option) (i) in the United States solely to QIBs in reliance on Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and (ii) outside the United States (including to professional and institutional investors within Hong Kong) in offshore transactions in reliance on Regulation S, as described in “— The International Offering” below.

Investors may either (i) apply for Hong Kong Offer Shares under the Hong Kong Public Offering; or (ii) apply for or indicate an interest for International Offer Shares under the International Offering, but may not do both.

The Offer Shares will represent approximately 8.3% of the enlarged issued share capital of the 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 9.4% of the enlarged issued share capital of the Company (assuming the Offer Size Adjustment Option is not exercised at all) or approximately 10.7% of the total Shares in issue (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.

STRUCTURE OF THE GLOBAL OFFERING

THE HONG KONG PUBLIC OFFERING

Number of Offer Shares initially offered

The Company is initially offering 1,269,480 Offer Shares for subscription by the public in Hong Kong at the Offer Price, representing approximately 5% 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 0.4% of the enlarged issued share capital of the 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 “— Conditions of the Global Offering” below.

Allocation

Allocation of Offer Shares to investors under the Hong Kong Public Offering will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. Such allocation could, where appropriate, consist of balloting, which could mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

For allocation purposes only, the total number of Hong Kong Offer Shares available under the Hong Kong Public Offering (after taking into account any reallocation referred to below) will be divided equally into two pools: pool A and pool B with any odd lots being allocated to pool A. The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to valid 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 Stock Exchange trading fee and the AFRC transaction levy payable) or less. The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to valid 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 Stock Exchange trading fee and the AFRC transaction levy payable) and up to the total value in pool B.

STRUCTURE OF THE GLOBAL OFFERING

Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If any Hong Kong Offer Shares in one (but not both) of the pools are unsubscribed, such unsubscribed Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. For the purpose of the immediately preceding paragraph only, the “price” for Hong Kong Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined). Applicants can only receive an allocation of Hong Kong Offer Shares from either pool A or pool B and not from both pools. Multiple or suspected multiple applications under the Hong Kong Public Offering and any application for more than 634,740 Hong Kong Offer Shares (being 50% of the Hong Kong 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 Hong Kong Offer Shares to certain percentages of the total number of Offer Shares to be offered in the Global Offering if certain prescribed total demand levels in the Hong Kong Public Offering are reached. 1,269,480 Offer Shares are initially available in the Hong Kong Public Offering, representing approximately 5% of the Offer Shares initially available for subscription under the Global Offering; and in the event of full subscription or oversubscription of the International Offer Shares, the Overall Coordinators shall apply a clawback mechanism following the closing of the application lists on the following basis, subject to the allocation basis as stated in Chapter 4.14 of the Guide for New Listing Applicants:

- (a) If the Hong Kong Public Offering is not fully subscribed for, the Overall Coordinators has the authority to reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering, in such proportions as the Overall Coordinators deems appropriate, and the Allocation Cap as defined in and stated under Chapter 4.14 of the Guide for New Listing Applicants will not be triggered;
- (b) If the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 10 times or more but less than 50 times of the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Offer Shares available under the Hong Kong Public Offering will be 2,538,940 Offer Shares, representing approximately 10% of the Offer Shares initially available under the Global Offering (before any exercise of the Offer Size Adjustment Option or the Over-allotment Option); and

STRUCTURE OF THE GLOBAL OFFERING

- (c) If the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 50 times or more of the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Offer Shares available under the Hong Kong Public Offering will be 5,077,860 Offer Shares, representing approximately 20% of the Offer Shares initially available under the Global Offering (before any exercise of the Offer Size Adjustment Option or the Over-allotment Option).

In each case, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between pool A and pool B and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Overall Coordinators deem appropriate.

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) in accordance with Chapter 4.14 of the Guide for New Listing Applicants published by the Stock Exchange and paragraph 4.2 of Practice Note 18 of the Listing Rules. Subject to the foregoing paragraph, the Overall Coordinators may in their discretion reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering.

In accordance with Chapter 4.14 of the Guide for New Listing Applicants, if (i) the International Offering is not fully subscribed and the Hong Kong Public Offering is fully subscribed or oversubscribed irrespective of the number of times; or (ii) the International Offering is fully subscribed or oversubscribed and the Hong Kong Public Offering is fully subscribed or oversubscribed with the number of Offer Shares validly applied for in the Hong Kong Public Offering representing less than 10 times of the number of Shares initially available for subscription under the Hong Kong Public Offering, the Overall Coordinators have the authority to reallocate International Offer Shares originally included in the International Offering to the Hong Kong Public Offering in such number as they deem appropriate, provided that the total number of Offer Shares available under the Hong Kong Public Offering following such reallocation shall be not more than 2,538,960 Offer Shares (representing double of the total number of Offer Shares initially available under the Hong Kong Public Offering (before any exercise of the Offer Size Adjustment Option or the Over-allotment Option), and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e., HK\$151.00 per Offer Share) stated in this prospectus.

Details of any reallocation of Offer Shares between the Hong Kong Public Offering and the International Offering will be disclosed in the results announcement of the Global Offering, which is expected to be published on Thursday, January 8, 2026.

STRUCTURE OF THE GLOBAL OFFERING

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 that he/she and any person(s) for whose benefit he/she is making the application has not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares under the International Offering. Such applicant's application under the International Offering is liable to be rejected if such undertaking and/or confirmation is/are breached and/or untrue (as the case may be).

Applicants under the Hong Kong Public Offering may be required to pay, on application (subject to application channels), the maximum Offer Price in addition to the brokerage, the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy payable on each Offer Share, amounting to a total of HK\$3,333.28 for one board lot of 20 Offer Shares. If the Offer Price, as finally determined in the manner described in “— Pricing and Allocation” below, is less than the maximum Offer Price, appropriate refund payments (including the brokerage, the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy attributable to the surplus application monies) will be made to successful applicants (subject to application channels), without interest. Further details are set out in “How to Apply for Hong Kong Offer Shares.”

THE INTERNATIONAL OFFERING

Number of Offer Shares initially offered

The International Offering will consist of an offering of initially 24,119,740 Offer Shares offered by the Company (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option), representing approximately 95% 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 7.9% of the enlarged issued share capital of the Company immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised).

STRUCTURE OF THE GLOBAL OFFERING

Allocation

The International Offering will include selective marketing of Offer Shares to QIBs in the United States as well as 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” 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 Shares and/or hold or sell its Shares after the Listing. Such allocation is intended to result in a distribution of the Shares on a basis which would lead to the establishment of a solid professional and institutional shareholder base to the benefit of the 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 or sold pursuant to the International Offering may change as a result of the clawback arrangement described in “— The Hong Kong Public Offering — Reallocation” above, 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.

STRUCTURE OF THE GLOBAL OFFERING

OVER-ALLOTMENT OPTION

In connection with the Global Offering, the 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 Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to issue up to an aggregate of 3,808,380 additional Offer Shares (representing not more than 15% of the total number of 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 4,379,640 additional Shares (representing approximately 15% of the Offer Shares initially available under the Global Offering assuming the Offer Size Adjustment Option is exercised in full), at the Offer Price under the International Offering to, among other things, cover over-allocations in the International Offering, if any.

If the Offer Size Adjustment Option and the Over-allotment Option are exercised in full, the additional Offer Shares to be issued pursuant thereto will represent approximately 2.6% of the enlarged issued share capital of the Company immediately following the completion of the Global Offering. If the Over-allotment Option is exercised, an announcement will be made.

OFFER SIZE ADJUSTMENT OPTION

In order to provide flexibility for the Overall Coordinators to increase the number of Offer Shares available for purchase under the International Offering to cover additional market demand, the Company is expected to grant to the International Underwriters the Offer Size Adjustment Option, exercisable by the Overall Coordinators at their absolute discretion (for themselves and on behalf of the International Underwriters) on or before the second business day prior to the Listing Date and will lapse immediately thereafter, to require the Company to allot and issue up to an aggregate of 3,808,380 additional Offer Shares (representing approximately 15.0% of the Offer Shares initially being offered under the Global Offering) at the Offer Price to cover any excess demand in the International Offering only and such additional Offer Shares will not be subject to the reallocation and clawback as described above.

If the Offer Size Adjustment Option is exercised in full, the additional Offer Shares to be issued pursuant thereto will represent approximately 1.2% of our issued share capital immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

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In considering whether to exercise the Offer Size Adjustment Option, the Overall Coordinators will take into account a number of factors, including, among other things:

- (i) 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:
 - (a) 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
 - (b) the corresponding number of Shares under the Over-allotment Option;
- (ii) 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;
- (iii) 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; and
- (iv) general market conditions.

The dilution effect of the Offer Size Adjustment Option (assuming the Over-allotment Option is not exercised) is set out below:

Number of 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 Shares issued under the Global Offering after the full exercise of the Offer Size Adjustment Option	Approximate percentage of total issued share capital held by the Original Subscribers after the full exercise of the Offer Size Adjustment Option
25,389,220	8.3%	29,197,600	8.2%

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.

If the Offer Size Adjustment Option is exercised in full, the additional net proceeds received from the placing of the additional Shares allotted and issued will be allocated in accordance with the allocations as disclosed in the section headed “Future Plans and Use of Proceeds” in this Prospectus, on a pro rata basis.

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The Company will disclose in its allotment results announcement if and to what extent the Offer Size Adjustment Option has been exercised, or will confirm that if the Offer Size Adjustment Option has not been exercised by the Price Determination Date, it will lapse and cannot be exercised at any future date.

STABILIZATION

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the securities in the secondary market during a specified period of time, to retard and, if possible, prevent a decline in the initial public market price of the securities below the offer price. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including those of Hong Kong. In Hong Kong, the price at which stabilization is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Stabilizing Manager (or any person acting for it), on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager (or any person acting for it) to conduct any such stabilizing action. Such stabilizing action, if taken, (a) will be conducted at the absolute discretion of the Stabilizing Manager (or any person acting for it) and in what the Stabilizing Manager (or any person acting for it) reasonably regards as the best interest of the Company, (b) may be discontinued at any time, and (c) is required to be brought to an end within 30 days after the last day for lodging applications under the Hong Kong Public Offering.

Stabilization action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilizing) Rules of the SFO includes (a) over-allocating for the purpose of preventing or minimizing any reduction in the market price of the Shares, (b) selling or agreeing to sell the 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 Shares, (c) purchasing, or agreeing to purchase, the Shares pursuant to the Over-allotment Option in order to close out any position established under paragraph (a) or (b) above, (d) purchasing, or agreeing to purchase, any of the Shares for the sole purpose of preventing or minimizing any reduction in the market price of the Shares, (e) selling or agreeing to sell any Shares in order to liquidate any position established as a result of those purchases and (f) offering or attempting to do anything as described in paragraphs (b), (c), (d) or (e) 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 Shares;

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- 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 Shares;
- no stabilizing action can be taken to support the price of the Shares for longer than the stabilization period, which will begin on the Listing Date, and is expected to expire on Thursday, February 5, 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 Shares, and therefore the price of the Shares, could fall;
- the price of the 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.

The Company will ensure or procure 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 Shares in connection with the Global Offering, the Stabilizing Manager (or any person acting for it) may cover such over-allocations by, among others, exercising the Over-allotment Option in full or in part, using 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.

STOCK BORROWING AGREEMENT

In order to facilitate the settlement of over-allocations, if any, in connection with the Global Offering, the Stabilizing Manager (or any person acting for it) may choose to borrow up to 4,379,640 Offer Shares (representing approximately 15% of the Offer Shares offered under the Global Offering assuming the Offer Size Adjustment Option is exercised in full) or up to 3,808,380 Offer Shares (representing approximately 15% of the Offer Shares initially being offered under the Global Offering assuming the Offer Size Adjustment Option is not exercised) from MiniMax Matrix pursuant to the Stock Borrowing Agreement, which is expected to be entered into between the Stabilizing Manager (or any person acting for it) and MiniMax Matrix on or about the Price Determination Date.

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Such stock borrowing arrangement under the Stock Borrowing Agreements, if entered into, will not be subject to the restrictions of Rule 10.07(1)(a) of the Listing Rules provided that the requirements set out in Rule 10.07(3) of the Listing Rules are complied with.

Such stock borrowing arrangement is fully described in this prospectus and must be for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option.

The same number of Shares so borrowed must be returned to MiniMax Matrix or its nominees, as the case may be, on or before the third business day following the earlier of (a) the last day on which the Over-allotment Option may be exercise and (b) the day on which the Over-allotment Option is exercised in full.

The stock borrowing arrangement described above will be effected in compliance with all applicable laws, rules and regulatory requirements. No payment will be made to MiniMax Matrix by the Stabilizing Manager (or any person acting for it) in relation to such Shares borrowing arrangement.

PRICING AND ALLOCATION

Determining the Pricing of the Offer Shares

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be determined on the Price Determination Date, which is expected to be on or before Wednesday, January 7, 2026 and, in any event, no later than 12:00 noon on Wednesday, January 7, 2026 by agreement between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company, and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

The Offer Price will not be more than HK\$165.00 per Offer Share and is expected to be not less than HK\$151.00 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 channels), the maximum Offer Price plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, amounting to a total of HK\$3,333.28 for one board lot of 20 Offer Shares. **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this prospectus.**

The International Underwriters will be soliciting from prospective investors' indications of interest in acquiring Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as "book-building," is expected to continue up to, and to cease on or about, the last day for lodging applications under the Hong Kong Public Offering.

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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 the Company, reduce the number of Offer Shares offered below and/or the Offer Price range as stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, the Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering, cause to be published on the websites of the Company and the Stock Exchange at <https://www.minimaxi.com> and www.hkexnews.hk, respectively, notices of the reduction, and the cancellation of the Global Offering and relaunch of the offer at the revised number of Offer Shares and/or the revised indicative Offer Price range.

The Company will also, as soon as practicable following the decision to make such change, issue a supplemental or new prospectus updating investors of the change in the number of Offer Shares and/or the indicative Offer Price range, and giving investors at least three business days to consider the new information. The supplemental or new prospectus should include at least the following: (i) updated Offer Price range and market capitalization; (ii) updated listing timetable and underwriting obligations; (iii) updated price/earnings multiple, unaudited pro forma and adjusted net tangible assets; and (iv) updated use of proceeds and confirmation of the working capital adequacy based on the revised estimated proceeds.

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 the indicative Offer Price range may not be made until the last day for lodging applications under the Hong Kong Public Offering. In the absence of any such notice so announcement and any such supplemental or new prospectus so published, the number of Offer Shares and the indicative Offer Price range will not be reduced and/or the Offer Price, if agreed upon by the Overall Coordinators (for themselves and on behalf of the other Underwriters) and the Company, will under no circumstances be set outside the Offer Price range 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 falling outside the indicative Offer Price range 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 Shares as prescribed under Rule 11.13 of the Listing Rules, we are required to cancel the Global Offering and relaunch the offer with a supplemental prospectus or a new prospectus in FINI.

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Announcement of Final Pricing of the Offer Shares

The final Offer Price, 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 the Company agreeing on the Offer Price.

The Company expects to enter into the International Underwriting Agreement relating to the International Offering on the Price Determination Date.

These underwriting arrangements, including the Underwriting Agreements, are summarized in “Underwriting.”

CONDITIONS OF THE GLOBAL OFFERING

Acceptance of all applications for Offer Shares will be conditional on:

- the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the Global Offering on the Main Board of the Stock Exchange and such approval not subsequently having been withdrawn or revoked prior to the Listing Date;
- the Offer Price having been agreed between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company;
- the execution and delivery of the International Underwriting Agreement on or around the Price Determination Date; 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 Underwriting Agreements,

STRUCTURE OF THE GLOBAL OFFERING

in each case on or before the dates and times specified in the respective Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and, in any event, not later than the date which is 30 days after the date of this prospectus.

If, for any reason, the Offer Price is not agreed between the Overall Coordinators (for themselves and on behalf of the Underwriters) and the Company by 12:00 noon on Wednesday, January 7, 2026, the Global Offering will not proceed and will lapse.

The consummation of each of the Hong Kong Public Offering and the International Offering is conditional upon, among other things, the other offering becoming unconditional and not having been terminated in accordance with its terms.

If the above conditions are not fulfilled or waived prior to the dates and times specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by the Company on the websites of the Company and the Stock Exchange at <https://www.minimaxi.com> 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 Share Certificates and Refund of Application Monies”. In the meantime, all application monies will be held in separate bank account(s) with the receiving bank or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong).

Share certificates for the Offer Shares will only become valid evidence of title at 8:00 a.m. on Friday, January 9, 2026, provided that the Global Offering has become unconditional in all respects at or before that time.

DEALINGS IN THE SHARES

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, January 9, 2026, it is expected that dealings in the Class A Ordinary Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, January 9, 2026.

The Class A Ordinary Shares will be traded in board lots of 20 Class A Ordinary Shares each and the stock code of the Class A Ordinary Shares will be 0100.

STRUCTURE OF THE GLOBAL OFFERING

NOTICE TO CAPITAL MARKET INTERMEDIARIES AND PROSPECTIVE INVESTORS PURSUANT TO PARAGRAPH 21 OF THE SFC CODE OF CONDUCT

Important Notice to CMIIs (including private banks)

This notice to CMIIs (including private banks) is a summary of certain obligations the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**Code**”) imposes on CMIIs, which require the attention and cooperation of other CMIIs (including private banks). Certain CMIIs may also be acting as the Overall Coordinators for this offering and is subject to additional requirements under the Code.

Paragraph 21.3.3(c) of the Code requires that a CMI should take all reasonable steps to identify whether investors may have any associations with the Company and provide sufficient information to the Overall Coordinators to enable it to assess whether orders placed by these investors may negatively impact the price discovery process.

Prospective investors who are the directors, employees or major shareholders of the Company, a CMI or its group companies would be considered under the Code as having an association (the “**Association**”) with the Company, the CMI or the relevant group company (as the case may be). CMIIs should specifically disclose whether their investor clients have any Association when submitting orders for the Offer Shares. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Company or any CMI (including its group companies) and inform the Underwriters accordingly.

Prospective investors to whom the allocation of Offer Shares will be subject to restrictions or require prior consent from the Stock Exchange under the Listing Rules and other regulatory requirements or guidance issued by the Stock Exchange from time to time (the “**Stock Exchange Requirements**”) (e.g. a connected person of a listed issuer) would be considered as “Restricted Investors”. Offer Shares may only be allocated to Restricted Investors in accordance with applicable Stock Exchange Requirements. CMIIs should specifically disclose whether their investor clients are Restricted Investors when submitting orders for the Offer Shares.

CMIIs are informed that the marketing and investor targeting strategy for this offering includes institutional investors, long-only investors, sovereign wealth funds, pension funds, hedge funds, in each case, subject to the applicable Stock Exchange Requirements (in the case of a Stock Exchange listed issuer) and selling restrictions set out elsewhere in this prospectus. CMIIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIIs). CMIIs should inquire with their investor clients regarding any orders which appear unusual or irregular. CMIIs should disclose the identities of all investors when submitting orders for the Offer Shares (except for omnibus orders where underlying investor information

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should be provided to the Overall Coordinators when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Company. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Offer Shares.

The Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Underwriters in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the Offer Shares, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Private banks who disclose that they are placing their order other than on a “principal” basis (i.e. they are acting as an agent) should note that such order may be considered to be an omnibus order pursuant to the Code. Private banks should be aware that if any of their group companies is a CMI of this offering, placing an order on a “principal” basis may require the Underwriters to apply the “proprietary orders” of the Code to such order and will require the Underwriters to apply the “rebates” requirements of the Code to such order.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) are requested to provide the underlying investor information, preferably in Excel Workbook format, in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to the Overall Coordinators; (B) that they have obtained the necessary consents from the underlying investors to disclose such information to the Overall Coordinators. By submitting an order and providing such information to the Overall Coordinators, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by the Overall Coordinators and/or any other third parties as may be required by the Code, including to the Company, relevant regulators and/or any other third parties as may be required by the Code, for the purpose of complying with the Code, during the book-building process for this offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The

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Underwriters may be asked to demonstrate compliance with their obligations under the Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Underwriter with such evidence within the timeline requested.

Important Notice to Prospective Investors

Prospective investors should be aware that certain intermediaries in the context of this offering of the Offer Shares, including certain Underwriters, are CMIs subject to Paragraph 21 of the Code. This notice to prospective investors is a summary of certain obligations the Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as the Overall Coordinators for this offering and is subject to additional requirements under the Code.

Prospective investors who are the directors, employees or major shareholders of the Company, a CMI or its group companies would be considered under the Code as having an Association with the Company, the CMI or the relevant group company (as the case may be). Prospective investors associated with the Company or any CMI (including its group companies) should specifically disclose this when placing an order for the Offer Shares and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to this offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to this offering, such order is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors to whom the allocation of Offer Shares will be subject to restrictions or require prior consent from the Stock Exchange under the Stock Exchange Requirements (e.g. a connected person of a listed issuer) would be considered as “Restricted Investors”. Offer Shares may only be allocated to Restricted Investors in accordance with applicable Stock Exchange Requirements. Prospective investors who are Restricted Investors should specifically disclose whether they are Restricted Investors when placing an order for the Offer Shares. Prospective investors who do not disclose they are Restricted Investors are hereby deemed not to be Restricted Investors.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). If a prospective investor is an asset management arm affiliated with any Underwriter, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the Underwriter or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to this offering. Prospective

STRUCTURE OF THE GLOBAL OFFERING

investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. If a prospective investor is otherwise affiliated with any Underwriter, such that its order may be considered to be a “proprietary order” (pursuant to the Code), such prospective investor should indicate to the relevant Underwriter when placing such order and such orders will be subject to applicable requirements in accordance with the Code. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to this offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the Underwriters and/or any other third parties as may be required by the Code, including to the Company, the Overall Coordinators, relevant regulators and/or any other third parties as may be required by the Code, it being understood and agreed that such information shall only be used for the purpose of complying with the Code, during the book-building process for this offering. Failure to provide such information may result in that order being rejected.

HOW TO APPLY FOR HONG KONG OFFER SHARES

IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES

FULLY ELECTRONIC APPLICATION PROCESS

The Company has 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 the Company’s website at <https://www.minimaxi.com>.

The contents of this prospectus are identical to the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

A. APPLICATION FOR HONG KONG OFFER SHARES

1. Who Can Apply

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are 18 years of age or older; and
- have a Hong Kong address (*for the **HK eIPO White Form** service only*); and
- are outside the United States (within the meaning of Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S.

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to the Company, 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;
- are a Director or chief executive of the Company and/or a director or chief executive of any of its subsidiaries;
- are a close associate (as defined in the Listing Rules) of any of the above persons;
- are a connected person (as defined in the Listing Rules) of the Company or will become a connected person of the Company immediately upon the completion of the Global Offering; or
- have been allocated or have applied for or indicated an interest in any International Offer Shares or otherwise participate in the International Offering.

HOW TO APPLY FOR HONG KONG OFFER SHARES

2. Application Channels

The Hong Kong Public Offering period will begin at 9:00 a.m. on Wednesday, December 31, 2025 and end at 12:00 noon on Tuesday, January 6, 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
HK eIPO White Form service	www.hkeipo.hk	Applicants who would like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Wednesday, December 31, 2025 until 11:30 a.m. on Tuesday, January 6, 2026, Hong Kong time. The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, January 6, 2026, Hong Kong time.
HKSCC EIPO channel	Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC's FINI system in accordance with your instruction	Applicants who would <u>not</u> like to receive a physical 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 **HK eIPO White Form** 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.

HOW TO APPLY FOR HONG KONG OFFER SHARES

For those applying through the **HK eIPO White Form** service, once you complete payment in respect of any application instructions given by you or for your benefit through the **HK eIPO White Form** 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 **HK eIPO White Form** 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 **HK eIPO White Form** service, you are deemed to have authorized the **HK eIPO White Form** service to apply on the terms and conditions in this prospectus, as supplemented and amended by the terms and conditions of the **HK eIPO White Form** 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 the **HKSCC EIPO** channel, an actual application will be deemed to have been made for any application instructions given by you or for your benefit to HKSCC (in which case an application will be made by HKSCC Nominees on your behalf) provided such application instruction has not been withdrawn or otherwise invalidated before the closing time of the Hong Kong Public Offering.

HKSCC Nominees will only be acting as a nominee for you and neither HKSCC nor HKSCC Nominees shall be liable to you or any other person in respect of any actions taken by HKSCC or HKSCC Nominees on your behalf to apply for Hong Kong Offer Shares or for any breach of the terms and conditions of this prospectus.

Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

For the avoidance of doubt, the Company and all other parties involved in the preparation of this prospectus acknowledge that each applicant who gives or causes to give electronic application instructions is a person who may be entitled to compensation under section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

HOW TO APPLY FOR HONG KONG OFFER SHARES

3. Information Required to Apply

You must provide the following information with your application:

For Individual/Joint Applicants	For Corporate Applicants
<ul style="list-style-type: none"> • Full name(s)² as shown on your identity document • Identity document's issuing country or jurisdiction • Identity document type, with order of priority: <ul style="list-style-type: none"> i. HKID card; or ii. National identification document; or iii. Passport; and • Identity document number 	<ul style="list-style-type: none"> • Full name(s)² as shown on your identity document • Identity document's issuing country or jurisdiction • Identity document type, with order of priority: <ul style="list-style-type: none"> i. LEI registration document; or ii. Certificate of incorporation; or iii. Business registration certificate; or iv. Other equivalent document; and • Identity document number

Notes:

1. If you are applying through the **HK eIPO White Form** service, you are required to provide a valid e-mail address, a contact telephone number and a Hong Kong Address. You are also required to declare that the identity information provided by you follows the requirements as described in Note 2 below. In particular, where you cannot provide a HKID number, you must confirm that you do not hold a HKID card. The number of joint applicants may not exceed four. If you are a firm, the applicant must be in the individual members' names.
2. The applicant's full name as shown on their identity document must be used and the surname, given name, middle and other names (if any) must be input in the same order as shown on the identity document. If an applicant's identity document contains both an English and Chinese name, both English and Chinese names must be used. Otherwise, either English or Chinese names will be accepted. The order of priority of the applicant's identity document type must be strictly followed and where an individual applicant has a valid HKID card (including both Hong Kong Residents and Hong Kong Permanent Residents), the HKID number must be used when making an application to subscribe for Hong Kong Offer Shares in the Hong Kong Public Offering. 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.

HOW TO APPLY FOR HONG KONG OFFER SHARES

5. If you are applying as a nominee, you must provide: (i) the full name (as shown on the identity document), the identity document's issuing country or jurisdiction, the identity document type; and (ii) the identity document number, for each of the beneficial owners or, in the case(s) of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.
6. If you are applying as an unlisted company and (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be treated as being for your benefit and you should provide the required information in your application as stated above.

"Unlisted company" means a company with no equity securities listed on the Stock Exchange or any other stock exchange.

"Statutory control" means you:

- 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 the **HKSCC EIPO** channel, and making an application under a power of attorney, the Company and the Overall Coordinators, as the Company's agents, have discretion to consider whether to accept it on any conditions the Company thinks 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 : 20 Shares for one board lot

Permitted number of Hong Kong Offer Shares for application and amount payable on application/successful allotment : Hong Kong Offer Shares are available for application in specified board lot sizes only. Please refer to the amount payable associated with each specified board lot size in the table below.

The maximum Offer Price is HK\$165.00 per Share.

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

HOW TO APPLY FOR HONG KONG OFFER SHARES

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the **HKSCC eIPO** Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to arrange payment of the final Offer Price, brokerage, SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy by debiting the relevant nominee bank account at the designated bank for your broker or custodian.

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

No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/ successful allotment
	HK\$		HK\$		HK\$		HK\$
20	3,333.28	400	66,665.61	6,000	999,984.16	80,000	13,333,122.00
40	6,666.56	500	83,332.01	7,000	1,166,648.18	90,000	14,999,762.26
60	9,999.84	600	99,998.41	8,000	1,333,312.20	100,000	16,666,402.50
80	13,333.13	700	116,664.82	9,000	1,499,976.23	200,000	33,332,805.00
100	16,666.40	800	133,331.22	10,000	1,666,640.26	300,000	49,999,207.50
120	19,999.68	900	149,997.62	20,000	3,333,280.50	400,000	66,665,610.00
140	23,332.96	1,000	166,664.03	30,000	4,999,920.76	500,000	83,332,012.50
160	26,666.24	2,000	333,328.06	40,000	6,666,561.00	634,740 ⁽¹⁾	105,788,323.23
180	29,999.52	3,000	499,992.08	50,000	8,333,201.26		
200	33,332.80	4,000	666,656.10	60,000	9,999,841.50		
300	49,999.21	5,000	833,320.13	70,000	11,666,481.76		

(1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.

(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) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** service) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

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. Application 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 **HK eIPO White Form** service, (ii) **HKSCC EIPO** channel, or (iii) both channels concurrently are prohibited and will be rejected. If you have made an application through the **HK eIPO White Form** 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.

The Hong Kong Share Registrar would record all applications into its system and identify suspected multiple applications with identical names and identification document numbers according to the Best Practice Note on Treatment of Multiple/Suspected Multiple Applications (“**Best Practice Note**”) issued by the Federation of Share Registrars Limited.

Since applications are subject to personal information collection statements, identification document numbers displayed are redacted.

6. Terms and Conditions of An Application

By applying for Hong Kong Offer Shares through the **HK eIPO White Form** 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 authorize the Company and/or the Overall Coordinators, as the Company’s 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, the designated website of the **HK eIPO White Form** 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;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- (iv) confirm that you are aware of the restrictions on offers and sales of Shares set out in this prospectus and they do not apply to you, or the person(s) for whose benefit you have made the application;
- (v) confirm that you have read this prospectus and any supplement to it and have relied only on the information and representations contained therein in making your application (or as the case may be, causing your application to be made) and will not rely on any other information or representations;
- (vi) agree that the Company, the Joint Sponsors, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Underwriters, any of their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering (the “**Relevant Persons**”), the Hong Kong 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 the Company, the Relevant Persons, the Hong Kong Share Registrar, HKSCC, HKSCC Nominees, the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, for the purposes under the paragraph headed “— G. Personal Data — 3. Purposes and 4. Transfer of personal data” in this section;
- (viii) agree (without prejudice to any other rights which you may have once your application (or as the case may be, HKSCC Nominees’ application) has been accepted) that you will not rescind it because of an innocent misrepresentation;
- (ix) agree that subject to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any application made by you or HKSCC Nominees on your behalf cannot be revoked once it is accepted, which will be evidenced by the notification of the result of the ballot by the Hong Kong Share Registrar by way of publication of the results at the time and in the manner as specified in “— B. Publication of Results” in this section;
- (x) confirm that you are aware of the situations specified in the “— 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;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- (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 the Company nor the Relevant Persons will breach any law inside and/or outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus;
- (xiii) confirm that (a) your application or HKSCC Nominees' application on your behalf is not financed directly or indirectly by the Company, any of the directors, chief executives, substantial shareholder(s) or existing shareholder(s) of the Company or any of its subsidiaries or any of their respective close associates; and (b) you are not accustomed or will not be accustomed to taking instructions from the Company, any of the directors, chief executives, substantial shareholder(s) or existing shareholder(s) of the Company or any of its subsidiaries or any of their respective close associates in relation to the acquisition, disposal, voting or other disposition of the 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 the Company 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 **HK eIPO White Form** service or by any one as your agent or by any other person; and
- (xix) (if you are making the application as an agent for the benefit of another person) warrant that (1) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC or the **HK eIPO White Form** Service Provider and (2) you have due authority to give **electronic application instructions** on behalf of that other person as its agent.

HOW TO APPLY FOR HONG KONG OFFER SHARES

B. PUBLICATION OF RESULTS

Results of Allocation

You can check whether you are successfully allocated any Hong Kong Offer Shares through:

Platform	Date/Time
Applying through HK eIPO White Form service or HKSCC EIPO channel:	
Website From the “Allotment Results” page on the designated results of allocations website at <u>www.tricor.com.hk/ipo/result</u> or <u>www.hkeipo.hk/IPOResult</u>	24 hours, from 11:00 p.m. on Thursday, January 8, 2026 to 12:00 midnight on Wednesday, January 14, 2026 (Hong Kong time)
The full list of (i) wholly or partially successful applicants using the HK eIPO White Form service and HKSCC EIPO channel, and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed at <u>www.hkeipo.hk/IPOResult</u> or <u>www.tricor.com.hk/ipo/result</u> .	
The Stock Exchange’s website at <u>www.hkexnews.hk</u> and the Company’s website at <u>https://www.minimaxi.com</u> which will provide links to the above mentioned websites of the Hong Kong Share Registrar.	No later than 11:00 p.m. on Thursday, January 8, 2026 (Hong Kong time)
Telephone +852 3691 8488 — the allocation results telephone enquiry line provided by the Hong Kong Share Registrar	between 9:00 a.m. and 6:00 p.m. from Friday, January 9, 2026 to Wednesday, January 14, 2026 (Hong Kong time) (except Saturday, Sunday and public holiday in Hong Kong)

HOW TO APPLY FOR HONG KONG OFFER SHARES

For those applying through the **HKSCC EIPO** channel, you may also check with your broker or custodian from 6:00 p.m. on Wednesday, January 7, 2026 (Hong Kong time).

HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Wednesday, January 7, 2026 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

Allocation Announcement

The Company expects to announce the results of the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of Hong Kong Offer Shares on the Stock Exchange's website at www.hkexnews.hk and the Company's website at <https://www.minimaxi.com> by no later than 11:00 p.m. on Thursday, January 8, 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:

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 the Company or its agents exercise(s) their discretion to reject your application:

The Company, the Overall Coordinators, the Hong Kong 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 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 the Company of that longer period within three weeks of the closing date of the application lists.

HOW TO APPLY FOR HONG KONG OFFER SHARES

4. If:

- you make multiple applications or suspected multiple applications. You may refer to “— 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;
- the Company or the Overall Coordinators believes that by accepting your application, it or the Company would violate applicable securities or other laws, rules or regulations.

5. If there is money settlement failure for allotted Offer Shares:

Based on the arrangements between HKSCC Participants and HKSCC, HKSCC Participants will be required to hold sufficient application funds on deposit with their designated 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 Offer Shares, HKSCC will contact the defaulting HKSCC Participant and its designated bank to determine the cause of failure and request such defaulting HKSCC Participant to rectify or procure to rectify the failure.

However, if it is determined that such settlement obligation cannot be met, the affected Hong Kong Offer Shares will be reallocated to the International Offering. Hong Kong Offer Shares applied for by you through the broker or custodian may be affected to the extent of the settlement failure. In the extreme case, you will not be allocated any Hong Kong Offer Shares due to the money settlement failure by such HKSCC Participant. None of the Company, the Relevant Persons, the Hong Kong 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.

HOW TO APPLY FOR HONG KONG OFFER SHARES

D. DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES

You will receive one 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 Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application.

Share certificates will only become valid evidence of title at 8:00 a.m. on Friday, January 9, 2026 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so entirely at their own risk.

The right is reserved to retain any Share certificate(s) and (if applicable) any surplus application monies pending clearance of application monies.

The following sets out the relevant procedures and time:

	<u>HK eIPO White Form service</u>	<u>HKSCC EIPO channel</u>
Despatch/collection of Share certificate⁽¹⁾		
For application of 500,000 Hong Kong Offer Shares or more .	Collection in person from the Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong	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: from 9:00 a.m. to 1:00 p.m. on Friday, January 9, 2026 (Hong Kong time), or any other place or date notified by the Company	No action by you is required.
	If you are an individual, you must not authorize any other person to collect for you.	

HOW TO APPLY FOR HONG KONG OFFER SHARES

HK eIPO White Form service

HKSCC EIPO channel

If you are a corporate applicant, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation's chop.

Both individuals and authorized representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar.

Note: If you do not collect Your 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 500,000 Hong Kong Offer Shares . . .

Your Share certificate(s) will be sent to the address specified in your application instructions by ordinary post at your own risk.

Date: Thursday, January 8, 2026

Refund mechanism for surplus application monies paid by you

Date Friday, January 9, 2026

Subject to the arrangement between you and your broker or custodian

Responsible party Hong Kong Share Registrar

Your broker or custodian

Application monies paid through single bank account

HK eIPO White Form e-Auto Refund payment instructions to your designated bank account

Your broker or custodian will arrange refund to your designated bank account subject to the arrangement between you and it.

Application monies paid through multiple bank accounts

Refund check(s) will be despatched to the address as specified in your application instructions by ordinary post at your own risk.

HOW TO APPLY FOR HONG KONG OFFER SHARES

Note:

- (1) Except in the event of a tropical cyclone warning signal number 8 or above, a black rainstorm warning and/or Extreme Conditions in force in Hong Kong in the morning on Thursday, January 8, 2026, rendering it impossible for the relevant Share certificates to be dispatched to HKSCC in a timely manner, in which case the Company shall procure the Hong Kong Share Registrar to arrange for delivery of the supporting documents and Share certificates in accordance with the contingency arrangements as agreed between them. You may refer to “— 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 Tuesday, January 6, 2026 if, there is:

- a tropical cyclone warning signal number 8 or above;
- a black rainstorm warning; and/or
- an “extreme conditions” announcement issued after a super typhoon (“**Extreme Conditions**”),

(collectively, “**Severe Weather Signals**”),

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Tuesday, January 6, 2026.

Instead they will open between 11:45 a.m. and 12:00 noon and/or close at 12:00 noon on the next business day which does not have 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 the section headed “Expected Timetable” in this prospectus, an announcement will be made and published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at <https://www.minimaxi.com> of the revised timetable.

If a Severe Weather Signal is hoisted on Thursday, January 8, 2026, the Hong Kong Share Registrar will make appropriate arrangements for the delivery of the Share certificates to the CCASS Depository’s service counter so that they would be available for trading on Friday, January 9, 2026.

If a Severe Weather Signal is hoisted on Thursday, January 8, 2026, for application of less than 500,000 Hong Kong Offer Shares, the despatch of physical Share certificate(s) 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 Thursday, January 8, 2026 or on Friday, January 9, 2026).

HOW TO APPLY FOR HONG KONG OFFER SHARES

If a Severe Weather Signal is hoisted on Friday, January 9, 2026, for application of 500,000 Hong Kong Offer Shares or more, the physical Share certificates(s) will be available for collection in person at the Hong Kong Share Registrar's office after the Severe Weather Signal is lowered or cancelled (e.g. in the afternoon of Friday, January 9, 2026 or on Monday, January 12, 2026).

Prospective investors should be aware that if they choose to receive physical Share certificates issued in their own name, there may be a delay in receiving the Share certificates.

F. ADMISSION OF THE CLASS A ORDINARY SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Class A Ordinary Shares on the Stock Exchange and the Company complies with the stock admission requirements of HKSCC, the Class A Ordinary 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 Class A Ordinary Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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 HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the Class A Ordinary 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 the Company, the Hong Kong Share Registrar, the receiving bank and the Relevant Persons about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. This personal data may include client identifier(s) and your identification information. By giving application instructions to HKSCC, you acknowledge that you have read, understood and agree to all of the terms of the Personal Information Collection Statement below.

HOW TO APPLY FOR HONG KONG OFFER SHARES

1. Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and the Hong Kong 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 the Company or its agents and the Hong Kong 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 Hong Kong 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 the Company or the Hong Kong 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 Share certificate(s) to which you are entitled.

It is important that applicants for and holders of Hong Kong Offer Shares inform the Company and the Hong Kong 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 check and **HK eIPO White Form** e-Auto 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 Class A Ordinary Shares including, where applicable, HKSCC Nominees;
- maintaining or updating the register of members of the Company;
- verifying identities of applicants for and holders of the Class A Ordinary Shares and identifying any duplicate applications for the Class A Ordinary Shares;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- facilitating Hong Kong Offer Shares balloting;
- establishing benefit entitlements of holders of the Class A Ordinary Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and profiles of the holder of the Class A Ordinary Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to applicants and holders of the Class A Ordinary Shares and/or regulators and/or any other purposes to which applicants and holders of the Class A Ordinary Shares may from time to time agree.

4. Transfer of personal data

Personal data held by the Company and the Hong Kong Share Registrar relating to the applicants for and holders of Hong Kong Offer Shares will be kept confidential but the Company and the Hong Kong 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:

- the Company's appointed agents such as financial advisers, receiving bank and overseas principal share registrar;
- HKSCC or HKSCC Nominees, who will use the personal data and may transfer the personal data to the Hong Kong 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 the Company or the Hong Kong 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.

HOW TO APPLY FOR HONG KONG OFFER SHARES

5. Retention of personal data

The Company and the Hong Kong 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 the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong 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 the Company and the Hong Kong Share Registrar, at their registered address disclosed in the section headed “Corporate information” in this prospectus or as notified from time to time, for the attention of the company secretary, or the Hong Kong Share Registrar for the attention of the privacy compliance officer.



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ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF MINIMAX GROUP INC. AND CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED AND UBS SECURITIES HONG KONG LIMITED

Introduction

We report on the historical financial information of MINIMAX GROUP INC. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-4 to I-67, which comprises the consolidated statements of profit or loss, statements of comprehensive income, statements of changes in deficits and statements of cash flows of the Group for each of the years ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 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 2022, 2023 and 2024 and 30 September 2025 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-4 to I-67 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 31 December 2025 (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 presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, 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 presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, 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 2022, 2023 and 2024 and 30 September 2025, and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

Review of interim financial information

We have reviewed the interim financial information of the Group which comprises the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows for the nine months ended 30 September 2024 and other explanatory information (the "Interim Financial Information"). The directors of the Company are responsible for the preparation and presentation of the Interim Financial Information in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively. Our responsibility is to express a conclusion on the Interim Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

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-4 have been made.

Dividends

We refer to note 11 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

Ernst & Young

Certified Public Accountants

Hong Kong

31 December 2025

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 United States dollars ("USD") and all values are rounded to the nearest thousand (USD'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

	<i>Notes</i>	Year ended 31 December			Nine months ended 30 September	
		2022	2023	2024	2024	2025
		USD '000	USD '000	USD '000	USD '000 (unaudited)	USD '000
REVENUE	5	—	3,460	30,523	19,454	53,437
Cost of sales		—	(4,314)	(26,785)	(18,944)	(40,961)
Gross (loss)/profit		—	(854)	3,738	510	12,476
Other income and gains, net	5	1,155	8,942	36,151	25,278	31,232
Selling and distribution expenses		(587)	(22,827)	(86,995)	(53,389)	(39,325)
Administrative expenses .		(3,213)	(7,615)	(14,384)	(9,610)	(22,074)
Research and development expenses .		(10,560)	(70,002)	(188,979)	(138,684)	(180,312)
Fair value loss on financial liabilities . . .		(60,509)	(176,826)	(214,172)	(128,063)	(313,477)
Finance costs	6	(14)	(61)	(509)	(316)	(511)
Impairment losses on financial assets, net . . .		—	(3)	(88)	(68)	(22)
LOSS BEFORE TAX . .	7	(73,728)	(269,246)	(465,238)	(304,342)	(512,013)
Income tax expense	10	—	—	—	—	—
LOSS FOR THE YEAR/PERIOD		(73,728)	(269,246)	(465,238)	(304,342)	(512,013)
Attributable to:						
Owners of the parent . .		(73,728)	(269,246)	(465,238)	(304,342)	(512,013)
Non-controlling interests		—	—	—	—	—
		(73,728)	(269,246)	(465,238)	(304,342)	(512,013)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT						
Basic and diluted —						
For loss for the year/period (USD)	12	(0.74)	(2.56)	(4.28)	(2.80)	(4.71)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000	USD'000
				(unaudited)	
LOSS FOR THE YEAR/ PERIOD	<u>(73,728)</u>	<u>(269,246)</u>	<u>(465,238)</u>	<u>(304,342)</u>	<u>(512,013)</u>
OTHER COMPREHENSIVE INCOME/(LOSS)					
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations	<u>99</u>	<u>360</u>	<u>347</u>	<u>(86)</u>	<u>(1,255)</u>
Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods	<u>99</u>	<u>360</u>	<u>347</u>	<u>(86)</u>	<u>(1,255)</u>
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:					
Changes in fair value of equity investments designated at fair value through other comprehensive income	<u>—</u>	<u>—</u>	<u>662</u>	<u>(839)</u>	<u>1,604</u>
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	<u>—</u>	<u>—</u>	<u>662</u>	<u>(839)</u>	<u>1,604</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR/ PERIOD	<u>(73,629)</u>	<u>(268,886)</u>	<u>(464,229)</u>	<u>(305,267)</u>	<u>(511,664)</u>
Attributable to:					
Owners of the parent	(73,629)	(268,886)	(464,229)	(305,267)	(511,664)
Non-controlling interests	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<u>(73,629)</u>	<u>(268,886)</u>	<u>(464,229)</u>	<u>(305,267)</u>	<u>(511,664)</u>

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December			As at 30 September
	Notes	2022	2023	2024	2025
		USD'000	USD'000	USD'000	USD'000
NON-CURRENT ASSETS					
Property, plant and equipment . .	13	231	709	1,093	1,134
Right-of-use assets	14(a)	458	3,313	3,077	2,746
Prepayments, other receivables and other assets	16	–	435	561	731
Financial assets at fair value through profit or loss	17	–	–	95,331	70,228
Financial assets at fair value through other comprehensive income	17	–	–	4,836	6,440
Restricted cash	18	–	39	38	41
Total non-current assets		689	4,496	104,936	81,320
CURRENT ASSETS					
Trade receivables	15	–	1,338	6,982	8,063
Prepayments, other receivables and other assets	16	569	4,378	13,470	11,811
Financial assets at amortised cost	17	–	–	147,444	–
Financial assets at fair value through profit or loss	17	65,791	15,802	295,220	644,154
Restricted cash	18	2,221	–	27,293	25,097
Time deposits	18	–	91,698	26,327	–
Cash and cash equivalents	18	4,691	206,295	288,912	362,647
Total current assets		73,272	319,511	805,648	1,051,772
CURRENT LIABILITIES					
Interest-bearing bank borrowings	19	–	–	19,455	19,102
Trade and bills payables	20	2,394	17,242	51,212	70,219
Other payables, accruals and other liabilities	21	2,326	14,741	51,512	17,322
Contract liabilities	22	–	559	1,553	4,657
Lease liabilities	14(b)	349	1,248	1,964	1,694
Convertible redeemable preferred shares	24	145,175	629,001	1,581,949	2,321,193
Total current liabilities		150,244	662,791	1,707,645	2,434,187

	<i>Notes</i>	As at 31 December			As at 30 September
		2022	2023	2024	2025
		<i>USD'000</i>	<i>USD'000</i>	<i>USD'000</i>	<i>USD'000</i>
NET CURRENT					
LIABILITIES		(76,972)	(343,280)	(901,997)	(1,382,415)
TOTAL ASSETS LESS					
CURRENT LIABILITIES . . .		(76,283)	(338,784)	(797,061)	(1,301,095)
NON-CURRENT					
LIABILITIES					
Lease liabilities	14(b)	91	1,912	1,059	937
Other non-current liabilities	23	–	1,218	1,200	1,467
Total non-current liabilities		91	3,130	2,259	2,404
Net liabilities		(76,374)	(341,914)	(799,320)	(1,303,499)
DEFICITS					
Share capital	25	–	–	–	–
Deficits	25	(76,374)	(341,914)	(799,320)	(1,303,499)
Total deficits		(76,374)	(341,914)	(799,320)	(1,303,499)

CONSOLIDATED STATEMENTS OF CHANGES IN DEFICITS

	Attributable to owners of the parent				
	Share capital	Share option reserve*	Exchange fluctuation reserve*	Accumulated losses*	Total
	USD'000	USD'000	USD'000	USD'000	USD'000
At 31 December 2021					
(unaudited)	—	—	—	(3,814)	(3,814)
Loss for the year	—	—	—	(73,728)	(73,728)
Other comprehensive income for the year:					
Exchange differences on translation of foreign operations	—	—	99	—	99
Total comprehensive loss for the year	—	—	99	(73,728)	(73,629)
Recognition of share-based payment expenses	—	1,069	—	—	1,069
At 31 December 2022	—	1,069	99	(77,542)	(76,374)

	Attributable to owners of the parent				
	Share capital	Share option reserve*	Exchange fluctuation reserve*	Accumulated losses*	Total
	USD'000	USD'000	USD'000	USD'000	USD'000
At 31 December 2022	—	1,069	99	(77,542)	(76,374)
Loss for the year	—	—	—	(269,246)	(269,246)
Other comprehensive income for the year:					
Exchange differences on translation of foreign operations	—	—	360	—	360
Total comprehensive loss for the year	—	—	360	(269,246)	(268,886)
Recognition of share-based payment expenses	—	3,346	—	—	3,346
At 31 December 2023	—	4,415	459	(346,788)	(341,914)

	Attributable to owners of the parent					Total
	Share capital	Share option reserve*	Fair value reserve of financial assets at fair value through other comprehensive income*	Exchange fluctuation reserve*	Accumulated losses*	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
At 31 December 2023 . .	–	4,415	–	459	(346,788)	(341,914)
Loss for the year	–	–	–	–	(465,238)	(465,238)
Other comprehensive income for the year:						
Change in fair value of equity investments at fair value through other comprehensive, net of tax	–	–	662	–	–	662
Exchange differences on translation of foreign operations	–	–	–	347	–	347
Total comprehensive loss for the year	–	–	662	347	(465,238)	(464,229)
Recognition of share-based payment expenses	–	6,823	–	–	–	6,823
At 31 December 2024 . .	–	11,238	662	806	(812,026)	(799,320)

	Attributable to owners of the parent					
	Share capital	Share option reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Exchange fluctuation reserve	Accumulated losses	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
At 31 December 2023 .	–	4,415	–	459	(346,788)	(341,914)
Loss for the period (unaudited)	–	–	–	–	(304,342)	(304,342)
Other comprehensive income for the period:						
Change in fair value of equity investments at fair value through other comprehensive, net of tax (unaudited).	–	–	(839)	–	–	(839)
Exchange differences on translation of foreign operations (unaudited)	–	–	–	(86)	–	(86)
Total comprehensive loss for the period (unaudited)	–	–	(839)	(86)	(304,342)	(305,267)
Recognition of share-based payment expenses (unaudited) .	–	6,100	–	–	–	6,100
At 30 September 2024 (unaudited)	–	10,515	(839)	373	(651,130)	(641,081)

	Attributable to owners of the parent					Total
	Share capital	Share option reserve*	Fair value reserve of financial assets at fair value through other comprehensive income*	Exchange fluctuation reserve*	Accumulated losses*	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
At 31 December 2024 . .	–	11,238	662	806	(812,026)	(799,320)
Loss for the period . . .	–	–	–	–	(512,013)	(512,013)
Other comprehensive income for the period:						
Change in fair value of equity investments at fair value through other comprehensive, net of tax	–	–	1,604	–	–	1,604
Exchange differences on translation of foreign operations	–	–	–	(1,255)	–	(1,255)
Total comprehensive loss for the period . . .	–	–	1,604	(1,255)	(512,013)	(511,664)
Recognition of share-based payment expenses	–	8,581	–	–	–	8,581
Deemed distribution . . .	–	–	–	–	(1,096)	(1,096)
At 30 September 2025 . .	–	19,819	2,266	(449)	(1,325,135)	(1,303,499)

* These deficits accounts comprise the consolidated deficits of USD76,374,000, USD341,914,000, USD799,320,000 and USD1,303,499,000 in the consolidated statements of financial position as at 31 December 2022, 2023 and 2024 and 30 September 2025, respectively.

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December			Nine months ended 30 September	
	Notes	2022	2023	2024	2024	2025
		USD'000	USD'000	USD'000	USD'000	USD'000
					(unaudited)	
CASH FLOWS FROM						
OPERATING ACTIVITIES						
Loss before tax		(73,728)	(269,246)	(465,238)	(304,342)	(512,013)
Adjustments for:						
Finance costs	6	14	61	509	316	511
Interest income	5	(39)	(7,785)	(20,448)	(17,199)	(7,876)
Fair value gain on financial assets at fair value through profit or loss	5	(941)	(788)	(15,710)	(6,682)	(20,414)
Fair value loss on financial liabilities	7	60,509	176,826	214,172	128,063	313,477
(Gains)/losses on disposal of right-of-use assets		–	(70)	1	–	(175)
Depreciation of property, plant and equipment	13	25	180	451	325	582
Depreciation of right-of-use assets	14	182	631	1,450	1,072	1,478
Share-based payment expense . .	26	1,069	3,346	6,823	6,100	8,581
Provision for impairment on financial assets	15	–	3	88	68	22
		(12,909)	(96,842)	(277,902)	(192,279)	(215,827)
Increase in trade receivables		–	(1,341)	(5,732)	(4,230)	(1,103)
(Increase)/decrease in prepayments, other receivables and other assets		(513)	(4,190)	(9,272)	(11,925)	1,846
Increase in trade and bills payables		2,394	14,848	33,970	37,949	19,007
Increase/(decrease) in other payables, accruals and other liabilities		2,191	12,624	21,048	4,557	(22,865)
Increase in other non-current liabilities		–	1,218	–	–	267
Increase in contract liabilities . . .		–	559	994	481	3,104
(Increase)/decrease in restricted cash		(2,221)	2,182	(27,292)	(35,347)	2,193
Cash flows used in operating activities		(11,058)	(70,942)	(264,186)	(200,794)	(213,378)
Interest received		39	6,487	5,703	5,198	3,982
Net cash flows used in operating activities		(11,019)	(64,455)	(258,483)	(195,596)	(209,396)

		Year ended 31 December			Nine months ended 30 September	
	Notes	2022	2023	2024	2024	2025
		USD'000	USD'000	USD'000	USD'000	USD'000
					(unaudited)	
CASH FLOWS FROM						
INVESTING ACTIVITIES						
Purchases of items of property, plant and equipment.		(256)	(697)	(759)	(496)	(479)
Placement of time deposits		–	(90,400)	(199,100)	(195,200)	–
Maturity of time deposits		–	–	271,201	267,036	26,513
Proceeds from disposal of financial assets at amortised cost		–	–	982,359	862,084	2,531,476
Purchase of financial assets at amortised cost		–	–	(1,121,788)	(1,033,743)	(2,380,324)
Purchases of financial assets at fair value through other comprehensive income		–	–	(4,174)	(4,174)	–
Proceeds from disposal of financial assets at fair value through profit or loss		11,050	136,076	1,851,346	1,056,303	1,519,366
Purchases of financial assets at fair value through profit or loss		(45,950)	(85,299)	(2,210,385)	(1,582,273)	(1,822,783)
Net cash flows used in investing activities.		(35,156)	(40,320)	(431,300)	(630,463)	(126,231)
CASH FLOWS FROM						
FINANCING ACTIVITIES						
Proceeds from issuance of convertible bonds		–	–	13,910	13,910	–
Proceeds from issuance of convertible redeemable preferred shares		50,000	307,000	739,588	686,372	426,262
New bank and other borrowings. .		–	–	19,455	19,455	44,565
Repayment of bank and other borrowings		–	–	–	–	(44,918)
Repayment of convertible bonds .		–	–	–	–	(14,668)
Interest paid for bank borrowings .		–	–	(355)	(199)	(404)
Principal portion of lease payments	14(b)	(200)	(696)	(1,352)	(1,097)	(1,364)
Interest paid for leases	14(b)	(14)	(61)	(154)	(117)	(107)
Payment of Listing expenses		–	–	–	–	(357)
Others.		–	–	–	503	(1,096)
Net cash flows from financing activities		<u>49,786</u>	<u>306,243</u>	<u>771,092</u>	<u>718,827</u>	<u>407,913</u>

		Year ended 31 December			Nine months ended 30 September	
	Notes	2022	2023	2024	2024	2025
		USD'000	USD'000	USD'000	USD'000	USD'000
					(unaudited)	
NET INCREASE/(DECREASE)						
IN CASH AND CASH						
EQUIVALENTS.		3,611	201,468	81,309	(107,232)	72,286
Cash and cash equivalents at						
beginning of year/period		994	4,691	206,295	206,295	288,912
Effect of foreign exchange rate						
changes, net.		86	136	1,308	500	1,449
CASH AND CASH						
EQUIVALENTS AT END OF						
YEAR/PERIOD	18	4,691	206,295	288,912	99,563	362,647

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December			As at 30 September
	Notes	2022	2023	2024	2025
		USD'000	USD'000	USD'000	USD'000
NON-CURRENT ASSETS					
Investments in subsidiaries	17	1,069	4,415	11,238	19,819
Financial assets at fair value through profit or loss	17	–	–	95,331	70,228
Total non-current assets		1,069	4,415	106,569	90,047
CURRENT ASSETS					
Prepayments, other receivables and other assets	16	14,100	103,895	360,091	663,642
Financial assets at amortised cost	17	–	–	147,444	–
Financial assets at fair value through profit or loss	17	65,791	10,152	295,220	639,899
Restricted cash	18	–	–	11,802	–
Time deposits	18	–	91,598	26,327	–
Cash and cash equivalents	18	1,784	191,634	235,209	250,712
Total current assets		81,675	397,279	1,076,093	1,554,253
CURRENT LIABILITIES					
Convertible redeemable preferred shares	24	145,175	629,001	1,581,949	2,321,193
Other payables, accruals and other liabilities		–	330	71	1,319
Total current liabilities		145,175	629,331	1,582,020	2,322,512
NET CURRENT					
LIABILITIES		(63,500)	(232,052)	(505,927)	(768,259)
TOTAL ASSETS LESS					
CURRENT LIABILITIES . . .		(62,431)	(227,637)	(399,358)	(678,212)
NON-CURRENT					
LIABILITIES					
Total non-current liabilities . . .		–	–	–	–
Net liabilities		(62,431)	(227,637)	(399,358)	(678,212)
DEFICITS					
Share capital		–	–	–	–
Deficits	25	(62,431)	(227,637)	(399,358)	(678,212)
Total deficits		(62,431)	(227,637)	(399,358)	(678,212)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE AND GROUP INFORMATION

MINIMAX GROUP INC. (the “Company”) was incorporated in the Cayman Islands as a limited liability company in June 2021. The registered office address of the Company is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

During the Relevant Periods, the Company and its subsidiaries (together the “Group”) were principally involved in the research and development of Artificial Intelligence (“AI”) foundation model, as well as rendering relevant service based on open Application Programming Interface (“API”) platform, other Artificial Intelligence (“AI”) based services and AI-native products.

Information about subsidiaries

As at the end of the Relevant Periods and the date of the Prospectus, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies, particulars of the principal subsidiaries are set out below:

Name	Place and date of incorporation/ registration and place of operations	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
SUBSUP PTE. LTD. (a)	Singapore, 14 September 2022	SGD50,000	–	100	Operation of AI-native products
Beijing Xiyu Jizhi Technology Co., Ltd.* (“Beijing Jizhi”) (“北京稀宇極智科技有限公司”) (b)	PRC/Mainland China, 18 November 2021	RMB139,995,700	–	100	Research and development of AI foundation model
Shanghai Xiyu Jizhi Technology Co., Ltd.* (“Shanghai Jizhi”) (“上海稀宇極智科技有限公司”) (c)	PRC/Mainland China, 3 November 2021	RMB1,000,000,000	–	100	Research and development of AI foundation model
Shanghai Xiyu Technology Co., Ltd.* (“Shanghai MiniMax”) (“上海稀宇科技有 限公司”) (d)(e)	PRC/Mainland China, 28 January 2023	RMB2,030,303	–	100	Operation of open platform and AI- native products
NanoNoble PTE. LTD. (a)	Singapore, 19 March 2024	SGD50,000	–	100	Operation of open platform and AI- native products
MiniMax HONGKONG Limited (f)	Hong Kong, 23 July 2021	HKD1	100	–	Investment holding

* The English names of the PRC companies above represent management’s best efforts in translating the Chinese names of these companies as no English names have been registered.

(a) No audited financial statements have been prepared for these entities for the years ended 31 December 2022, 2023 and 2024, as the entities were not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdictions of incorporation.

(b) Beijing Jizhi is registered as a limited liability company under PRC law. The statutory financial statements for the year ended December 31, 2022 under the PRC Generally Accepted Accounting Principles (“PRC GAAP”) were audited by Beijing Dongcai Certified Public Accountants (General Partnership), certified public accountants registered in the PRC. The statutory financial statements for the year ended December 31, 2023 and 2024 under the PRC GAAP were audited by Shanghai Xuri Certified Public Accountants (General Partnership), certified public accountants registered in the PRC.

- (c) Shanghai Jizhi is registered as a limited liability company under PRC law. The statutory financial statements for the year ended December 31, 2022, 2023 and 2024 under the PRC GAAP were audited by Shanghai Xuri Certified Public Accountants (General Partnership), certified public accountants registered in the PRC.
- (d) Shanghai Minimax is registered as a limited liability company under PRC law. The statutory financial statements for the year ended December 31, 2023 and 2024 under the PRC GAAP were audited by Shanghai Xuri Certified Public Accountants (General Partnership), certified public accountants registered in the PRC.
- (e) The Group accounted for Shanghai MiniMax as a subsidiary through contractual arrangements during the Relevant Periods. In 2023, Shanghai Jizhi entered into a series of contractual arrangements with Shanghai MiniMax, pursuant to which the Group had effective control over the financial and operational matters of Shanghai MiniMax and was entitled to all the economic benefits derived from Shanghai MiniMax, and accordingly, Shanghai MiniMax has been consolidated into the Group as a variable interest entity. In June 2025, the Company terminated the aforesaid contractual arrangements with Shanghai MiniMax. Shanghai MiniMax became a wholly owned subsidiary of the Group through acquisition of 100% equity interest.
- (f) MiniMax HONGKONG Limited is registered as a limited liability company under Hong Kong law. The statutory financial statements for the year ended 2024 under the HKFRSs for Private Entities were audited by Raymond Li&Co., certified public accountants registered in Hong Kong.

2. ACCOUNTING POLICIES

2.1 Basis of Presentation

The Historical Financial Information has been prepared on a consolidated basis. All intra-group transactions and balances have been eliminated on consolidation.

2.2 Basis of Preparation

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 (the "IASB").

All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2025 together with the relevant transitional provisions, have been early 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 financial assets at fair value through profit or loss, equity investments designated at fair value through other comprehensive income, convertible redeemable preferred shares and convertible bonds, which have been measured at fair value.

Basis of consolidation

The Historical Financial Information has been prepared under the going concern basis notwithstanding the fact that, as at 30 September 2025, the Group recorded net current liabilities and net liabilities amounting to USD1,382,415,000 and USD1,303,499,000, respectively. The net current liabilities and net liabilities primarily arose from the convertible redeemable preferred shares (the "Preferred Shares") and amounted to USD2,321,193,000 as at 30 September 2025. The directors of the Company are of the opinion that no payment is expected for the settlement of the liabilities arising from financial instruments issued to investors as the related redemption rights would be terminated and such financial instruments would irrevocably be converted into equity upon the listing of the Company's shares on the Stock Exchange. Taken the above into consideration, and together with the cash flow forecast which covers a period of not less than twelve months from 30 September 2025 prepared by the management of the Group, the directors of the Company are of the opinion that the Group has sufficient financial resources to continue as a going concern for the next twelve months. Therefore, the directors of the Company consider it is appropriate to prepare the Historical Financial Information on a going concern basis.

The Historical Financial Information includes the financial statements of the Group for the Relevant Periods. A subsidiary is an entity (including a structured 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, deficits, 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.

2.3 Issued but not yet Effective IFRS Accounting Standards

The Group has not applied the following new and revised IFRS Accounting Standards, that have been issued but are not yet effective, in the Historical Financial Information.

IFRS 18	<i>Presentation and Disclosure in Financial Statements</i> ²
IFRS 19	<i>Subsidiaries without Public Accountability: Disclosures</i> ²
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> ¹
Amendments to IFRS 9 and IFRS 7	<i>Contracts Referencing Nature-dependent Electricity</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Annual Improvements to IFRS Accounting Standards — Volume 11	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7 ¹

¹ Effective for annual periods beginning on or after 1 January 2026

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

³ No mandatory effective date yet determined but available for adoption

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

new requirements are expected to impact the Group's presentation of the statement of profit or loss and disclosures of the Group's financial performance. Except for IFRS 18, the directors of the Company anticipate that the application of these new and revised IFRS Accounting Standards will have no material impact on the Group's financial performance and financial position in the foreseeable future.

2.4 Material Accounting Policies

Fair value measurement

The Group measures its financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, convertible redeemable preferred shares and convertible bonds at the end of each of the 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 Historical Financial Information 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 Historical Financial Information 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 each 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, 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.

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 each 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, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

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; and the sponsoring employers of the post-employment benefit plan;
 - (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 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:

Office equipment	33.33%
	The shorter of the estimated useful life of the assets and lease terms
Leasehold improvements	

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 the end of the Relevant Periods.

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.

Research and development costs

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 3 years
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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). Lease payments on short-term leases 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 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 each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 90 days past due.

The Group considers a financial asset in default when contractual payments are one year 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.

Debt investments 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 which apply the simplified approach as detailed below.

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

Simplified approach

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

Financial liabilities*Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, 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 bills payables, other payables, accruals and other liabilities, convertible redeemable preferred shares, interest-bearing bank borrowings and lease liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and bills payables, other payables, accruals and other liabilities excluding convertible bonds, interest-bearing bank borrowings and lease liabilities)

After initial recognition, other payables and accruals, and lease liabilities 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.

Financial liabilities at fair value through profit or loss (convertible redeemable preferred shares and convertible bonds)

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss. The convertible redeemable preferred shares and convertible bonds issued by the Company were designated upon initial recognition at fair value through profit or loss. They are initially recognised at fair value. Any directly attributable transaction costs are recognised as finance costs in profit or loss. Gains or losses on them are recognised in the statement of profit or loss, except for the gains or losses arising from the Company's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

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.

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.

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 each of the Relevant Periods, 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 each of the Relevant Periods 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 each 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 each 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 each of the Relevant Periods.

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 deducted from the related expense and recognised in the same period as the expenses specifically relevant to the grants. The government grants shall be recognised as deferred income and recognised as described above when the relevant costs or losses are recognised subsequently.

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.

(a) Revenue from AI-native products

Membership subscription

The Group offers membership subscription service to individual users which provides subscribing members access rights to premium functionality in the Group's AI-native products. The membership subscription fee should be paid upfront, and it is non-refundable. Revenue is recognised ratably over the membership period as service is rendered.

Virtual items

The Group also offers individual users with virtual items in its AI-native products to enhance the using experience. Users have the option to pre-purchase additional credits to recharge their accounts and buy these virtual items. For consumable virtual items, the Group's performance obligation is to provide one-off services to users. This performance obligation is satisfied when the virtual items are consumed. Accordingly, the Group recognises the revenue at a point in time. For non-consumable virtual items, the Group's performance obligation is to provide on-going services to users who purchase virtual items. This performance obligation is satisfied over the acting period of the paying users. Accordingly, the Group recognises the revenue ratably over the estimated average acting period of these paying users.

Online marketing service

In addition, the Group provides performance-based online marketing service to enterprise customers on certain of its AI-native applications, including through a mediation platform. Revenue from online marketing service is primarily recognised at a point in time when users view or click on the advertisement.

(b) Revenue from Open Platform and other AI-based enterprise services

The Group provides enterprise customers with access to its core AI models through its Open Platform. The performance obligation of such services is satisfied at a point in time when the customers call APIs with tokens. At the end of each month, the consideration is fixed based on the tokens consumed and no variable consideration exists.

The Group also provides enterprise customers with other AI-based enterprise services. Consideration for such services is fixed and revenue from other AI-based enterprise services is typically recognised at a point in time when the service is accepted by the customers.

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).

Share-based payments

The Company operates a share option scheme. 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 binomial model, further details of which are given in note 26 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 and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each 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. 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. 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 and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised.

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 Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute certain percentages of their 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.

Housing fund and other social insurances

The Group has participated in defined social security contribution schemes for its employees pursuant to the relevant laws and regulations of the PRC. These include a housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes monthly contributions to the housing fund and other social insurances. The contributions are charged to profit or loss on an accrual basis. The Group's liability in respect of these funds is limited to the contributions payable in each of the Relevant Periods.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other 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

The Historical Financial Information is presented in USD, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the Historical Financial Information 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 each of the Relevant Periods. 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 subsidiaries are currencies other than the USD. As at the end of each of the Relevant Periods, the assets and liabilities of these entities are translated into USD at the exchange rates prevailing at the end of each of the Relevant Periods and their statements of profit or loss are translated into USD 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 USD 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 USD at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's Historical Financial Information 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.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of 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:

Fair values of convertible redeemable preferred shares

The fair values of the convertible redeemable preferred shares measured at fair value through profit or loss are determined using the valuation techniques, including the backsolve method and the equity allocation method. Such valuation is based on key parameters about risk-free rate, discounts for lack of marketability ("DLOM") and volatility, which are subject to uncertainty and might materially differ from the actual results. Further details are included in note 24 to the Historical Financial Information.

Share-based payments

The Group operates share option schemes for the purpose of providing incentives for employees and persons contributing to the Group. The fair value of the option is determined using the backsolve method, option pricing and binomial model at the grant dates. Valuation techniques are certified by an independent valuer before being implemented for valuation and are calibrated to ensure that outputs reflect market conditions. Some inputs, such as the discount rate for lack of marketability ("DLOM"), discount rate and volatility, require management estimates. Should any of the estimates and assumptions change, it may lead to a change in the fair value to be recognised in the statement of profit or loss. Further details are contained in note 26 to the Historical Financial Information.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into one single business unit that includes primarily the rendering of services based on the AI foundation model. Management reviews the overall results and financial position of the Group as a whole based on the same accounting policies set out in note 2.4 to the Historical Financial Information. Accordingly, the Group has only one single operating segment and no further analysis of the single segment is presented.

Geographical information

(a) Revenue from external customers

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000	USD'000
				(unaudited)	
Mainland China	—	2,797	9,217	6,768	14,400
Singapore	—	1	11,455	7,664	12,980
United States	—	575	4,999	2,871	10,913
Others	—	87	4,852	2,151	15,144
Total revenue.	—	3,460	30,523	19,454	53,437

The revenue information above is based on the locations of the customers.

(b) Non-current assets

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Mainland China	689	4,022	4,170	3,880
Total non-current assets	<u>689</u>	<u>4,022</u>	<u>4,170</u>	<u>3,880</u>

The non-current asset information above is based on the locations of the assets and include Property, plant and equipment and Right-of-use assets.

Information about major customers

Revenues from customers, including a group of entities which are known to be under common control, which individually accounted for over 10% of the Group's total revenue during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 are as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Customer A	N/A	1,286	N/A	N/A	N/A
Customer B	N/A	426	N/A	N/A	N/A
Customer C	N/A	N/A	9,438	6,504	7,828

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue from contracts with customers is as follows:

(a) Disaggregation of revenue from contracts with customers

Revenue during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
AI-native products	—	758	21,805	13,529	38,020
Open Platform and other AI-based enterprise services	—	<u>2,702</u>	<u>8,718</u>	<u>5,925</u>	<u>15,417</u>
Revenue from services provided	—	<u>3,460</u>	<u>30,523</u>	<u>19,454</u>	<u>53,437</u>

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Timing of revenue recognition					
Services transferred at a point in time	–	2,702	25,695	15,825	30,322
Services transferred over time	–	758	4,828	3,629	23,115
Total	–	3,460	30,523	19,454	53,437

(b) Performance obligations

Information about the Group's performance obligations is described in note 2.4 to the consolidated financial statement Under "Revenue recognition". The Group also obtained advance payment from the Membership subscription and the Virtual items.

The Company elected to use the practical expedient to not disclose the remaining performance obligations, as substantially all of the Company's contracts have duration of one year or less.

(c) Revenue recognised in relation to contract liabilities

The amounts of revenue recognised during the years ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 that were included in the contract liabilities at the beginning of those periods were nil, nil, USD559,000, USD487,000 (unaudited) and USD1,358,000, respectively.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of each of the Relevant Periods were nil, USD559,000, USD1,553,000 and USD4,657,000. The revenue attributable to these remaining performance obligations is expected to be recognised within one year.

Other income and gains, net

An analysis of other income and gains is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Interest income.	39	7,785	20,448	17,199	7,876
Foreign exchange gains, net.	175	311	2	1,415	1,600
Fair value gain on financial assets at fair value through profit or loss.	941	788	15,710	6,682	20,414
Others	–	58	(9)	(18)	1,342
Total	1,155	8,942	36,151	25,278	31,232

6. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Interest on interest-bearing bank borrowings	–	–	355	199	404
Interest on lease liabilities	14	61	154	117	107
Total	14	61	509	316	511

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Cost of services provided (excluding employment benefit)	–	4,314	26,785	18,944	40,348
Depreciation of property, plant and equipment	25	180	451	325	582
Depreciation of right-of-use assets	182	631	1,450	1,072	1,478
Listing expenses	–	–	–	–	3,675
Research and development costs (excluding employee benefit expenses, depreciation and amortisation costs)	5,011	49,465	143,807	105,410	145,434
Employee benefit expenses:					
Wages and salaries	5,676	19,762	44,036	30,676	38,851
Pension scheme contributions	188	1,106	2,402	1,803	2,009
Share-based payment expenses	106	2,068	4,548	4,442	7,338
Fair value loss on financial liabilities	60,509	176,826	214,172	128,063	313,477
Impairment losses on financial assets, net	–	3	88	68	22
Fair value gains on financial assets at fair value through profit or loss	(941)	(788)	(15,710)	(6,682)	(20,414)

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year/period, 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			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Salaries, allowances and benefits in kind	358	625	1,144	832	1,011
Performance related bonuses	131	247	170	–	–
Pension scheme contributions	9	24	39	31	23
Equity-settled share option expense	963	1,278	2,275	1,658	1,243
Total	<u>1,461</u>	<u>2,174</u>	<u>3,628</u>	<u>2,521</u>	<u>2,277</u>

During the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 26 to the Historical Financial Information. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

(a) Independent non-executive directors

During the Relevant Periods, Mr. Huang Guobin, Mr. Wang Pengcheng and Mr. Zhu Huaxing were appointed as independent non-executive directors of the Company from listing Date.

There was no emolument payable to the independent non-executive directors during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025.

(b) Executive directors, a non-executive director and the chief executive

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share option expense	Total remuneration
	USD'000	USD'000	USD'000	USD'000	USD'000
2022					
Executive directors:					
Ms. Yun Yeyi (i)	94	80	4	963	1,141
Mr. Yang Bin (ii)	180	51	2	–	233
Ms. Wang Meng (iii)	84	–	3	–	87
Total	<u>358</u>	<u>131</u>	<u>9</u>	<u>963</u>	<u>1,461</u>

APPENDIX I

ACCOUNTANT'S REPORT

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share option expense	Total remuneration
	USD'000	USD'000	USD'000	USD'000	USD'000
2023					
Executive directors:					
Ms. Yun Yeyi (i)	179	94	7	1,278	1,558
Mr. Yang Bin (ii)	216	43	7	–	266
Mr. Zhang Mozhi (iv)	159	55	7	–	221
Mr. Yan Junjie (v)	71	55	3	–	129
Total	625	247	24	1,278	2,174

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share option expense	Total remuneration
	USD'000	USD'000	USD'000	USD'000	USD'000
2024					
Executive directors:					
Ms. Yun Yeyi (i)	267	86	7	1,282	1,642
Mr. Wei Wei (vi)	212	–	7	736	955
Mr. Zhang Qianchuan (vii)	123	–	4	257	384
Mr. Yan Junjie (v)	173	42	7	–	222
Mr. Zhang Mozhi (iv)	168	42	7	–	217
Mr. Yang Bin (ii)	201	–	7	–	208
Total	1,144	170	39	2,275	3,628

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share option expense	Total remuneration
	USD'000	USD'000	USD'000	USD'000	USD'000
30 September 2024 (unaudited)					
Executive directors:					
Ms. Yun Yeyi (i)	126	–	5	960	1,091
Mr. Wei Wei (vi)	159	–	5	441	605
Mr. Zhang Qianchuan (vii)	123	–	4	257	384
Mr. Yang Bin (ii)	166	–	6	–	172
Mr. Yan Junjie (v)	130	–	5	–	135
Mr. Zhang Mozhi (iv)	128	–	6	–	134
Total	832	–	31	1,658	2,521

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share option expense	Total remuneration
	USD'000	USD'000	USD'000	USD'000	USD'000
30 September 2025					
Executive directors:					
Ms. Yun Yeyi (i)	518	–	5	956	1,479
Mr. Yan Junjie (v)	139	–	7	–	146
Mr. Zhao Pengyu (viii)	166	–	5	125	296
Mr. Zhou Yucong (viii)	188	–	6	162	356
Total	1,011	–	23	1,243	2,277

- (i) Ms. Yun Yeyi served as a director and chief operating officer of the Company since December 2022, and was re-designated as an executive Director in June 2025.
- (ii) Mr. Yang Bin served as a director of the Company since December 2022, and tendered his resignation in August 2024 due to the commercial arrangement.
- (iii) Ms. Wang Meng served as a director of the Company since December 2021, and tendered her resignation in December 2022 due to the commercial arrangement.
- (iv) Mr. Zhang Mozhi served as a director of the Company since October 2023, and tendered his resignation in December 2024 due to the commercial arrangement.
- (v) Mr. Yan Junjie served as a director, the chief executive officer and chief technology officer since October 2023, and was re-designated as our executive Director in June 2025.
- (vi) Mr. Wei Wei served as a director of the Company since March 2024, and tendered his resignation in December 2024 due to the commercial arrangement.
- (vii) Mr. Zhang Qianchuan served as a director of the Company since March 2024, and tendered his resignation in December 2024 due to the commercial arrangement.
- (viii) Mr. Zhao Pengyu and Mr. Zhou Yucong served as a director of the Company since June 2025.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025.

(c) Directors' retirement benefits and termination benefits

Mr. Yang Bin received termination benefits amounting to USD35,000 in the year ended 31 December 2024.

No other director's retirement or termination benefit subsisted at the end of each year disclosed or at any time during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 included two, three, two, three and two directors, details of whose remuneration are set out in above. Details of the remuneration for the remaining three, two, three, two and three highest paid employees who are neither a director nor chief executive of the Company during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 are as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Salaries, allowances and benefits in kind	337	303	610	230	235
Performance related bonuses	150	156	220	—	—
Pension scheme contributions	17	10	21	13	10
Termination benefits	—	—	—	—	229
Equity-settled share option expense	39	734	365	693	4,221
Total	<u>543</u>	<u>1,203</u>	<u>1,216</u>	<u>936</u>	<u>4,695</u>

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			Nine months ended 30 September	
	2022	2023	2024	2024	2025
				<i>(unaudited)</i>	
Nil to HK\$2,000,000	3	–	–	–	–
HK\$2,000,001 to HK\$4,000,000	–	1	3	1	2
HK\$4,000,001 to HK\$6,000,000	–	1	–	1	–
HK\$6,000,001 to HK\$30,000,000	–	–	–	–	1
Total	3	2	3	2	3
	=	=	=	=	=

During the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025, share options were granted to a non-director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 26 to the Historical Financial Information. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Cayman Islands

Under the current laws of the Cayman Islands, the Company and its subsidiaries are not subject to tax on income or capital gains.

Hong Kong

The subsidiary incorporated in Hong Kong is subject to Hong Kong profits tax at the rate of 16.5% on any estimated assessable profits arising in Hong Kong during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025. The first HK\$2,000,000 of assessable profits of this subsidiary were taxed at 8.25% and the remaining assessable profits were taxed at 16.5% during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025.

Singapore

The subsidiaries incorporated in Singapore are subject to Singapore profits tax at the rate of 17% on any estimated assessable profits arising in Singapore during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025.

Mainland China

The provision for corporate income tax ("CIT") in Mainland China is based on the statutory rate of 25% of the assessable profits as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January, 2008.

Beijing Jizhi was qualified as a High and New Technology Enterprise in 2023 and is entitled to a preferential CIT rate of 15% from 2023 to 2025. This qualification is subject to review by the relevant tax authority in the PRC for every three years.

Shanghai Jizhi was qualified as a High and New Technology Enterprise in 2024 and is entitled to a preferential CIT rate of 15% from 2024 to 2026. This qualification is subject to review by the relevant tax authority in the PRC for every three years.

A reconciliation of the tax expense applicable to loss before tax using the statutory rate for the countries or jurisdictions in which the Company and its subsidiaries are domiciled and operate to the tax expense at the applicable tax rate is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Loss before tax	(73,728)	(269,246)	(465,238)	(304,342)	(512,013)
Tax calculated at statutory tax rates of each entities' jurisdictions . . .	(3,474)	(23,469)	(67,941)	(47,372)	(54,175)
Effect of preferential tax rates	—	2,707	22,254	16,169	20,909
Expenses not deductible for tax	1	30	32	27	24
Additional deductible allowance for qualified research and development costs	(1,082)	(5,989)	(9,573)	(7,732)	(10,004)
Temporary difference and tax losses not recognised	4,555	26,721	55,228	38,908	43,246
Tax charge at the Group's effective rate.	—	—	—	—	—

Deferred tax assets have not been recognized during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Tax losses	16,702	135,099	404,349	332,354	637,650
Temporary differences . . .	1,514	7,206	62,629	41,712	91,718
Total	18,216	142,305	466,978	374,066	729,368

The tax losses incurred from the Company's subsidiaries in Mainland China that are not recognised as deferred tax assets will expire from 2027 to 2035. Tax losses of the Group's subsidiaries incorporated in Hong Kong and Singapore will be carried forward indefinitely. Deductible losses that are not recognised for deferred income tax assets will expire in the following years:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
2027	16,702	14,677	–	–	–
2028	–	70,023	3,136	3,136	3,136
2029	–	–	685	1,161	685
2030	–	–	–	–	1,725
2031	–	–	–	–	–
2032	–	2,025	16,702	16,702	16,702
2033	–	27,070	93,957	93,957	93,957
2034	–	–	222,542	161,686	222,542
2035	–	–	–	–	209,095
Indefinitely	–	21,304	67,327	55,712	89,808
Total	<u>16,702</u>	<u>135,099</u>	<u>404,349</u>	<u>332,354</u>	<u>637,650</u>

11. DIVIDENDS

The Board did not recommend the payment of any dividend during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025.

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

(a) Basic loss per share

Basic loss per share during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 are calculated by dividing the loss attributable to owners of the parent by the weighted average number of ordinary shares in issue during the respective periods.

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
				(unaudited)	
Loss attributable to owners of the parent (expressed in USD'000)	(73,728)	(269,246)	(465,238)	(304,342)	(512,013)
Weighted average number of ordinary shares in issue during the year/period used in the basic loss per share calculation	<u>100,000,000</u>	<u>105,334,213</u>	<u>108,650,075</u>	<u>108,650,075</u>	<u>108,650,075</u>
Basic loss per share (expressed in USD) . . .	<u>(0.74)</u>	<u>(2.56)</u>	<u>(4.28)</u>	<u>(2.80)</u>	<u>(4.71)</u>

(b) Diluted loss per share

As the Group incurred losses during the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025, the potential ordinary shares were not included in the calculation of diluted loss per share as their inclusion would be anti-dilutive. Accordingly, diluted loss per share for the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 are the same as basic loss per share of the respective periods.

13. PROPERTY, PLANT AND EQUIPMENT

	As at 31 December		
	Leasehold improvements	Office equipment	Total
	USD'000	USD'000	USD'000
31 December 2022			
At 1 January 2022 (unaudited):			
Cost	–	–	–
Accumulated depreciation	–	–	–
Net carrying amount	–	–	–
At 1 January 2022, net of accumulated depreciation (unaudited)	–	–	–
Additions	–	256	256
Depreciation provided during the year	–	(25)	(25)
At 31 December 2022, net of accumulated depreciation	–	231	231
At 31 December 2022:			
Cost	–	256	256
Accumulated depreciation	–	(25)	(25)
Net carrying amount	–	231	231
	As at 31 December		
	Leasehold improvements	Office equipment	Total
	USD'000	USD'000	USD'000
31 December 2023			
At 1 January 2023:			
Cost	–	256	256
Accumulated depreciation	–	(25)	(25)
Net carrying amount	–	231	231
At 1 January 2023, net of accumulated depreciation	–	231	231
Additions	256	402	658
Depreciation provided during the year	(46)	(134)	(180)
At 31 December 2023, net of accumulated depreciation	210	499	709
At 31 December 2023:			
Cost	256	658	914
Accumulated depreciation	(46)	(159)	(205)
Net carrying amount	210	499	709

	As at 31 December		
	Leasehold improvements	Office equipment	Total
	USD'000	USD'000	USD'000
31 December 2024			
At 1 January 2024:			
Cost	256	658	914
Accumulated depreciation	(46)	(159)	(205)
Net carrying amount	<u>210</u>	<u>499</u>	<u>709</u>
At 1 January 2024, net of accumulated depreciation	210	499	709
Additions	352	483	835
Depreciation provided during the year	(168)	(283)	(451)
At 31 December 2024, net of accumulated depreciation	<u>394</u>	<u>699</u>	<u>1,093</u>
At 31 December 2024:			
Cost	608	1,141	1,749
Accumulated depreciation	(214)	(442)	(656)
Net carrying amount	<u>394</u>	<u>699</u>	<u>1,093</u>
	As at 30 September		
	Leasehold improvements	Office equipment	Total
	USD'000	USD'000	USD'000
30 September 2025			
At 1 January 2025:			
Cost	608	1,141	1,749
Accumulated depreciation	(214)	(442)	(656)
Net carrying amount	<u>394</u>	<u>699</u>	<u>1,093</u>
At 1 January 2025, net of accumulated depreciation	394	699	1,093
Additions	445	178	623
Depreciation provided during the period	(313)	(269)	(582)
At 30 September 2025, net of accumulated depreciation	<u>526</u>	<u>608</u>	<u>1,134</u>
At 30 September 2025:			
Cost	1,053	1,319	2,372
Accumulated depreciation	(527)	(711)	(1,238)
Net carrying amount	<u>526</u>	<u>608</u>	<u>1,134</u>

During the Relevant Periods, there was no impairment provided for the Group's property, plant and equipment.

14. LEASES

The Group as a lessee

The Group has lease contracts for buildings used in its operations, and the lease terms are generally between 2 and 3 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) *Right-of-use assets*

The carrying amounts of the Group's right-of-use assets and the movements during the Relevant Periods are as follows:

	Buildings
	<i>USD'000</i>
As at 1 January 2022 (unaudited)	–
Additions	640
Depreciation charge	(182)
As at 31 December 2022.	458
Additions	3,718
Depreciation charge	(631)
Disposal as a result of early cancellation of lease	(232)
As at 31 December 2023.	3,313
Additions	1,249
Depreciation charge	(1,450)
Disposal as a result of early cancellation of lease	(35)
As at 31 December 2024.	3,077
Additions	1,815
Depreciation charge	(1,478)
Disposal as a result of early cancellation of lease	(668)
As at 30 September 2025	2,746

(b) The carrying amount of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	<i>USD'000</i>	<i>USD'000</i>	<i>USD'000</i>	<i>USD'000</i>
Carrying amount at the beginning of the year/period	–	440	3,160	3,023
New leases	640	3,718	1,249	1,815
Disposal as a result of early cancellation of lease	–	(302)	(34)	(843)
Accretion of interest recognised during the year/period.	14	61	154	107
Payments	(214)	(757)	(1,506)	(1,471)
Carrying amount at the end of the year/period	440	3,160	3,023	2,631
Analysed into:				
Current portion	349	1,248	1,964	1,694
Non-current portion	91	1,912	1,059	937

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Interest on lease liabilities	14	61	154	117	107
Depreciation charge of right-of-use assets	182	631	1,450	1,072	1,478
Expense relating to short-term leases	42	76	—	—	7
Total amount recognised in profit or loss	<u>238</u>	<u>768</u>	<u>1,604</u>	<u>1,189</u>	<u>1,592</u>

15. TRADE RECEIVABLES

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Trade receivables	—	1,341	7,073	8,176
Impairment	—	(3)	(91)	(113)
Net carrying amount	—	<u>1,338</u>	<u>6,982</u>	<u>8,063</u>

Amounts due from the related parties included in the Group's trade receivables were nil, USD41,000, USD41,000 and USD113,000 as at 31 December 2022, 2023 and 2024 and 30 September 2025, respectively, which are recoverable within one year.

The Group's trading terms with its customers are mainly on credit. The credit term is generally from 30 to 60 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control process to minimise credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Within one year	—	<u>1,338</u>	<u>6,982</u>	<u>8,063</u>

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
At beginning of the year/period	—	—	3	91
Additions	—	3	88	22
At end of the year/period	—	<u>3</u>	<u>91</u>	<u>113</u>

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

	Within one year	Total
Expected credit loss rate	0.2%	0.2%
Gross carrying amount (USD'000)	1,341	1,341
Expected credit losses (USD'000)	3	3

As at 31 December 2024

	Within one year	Total
Expected credit loss rate	1.3%	1.3%
Gross carrying amount (USD'000)	7,073	7,073
Expected credit losses (USD'000)	91	91

As at 30 September 2025

	Within one year	Total
Expected credit loss rate	1.4%	1.4%
Gross carrying amount (USD'000)	8,176	8,176
Expected credit losses (USD'000)	113	113

16. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Current				
Prepayments	56	119	394	451
Value-added-tax recoverable. (i)	387	3,854	7,144	1,500
Deferred listing expenses	–	–	–	422
Deposits and other receivables (ii)	126	405	5,932	9,438
Total	<u>569</u>	<u>4,378</u>	<u>13,470</u>	<u>11,811</u>
Non-current				
Deposits and other receivables (ii)	–	435	561	731
Total	<u>–</u>	<u>435</u>	<u>561</u>	<u>731</u>

(i) The Group's domestic sales of services are subject to PRC value-added-tax ("VAT"). Input VAT on purchases can be deducted from output VAT payable. The VAT recoverable is mainly the net difference between output and deductible input VAT.

(ii) The financial assets included in the above balances relate to deposits and other receivables which were categorised in stage 1 at the end of each of the Relevant Periods. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking factors and information. During the year, the deposits and other receivables had no recent history of default and past due amounts. At the end of each of the Relevant Periods, the loss allowance was assessed to be minimal.

The Company

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Current				
Amounts due from subsidiaries	14,100	103,895	358,591	663,220
Deferred listing expenses	–	–	–	422
Other receivables	–	–	1,500	–
Total	<u>14,100</u>	<u>103,895</u>	<u>360,091</u>	<u>663,642</u>

17. INVESTMENTS**The Group**

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Non-current assets				
Financial assets at fair value through profit or loss				
Wealth management products, at fair value	<u>–</u>	<u>–</u>	<u>95,331</u>	<u>70,228</u>
Financial assets at fair value through other comprehensive income				
Investment in a listed entity	<u>–</u>	<u>–</u>	<u>4,836</u>	<u>6,440</u>
Total	<u>–</u>	<u>–</u>	<u>100,167</u>	<u>76,668</u>
Current assets				
Financial assets at fair value through profit or loss				
Wealth management products, at fair value	<u>65,791</u>	<u>15,802</u>	<u>295,220</u>	<u>644,154</u>
Financial assets at amortised costs . .	<u>–</u>	<u>–</u>	<u>147,444</u>	<u>–</u>
Total	<u>65,791</u>	<u>15,802</u>	<u>442,664</u>	<u>644,154</u>

The Company

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Non-current assets				
Financial assets at fair value through profit or loss				
Wealth management products, at fair value	<u>–</u>	<u>–</u>	<u>95,331</u>	<u>70,228</u>
Investments in subsidiaries	<u>1,069</u>	<u>4,415</u>	<u>11,238</u>	<u>19,819</u>
Total	<u>1,069</u>	<u>4,415</u>	<u>106,569</u>	<u>90,047</u>

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Current assets				
Financial assets at fair value through profit or loss				
Wealth management products, at fair value	65,791	10,152	295,220	639,899
Financial assets at amortised costs . .	—	—	147,444	—
Total	65,791	10,152	442,664	639,899

18. CASH AND CASH EQUIVALENTS

The Group

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Cash and bank balances	6,912	18,188	316,024	293,762
Time deposits	—	279,844	26,546	94,023
Subtotal	6,912	298,032	342,570	387,785
Less: Pledged for bank borrowings .	—	—	15,491	6,154
Pledged for guaranteeing bank acceptance bills payable	—	—	11,802	18,943
Other restricted cash*	2,221	39	38	41
Non-pledged time deposits with original maturity of more than three months when acquired	—	91,698	26,327	—
Cash and cash equivalents	4,691	206,295	288,912	362,647
Denominated in:				
USD	1,884	190,194	130,440	280,728
RMB	2,807	15,675	157,219	79,235
SGD	—	426	1,253	2,684
Total	4,691	206,295	288,912	362,647

* Other restricted cash primarily reflects bank balances subject to institutional clearing timelines and is automatically released following standard interbank processing protocols.

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

The Company

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Cash and bank balances	1,784	3,488	246,792	164,315
Time deposits	—	279,744	26,546	86,397
Subtotal	1,784	283,232	273,338	250,712
Less: Pledged for guaranteeing bank acceptance bills payable	—	—	11,802	—
Non-pledged time deposits with original maturity of more than three months when acquired	—	91,598	26,327	—
Cash and cash equivalents	1,784	191,634	235,209	250,712
Denominated in:				
USD	1,784	187,330	126,657	250,676
RMB	—	4,304	108,552	36
Total	1,784	191,634	235,209	250,712

19. INTEREST-BEARING BANK BORROWINGS

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Current				
Bank loans — unsecured	—	—	—	14,070
Bank loans — secured	—	—	19,455	5,032
Total	—	—	19,455	19,102

The weighted average interest rates for the years ended 2024 and the nine months ended September 30, 2025 were 3.14% and 3.00% respectively.

20. TRADE AND BILLS PAYABLES

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Within 1 year	2,394	17,242	51,159	70,219
Over 1 year	—	—	53	—
Total	2,394	17,242	51,212	70,219

Amounts due to related parties included in the Group's trade and bills payables were USD10,000, USD592,000, USD4,022,000 and USD26,509,000 as at 31 December 2022, 2023 and 2024 and 30 September 2025, respectively.

Trade and bills payables are non-interest-bearing and normally settled on terms of 30 to 90 days.

21. OTHER PAYABLES, ACCRUALS AND OTHER LIABILITIES

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Payroll payables	1,976	5,469	10,596	9,052
Other tax payables	82	303	644	1,209
Convertible bonds (i)	–	–	14,722	–
Other payables and accruals	268	8,969	25,550	7,061
Total	<u>2,326</u>	<u>14,741</u>	<u>51,512</u>	<u>17,322</u>

- (i) In May 2024, the Company issued interest-free convertible bonds with a principal amount of RMB100,000,000 (USD13,910,000 equivalent). The convertible bonds will mature in five years since issuance unless having been redeemed, repurchased or converted prior to such date. As at 31 December 2024, the convertible bonds were carried at the then fair values of US\$14,722,000. The Company repurchased the convertible bonds at RMB105,000,000 (USD14,668,000 equivalent) as renegotiated with the holders in May 2025.

22. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Short-term advances received from customers:				
Rendering of services	–	559	1,553	4,657
	<u>–</u>	<u>559</u>	<u>1,553</u>	<u>4,657</u>

Contract liabilities include advances received from customers for delivery of enterprise services and membership subscription. The increase in contract liabilities was mainly due to the increase in advances received from customers for services in future.

23. OTHER NON-CURRENT LIABILITIES

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Government grants	–	1,218	1,200	1,467
	<u>–</u>	<u>1,218</u>	<u>1,200</u>	<u>1,467</u>

24. CONVERTIBLE REDEEMABLE PREFERRED SHARES

The convertible redeemable preferred shareholders have been granted certain special rights in relation to the Group, including but not limited to redemption rights, conversion rights at any time after investing, the pre-emptive rights, right of co-sale, liquidation preferences, rights of first refusal, information rights and director appointment rights. The redemption rights have been suspended immediately prior to the first filing of the listing application and all other special rights will be terminated upon Listing.

Presentation and classification

The Group does not bifurcate any embedded derivatives from the convertible redeemable preferred shares and designates the entire instruments as financial liabilities at fair value through profit or loss. The convertible redeemable preferred shares were classified as current liabilities since the conversion options were not classified as equity and are exercisable at any time at the shareholders' options. The change in fair value is charged to profit or loss except for the portion attributable to credit risk change that shall be charged to other comprehensive income, if any. Management considered that fair value change in the convertible redeemable preferred shares attributable to changes of credit risk was not significant.

The movements of the convertible redeemable preferred shares are set out below:

	Series Angel		Series Pre-A		Series A		Series A+		Series Pre-B		Series Pre-B+		Series Pre-B++		Total	
	Number of shares	USD '000	Number of shares	USD '000	Number of shares	USD '000	Number of shares	USD '000	Number of shares	USD '000	Number of shares	USD '000	Number of shares	USD '000		USD '000
As at 1 January 2022																
(unaudited)	18,343,195	34,666	-	-	-	-	-	-	-	-	-	-	-	-	-	34,666
Issue	-	-	11,834,320	50,000	-	-	-	-	-	-	-	-	-	-	-	50,000
Changes in fair value	-	44,568	-	15,941	-	-	-	-	-	-	-	-	-	-	-	60,509
As at 31 December 2022	18,343,195	79,234	11,834,320	65,941	-	-	-	-	-	-	-	-	-	-	-	145,175
Issue	-	-	-	-	37,172,913	257,000	5,677,436	50,000	-	-	-	-	-	-	-	307,000
Changes in fair value	-	51,912	-	27,390	-	87,306	-	10,218	-	-	-	-	-	-	-	176,826
As at 31 December 2023	18,343,195	131,146	11,834,320	93,331	37,172,913	344,306	5,677,436	60,218	-	-	-	-	-	-	-	629,001
Issue	-	-	-	-	-	-	-	-	62,537,371	651,872	7,140,526	87,716	-	-	-	739,588
Changes in fair value	-	43,076	-	23,315	-	41,232	-	1,960	-	98,211	-	5,566	-	-	-	213,360
As at 31 December 2024	18,343,195	174,222	11,834,320	116,646	37,172,913	385,538	5,677,436	62,178	62,537,371	750,083	7,140,526	93,282	-	-	-	1,581,949
Issue	-	-	-	-	-	-	-	-	-	-	2,915,191	35,811	25,787,040	390,451	-	426,262
Changes in fair value	-	39,684	-	26,777	-	87,799	-	13,227	-	122,925	-	17,845	-	4,725	-	312,982
As at 30 September 2025	18,343,195	213,906	11,834,320	143,423	37,172,913	473,337	5,677,436	75,405	62,537,371	873,008	10,055,717	146,938	25,787,040	395,176	-	2,321,193

The Group applied the back-solve method to determine the equity value of the Company and adopted the equity allocation model to determine the fair values of the convertible redeemable preferred shares as at the end of each of the Relevant Periods. Key valuation assumptions used to determine the fair values of the convertible redeemable preferred shares are set below:

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Risk-free interest rate (%)	4.11%	4.00%	4.24%	3.62%
Discounts for lack of marketability ("DLOM") (%)	22%	23%	24%	15%
Volatility (%)	54%	64%	71%	62%

The Group estimated the risk-free interest rate based on the yield of the US Government Bond with maturity close to the expected exit timing as at the valuation date. The DLOM was estimated based on the option-pricing method. Under the option-pricing method, the cost of put option, which can hedge the price change before the privately held share can be sold, was considered as a basis to determine the lack of marketability discount. Volatility was estimated based on annualised standard deviation of daily stock price return of comparable companies for a period from the valuation date and with a similar span as time to expiration.

Set out below is a summary of significant unobservable inputs to the valuation of financial liabilities categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at the end of each of the Relevant Periods.

Significant unobservable inputs	Increase/ (decrease) in the inputs	Increase/(decrease) in fair value			
		As at 31 December			As at 30 September
		2022	2023	2024	2025
		USD'000	USD'000	USD'000	USD'000
Risk-free interest rate (%)	+25 bp	(395)	(1,009)	(673)	(753)
Risk-free interest rate (%)	-25 bp	363	770	567	756
Discounts for lack of marketability ("DLOM") (%) .	1	(346)	(1,656)	(3,999)	(3,885)
Discounts for lack of marketability ("DLOM") (%) .	(1)	346	1,656	3,999	3,885
Volatility (%)	1	76	(34)	(148)	89
Volatility (%)	(1)	(80)	(24)	138	(99)

25. DEFICITS

Shares

	As at 31 December			As at 30 September
	2022	2023	2024	2025
Authorised				
Ordinary shares	500,000,000	500,000,000	500,000,000	500,000,000
	As at 31 December			As at 30 September
	2022	2023	2024	2025
Issued				
Ordinary shares	100,000,000	108,650,075	108,650,075	108,650,075

	As at 31 December			As at 30 September
	2022	2023	2024	2025
Fully paid				
Ordinary shares	=	=	=	=

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.

Reserves

The Group

(i) Share option reserve

The share option reserve of the Group represents the equity-settled share-based payment as set out in note 26 to the Historical Financial Information.

(ii) Exchange fluctuation reserve

The exchange fluctuation reserve represents exchange differences arising from the translation of the financial statements of group companies whose functional currencies are different from the Group's presentation currency.

(iii) Fair value reserve of financial assets at fair value through other comprehensive income

The fair value reserve of financial assets at fair value through other comprehensive income comprises the cumulative gains of equity investments designated at fair value through other comprehensive income.

The Company

	Share option reserve	Accumulated losses	Total
	USD'000	USD'000	USD'000
At 31 December 2021 (unaudited)	–	(3,666)	(3,666)
Loss for the year	–	(59,834)	(59,834)
Total comprehensive loss for the year	–	(59,834)	(59,834)
Recognition of share-based payment expenses	1,069	–	1,069
At 31 December 2022	1,069	(63,500)	(62,431)
	Share option reserve	Accumulated losses	Total
	USD'000	USD'000	USD'000
At 31 December 2022	1,069	(63,500)	(62,431)
Loss for the year	–	(168,552)	(168,552)
Total comprehensive loss for the year	–	(168,552)	(168,552)
Recognition of share-based payment expenses	3,346	–	3,346
At 31 December 2023	4,415	(232,052)	(227,637)

	Share option reserve	Accumulated losses	Total
	USD'000	USD'000	USD'000
At 31 December 2023	4,415	(232,052)	(227,637)
Loss for the year	—	(178,544)	(178,544)
Total comprehensive loss for the year	—	(178,544)	(178,544)
Recognition of share-based payment expenses	6,823	—	6,823
At 31 December 2024	11,238	(410,596)	(399,358)

	Share option reserve	Accumulated losses	Total
	USD'000	USD'000	USD'000
At 31 December 2023	4,415	(232,052)	(227,637)
Loss for the period (unaudited)	—	(103,525)	(103,525)
Total comprehensive loss for the period (unaudited)	—	(103,525)	(103,525)
Recognition of share-based payment expenses (unaudited)	6,100	—	6,100
At 30 September 2024	10,515	(335,577)	(325,062)

	Share option reserve	Accumulated losses	Total
	USD'000	USD'000	USD'000
At 31 December 2024	11,238	(410,596)	(399,358)
Loss for the period	—	(287,435)	(287,435)
Total comprehensive loss for the period	—	(287,435)	(287,435)
Recognition of share-based payment expenses	8,581	—	8,581
At 30 September 2025	19,819	(698,031)	(678,212)

26. SHARE-BASED PAYMENTS

In order to provide incentives for employees and persons contributing to the Group, attract and retain the senior management team and core talents, in 2021, the Company established an equity settlement share-based payment plan ("the pre-IPO Plan") and granted options to the employees of the Group. Options granted under the pre-IPO Plan vest over the service period as stipulated in the grant letter and expire 10 years from the date of grant. Every 20 options can be converted into 1 ordinary share upon exercise.

As at the end of each of the Relevant Periods, the maximum numbers of shares that may be issued under the pre-IPO Plan were 11,240,661, 19,890,736, 20,890,736 and 20,890,736, representing 11%, 18%, 19% and 19% of ordinary shares in issue, respectively.

As at the end of each of the Relevant Periods, the share options granted under the pre-IPO Plan are subject to four distinct vesting mechanisms: (i) for the four-year graded vesting schedule, 15% of the aggregate number of the share options shall vest at the first (1st) anniversary of the vesting commencement date, 25% of the aggregate number of the share options shall vest at the second (2nd) anniversary of the vesting commencement date, 25% of the aggregate number of the share options shall vest at the third (3rd) anniversary of the vesting commencement date, the remaining granted share options shall vest at the fourth (4th) anniversary of the vesting commencement date; and (ii) for the six-year graded vesting schedule, 10% of the aggregate number of the share options shall vest at the grant date and the first (1st) anniversary of the vesting commencement date, respectively, 15% of the aggregate number of the share options shall vest at the second (2nd) anniversary to the fifth (5th) anniversary of the vesting commencement date, respectively, the remaining 20% of the aggregate number of the share options shall vest at the sixth (6th) anniversary of the vesting commencement date; and (iii) for the multi-year graded vesting schedule, 10% of the aggregate number of the share options shall vest at the first (1st) and second (2nd) anniversary of the Company's Initial Public Offering ("IPO") date, respectively, 20% of the aggregate number of the share options shall vest at the third (3rd) anniversary to the sixth (6th) anniversary of IPO date; and (iv) for the one-time vesting schedule, 100% of the share options shall vest at the first (1st) anniversary of the vesting commencement date or grant date. Besides, all share options under the pre-IPO Plan are further restricted from exercise until the completion of the Company's IPO, which will be treated as a service condition and influence the vesting period.

Set out below are details of the movements of the share options granted under the pre-IPO Plan during the Relevant Periods:

	Number of share options	Weighted average exercise price US\$ per option	Weighted average grant date fair value US\$ per option	Weighted average remaining contractual term Years
Outstanding as at 1 January 2022 (unaudited)	—	—	—	
Granted	94,187,448	0.003	0.09	
Forfeited	—	—	—	
Outstanding as at 31 December 2022	94,187,448	0.003	0.09	9.34
Granted	75,091,320	0.017	0.22	
Forfeited	(2,954,870)	0.020	0.18	
Outstanding as at 31 December 2023	166,323,898	0.009	0.10	8.86
Granted	63,349,900	0.040	0.39	
Forfeited	(24,207,555)	0.033	0.32	
Outstanding as at 31 December 2024	205,466,243	0.016	0.20	8.25
Granted	215,386,571	0.038	0.54	
Forfeited	(51,306,660)	0.023	0.32	
Outstanding as at 30 September 2025	369,546,154	0.028	0.39	8.79

No share options were exercised during the Relevant Periods.

During the Relevant Periods, the Group recognised share-based payment expenses of USD1,069,000, USD3,346,000, USD6,823,000 and USD8,581,000, respectively.

The fair values of the share options granted during the Relevant Periods and nine months ended 30 September 2024 and 2025 were estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	(unaudited)				
Risk-free interest rates (%)	2.35%-3.83%	3.47%-4.58%	3.79%-4.57%	3.79%-4.39%	4.15%-4.23%
Expected volatility (%)	57.2%-58.0%	58.5%-60.5%	60.5%-61.1%	60.5%-60.9%	60.3%-64.1%
Expected term (years)	10	10	10	10	10

27. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025, the Group had non-cash additions to right-of-use assets and lease liabilities of USD640,000, USD3,718,000, USD1,249,000, USD1,205,000 (unaudited) and USD1,815,000 in respect of lease arrangements for buildings.

(b) Changes in liabilities arising from financing activities

	Interest-bearing bank and other borrowings	Lease liabilities	Convertible bonds	Convertible redeemable preferred shares
	USD'000	USD'000	USD'000	USD'000
At 1 January 2022 (unaudited)	—	—	—	34,666
Changes from financing cash flows .	—	(214)	—	50,000
Changes in fair value	—	—	—	60,509
New leases	—	640	—	—
Disposal as a result of early cancellation of lease	—	—	—	—
Interest expense (<i>note 6</i>)	—	14	—	—
At 31 December 2022	—	440	—	145,175

	Interest-bearing bank and other borrowings	Lease liabilities	Convertible bonds	Convertible redeemable preferred shares
	USD'000	USD'000	USD'000	USD'000
At 1 January 2023.	—	440	—	145,175
Changes from financing cash flows .	—	(757)	—	307,000
Changes in fair value	—	—	—	176,826
New leases	—	3,718	—	—
Disposal as a result of early cancellation of lease	—	(302)	—	—
Interest expense (<i>note 6</i>)	—	61	—	—
At 31 December 2023	—	3,160	—	629,001

	Interest-bearing bank and other borrowings	Lease liabilities	Convertible bonds	Convertible redeemable preferred shares
	USD'000	USD'000	USD'000	USD'000
At 1 January 2024.	—	3,160	—	629,001
Changes from financing cash flows .	19,100	(1,506)	13,910	739,588
Changes in fair value	—	—	812	213,360
New leases	—	1,249	—	—
Disposal as a result of early cancellation of lease	—	(34)	—	—
Interest expense (<i>note 6</i>)	355	154	—	—
At 31 December 2024	19,455	3,023	14,722	1,581,949

	Interest-bearing bank and other borrowings	Lease liabilities	Convertible bonds	Convertible redeemable preferred shares
	USD'000	USD'000	USD'000	USD'000
At 1 January 2024	—	3,160	—	629,001
Changes from financing cash flows (unaudited).	19,759	(1,214)	13,910	686,372
Changes in fair value (unaudited) . .	—	—	348	127,715
New leases (unaudited).	—	1,205	—	—
Disposal as a result of early cancellation of lease (unaudited) .	—	(36)	—	—
Interest expense (<i>note 6</i>) (unaudited).	199	117	—	—
At 30 September 2024 (unaudited). .	19,958	3,232	14,258	1,443,088

	Interest-bearing bank and other borrowings	Lease liabilities	Convertible bonds	Accrued Listing Expense included in other payables	Convertible redeemable preferred shares
	USD'000	USD'000	USD'000	USD'000	USD'000
At 1 January 2025	19,455	3,023	14,722	–	1,581,949
Changes from financing cash flows	(757)	(1,471)	(14,668)	(357)	426,262
Changes in fair value	–	–	495	–	312,982
New leases	–	1,815	–	–	–
Addition	–	–	–	422	–
Disposal as a result of early cancellation of lease	–	(843)	–	–	–
Gain on disposal	–	–	(549)	–	–
Interest expense (note 6)	404	107	–	–	–
At 30 September 2025	<u>19,102</u>	<u>2,631</u>	<u>–</u>	<u>65</u>	<u>2,321,193</u>

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Within operating activities	(42)	(76)	–	–	(7)
Within financing activities	(214)	(757)	(1,506)	(1,214)	(1,471)
Total	<u>(256)</u>	<u>(833)</u>	<u>(1,506)</u>	<u>(1,214)</u>	<u>(1,478)</u>

28. CONTINGENT LIABILITIES

As at 30 September 2025, certain subsidiaries of the Group are respondents in several legal dispute cases in relation to claims of alleged infringement of intellectual property rights. While these cases are still at an early stage and the outcome cannot be estimated with certainty, the directors of the Company, having given due consideration to the legal advice and the relevant facts and circumstances, are of the opinion that no provision has been made in respect of those cases as at 30 September 2025.

29. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control.

The following significant transactions were carried out between the Group and its related party during the periods presented. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and on terms negotiated between the Group and the respective related parties.

(a) Name and relationship

Name of related party	Relationship with the Company
Shanghai Jizhi Wujie Technology Co., Ltd. ("上海極智無界科技有限公司")	Entity controlled by Founder
Shanghai Jizhi Zongheng Technology Co., Ltd. ("上海極智縱橫科技有限公司")	Entity controlled by Founder
Alibaba and its affiliates ("Alibaba Group")	A shareholder of the Company

(b) Transactions with related parties

	Year ended December 31			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Purchase of services					
Alibaba Group.	42	2,936	9,372	6,487	54,937
Shanghai Jizhi Wujie Technology Co., Ltd. (“上海極智無界科技有 限公司”)	—	—	—	—	5
Shanghai Jizhi Zongheng Technology Co., Ltd. (“上海極智縱橫科技有 限公司”)	—	—	—	—	21
Sales of services					
Alibaba Group.	—	39	31	31	220
Other transaction					
Shanghai Jizhi Wujie Technology Co., Ltd. (“上海極智無界科技有 限公司”)	—	—	—	—	287
Shanghai Jizhi Zongheng Technology Co., Ltd. (“上海極智縱橫科技有 限公司”)	—	—	—	—	287

The transactions with related parties were made according to the published prices and conditions offered to the non-related parties of the Company.

(c) Outstanding balances with related parties

	As at 31 December			As at 30 September
	2022	2023	2024	2025
	USD'000	USD'000	USD'000	USD'000
Alibaba Group				
Trade receivables	—	41	41	113
Trade and bills payables	10	592	4,022	26,509
Shanghai Jizhi Wujie Technology Co., Ltd. (“上海極智無界科技有 限公司”)	—	—	—	—
Prepayments, other receivables and other assets	—	—	—	307
Shanghai Jizhi Zongheng Technology Co., Ltd. (“上海極智 縱橫科技有限公司”)	—	—	—	—
Prepayments, other receivables and other assets	—	—	—	309

As at the end of each of the Relevant Periods, the Group's outstanding balances with related parties were all unsecured, interest-free and of trade nature.

(d) Compensation of key management personnel of the Group:

	Year ended December 31			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	USD'000	USD'000	USD'000	USD'000 (unaudited)	USD'000
Short term employee benefits	489	872	1,314	832	1,011
Post-employment benefits	9	24	39	31	23
Equity-settled share option expense	963	1,278	2,275	1,658	1,243
Total	<u>1,461</u>	<u>2,174</u>	<u>3,628</u>	<u>2,521</u>	<u>2,277</u>

30. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

At 31 December 2022

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	USD'000	USD'000	USD'000
Financial assets at fair value through profit or loss	65,791	–	65,791
Financial assets included in prepayments, other receivables and other assets	–	126	126
Restricted cash	–	2,221	2,221
Cash and cash equivalents	–	4,691	4,691
Total	<u>65,791</u>	<u>7,038</u>	<u>72,829</u>

Financial liabilities

	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
	USD'000	USD'000	USD'000
Trade and bills payables	–	2,394	2,394
Financial liabilities included in other payables, accruals and other liabilities	–	268	268
Convertible redeemable preferred shares	145,175	–	145,175
Lease liabilities	–	440	440
Total	<u>145,175</u>	<u>3,102</u>	<u>148,277</u>

At 31 December 2023

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
	USD'000	USD'000	USD'000
Trade receivables	–	1,338	1,338
Financial assets included in prepayments, other receivables and other assets	–	840	840
Financial assets at fair value through profit or loss . . .	15,802	–	15,802
Restricted cash	–	39	39
Time deposits	–	91,698	91,698
Cash and cash equivalents	–	206,295	206,295
Total	<u>15,802</u>	<u>300,210</u>	<u>316,012</u>

Financial liabilities

	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
	USD'000	USD'000	USD'000
Trade and bills payables	–	17,242	17,242
Financial liabilities included in other payables and accruals	–	8,969	8,969
Convertible redeemable preferred shares	629,001	–	629,001
Lease liabilities	–	3,160	3,160
Total	<u>629,001</u>	<u>29,371</u>	<u>658,372</u>

At 31 December 2024

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	USD'000	USD'000	USD'000	USD'000
Trade receivables	–	–	6,982	6,982
Financial assets included in prepayments, other receivables and other assets	–	–	6,493	6,493
Financial assets at fair value through other comprehensive income	–	4,836	–	4,836
Financial assets at fair value through profit or loss	390,551	–	–	390,551
Restricted cash	–	–	27,331	27,331
Financial assets at amortised cost	–	–	147,444	147,444
Time deposits	–	–	26,327	26,327
Cash and cash equivalents	–	–	288,912	288,912
Total	<u>390,551</u>	<u>4,836</u>	<u>503,489</u>	<u>898,876</u>

Financial liabilities

	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
	USD'000	USD'000	USD'000
Interest-bearing bank and other borrowings	–	19,455	19,455
Trade and bills payables	–	51,212	51,212
Financial liabilities included in other payables and accruals	14,722	25,550	40,272
Convertible redeemable preferred shares	1,581,949	–	1,581,949
Lease liabilities	–	3,023	3,023
Total	<u>1,596,671</u>	<u>99,240</u>	<u>1,695,911</u>

At 30 September 2025*Financial assets*

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	USD'000	USD'000	USD'000	USD'000
Trade receivables	–	–	8,063	8,063
Financial assets included in prepayments, other receivables and other assets	–	–	10,169	10,169
Financial assets at fair value through other comprehensive income	–	6,440	–	6,440
Financial assets at fair value through profit or loss	714,382	–	–	714,382
Restricted cash	–	–	25,138	25,138
Cash and cash equivalents	–	–	362,647	362,647
Total	<u>714,382</u>	<u>6,440</u>	<u>406,017</u>	<u>1,126,839</u>

Financial liabilities

	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
	USD'000	USD'000	USD'000
Interest-bearing bank and other borrowings	–	19,102	19,102
Trade and bills payables	–	70,219	70,219
Financial liabilities included in other payables and accruals	–	7,061	7,061
Convertible redeemable preferred shares	2,321,193	–	2,321,193
Lease liabilities	–	2,631	2,631
Total	<u>2,321,193</u>	<u>99,013</u>	<u>2,420,206</u>

31. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, restricted cash, financial assets at amortised costs, financial assets included in prepayments, other receivables and other assets, trade receivables, interest-bearing bank borrowings, trade and bills payables, financial liabilities included in other payables, accruals and other liabilities and current portion of lease liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the finance director is responsible for determining the policies and procedures for the fair value measurement of financial instruments. 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 directors review the results of the fair value measurement of financial instruments periodically for financial reporting.

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 the non-current portion of lease liabilities 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 lease liabilities as at the year ended 31 December 2022, 2023 and 2024 and the nine months ended 30 September 2024 and 2025 were assessed to be insignificant.

The fair value of the listed equity investments at fair value through other comprehensive income has been determined based on the quoted prices (unadjusted) in active markets.

The Group invests in wealth management products issued by the counterparty. The fair values of these products are derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. The valuation techniques based on discounted cash flow method, black model method and Monte Carlo method.

The fair values of convertible redeemable preferred shares and convertible bonds measured at fair value through profit or loss are determined using the valuation techniques, including back-solve method and equity allocation model. Further details are set out in note 24 and note 21 to the Historical Financial Information.

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 2022***

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Financial assets at fair value through profit or loss.	65,791	—	—	65,791
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

As at 31 December 2023

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Financial assets at fair value through profit or loss.	—	15,802	—	15,802
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

As at 31 December 2024

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Financial assets at fair value through other comprehensive income	4,836	–	–	4,836
Financial assets at fair value through profit or loss	–	390,551	–	390,551
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

At 30 September 2025

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Financial assets at fair value through other comprehensive income	6,440	–	–	6,440
Financial assets at fair value through profit or loss	–	714,382	–	714,382
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Liabilities measured at fair value:*As at 31 December 2022*

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Convertible redeemable preferred shares	–	–	145,175	145,175
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

As at 31 December 2023

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Convertible redeemable preferred shares	–	–	629,001	629,001
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

As at 31 December 2024

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Financial liabilities included in other payables and accruals	–	–	14,722	14,722
Convertible redeemable preferred shares	–	–	1,581,949	1,581,949
	=	=	=	=

As at 30 September 2025

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	USD'000	USD'000	USD'000	USD'000
Convertible redeemable preferred shares	–	–	2,321,193	2,321,193
	=	=	=	=

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 both financial assets and financial liabilities.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, comprise bank loans and overdrafts, convertible bonds, convertible redeemable preferred shares, financial assets at fair value through profit or loss, and cash and short-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 and bills payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The senior management of the Company meets regularly to analyse and formulate measures to manage the Group's exposure to these risks. In addition, the Board holds meetings regularly to analyse and approve the proposals made by the senior management of the Company. Generally, the Group introduces conservative strategies on its risk management. As the Group's exposure to these risks is kept to a minimum, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Such exposures arise from sales and purchases by operating units in currencies other than the units' functional currencies. The Group seeks to limit its exposure to foreign currency risk by minimising its net foreign currency position.

The following table demonstrates the sensitivity at the end of each of the Relevant Periods to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Group's loss before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's deficits.

	<u>Increase/(decrease) in RMB rate</u>	<u>Increase/(decrease) in loss before tax</u>	<u>Increase/(decrease) in deficits</u>
	<i>%</i>	<i>USD'000</i>	<i>USD'000</i>
2022			
If the RMB weakens against the USD	(5)	73	73
If the RMB strengthens against the USD	5	(73)	(73)
	<u>Increase/(decrease) in RMB rate</u>	<u>Increase/(decrease) in loss before tax</u>	<u>Increase/(decrease) in deficits</u>
	<i>%</i>	<i>USD'000</i>	<i>USD'000</i>
2023			
If the RMB weakens against the USD	(5)	(43)	(43)
If the RMB strengthens against the USD	5	43	43
	<u>Increase/(decrease) in RMB rate</u>	<u>Increase/(decrease) in loss before tax</u>	<u>Increase/(decrease) in deficits</u>
	<i>%</i>	<i>USD'000</i>	<i>USD'000</i>
2024			
If the RMB weakens against the USD	(5)	(5,295)	(5,295)
If the RMB strengthens against the USD	5	5,295	5,295
	<u>Increase/(decrease) in RMB rate</u>	<u>Increase/(decrease) in loss before tax</u>	<u>Increase/(decrease) in deficits</u>
	<i>%</i>	<i>USD'000</i>	<i>USD'000</i>
30 September 2025			
If the RMB weakens against the USD	(5)	(3,241)	(3,241)
If the RMB strengthens against the USD	5	3,241	3,241

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.

Maximum exposure and year-end staging

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 reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions, and year-end staging classification as at the end of each of the Relevant Periods. The amounts presented are gross amounts for financial assets.

31 December 2022

	<u>12-months ECLs</u>	<u>Lifetime ECLs</u>			
	<u>Stage 1</u>	<u>Stage 2</u>	<u>Stage 3</u>	<u>Simplified approach</u>	<u>Total</u>
	<i>USD'000</i>	<i>USD'000</i>	<i>USD'000</i>	<i>USD'000</i>	<i>USD'000</i>
Financial assets included in prepayments and other receivables and other assets					
– Normal**	126	–	–	–	126
Restricted cash	2,221	–	–	–	2,221
Cash and cash equivalents	4,691	–	–	–	4,691
Total	<u>7,038</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>7,038</u>

31 December 2023

	12-months ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	USD'000	USD'000	USD'000	USD'000	USD'000
Trade receivables*	–	–	–	1,338	1,338
Financial assets included in prepayments and other receivables and other assets					
– Normal**	840	–	–	–	840
Restricted cash	39	–	–	–	39
Time deposits	91,698	–	–	–	91,698
Cash and cash equivalents	206,295	–	–	–	206,295
Total	<u>298,872</u>	<u>–</u>	<u>–</u>	<u>1,338</u>	<u>300,210</u>

31 December 2024

	12-months ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	USD'000	USD'000	USD'000	USD'000	USD'000
Trade receivables*	–	–	–	6,982	6,982
Financial assets included in prepayments, other receivables and other assets					
– Normal**	6,493	–	–	–	6,493
Financial assets at amortised cost	147,444	–	–	–	147,444
Restricted cash	27,331	–	–	–	27,331
Time deposits	26,327	–	–	–	26,327
Cash and cash equivalents	<u>288,912</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>288,912</u>
Total	<u>496,507</u>	<u>–</u>	<u>–</u>	<u>6,982</u>	<u>503,489</u>

30 September 2025

	12-months ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	USD'000	USD'000	USD'000	USD'000	USD'000
Trade receivables*	–	–	–	8,063	8,063
Financial assets included in prepayments, other receivables and other assets					
– Normal**	10,169	–	–	–	10,169
Financial assets at amortised cost	–	–	–	–	–
Restricted cash	25,138	–	–	–	25,138
Cash and cash equivalents	<u>362,647</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>362,647</u>
Total	<u>397,954</u>	<u>–</u>	<u>–</u>	<u>8,063</u>	<u>406,017</u>

- * For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision is disclosed in note 15 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”.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and prepayments, other receivables and other assets are respectively disclosed in notes 15 and 16 to the Historical Financial Information.

Liquidity risk

The Group monitors its exposure to liquidity risk by monitoring the current ratio, which is calculated by comparing the current assets with the current liabilities.

The liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflows from operations to meet its debt obligations as they fall due, and its ability to obtain external financing to meet its committed future capital expenditure.

The maturity profile of the Group's financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

	As at 31 December 2022		
	Within 1 year	1 to 5 years	Total
	USD'000	USD'000	USD'000
Lease liabilities	349	92	441
Trade and bills payables	2,394	–	2,394
Financial liabilities included in other payables and accruals	268	–	268
Convertible redeemable preferred shares	85,284	–	85,284
Total	<u>88,295</u>	<u>92</u>	<u>88,387</u>
	As at 31 December 2023		
	Within 1 year	1 to 5 years	Total
	USD'000	USD'000	USD'000
Lease liabilities	1,248	1,990	3,238
Trade and bills payables	17,242	–	17,242
Financial liabilities included in other payables and accruals	8,969	–	8,969
Convertible redeemable preferred shares	410,775	–	410,775
Total	<u>438,234</u>	<u>1,990</u>	<u>440,224</u>

	As at 31 December 2024		
	Within 1 year	1 to 5 years	Total
	USD'000	USD'000	USD'000
Lease liabilities	1,964	1,086	3,050
Interest-bearing bank and other borrowings	19,455	–	19,455
Trade and bills payables	51,212	–	51,212
Financial liabilities included in other payables and accruals	40,272	–	40,272
Convertible redeemable preferred shares	1,215,508	–	1,215,508
Total	<u>1,328,411</u>	<u>1,086</u>	<u>1,329,497</u>

	As at 30 September 2025		
	Within 1 year	1 to 5 years	Total
	USD'000	USD'000	USD'000
Lease liabilities	1,694	1,039	2,733
Interest-bearing bank and other borrowings	19,102	–	19,102
Trade and bills payables	70,219	–	70,219
Financial liabilities included in other payables and accruals	7,061	–	7,061
Convertible redeemable preferred shares	1,698,247	–	1,698,247
Total	<u>1,796,323</u>	<u>1,039</u>	<u>1,797,362</u>

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits to other stakeholders, by pricing services commensurately with the level of risk.

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 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.

33. EVENTS AFTER THE RELEVANT PERIODS

There are no material events after the Relevant Periods that may have a material impact on the Group's reported financial position at 30 September 2025.

34. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Group or any of the companies now comprising the Group in respect of any period subsequent to 30 September 2025.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following information does not form part of the Accountants' Report from Ernst & Young, Certified Public Accountants, Hong Kong, the Company's reporting accountants, as set out in Appendix I to this prospectus, and is included herein for information purpose only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus, 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 of our Group, prepared in accordance with Rule 4.29 of the Listing Rules 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, is for illustration purposes only and is set out here to illustrate the effect of the Global Offering on the consolidated net tangible assets of our Group attributable to owners of the parent as of September 30, 2025, as if the Global Offering had taken place on September 30, 2025.

The unaudited pro forma statement of adjusted consolidated net tangible assets of our Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of our Group to owners of the parent had the Global Offering been completed as of September 30, 2025 or at any future dates. The unaudited pro forma statement of adjusted consolidated net tangible liabilities does not form part of the Accountants' Report.

	Unadjusted audited consolidated net tangible liabilities attributable to the owners of our Group as of September 30, 2025	Estimated net proceeds from the Global Offering	Estimated impact related to the reclassification of convertible redeemable preferred shares upon Listing	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of our Group as of September 30, 2025	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of our Group per Share as of September 30, 2025	
	USD'000 (Note 1)	USD'000 (Note 2)	USD'000 (Note 3)	USD'000	USD (Note 4)	HK\$ (Note 5)
Based on an Offer						
Price of HK\$151.00						
per Share	(1,303,499)	472,382	2,321,193	1,490,076	4.88	37.96
Based on an Offer						
Price of HK\$158.00						
per Share	(1,303,499)	494,423	2,321,193	1,512,117	4.95	38.52
Based on an Offer						
Price of HK\$165.00						
per Share	(1,303,499)	516,464	2,321,193	1,534,158	5.02	39.08

Notes:

1. The consolidated net tangible liabilities of our Group attributable to owners of the Company as of September 30, 2025 was based on the consolidated net liabilities attributable to owners of the Company as at September 30, 2025 of USD1,303,499,000 set out in the Accountants' Report in Appendix I to this Prospectus.
2. The estimated net proceeds from the Global Offering are based on estimated low end, mid-point and high end offer prices of HK\$151.00, HK\$158.00 and HK\$165.00 per Share after deduction of underwriting fees and commissions and other related expenses payable by the Company and do not take into account any shares which may be issued upon exercise of the Over-allotment Option.
3. For the purpose of the unaudited pro forma financial information, considering the estimated impact related to the reclassification of convertible redeemable preferred shares upon Listing, the unaudited pro forma adjusted net tangible assets attributable to the owners of the Company will be increased by USD2,321,193,000 being the fair value of the convertible redeemable preferred shares as at September 30, 2025. Upon the Listing and the completion of the Global Offering, all the convertible redeemable preferred shares will be automatically converted into Shares. These convertible redeemable preferred shares will be reclassified from liabilities to equity. The amount that is reclassified from liabilities to equity will be the fair value of the Preferred Shares on that date of the Global Offering.
4. The unaudited pro forma adjusted consolidated net tangible assets attributable to Shareholders of the Company per Share is arrived at after the adjustments referred to in the preceding paragraphs (note 2 and 3 above) and on the basis that 305,447,288 shares were in issue assuming that the Global Offering and reclassification of financial liabilities arising from the convertible redeemable preferred shares and ordinary shares into equity had been completed on September 30, 2025, without taking account of the exercise of the Over-allotment Option.
5. For the purpose of this unaudited pro forma adjusted consolidated net tangible assets, The unaudited pro forma adjusted consolidated net tangible assets attributable to Shareholders of the Company per Share amounts in USD are converted into Hong Kong dollars at USD1.00 = HKD7.7805 prevailing on the latest practical date. No representation is made that the Hong Kong dollar amounts have been, could have been or may be converted to United States dollars, or vice versa, at that rate or any other rates or at all.
6. No other adjustment has been made to the unaudited pro forma adjusted consolidated net tangible asset of the Group to reflect any trading result or other transactions entered into subsequent to September 30, 2025.



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B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of MINIMAX GROUP INC.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of MINIMAX GROUP INC. (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 30 September 2025 and related notes as set out on page II-1 of the prospectus dated 31 December 2025 (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 note Appendix II(A) to the Prospectus.

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 consolidated financial position as at 30 September 2025 as if the transaction had taken place at 30 September 2025. As part of this process, information about the Group's consolidated financial position has been extracted by the Directors from the Group's consolidated financial statements for the period ended 30 September 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.

Ernst & Young*Certified Public Accountants*

Hong Kong

31 December 2025

SUMMARY OF THE CONSTITUTION OF THE COMPANY

1 Memorandum of Association

The Memorandum of Association of the Company was conditionally adopted on December 29, 2025 and states, inter alia, that the liability of the members of the Company is limited, that the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act or any other law of the Cayman Islands.

The Memorandum of Association is on display on the websites of the Stock Exchange and the Company as specified in Appendix V in the section headed “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display”.

2 Articles of Association

The Articles of Association of the Company were conditionally adopted on December 29, 2025 and include provisions to the following effect:

2.1 Classes of Shares*(a) Share capital*

The share capital of the Company consists of Class A Ordinary Shares and Class B Ordinary Shares. The capital of the Company at the date of adoption of the Articles is US\$50,000 divided into 393,349,925 Class A Ordinary Shares of US\$0.0001 each and 106,650,075 Class B Ordinary Shares of US\$0.0001 each.

(b) Weighted voting rights

Subject to the provisions of the Articles of Association, the holders of Class A Ordinary Shares and Class B Ordinary Shares shall at all times vote together as one class on all resolutions submitted to a vote by the members. On a poll, each Class A Share shall entitle its holder to one vote and each Class B Share shall entitle its holder to ten votes, provided that each Class A Share and each Class B Share shall entitle its holder to one vote on a poll at a general meeting in respect of a resolution on the following matters:

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

Notwithstanding the foregoing, where a holder of Class B Ordinary Shares is permitted by the Stock Exchange from time to time to exercise more than one vote per share when voting on a resolution to amend the Memorandum of Association or the Articles of Association, any holder of Class B Ordinary Shares may elect to exercise such number of votes per share as is permitted by the Stock Exchange, up to the maximum number of votes attached to each Class B Share as set out in the Articles of Association.

The Company and holders of Class B Ordinary Shares shall not take any action (including the issue or repurchase of shares of any class) that would result in (i) the aggregate number of votes entitled to be cast by all holders of Class A Ordinary Shares (for the avoidance of doubt, excluding those who are also holders of Class B Ordinary Shares and excluding treasury Shares, if any) present at a general meeting to be less than 10% of the votes entitled to be cast by all members at a general meeting (excluding treasury Shares, if any); or (ii) an increase in the proportion of Class B Ordinary Shares to above the proportion of the total number of shares in issue at the time of initial listing of the Company's shares on the Stock Exchange.

(c) Restrictions on issue of shares with weighted voting rights

No further Class B Ordinary Shares shall be allotted, issued or granted by the Company, except with the approval of the Stock Exchange and pursuant to (i) an offer to subscribe for shares in the Company made to all the members of the Company pro rata (apart from fractional entitlements) to their existing holdings; (ii) a pro rata issue of shares to all the members of the Company by way of scrip dividends; or (iii) a share subdivision or other similar capital reorganisation that is subject to the Stock Exchange's satisfaction, provided that each member of the Company shall be entitled to subscribe for or be issued shares in the same class as the shares then held by him, and further provided that the proposed allotment or issuance will not result in an increase in the proportion of Class B Ordinary Shares in issue, so that:

- (A) if, under a pro rata offer, any holder of Class B Ordinary Shares does not take up any part of the Class B Ordinary Shares or the rights thereto offered to him, such untaken shares or rights shall only be transferred to another person on the basis that such transferred rights will only entitle the transferee to an equivalent number of Class A Ordinary Shares; and
- (B) to the extent that rights to Class A Ordinary Shares in a pro rata offer are not taken up in their entirety (including, but not limited to, where the pro rata offering is not fully underwritten), the number of Class B Ordinary Shares that shall be allotted, issued or granted in such pro rata offer shall be reduced proportionately,

and where necessary, the holders of Class B Ordinary Shares shall use their best endeavours to enable the Company to comply with this requirement.

(d) Reduction of shares with weighted voting rights on repurchase of shares

In the event the Company reduces the number of Class A Ordinary Shares in issue (after deducting treasury Shares, if any) (including, but not limited to, through a purchase of its own shares), the holders of Class B Ordinary Shares shall reduce their weighted voting rights in the Company proportionately (including, but not limited to, through a conversion of a portion of their shares with those rights into shares without those rights), if the reduction in the number of Class A Ordinary Shares in issue (after deducting treasury Shares, if any) would otherwise result in an increase in the proportion of Class B Ordinary Shares.

(e) Prohibition on variation of terms of shares with weighted voting rights

The Company shall not change the terms of the Class B Ordinary Shares to increase the weighted voting rights attached to that class, unless, in addition to complying with any requirement under law, prior approval of the Stock Exchange is obtained and, if such approval is granted, the change is announced.

(f) Conversion of Class B Ordinary Shares

Each Class B Share is convertible into one Class A Share at any time by the holder thereof, such right to be exercisable by the holder of the Class B Share delivering a written notice to the Company that such holder elects to convert a specified number of Class B Ordinary Shares into Class A Ordinary Shares.

(g) Qualification of holders of shares with weighted voting rights

Class B Ordinary Shares shall only be held by the WVR Beneficiaries, or (a) a partnership of which the WVR Beneficiary is a partner and the terms of which must expressly specify that the voting rights attached to any and all Class B Ordinary Shares held by such partnership are solely dictated by the WVR Beneficiary; (b) a trust of which the WVR Beneficiary is a beneficiary and that meets the following conditions: (i) the WVR Beneficiary must in substance retain an element of control of the trust and any immediate holding companies of, and retain a beneficial interest in any and all of the Class B Ordinary Shares held by such trust; and (ii) the purpose of the trust must be for estate planning and/or tax planning purposes; or (c) a private company or other vehicle wholly-owned and wholly controlled by the WVR Beneficiary or by a trust referred to in (b) above (a “**Founder Holding Vehicle**”). Subject to the Listing Rules or other applicable laws and regulations, each Class B Share shall be automatically converted into one Class A Share upon the occurrence of any of the following events:

- (i) the death of the holder of such Class B Share (or, where the holder is a Founder Holding Vehicle, the death of the WVR Beneficiary holding and controlling such Founder Holding Vehicle);

- (ii) the holder of such Class B Share ceasing to be a Director or a Founder Holding Vehicle for any reason;
- (iii) the holder of such Class B Share (or, where the holder is a Founder Holding Vehicle, the WVR Beneficiary holding and controlling such vehicle) being deemed by the Stock Exchange to be incapacitated for the purpose of performing his duties as a Director;
- (iv) the holder of such Class B Share (or, where the holder is a Founder Holding Vehicle, the WVR Beneficiary holding and controlling such vehicle) being deemed by the Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules; or
- (v) the transfer to another person of the beneficial ownership of, or economic interest in, such Class B Share or the control over the voting rights attached to such Class B Share (through voting proxies or otherwise), including where the Founder Holding Vehicle holding such Class B Share no longer complies with Rule 8A.18(2) of the Listing Rules (in which event the Company and such Founder Holding Vehicle or the WVR Beneficiary holding and controlling such vehicle shall notify the Stock Exchange of the details of the non-compliance as soon as practicable), other than (A) the grant of any lien, pledge, charge or other encumbrance over such Class B Share which does not result in the transfer of the legal title or beneficial ownership of, or the voting rights attached to, such Class B Share, until the same is transferred upon the enforcement of such lien, pledge, charge or other encumbrance, and (B) a transfer of the legal title to such Class B Share by the WVR Beneficiary to Founder Holding Vehicle wholly-owned and wholly controlled by such WVR Beneficiary, or by a Founder Holding Vehicle to the WVR Beneficiary holding and controlling it or another Founder Holding Vehicle wholly-owned and wholly controlled by such WVR Beneficiary.

(h) Cessation of weighted voting rights

All of the Class B Ordinary Shares in the authorised share capital shall be automatically re-designated into Class A Ordinary Shares in the event none of the holders of Class B Ordinary Shares at the time of initial listing of the Company's shares on the Stock Exchange have beneficial ownership of Class B Ordinary Shares, and no further Class B Ordinary Shares shall be issued by the Company.

(i) Shares to rank pari passu

Save and except for the rights, preferences, privileges and restrictions set out in this paragraph 2.1, the Class A Ordinary Shares and the Class B Ordinary Shares shall rank pari passu in all other respects and shall have the same rights, preferences, privileges and restrictions.

2.2 Directors*(a) Number of Directors*

The number of Directors shall not be less than two, and the board of Directors shall consist of not less than one-third and less than one-half of independent non-executive Directors.

(b) Power to allot and issue shares

Subject to the provisions of the Memorandum of Association, the Articles of Association, compliance with the Listing Rules and the Code on Takeovers and Mergers and Share Buy-back issued by the Securities and Futures Commission of Hong Kong and any direction that may be given by the Company in general meeting, and without prejudice to any rights attached to any existing shares, the Directors may allot, issue, grant options over or otherwise dispose of shares with or without preferred, deferred or other rights or restrictions, whether in regard to dividend or other distribution, voting, return of capital or otherwise and to such persons, at such times and on such other terms as the Directors think proper, provided however that (a) no new class of shares with voting rights superior to those of Class A Ordinary Shares shall be created, and (b) any variation in the relative rights as between different classes of shares shall not result in the creation of a new class of shares with voting rights superior to those of Class A Ordinary Shares.

(c) Power to dispose of the assets of the Company or any subsidiary

Subject to the provisions of the Companies Act, the Memorandum and Articles of Association and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum and Articles of Association and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

(d) Compensation or payment for loss of office

There are no provisions in the Articles of Association relating to compensation or payment for loss of office of a Director.

(e) Loans to Directors

There are no provisions in the Articles of Association relating to making of loans to Directors.

(f) Financial assistance to purchase shares

There are no provisions in the Articles of Association relating to the giving of financial assistance by the Company to purchase shares in the Company or its subsidiaries.

(g) Disclosure of interest in contracts with the Company or any of its subsidiaries

No person shall be disqualified from the office of Director or alternate Director or prevented by such office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or transaction entered into by or on behalf of the Company in which any Director or alternate Director shall be in any way interested be or be liable to be avoided, nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realised by or arising in connection with any such contract or transaction by reason of such Director or alternate Director holding office or of the fiduciary relationship thereby established, provided that the nature of the interest of any Director or any alternate Director in any such contract or transaction shall be disclosed by them at or prior to its consideration and any vote thereon.

A Director shall not be entitled to vote on (nor shall the Director be counted in the quorum in relation to) any resolution of the Directors in respect of any contract or arrangement or any other proposal in which the Director or any of his close associates has any material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving to such Director or any of his close associates of any security or indemnity in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any proposal concerning an offer of shares, debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (A) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
 - (B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of their interest in shares or debentures or other securities of the Company.

(h) Remuneration

The remuneration to be paid to the Directors, if any, shall be such remuneration as the Directors shall determine. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of shares or debentures of the Company, or otherwise in connection with the business of the Company or the discharge of their duties as a Director, or to receive a fixed allowance in respect thereof as may be determined by the Directors, or a combination partly of one such method and partly the other.

The Directors may approve additional remuneration to any Director for any services which in the opinion of the Directors go beyond that Director's ordinary routine work as a Director. Any fees paid to a Director who is also counsel, attorney or solicitor to the Company, or otherwise serves it in a professional capacity shall be in addition to their remuneration as a Director.

(i) Retirement, appointment and removal

The Company may by ordinary resolution appoint any person to be a Director, either to fill a vacancy or as an additional Director.

The Company may, where not otherwise provided by law, by ordinary resolution remove any Director (including a managing or other executive Director, but without prejudice to any claim for damages under any contract) before the expiration of such Director's term of office, notwithstanding anything in the Articles of Association or in any agreement between the Company and such Director, and may by ordinary resolution elect another person in their stead. Nothing shall be taken as depriving a Director so removed of compensation or damages payable to such Director in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director.

The Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles of Association as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting.

There is no shareholding qualification for Directors nor is there any specified age limit for Directors.

The office of a Director shall be vacated if:

- (i) the Director gives notice in writing to the Company that he resigns the office of Director;
- (ii) the Director is absent (for the avoidance of doubt, without being represented by proxy or an alternate Director appointed by him) for a continuous period of 12 months without special leave of absence from the Directors, and the Directors pass a resolution that he has by reason of such absence vacated office;
- (iii) the Director dies, becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iv) the Director is found to be or becomes of unsound mind.

At every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election at such meeting. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

(j) *Borrowing powers*

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

2.3 *Alteration to constitutional documents*

No alteration or amendment to the Memorandum or Articles of Association may be made except by special resolution.

2.4 *Variation of rights of existing shares or classes of shares*

If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class for the time being issued (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied only with (in addition to a special resolution to amend the Memorandum or the Articles) the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class (excluding treasury Shares, if any), or with the approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate meeting of the holders of the shares of that class (excluding votes attaching to treasury Shares, if any). For so long as any Class B Share is in issue and unless such change is otherwise required by law or the Listing Rules, (a) any change to the composition of the board of Directors set out in paragraph 2.2(a) above; (b) any change in the proportion of votes required to pass a resolution of the members, whether as an ordinary resolution or a special resolution or in respect of particular matters or generally; (c) any variation to the number of votes attached to a share of any class, except any such variation arising from a conversion of a Class B Share into a Class A Share pursuant to paragraph 2.1(f) or paragraph 2.1(g) above; and (d) any change to the matters in respect of which each Class A Share and each Class B Share shall entitle its holder to one vote on a poll at a general meeting as described in paragraph 2.1(b), to the quorum requirements for meetings of Directors or to this provision, shall require the consent in writing of the holders of not less than three-fourths in nominal value of the issue Class B Ordinary Shares. To any such separate meeting all the provisions of the Articles of Association relating to general meetings shall apply *mutatis mutandis*, except that the necessary quorum shall be one or more persons holding or representing by proxy or duly authorised representative at least one-third of the voting rights of the issued shares of that class.

The rights conferred upon the holders of shares of any class shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

2.5 Alteration of capital

The Company may by ordinary resolution:

- (a) increase its share capital by such sum as the ordinary resolution shall prescribe and with such rights, priorities and privileges annexed thereto, as the Company in general meeting may determine;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Directors may settle any difficulty which may arise as they think expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Directors for that purpose and the person so appointed may transfer the shares so sold to the purchasers thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;
- (c) by subdivision of its existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association or into shares without par value; and
- (d) cancel any shares that at the date of the passing of the ordinary resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

The Company may by special resolution reduce its share capital or any capital redemption reserve fund, subject to the provisions of the Companies Act.

2.6 Special resolution — majority required

A "special resolution" is defined in the Articles of Association to have the same meaning as in the Companies Act, for which purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution approved in writing by all of the members of the Company entitled to vote at a general meeting

of the Company in one or more instruments each signed by one or more of such members, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments (if more than one) is executed.

In contrast, an “ordinary resolution” is defined in the Articles of Association to mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting held in accordance with the Articles of Association and includes an ordinary resolution approved in writing by all the members of the Company aforesaid.

2.7 Voting rights

Subject to paragraph 2.1(b) above and any rights or restrictions attached to any shares, at any general meeting every member of the Company present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak; (b) one vote on a show of hands; and (c) one vote for every share of which he is the holder on a poll.

Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

In the case of joint holders the vote of the senior holder who tenders a vote, whether in person or by proxy (or in the case of a corporation or other non-natural person, by its duly authorised representative or proxy) shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company.

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by their committee, receiver, curator bonis, or other person on such member’s behalf appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy.

No person shall be counted in a quorum or be entitled to vote at any general meeting unless he is registered as a member on the record date for such meeting, nor unless all calls or other monies then payable by him in respect of shares have been paid.

At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairperson of the meeting may allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

Any corporation or other non-natural person which is a member of the Company may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members, and the person so authorised shall be entitled to exercise the same powers as the corporation could exercise if it were an individual member.

If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its proxy(ies) or its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company and at any creditors meetings, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which that person represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands.

2.8 Annual general meetings and extraordinary general meetings

The Company shall hold a general meeting as its annual general meeting for each financial year within six months (or such other period as may be permitted by the Listing Rules or the Stock Exchange) after the end of such financial year. An annual general meeting shall be specified as such in the notices calling it.

The Directors may call general meetings, and they shall on a members' requisition forthwith proceed to convene an extraordinary general meeting of the Company and such members may add resolutions to the meeting agenda. A members' requisition is a requisition of one or more members holding at the date of deposit of the requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued shares which as at that date carry the right to vote at general meetings of the Company (excluding treasury Shares, if any). The members' requisition must state the objects and the resolutions to be added to the agenda of the meeting and must be signed by the requisitionists and deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists. If there are no Directors as at the date of the deposit of the members' requisition or if the Directors do not within 21 days from the date of the deposit of the members' requisition duly proceed to convene a general meeting to be held within a further 21 days, the requisitionists, or any of them representing more than one-half of the total voting rights of all the requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period. A general meeting convened by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.

2.9 Accounts and audit

The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Such books of account must be retained for a minimum period of five years from the date on which they are prepared. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

The Directors shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members of the Company not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Act or authorised by the Directors or by the Company in general meeting.

The Directors shall cause to be prepared and to be laid before the Company at every annual general meeting a profit and loss account for the period since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up, a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an auditors' report on such accounts and such other reports and accounts as may be required by law.

2.10 Auditors

The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The Company may by ordinary resolution remove an auditor before the expiration of his period of office. No person may be appointed as an auditor of the Company unless such person is independent of the Company. The remuneration of the auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, or in the manner specified in such resolution.

2.11 Notice of meetings and business to be conducted thereat

An annual general meeting shall be called by not less than 21 days' notice and any extraordinary general meeting shall be called by not less than 14 days' notice, which shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place, the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to

be conducted at the meeting. Notwithstanding the foregoing, a general meeting of the Company shall, whether or not the notice specified has been given and whether or not the provisions of the Articles of Association regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:

- (a) in the case of an annual general meeting, by all members of the Company entitled to attend and vote at the meeting; and
- (b) in the case of an extraordinary general meeting, by a majority in number of the members having a right to attend and vote at the meeting, together holding not less than 95% in par value of the shares giving that right.

If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, they may change or postpone the meeting to another date, time and place.

The Directors also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning is in force at any time on the day of the general meeting (unless such warning is cancelled at least a minimum period of time prior to the general meeting as the Directors may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date.

Where a general meeting is postponed:

- (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's website and published on the Stock Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting due to a gale warning or black rainstorm warning being in force on the day of the general meeting;
- (b) the Directors shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and

- (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with the Articles of Association.

2.12 Transfer of shares

Transfers of shares may be effected by an instrument of transfer, which shall be in writing and in any standard form of transfer as prescribed by the Stock Exchange or such other form as the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and, unless the Directors otherwise determine, the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company.

The Directors may decline to register any transfer of any share which is not fully paid up or on which the Company has a lien. The Directors may also decline to register any transfer of any shares unless:

- (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon the registration of the transfer be cancelled) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) the instrument of transfer is in respect of only one class of shares;
- (c) the instrument of transfer is properly stamped (in circumstances where stamping is required);
- (d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four;
- (e) the shares concerned are free of any lien in favour of the Company; and
- (f) a fee of such amount not exceeding the maximum amount as the Stock Exchange may from time to time determine to be payable (or such lesser sum as the Directors may from time to time require) is paid to the Company in respect thereof.

If the Directors refuse to register a transfer of any share they shall notify the transferor and the transferee within two months of such refusal.

The registration of transfers shall be suspended during such periods as the register of members of the Company is closed. The Company may close the Register of Members on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

2.13 Power of the Company to purchase its own shares

Subject to the provisions of the Companies Act, the Company may purchase its own shares provided that (a) the manner of purchase has first been authorised by the members of the Company by ordinary resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Stock Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

2.14 Power of any subsidiary of the Company to own shares

There are no provisions in the Articles of Association relating to the ownership of shares by a subsidiary.

2.15 Dividends and other methods of distribution

Subject to the Companies Act and the Articles of Association, the Company may by ordinary resolution resolve to pay dividends and other distributions on shares in issue and authorise payment of the dividends or other distributions out of the funds of the Company lawfully available therefor, provided no dividends shall exceed the amount recommended by the Directors. No dividend or other distribution shall be paid except out of the realised or unreleased profits of the Company, out of the share premium account or as otherwise permitted by law.

The Directors may from time to time pay to the members of the Company such interim dividends as appear to the Directors to be justified by the profits of the Company. The Directors may in addition from time to time declare and pay special dividends on shares of such amounts and on such dates as they think fit.

Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the amounts paid up on the shares that a member holds during any portion or portions of the period in respect of which the dividend is paid. For this purpose no amount paid up on a share in advance of calls shall be treated as paid up on the share.

The Directors may deduct from any dividends or other distribution payable to any member of the Company all sums of money (if any) then payable by the member to the Company on account of calls or otherwise. The Directors may retain any dividends or other monies payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

No dividend shall carry interest against the Company. Except as otherwise provided by the rights attached to any shares, dividends and other distributions may be paid in any currency.

Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may further resolve: (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted are to be of the same class as the class already held by the allottee, provided that the members of the Company entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment; or (b) that the members of the Company entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Directors may think fit on the basis that the shares so allotted are to be of the same class as the class already held by the allottee. The Company may upon the recommendation of the Directors by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the foregoing a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to members of the Company to elect to receive such dividend in cash in lieu of such allotment.

Any dividend, interest or other monies payable in cash in respect of shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the holder who is first named on the register of members of the Company or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, other distributions, bonuses, or other monies payable in respect of the shares held by them as joint holders.

Any dividend or other distribution which remains unclaimed after a period of six years from the date on which such dividend or distribution becomes payable shall be forfeited and shall revert to the Company.

The Directors, with the sanction of the members of the Company by ordinary resolution, may resolve that any dividend or other distribution be paid wholly or partly by the distribution of specific assets, and in particular (but without limitation) by the distribution of shares, debentures, or securities of any other company or in any one or more of such ways, and where any difficulty arises in regard to such distribution, the Directors may settle it as they think expedient, and in particular may disregard fractional entitlements, round the same up or down

or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members of the Company upon the basis of the value so fixed in order to adjust the rights of all members, and may vest any such specific assets in trustees as may seem expedient to the Directors.

2.16 Proxies

A member of the Company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person who must be an individual as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting or at any one class meeting.

The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation or other non-natural person, under the hand of its duly authorised representative.

The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner (including by electronic means) by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited.

The instrument appointing a proxy may be in any usual or common form (or such other form as the Directors may approve) and may be expressed to be for a particular meeting or any adjournment thereof or generally until revoked.

2.17 Calls on shares and forfeiture of shares

Subject to the terms of the allotment and issue of any shares, the Directors may make calls upon the members of the Company in respect of any monies unpaid on their shares (whether in respect of par value or premium), and each member of the Company shall (subject to receiving at least 14 clear days' notice specifying the times or times of payment) pay to the Company at the time or times so specified the amount called on his shares. A call may be revoked or postponed, in whole or in part, as the Directors may determine. A call may be required to be paid by instalments. A person upon whom a call is made shall remain liable for calls made upon him, notwithstanding the subsequent transfer of the shares in respect of which the call was made.

A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments due in respect of such share.

If a call remains unpaid after it has become due and payable, the person from whom it is due shall pay interest on the amount unpaid from the day it became due and payable until it is paid at such rate as the Directors may determine (and in addition all expenses that have been incurred by the Company by reason of such non-payment), but the Directors may waive payment of the interest or expenses wholly or in part.

If any call or instalment of a call remains unpaid after it has become due and payable, the Directors may give to the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any expenses incurred by the Company by reason of such non-payment. The notice shall specify where payment is to be made and shall state if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

If such notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors. Such forfeiture shall include all dividends, other distributions or other monies payable in respect of the forfeited shares and not paid before the forfeiture.

A forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit.

A person any of whose shares have been forfeited shall cease to be a member of the Company in respect of the forfeited shares and shall surrender to the Company for cancellation the certificate for the shares forfeited and shall remain liable to pay to the Company all monies which at the date of forfeiture were payable by him to the Company in respect of the shares, together with interest at such rate as the Directors may determine, but that person's liability shall cease if and when the Company shall have received payment in full of all monies due and payable by them in respect of those shares.

2.18 Inspection of register of members

The Company shall maintain or cause to be maintained the register of members of the Company in accordance with the Companies Act. The Company may close the register of members on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Except when the register is closed, the register of members shall during business hours be kept open for inspection by any member of the Company without charge.

2.19 Quorum for meetings and separate class meetings

No business shall be transacted at any general meeting unless a quorum is present. Two members of the Company holding not less than one-third of the total voting power of the Company present in person or by proxy, or if a corporation or other non-natural person by its duly authorised representative or proxy, shall be a quorum unless the Company has only one member entitled to vote at such general meeting in which case the quorum shall be that one member present in person or by proxy, or in the case of a corporation or other non-natural person by its duly authorised representative or proxy.

The quorum for a separate general meeting of the holders of a separate class of shares of the Company is described in paragraph 2.3 above.

2.20 Rights of minorities in relation to fraud or oppression

There are no provisions in the Articles of Association concerning the rights of minority shareholders in relation to fraud or oppression.

2.21 Procedure on liquidation

Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

Subject to the rights attaching to any shares, in a winding up:

- (a) if the assets available for distribution amongst the members of the Company shall be insufficient to repay the whole of the Company's paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members of the Company in proportion to the capital paid up, or which ought to have been paid up, on the shares held by them at the commencement of the winding up;
- (b) if the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the Company's paid up capital at the commencement of the winding up, the surplus shall be distributed amongst the members of the Company in proportion to the capital paid up on the shares held by them at the commencement of the winding up.

If the Company shall be wound up, the liquidator may with the approval of a special resolution of the Company and any other approval required by the Companies Act, divide amongst the members of the Company in kind the whole or any part of the assets of the Company (whether such assets shall consist of property of the same kind or not) and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members of the Company. The liquidator may, with the like

approval, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members of the Company as the liquidator, with the like approval, shall think fit, but so that no member of the Company shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

2.22 Untraceable members

The Company shall be entitled to sell any shares of a member of the Company or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if: (a) all cheques or warrants, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed for a period of 12 years; (b) the Company has not during that time or before the expiry of the three month period referred to in (d) below received any indication of the whereabouts or existence of the member; (c) during the 12-year period, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in the Articles of Association, giving notice of its intention to sell such shares and a period of three months has elapsed since such advertisement and the Stock Exchange has been notified of such intention. The net proceeds of any such sale shall belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds.

SUMMARY OF CAYMAN ISLANDS COMPANY LAW AND TAXATION

1 Introduction

The Companies Act is derived, to a large extent, from the older Companies Acts of England, although there are significant differences between the Companies Act and the current Companies Act of England. Set out below is a summary of certain provisions of the Companies Act, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of corporate law and taxation which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar.

2 Incorporation

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 30 June 2021 under the Companies Act. As such, its operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the size of its authorised share capital.

3 Share Capital

The Companies Act permits a company to issue ordinary shares, preference shares, redeemable shares or any combination thereof.

The Companies Act provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premia on those shares shall be transferred to an account called the “share premium account”. At the option of a company, these provisions may not apply to premia on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium. The Companies Act provides that the share premium account may be applied by a company, subject to the provisions, if any, of its memorandum and articles of association, in such manner as the company may from time to time determine including, but without limitation:

- (a) paying distributions or dividends to members;
- (b) paying up unissued shares of the company to be issued to members as fully paid bonus shares;
- (c) in the redemption and repurchase of shares (subject to the provisions of section 37 of the Companies Act);
- (d) writing-off the preliminary expenses of the company;
- (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company; and
- (f) providing for the premium payable on redemption or purchase of any shares or debentures of the company.

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Act provides that, subject to confirmation by the Grand Court of the Cayman Islands, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, by special resolution reduce its share capital in any way.

Subject to the detailed provisions of the Companies Act, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. The manner of such a purchase must be authorised either by the articles of association or by an ordinary resolution of the company. The articles of association may provide that the manner of purchase may be determined by the directors of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any member of the company holding shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company for the purchase of, or subscription for, its own or its holding company's shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and to act in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm's-length basis.

4 Dividends and Distributions

With the exception of section 34 of the Companies Act, there are no statutory provisions relating to the payment of dividends. Based upon English case law which is likely to be persuasive in the Cayman Islands in this area, dividends may be paid only out of profits. In addition, section 34 of the Companies Act permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account (see paragraph 3 above for details).

5 Shareholders' Suits

The Cayman Islands courts can be expected to follow English case law precedents. The rule in *Foss v. Harbottle* (and the exceptions thereto which permit a minority shareholder to commence a class action against or derivative actions in the name of the company to challenge (a) an act which is *ultra vires* the company or illegal, (b) an act which constitutes a fraud against the minority where the wrongdoers are themselves in control of the company, and (c) an action which requires a resolution with a qualified (or special) majority which has not been obtained) has been applied and followed by the courts in the Cayman Islands.

6 Protection of Minorities

In the case of a company (not being a bank) having a share capital divided into shares, the Grand Court of the Cayman Islands may, on the application of members holding not less than one-fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Grand Court shall direct.

Any shareholder of a company may petition the Grand Court of the Cayman Islands which may make a winding up order if the court is of the opinion that it is just and equitable that the company should be wound up.

Claims against a company by its shareholders must, as a general rule, be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

The English common law rule that the majority will not be permitted to commit a fraud on the minority has been applied and followed by the courts of the Cayman Islands.

7 Disposal of Assets

The Companies Act contains no specific restrictions on the powers of directors to dispose of assets of a company. As a matter of general law, in the exercise of those powers, the directors must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the company.

8 Accounting and Auditing Requirements

The Companies Act requires that a company shall cause to be kept proper books of account with respect to:

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

9 Register of Members

An exempted company may, subject to the provisions of its articles of association, maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as its directors may from time to time think fit. There is no requirement under the Companies Act for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection.

10 Inspection of Books and Records

Members of a company will have no general right under the Companies Act to inspect or obtain copies of the register of members or corporate records of the company. They will, however, have such rights as may be set out in the company's articles of association.

11 Special Resolutions

The Companies Act provides that a resolution is a special resolution when it has been passed by a majority of at least two-thirds of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, except that a company may in its articles of association specify that the required majority shall be a number greater than two-thirds, and may additionally so provide that such majority (being not less than two-thirds) may differ as between matters required to be approved by a special resolution. Written resolutions signed by all the members entitled to vote for the time being of the company may take effect as special resolutions if this is authorised by the articles of association of the company.

12 Subsidiary Owning Shares in Parent

The Companies Act does not prohibit a Cayman Islands company acquiring and holding shares in its parent company provided its objects so permit. The directors of any subsidiary making such acquisition must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the subsidiary.

13 Mergers and Consolidations

The Companies Act permits mergers and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Islands companies. For these purposes, (a) "merger" means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company, and (b) "consolidation" means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and

liabilities of such companies to the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorised by (a) a special resolution of each constituent company and (b) such other authorisation, if any, as may be specified in such constituent company's articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies of the Cayman Islands together with a declaration as to the solvency of the consolidated or surviving company, a list of the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and that notification of the merger or consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures, subject to certain exceptions. Court approval is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

14 Reconstructions

There are statutory provisions which facilitate reconstructions and amalgamations approved by (a) 75% in value of shareholders, or (b) a majority in number representing 75% in value of creditors, depending on the circumstances, as are present at a meeting called for such purpose and thereafter sanctioned by the Grand Court of the Cayman Islands. Whilst a dissenting shareholder would have the right to express to the Grand Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Grand Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management and if the transaction were approved and consummated the dissenting shareholder would have no rights comparable to the appraisal rights (i.e. the right to receive payment in cash for the judicially determined value of his shares) ordinarily available, for example, to dissenting shareholders of United States corporations.

15 Take-overs

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may at any time within two months after the expiration of the said four months, by notice require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Grand Court of the Cayman Islands within one month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Grand Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

16 Indemnification

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

17 Restructuring

A company may present a petition to the Grand Court of the Cayman Islands for the appointment of a restructuring officer on the grounds that the company:

- (a) is or is likely to become unable to pay its debts; and
- (b) intends to present a compromise or arrangement to its creditors (or classes thereof) either pursuant to the Companies Act, the law of a foreign country or by way of a consensual restructuring.

The Grand Court may, among other things, make an order appointing a restructuring officer upon hearing of such petition, with such powers and to carry out such functions as the court may order. At any time (i) after the presentation of a petition for the appointment of a restructuring officer but before an order for the appointment of a restructuring officer has been made, and (ii) when an order for the appointment of a restructuring officer is made, until such order has been discharged, no suit, action or other proceedings (other than criminal proceedings) shall be proceeded with or commenced against the company, no resolution to wind up the company shall be passed, and no winding up petition may be presented against the company, except with the leave of the court. However, notwithstanding the presentation of a petition for the appointment of a restructuring officer or the appointment of a restructuring officer, a creditor who has security over the whole or part of the assets of the company is entitled to enforce the security without the leave of the court and without reference to the restructuring officer appointed.

18 Liquidation

A company may be placed in liquidation compulsorily by an order of the court, or voluntarily (a) by a special resolution of its members if the company is solvent, or (b) by an ordinary resolution of its members if the company is insolvent. The liquidator's duties are to collect the assets of the company (including the amount (if any) due from the contributories (shareholders)), settle the list of creditors and discharge the company's liability to them, rateably if insufficient assets exist to discharge the liabilities in full, and to settle the list of contributories and divide the surplus assets (if any) amongst them in accordance with the rights attaching to the shares.

19 Stamp Duty on Transfers

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

20 Taxation

Pursuant to section 6 of the Tax Concessions Act (As Revised) of the Cayman Islands, the Company may obtain an undertaking from the Financial Secretary of the Cayman Islands:

- (a) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations; and
- (b) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable:
 - (i) on or in respect of the shares, debentures or other obligations of the Company; or
 - (ii) by way of the withholding in whole or in part of any relevant payment as defined in section 6(3) of the Tax Concessions Act (As Revised).

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double tax treaties that are applicable to any payments made by or to the Company.

21 Exchange Control

There are no exchange control regulations or currency restrictions in the Cayman Islands.

22 General

Maples and Calder (Hong Kong) LLP, the Company's legal advisor on Cayman Islands law, have sent to the Company a letter of advice summarising aspects of Cayman Islands company law. This letter, together with a copy of the Companies Act, is on display on the websites as referred to in the section headed "Documents Available on Display" in Appendix V. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he/she is more familiar is recommended to seek independent legal advice.

A. FURTHER INFORMATION ABOUT OUR GROUP**1. Incorporation of Our Company**

Our Company was incorporated in the Cayman Islands under the Companies Act as an exempted company with limited liability on June 30, 2021. Our registered office is at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Accordingly, our Company's corporate structure and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Articles of Association is set out in the section headed "Summary of the Constitution of our Company and Cayman Islands Company Law" in Appendix III to this Prospectus.

Our headquarters and principal places of business in the PRC are at 11th Floor, Building B, Xinyan Mansion, No. 65 Guiping Road, Xuhui District, Shanghai, PRC. Our Company has established its principal place of business in Hong Kong at Room 1917, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and has been registered as a non-Hong Kong company on June 20, 2025 under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong. Ms. Chan Sau Ling has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong.

2. Changes in the Share Capital of Our Company

The following sets out the change in the share capital of our Company during the two years immediately preceding the date of this Prospectus:

On July 17, 2024, the share capital of our Company was increased from 240,616,816 Shares to 240,951,486 Shares.

On September 2, 2024, the share capital of our Company was increased from 240,951,486 Shares to 252,530,121 Shares.

On December 5, 2024, the share capital of our Company was increased from 252,530,121 Shares to 252,941,218 Shares.

On June 13, 2025, the share capital of our Company was increased from 252,941,218 Shares to 256,846,760 Shares.

On July 29, 2025, the share capital of our Company was increased from 256,846,760 Shares to 258,894,137 Shares.

On August 8, 2025, the share capital of our Company was increased from 258,894,137 Shares to 265,564,623 Shares.

On August 18, 2025, the share capital of our Company was increased from 265,564,623 Shares to 280,058,068 Shares.

Save as disclosed above and the section headed “History, Reorganization and Corporate Structure”, there has been no other alternations in our share capital of our Company within the two years immediately preceding the date of this Prospectus.

3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants’ Report in Appendix I to this Prospectus.

The following sets out the changes in the share capital of the Company’s subsidiaries during the two years immediately preceding the date of this Prospectus:

- On May 12, 2025, the registered share capital of Shanghai MiniMax was increased from RMB2.01 million to approximately RMB2.03 million.
- On June 23, 2025, the registered share capital of Shanghai Jizhi was increased from USD20 million to RMB1 billion.

Save as disclosed above and the section headed “History, Reorganization and Corporate Structure”, there had been no other alterations of share capital of our subsidiaries within the two years preceding the date of this Prospectus.

4. Resolutions of our Shareholders

Pursuant to the written resolutions of all Shareholders passed on December 29, 2025, among other things:

- (a) the Memorandum and Articles of Association were approved and adopted conditional upon Listing;
- (b) the Global Offering and the Over-allotment Option were approved;
- (c) all of the Class B Ordinary Shares held by MiniMax Matrix be re-designated and re-classified as Class A Ordinary Shares, all of the Class A Ordinary Shares held by Alpha EXP be re-designated and re-classified as Class B Ordinary Shares, all of the Preferred Shares be re-designated and re-classified as Class A Ordinary Shares, and the authorized share capital of the Company shall be US\$50,000 divided into 393,349,925 Class A Ordinary Shares of US\$0.0001 par value each and 106,650,075 Class B Ordinary Shares of US\$0.0001 par value each and the issued share capital of the Company shall be US\$28,252.3364 divided into 198,955,534 Class A Ordinary Shares of US\$0.0001 par value each and 81,102,534 Class B Ordinary Shares of US\$0.0001 par value each, in each case to be effective on the Listing Date;

- (d) a general unconditional mandate was given to our Directors to exercise all the powers of our Company to (i) allot, issue and deal with Class A Ordinary Shares or securities convertible into Class A Ordinary Shares and to make or grant offers or agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) and (ii) sell and/or transfer Class A Ordinary Shares out of treasury that are held as treasury shares which might require Class A Ordinary Shares to be allotted, issued, or dealt with, or to be sold and/or transferred out of treasury that are held as treasury shares, other than pursuant to the Global Offering or pursuant to a rights issue or pursuant to the exercise of any subscription rights attaching to any warrants or any option scheme or similar arrangement which may be allotted and issued by our Company from time to time on a specific authority granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Class A Ordinary Shares in lieu of the whole or part of a dividend on Class A Ordinary Shares in accordance with the Articles, Shares not exceed 20% of the number of the Shares in issue (excluding any treasury shares) immediately following completion of the Global Offering;
- (e) a general unconditional mandate (the “**Repurchase Mandate**”) was given to our Directors to exercise all the powers of our Company to repurchase Class A Ordinary Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares shall not exceed 10% of the total number of Shares in issue immediately following the completion of the Global Offering, excluding any treasury shares or Class A Ordinary Shares to be sold, or issued and allotted pursuant to the exercise of the Over-allotment Option; and
- (f) the Repurchase Mandate was extended by the addition to the number of the Shares which may be allotted, or agreed conditionally or unconditionally to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the number of Shares repurchased by the Company pursuant to the mandate to purchase shares referred to in paragraph (e) above, provided that such amount shall not exceed 10% of the total number of the Shares in issue (excluding any treasury shares) immediately following the completion of the Global Offering, excluding any Class A Ordinary Shares to be sold, or issued and allotted pursuant to the exercise of the Over-allotment Option.

Each of the general mandates referred to in paragraphs (d), (e) and (f) above will remain in effect until whichever is the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or

- the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

(g) the Post-IPO Share Incentive Plan was approved.

5. Repurchases of Our Own Securities

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

(i) Shareholders' approval

All proposed repurchases of shares (which must be fully paid up) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the Shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a written resolutions of all Shareholders dated December 29, 2025, the Repurchase Mandate was given to the Directors authorizing any repurchase by our Company of Class A Ordinary Shares on the Stock Exchange or on any other stock exchange on which the securities may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, of not more than 10% of the number of Shares in issue (excluding any treasury shares) immediately following the completion of the Global Offering but excluding any Class A Ordinary Shares which may be issued pursuant to the exercise of the Over-allotment Option until the conclusion of our next annual general meeting, or the date by which our next annual general meeting is required by the Articles of Association or any applicable law to be held, or the passing of an ordinary resolution by the Shareholders revoking or varying the authority given to the Directors, whichever occurs first.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with our Articles and the applicable laws of Hong Kong and the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman Islands law, any repurchases by the Company may be made out of profits or out of the proceeds of a

new issue of shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or out of capital, if so authorised by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the repurchase over the par value of the shares to be repurchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorised by the Articles of Association and subject to the Cayman Companies Act.

(iii) Trading restrictions

The total number of Class A Ordinary Shares which our Company may repurchase is up to 10% of the total number of our Shares in issue (excluding any treasury shares) immediately after the completion of the Global Offering (but not taking into account any Class A Ordinary Shares which may be issued pursuant to the exercise of the Over-allotment Option). Our Company may not issue new Class A Ordinary Shares, or a sale or transfer of any treasury shares, or announce a proposed issue of new Shares, or a sale or transfer of any treasury shares for a period of 30 days immediately following a share repurchase without the prior approval of the Stock Exchange. For the avoidance of doubt, this restriction will not apply to (i) a new issue of Shares, or a sale or transfer of treasury shares under a capitalization issue, (ii) a grant of share awards or options under a share scheme that complies with Chapter 17 of the Listing Rules or a new issue of Shares or a transfer of treasury shares upon vesting or exercise of share awards or options under the share scheme that complies with Chapter 17 of the Listing Rules, and (iii) a new issue of Shares or a transfer of treasury shares pursuant to the exercise of warrants, share options or similar instruments requiring the issuer to issue securities which were outstanding prior to the repurchase. Our Company is also prohibited from repurchasing Class A Ordinary Shares on the Stock Exchange if the repurchase would result in the number of listed Class A Ordinary Shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. Our Company is required to procure that the broker appointed by our Company to effect a repurchase of Class A Ordinary Shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require. As required by the prevailing requirements of the Listing Rules, an issuer shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

(iv) Status of repurchased Class A Ordinary Shares

Following a repurchase of Class A Ordinary Shares, the Company may cancel any repurchased Class A Ordinary Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

(v) Suspension of repurchase

Pursuant to the Listing Rules, our Company may not make any repurchases of Class A Ordinary Shares after inside information has come to its knowledge until the information is made publicly available. In particular, under the requirements of the Listing Rules in force as of the date hereof, during the period of 30 days immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for our Company to publish an announcement of our Company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and in each case ending on the date of the results announcement, our Company may not repurchase Class A Ordinary Shares on the Stock Exchange unless the circumstances are exceptional.

In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

The Company may not purchase any of its Class A Ordinary Shares on the Stock Exchange for a period of 30 days after any sale or transfer of any treasury shares on the Stock Exchange, without the prior approval of the Stock Exchange.

(vi) Procedural and reporting requirements

As required by the Listing Rules, repurchases of Shares on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the Stock Exchange business day following any day on which our Company may make a purchase of Shares. The report must state the total number of Shares purchased the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases, and whether the purchased Shares are cancelled following settlement of any such purchase or held as treasury shares, and where applicable, the reasons for any deviation from the intention statement previously disclosed by the Company. In addition, our Company's annual report is required to disclose details regarding repurchases of Shares made during the year, including a monthly breakdown of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

(vii) Connected parties

A company is prohibited from knowingly repurchasing securities on the Stock Exchange from a core connected person (as defined in the Listing Rules) and a core connected person shall not knowingly sell its securities to the company on the Stock Exchange.

(b) Reasons and impact for repurchases

The Directors believe that it is in the best interests of our Company and Shareholders for the Directors to have general authority from the Shareholders to enable the Directors to repurchase Class A Ordinary Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit our Company and our Shareholders.

(c) Funding of repurchases

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of Hong Kong.

On the basis of the current financial position as disclosed in this Prospectus and taking into account the current working capital position, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of our Company as compared with the position disclosed in this Prospectus. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of our Company which in the opinion of the Directors are from time to time appropriate for our Company.

(d) Interim measures

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or

- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

(e) General

The Company did not hold any treasury shares as of the Latest Practicable Date and will not hold any treasury shares upon Listing. To the best knowledge of the Directors, neither the explanatory statement contained herein nor the proposed share repurchase has unusual features.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to our Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations in the Cayman Islands.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than such minimum percentage prescribed by the Stock Exchange could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase Shares.

No core connected person has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. 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 preceding the date of this Prospectus that are or may be material:

- (a) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, Abu Dhabi Investment Authority, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$65 million;
- (b) the cornerstone investment agreement dated December 29, 2025 entered into among our Company, Alisoft China Holding Limited, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$30 million;
- (c) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, Aspex Master Fund, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$35 million;
- (d) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, Abstract Enigma Limited, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$35 million;
- (e) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, China Universal Asset Management (Hong Kong) Company Limited, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$15 million;
- (f) the cornerstone investment agreement dated December 29, 2025 entered into among our Company, IDG Breyer Capital Fund L.P., China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$15 million;

- (g) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, Eastspring Investments (Singapore) Limited, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$15 million;
- (h) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, E Fund Management Co., Ltd., China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$10 million;
- (i) the cornerstone investment agreement dated December 29, 2025 entered into among our Company, Janchor Partners Pan-Asian Master Fund and Janchor Partners Opportunities Master Fund III, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$35 million;
- (j) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, Martis Fund, L.P., China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$15 million;
- (k) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, Mirae Asset Securities Co., Ltd., China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$20 million;
- (l) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, MPC VII Pte. Ltd., China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$15 million;

- (m) the cornerstone investment agreement dated December 29, 2025 entered into among our Company, Perseverance Asset Management International (Singapore) Pte. Ltd., China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$25 million;
- (n) the cornerstone investment agreement dated December 28, 2025 entered into among our Company, Taikang Life Insurance Co., Ltd, China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited to subscribe for Class A Ordinary Shares at the Offer Price in an aggregate amount of the Hong Kong dollar equivalent of US\$20 million; and
- (o) the Hong Kong Underwriting Agreement.

2. Intellectual Property Rights of our Group

(a) Trademarks

As of the Latest Practicable Date, our Group had registered the following trademarks which we consider to be material to our Group's business:

No.	Registered owner	Trademark registered	Class	Registration number	Place of registration	Validity period
1. . .	Shanghai Jizhi	MINIMAX	Class 38 Telecommunication services	72922073	PRC	10/06/2034
2. . .	Shanghai Jizhi	MINIMAX	Class 42 Design and research	72917167	PRC	10/06/2034
3. . .	Shanghai Jizhi	稀宇	Class 9 Scientific apparatus	72910717	PRC	10/06/2034
4. . .	Shanghai Jizhi	稀宇科技	Class 35 Advertising sales	72913727	PRC	09/27/2034
5. . .	Shanghai Jizhi	稀宇科技	Class 38 Telecommunication services	72922086	PRC	02/06/2034
6. . .	Shanghai Jizhi	稀宇科技	Class 42 Design and research	72895862	PRC	02/06/2034
7. . .	Shanghai Jizhi	MINIMAX	Class 38 Telecommunication services	73169698	PRC	10/13/2034

No.	Registered owner	Trademark registered	Class	Registration number	Place of registration	Validity period
8. . .	Shanghai Jizhi	MINIMAX	Class 42 Design and research	73184798	PRC	10/13/2034
9. . .	Shanghai Jizhi	稀宇	Class 38 Telecommunication services	73184765	PRC	01/20/2034
10. .	Shanghai Jizhi	稀宇	Class 9 Scientific apparatus	73168903	PRC	11/27/2034
11. .	Shanghai Jizhi	MiniMax	Class 45 Social and legal services	75385867	PRC	05/06/2034
12. .	Shanghai Jizhi	稀宇	Class 45 Social and legal services	75400071	PRC	05/06/2034
13. .	Shanghai Jizhi	稀宇极智	Class 35 Advertising sales	75389532	PRC	05/06/2034
14. .	Shanghai Jizhi	稀宇极智	Class 38 Telecommunication services	75394057	PRC	05/06/2034
15. .	Shanghai Jizhi	稀宇极智	Class 42 Design and research	75399498	PRC	05/06/2034
16. .	Shanghai Jizhi	稀宇极智	Class 45 Social and legal services	75392132	PRC	05/06/2034
17. .	Shanghai Jizhi	稀宇极智	Class 9 Scientific apparatus	75400436	PRC	05/06/2034
18. .	Shanghai MiniMax	海螺问问	Class 35 Advertising sales	75613941	PRC	06/06/2034
19. .	Shanghai MiniMax	海螺问问	Class 38 Telecommunication services	75619315	PRC	06/06/2034
20. .	Shanghai MiniMax	海螺问问	Class 42 Design and research	75620273	PRC	06/06/2034
21. .	Shanghai MiniMax	海螺问问	Class 45 Social and legal services	75637859	PRC	08/20/2034
22. .	Shanghai MiniMax	海螺问问	Class 9 Scientific apparatus	75624611	PRC	08/20/2034
23. .	Shanghai Jizhi	MiniMax AI	Class 35 Advertising sales	75787462	PRC	08/27/2034
24. .	Shanghai Jizhi	MiniMax AI	Class 42 Design and research	75821210	PRC	06/27/2034
25. .	Shanghai Jizhi	MiniMax AI	Class 45 Social and legal services	75790352	PRC	06/27/2034
26. .	Shanghai Jizhi	MiniMax Intelligence	Class 35 Advertising sales	75793990	PRC	09/06/2034

No.	Registered owner	Trademark registered	Class	Registration number	Place of registration	Validity period
27.	Shanghai Jizhi	MiniMax Intelligence	Class 42 Design and research	75788960	PRC	06/27/2034
28.	Shanghai Jizhi	MiniMax Intelligence	Class 45 Social and legal services	75801347	PRC	06/27/2034
29.	Shanghai Jizhi	MiniMax Intelligence	Class 9 Scientific apparatus	75800200	PRC	09/06/2034
30.	Shanghai MiniMax		Class 45 Social and legal services	75900702	PRC	08/27/2034
31.	Shanghai MiniMax	星野	Class 45 Social and legal services	78623509	PRC	11/06/2034
32.	Shanghai Jizhi	MINIMAX	Class 42 Design and research	78795933	PRC	12/06/2034
33.	Shanghai Jizhi		Class 38 Telecommunication services	79760783	PRC	01/13/2035
34.	Shanghai Jizhi		Class 45 Social and legal services	79764849	PRC	01/13/2035
35.	Shanghai MiniMax		Class 9 Scientific apparatus	80030435	PRC	01/13/2035
36.	Shanghai MiniMax		Class 35 Advertising sales	80010742	PRC	01/13/2035
37.	Shanghai MiniMax		Class 38 Telecommunication services	80017430	PRC	01/13/2035
38.	Shanghai MiniMax		Class 41 Education and entertainment	80042659	PRC	01/13/2035
39.	Shanghai MiniMax		Class 42 Design and research	80017460	PRC	01/13/2035
40.	Shanghai MiniMax		Class 45 Social and legal services	80024551	PRC	01/13/2035

No.	Registered owner	Trademark registered	Class	Registration number	Place of registration	Validity period
41. .	Shanghai MiniMax		Class 45 Social and legal services	80311996A	PRC	03/06/2035
42. .	Shanghai Jizhi		Class 38 Telecommunication services	81726199	PRC	05/06/2035
43. .	Shanghai Jizhi		Class 45 Social and legal services	81723154	PRC	05/06/2035
44. .	Shanghai MiniMax		Class 41 Education and entertainment	80318472	PRC	04/20/2035
45. .	Shanghai Jizhi		Class 9 Scientific apparatus	75802973	PRC	08/27/2034
46. .	NANONOBLE PTE. LTD.		Class 45 Social and legal services	40202417422S	Singapore	08/01/2034
47. .	NANONOBLE PTE. LTD.		Class 9 Scientific apparatus	1270412	New Zealand	08/02/2034
48. .	NANONOBLE PTE. LTD.		Class 42 Design and research	1270413	New Zealand	08/02/2034
49. .	SUBSUP PTE. LTD.		Class 9 Scientific apparatus	40202417414R	Singapore	08/01/2034
50. .	SUBSUP PTE. LTD.		Class 35 Advertising sales	40202417415P	Singapore	08/01/2034
51. .	SUBSUP PTE. LTD.		Class 38 Telecommunication services	40202417417U	Singapore	08/01/2034
52. .	SUBSUP PTE. LTD.		Class 41 Education entertainment	40202417412W	Singapore	08/01/2034
53. .	SUBSUP PTE. LTD.		Class 42 Design and research	40202417416Y	Singapore	08/01/2034
54. .	SUBSUP PTE. LTD.		Class 45 Social and legal services	40202417413T	Singapore	08/01/2034
55. .	SUBSUP PTE. LTD.		Class 9 Scientific apparatus	1270462	New Zealand	08/05/2034
56. .	SUBSUP PTE. LTD.		Class 38 Telecommunication services	1270463	New Zealand	08/05/2034
57. .	SUBSUP PTE. LTD.		Class 38 Telecommunication services	JID2024074848	Indonesia	08/07/2034
58. .	SUBSUP PTE. LTD.		Class 38 Telecommunication services	3201806	Mexico	12/13/2034

APPENDIX IV

STATUTORY AND GENERAL INFORMATION



No.	Registered owner	Trademark registered	Class	Registration number	Place of registration	Validity period
59 . .	NANONOBLE PTE. LTD.	Hailuo	Class 9 Scientific apparatus	UK00004116722	UK	10/25/2034
60 . .	NANONOBLE PTE. LTD.	Hailuo	Class 35 Advertising sales	UK00004116722	UK	10/25/2034
61 . .	NANONOBLE PTE. LTD.	Hailuo	Class 38 Telecommunication services	UK00004116722	UK	10/25/2034
62 . .	NANONOBLE PTE. LTD.	Hailuo	Class 41 Education entertainment	UK00004116722	UK	10/25/2034
63 . .	NANONOBLE PTE. LTD.	Hailuo	Class 42 Design and research	UK00004116722	UK	10/25/2034
64 . .	NANONOBLE PTE. LTD.	Hailuo	Class 45 Social and legal services	UK00004116722	UK	10/25/2034
65 . .	NANONOBLE PTE. LTD.	Hailuo	Class 9 Scientific apparatus	019097061	EU	10/28/2034
66 . .	NANONOBLE PTE. LTD.	Hailuo	Class 35 Advertising sales	019097061	EU	10/28/2034
67 . .	NANONOBLE PTE. LTD.	Hailuo	Class 38 Telecommunication services	019097061	EU	10/28/2034
68 . .	NANONOBLE PTE. LTD.	Hailuo	Class 41 Education entertainment	019097061	EU	10/28/2034
69 . .	NANONOBLE PTE. LTD.	Hailuo	Class 42 Design and research	019097061	EU	10/28/2034
70 . .	NANONOBLE PTE. LTD.	Hailuo	Class 45 Social and legal services	019097061	EU	10/28/2034
71 . .	NANONOBLE PTE. LTD.	Hailuo	Class 9 Scientific apparatus	2024-115848	Japan	05/22/2035
72 . .	NANONOBLE PTE. LTD.	Hailuo	Class 35 Advertising sales	2024-115848	Japan	05/22/2035
73 . .	NANONOBLE PTE. LTD.	Hailuo	Class 38 Telecommunication services	2024-115848	Japan	05/22/2035
74 . .	NANONOBLE PTE. LTD.	Hailuo	Class 41 Education entertainment	2024-115848	Japan	05/22/2035
75 . .	NANONOBLE PTE. LTD.	Hailuo	Class 42 Design and research	2024-115848	Japan	05/22/2035
76 . .	NANONOBLE PTE. LTD.	Hailuo	Class 45 Social and legal services	2024-115848	Japan	05/22/2035
77 . .	NANONOBLE PTE. LTD.	Hailuo	Class 9 Scientific apparatus	40202425121Y	Singapore	10/29/2034




APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No.	Registered owner	Trademark registered	Class	Registration number	Place of registration	Validity period
78 . .	NANONOBLE PTE. LTD.	Hailuo	Class 35 Advertising sales	40202425122T	Singapore	10/29/2034
79 . .	NANONOBLE PTE. LTD.	Hailuo	Class 38 Telecommunication services	40202425118S	Singapore	10/29/2034
80 . .	NANONOBLE PTE. LTD.	Hailuo	Class 41 Education entertainment	40202425119T	Singapore	10/29/2034
81 . .	NANONOBLE PTE. LTD.	Hailuo	Class 42 Design and research	40202425120X	Singapore	10/29/2034
82 . .	NANONOBLE PTE. LTD.	Hailuo	Class 45 Social and legal services	40202425123U	Singapore	10/29/2034
83 . .	NANONOBLE PTE. LTD.	Hailuo	Class 9 Scientific apparatus	2494437	Australia	10/29/2034
84 . .	NANONOBLE PTE. LTD.	Hailuo	Class 35 Advertising sales	2494438	Australia	10/29/2034
85 . .	NANONOBLE PTE. LTD.	Hailuo	Class 38 Telecommunication services	2494439	Australia	10/29/2034
86 . .	NANONOBLE PTE. LTD.	Hailuo	Class 41 Education entertainment	2494440	Australia	10/29/2034
87 . .	NANONOBLE PTE. LTD.	Hailuo	Class 42 Design and research	2494441	Australia	10/29/2034
88 . .	NANONOBLE PTE. LTD.	Hailuo	Class 45 Social and legal services	2494442	Australia	10/29/2034
89 . .	NANONOBLE PTE. LTD.		Class 41 Education entertainment	00164446	Peru	03/20/2035
90 . .	NANONOBLE PTE. LTD.	Hailuo	Class 41 Education entertainment	00164382	Peru	03/18/2035
91 . .	NANONOBLE PTE. LTD.	MINIMAX	Class 42 Design and research	00164383	Peru	03/18/2035
92 . .	NANONOBLE PTE. LTD.		Class 9 Scientific apparatus	019136134	EU	01/27/2035
93 . .	NANONOBLE PTE. LTD.		Class 41 Education entertainment	019136134	EU	01/27/2035
94 . .	NANONOBLE PTE. LTD.		Class 42 Design and research	019136134	EU	01/27/2035





As of the Latest Practicable Date, our Group had applied for the registration of the following trademarks which we consider to be material to our Group's business:




No.	Trademark	Owner	Class	Date of application	Place of application
1 . .	 MINIMAX	Nanonoble PTE. LTD	Class 9 Scientific apparatus, Class 35 Advertising sales, Class 38 Telecommunication services, Class 41 Education Entertainment, Class 42 Design and research, Class 45 Social and legal services	11/10/2025	Hong Kong
2 . .	 MINIMAX Intelligence with Everyone	Nanonoble PTE. LTD	Class 9 Scientific apparatus, Class 35 Advertising sales, Class 38 Telecommunication services, Class 41 Education Entertainment, Class 42 Design and research, Class 45 Social and legal services	06/04/2025	Hong Kong
3 . .	MINIMAX	Shanghai Jizhi	Class 38 Telecommunication services	08/05/2024	America
4 . .	MINIMAX	Shanghai Jizhi	Class 9 Scientific Apparatus	08/05/2024	America
5 . .	MINIMAX	Shanghai Jizhi	Class 42 Design and research	08/05/2024	America
6 . .	Hailuo	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	10/29/2024	America
7 . .	Hailuo	NANONOBLE PTE. LTD.	Class 35 Advertising sales	10/29/2024	America
8 . .	Hailuo	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	10/29/2024	America
9 . .	Hailuo	NANONOBLE PTE. LTD.	Class 41 Education entertainment	10/29/2024	America
10 .	Hailuo	NANONOBLE PTE. LTD.	Class 42 Design and research	10/29/2024	America
11 .	Hailuo	NANONOBLE PTE. LTD.	Class 45 Social and legal services	10/29/2024	America



No.	Trademark	Owner	Class	Date of application	Place of application
12 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/29/2024	Saudi
13 .	Hailuo	NANONOBLE PTE. LTD.	Class 35 Advertising sales	10/29/2024	New Zealand
14 .	Hailuo	NANONOBLE PTE. LTD.	Class 41 Education entertainment	10/29/2024	New Zealand
15 .	Hailuo	NANONOBLE PTE. LTD.	Class 45 Social and legal services	10/29/2024	New Zealand
16 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	America
17 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/02/2024	America
18 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	08/02/2024	America
19 .	MINIMAX	NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/30/2025	America
20 .	MINIMAX	NANONOBLE PTE. LTD.	Class 45 Social and legal services	01/30/2025	America
21 .		NANONOBLE PTE. LTD.	Class 38 Telecommunication services	02/3/2025	America
22 .		NANONOBLE PTE. LTD.	Class 41 Education entertainment	02/3/2025	America
23 .		NANONOBLE PTE. LTD.	Class 42 Design and research	02/3/2025	America
24 .	MINIMAX	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	United Kingdom
25 .	MINIMAX	NANONOBLE PTE. LTD.	Class 45 Social and legal services	08/02/2024	United Kingdom
26 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	United Kingdom
27 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/02/2024	United Kingdom
28 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	08/02/2024	United Kingdom
29 .	TALKIE	SUBSUP PTE. LTD.	Class 42 Design and research	04/24/2025	United Kingdom
30 .	MINIMAX	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	08/01/2024	European Union



No.	Trademark	Owner	Class	Date of application	Place of application
31 .	MINIMAX	NANONOBLE PTE. LTD.	Class 42 Design and research	08/01/2024	European Union
32 .	MINIMAX	NANONOBLE PTE. LTD.	Class 45 Social and legal services	08/01/2024	European Union
33 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	European Union
34 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/02/2024	European Union
35 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	08/02/2024	European Union
36 .	TALKIE	SUBSUP PTE. LTD.	Class 42 Design and research	04/24/2025	European Union
37 .	MINIMAX	NANONOBLE PTE. LTD.	Class 35 Advertising sales	01/27/2025	Singapore
38 .	MINIMAX	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	01/27/2025	Singapore
39 .	MINIMAX	NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/27/2025	Singapore
40 .	MINIMAX	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	Australia
41 .	MINIMAX	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	08/02/2024	Australia
42 .	MINIMAX	NANONOBLE PTE. LTD.	Class 42 Design and research	08/02/2024	Australia
43 .	MINIMAX	Shanghai Jizhi	Class 9 Scientific Apparatus	08/05/2024	Canadian
44 .	MINIMAX	Shanghai Jizhi	Class 42 Design and research	08/05/2024	Canadian
45 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	08/03/2024	Australia
46 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/03/2024	Australia
47 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	Japan
48 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/02/2024	Japan

No.	Trademark	Owner	Class	Date of application	Place of application
49 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	Canadian
50 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/02/2024	Canadian
51 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	08/02/2024	Korea
52 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	08/02/2024	Korea
53 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	08/02/2024	Korea
54 .	Hailuo	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	10/29/2024	New Zealand
55 .	Hailuo	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	10/29/2024	New Zealand
56 .	Hailuo	NANONOBLE PTE. LTD.	Class 42 Design and research	10/29/2024	New Zealand
57 .	Hailuo	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	10/29/2024	Canadian
58 .	Hailuo	NANONOBLE PTE. LTD.	Class 35 Advertising sales	10/29/2024	Canadian
59 .	Hailuo	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	10/29/2024	Canadian
60 .	Hailuo	NANONOBLE PTE. LTD.	Class 41 Education entertainment	10/29/2024	Canadian
61 .	Hailuo	NANONOBLE PTE. LTD.	Class 42 Design and research	10/29/2024	Canadian
62 .	Hailuo	NANONOBLE PTE. LTD.	Class 45 Social and legal services	10/29/2024	Canadian




No.	Trademark	Owner	Class	Date of application	Place of application
63 .		NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	01/27/2025	America; Australia; United Kingdom; Japan; Canada; European Union; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;
64 .		NANONOBLE PTE. LTD.	Class 35 Advertising sales	01/27/2025	America; United Kingdom; Canada; European Union; Indonesia; Brazil; India; Russia; Pakistan; Turkey; Egypt; Columbia; Israel;
65 .		NANONOBLE PTE. LTD.	Class 38 Telecommunication services	01/27/2025	America; Australia; United Kingdom; Japan; Canada; European Union; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;
66 .		NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/27/2025	America; Australia; United Kingdom; Japan; Canada; European Union; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;

No.	Trademark	Owner	Class	Date of application	Place of application
67 .		NANONOBLE PTE. LTD.	Class 42 Design and research	01/27/2025	America; Australia; United Kingdom; Japan; Canada; European Union; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;
68 .		NANONOBLE PTE. LTD.	Class 45 Social and legal services	01/27/2025	America; United Kingdom; Canada; European Union; Indonesia; Brazil; India; Russia; Pakistan; Turkey; Egypt; Columbia; Israel;
69 .		NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/27/2025	Argentina
70 .	Hailuo	NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/27/2025	Argentina
71 .	Hailuo	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	01/22/2025	Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;
72 .	Hailuo	NANONOBLE PTE. LTD.	Class 35 Advertising sales	01/22/2025	Indonesia, Brazil, Vietnam, India, Russia, Pakistan, Korea, Mexico, Turkey, Egypt, Columbia, Israel
73 .	Hailuo	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	01/22/2025	Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;

No.	Trademark	Owner	Class	Date of application	Place of application
74 .	Hailuo	NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/22/2025	Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;
75 .	Hailuo	NANONOBLE PTE. LTD.	Class 42 Design and research	01/22/2025	Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel;
76 .	Hailuo	NANONOBLE PTE. LTD.	Class 45 Social and legal services	01/22/2025	Indonesia, Brazil, Vietnam, India, Russia, Pakistan, Korea, Mexico, Turkey, Egypt, Columbia, Israel
77 .	MINIMAX	NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/27/2025	Argentina
78 .		NANONOBLE PTE. LTD.	Class 42 Design and research	01/27/2025	Argentina
79 .		NANONOBLE PTE. LTD.	Class 42 Design and research	01/27/2025	Peru
80 .	MINIMAX	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	01/27/2025	United Kingdom; Japan; Canada; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel
81 .	MINIMAX	NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/27/2025	English, Pakistan

No.	Trademark	Owner	Class	Date of application	Place of application
82 .	MINIMAX	NANONOBLE PTE. LTD.	Class 42 Design and research	01/27/2025	Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel
83 .	MINIMAX	NANONOBLE PTE. LTD.	Class 45 Social and legal services	01/27/2025	Australia; Japan; Canada; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel
84 .		NANONOBLE PTE. LTD.	Class 38 Telecommunication services	01/27/2025	Australia; United Kingdom; Japan; Canada; European Union; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel
85 .		NANONOBLE PTE. LTD.	Class 41 Education entertainment	01/27/2025	United Kingdom; Vietnam; Russia; Egypt
86 .		NANONOBLE PTE. LTD.	Class 45 Social and legal services	01/27/2025	Australia; United Kingdom; Japan; Canada; European Union; Indonesia; Brazil; Vietnam; India; Russia; Pakistan; Korea; Mexico; Turkey; Thailand; Egypt; Malaysia; Columbia; Israel

No.	Trademark	Owner	Class	Date of application	Place of application
87 .	Talkie	SUBSUP PTE. LTD.	Class 9 Scientific Apparatus	03/06/2025	Brazil; Philippines; Ukarine; Malaysia; Chile; Russia; Norway; UAE; Turkey;
88 .	Talkie	SUBSUP PTE. LTD.	Class 35 Advertising sales	03/06/2025	Brazil; America; Philippines; Mexico; Ukarine; Malaysia; Chile; Australia; Russia; Norway; Turkey; Indonesia; Japan;
89 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	03/06/2025	Brazil; Philippines; Ukarine; Malaysia; Chile; Russia; Norway; UAE; Turkey;
90 .	Talkie	SUBSUP PTE. LTD.	Class 41 Education entertainment	03/06/2025	Brazil; America; Philippines; Mexico; Ukarine; United Kingdom; Malaysia; European Union; Chile; Canada; Russia; Norway; UAE; Turkey; Indonesia; Japan;
91 .	Talkie	SUBSUP PTE. LTD.	Class 42 Design and research	03/06/2025	Brazil; America; Philippines; Mexico; Ukarine; Malaysia; Chile; Russia; Norway; Turkey; Indonesia; Japan;
92 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	03/06/2025	Brazil; Philippines; Mexico; Ukarine; Malaysia; Chile; Canada; Australia; Russia; Norway; UAE; Turkey; Indonesia; Japan;

No.	Trademark	Owner	Class	Date of application	Place of application
93 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	03/14/2025	South Africa
94 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	03/14/2025	South Africa
95 .	Talkie	SUBSUP PTE. LTD.	Class 38 Telecommunication services	03/18/2025	Peru
96 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	03/18/2025	Peru
97 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	03/20/2025	Argentina
98 .	Talkie	SUBSUP PTE. LTD.	Class 45 Social and legal services	04/08/2025	Saudi
99 .		NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	04/11/2025	Hong Kong
100 .		NANONOBLE PTE. LTD.	Class 35 Advertising sales	04/11/2025	Hong Kong
101 .		NANONOBLE PTE. LTD.	Class 38 Telecommunication services	04/11/2025	Hong Kong
102 .		NANONOBLE PTE. LTD.	Class 41 Education entertainment	04/11/2025	Hong Kong
103 .		NANONOBLE PTE. LTD.	Class 42 Design and research	04/11/2025	Hong Kong
104 .		NANONOBLE PTE. LTD.	Class 45 Social and legal services	04/11/2025	Hong Kong
105 .	MINIMAX	NANONOBLE PTE. LTD.	Class 9 Scientific Apparatus	01/27/2025	Hong Kong
106 .	MINIMAX	NANONOBLE PTE. LTD.	Class 35 Advertising sales	04/11/2025	Hong Kong
107 .	MINIMAX	NANONOBLE PTE. LTD.	Class 38 Telecommunication services	04/11/2025	Hong Kong
108 .	MINIMAX	NANONOBLE PTE. LTD.	Class 41 Education entertainment	04/11/2025	Hong Kong
109 .	MINIMAX	NANONOBLE PTE. LTD.	Class 42 Design and research	04/11/2025	Hong Kong
110 .	MINIMAX	NANONOBLE PTE. LTD.	Class 45 Social and legal services	04/11/2025	Hong Kong

(b) Patents

As of the Latest Practicable Date, we are the owner of the following material patents, details of which are as follows:

No.	Patent	Owner	Patent Number	Application date
1 . .	A Rapid Speech Recognition Method Based on Hierarchical Identification (一種基於分級識別的快速語音識別方法)	Beijing Jizhi, Shanghai Jizhi	202210571189.4	05/24/2022
2 . .	A Method and Device for Acquiring Training Text for Speech Synthesis (一種獲取用於語音合成的訓練文本的方法及裝置)	Beijing Jizhi, Shanghai Jizhi	202210678581.9	06/15/2022
3 . .	A Training Method and Device for Error Correction Model Based on Text Data (基於文本數據的糾錯模型的訓練方法及裝置)	Beijing Jizhi, Shanghai Jizhi	202210805129.4	07/08/2022
4 . .	A Text Acquisition Method, Device, Storage Medium and Computer Device (一種文本獲取方法、裝置、存儲介質和計算機設備)	Beijing Jizhi, Shanghai Jizhi	202210952021.8	08/09/2022

No.	Patent	Owner	Patent Number	Application date
5 . .	Video Generation Method, Device, Equipment and Computer-Readable Storage Medium (視頻 生成方法、裝 置、設備與計算 機可讀存儲介 質)	Shanghai Jizhi	202211231054.X	10/09/2022
6 . .	Video Generation Method, Device, Equipment and Computer-Readable Storage Medium (視頻 生成方法、裝 置、設備與計算 機可讀存儲介 質)	Shanghai Jizhi	202211226180.6	10/09/2022
7 . .	Text Cleaning Method, Device, Equipment and Computer-Readable Storage Medium (文本 清洗方法、裝 置、設備與計算 機可讀存儲介 質)	Shanghai Jizhi	202211231064.3	10/09/2022

No.	Patent	Owner	Patent Number	Application date
8 . .	Method for Determining Human Voice Fundamental Frequency Range, Electronic Device and Storage Medium (人聲基頻範圍確定方法、電子設備及存儲介質)	Beijing Jizhi	202310471776.0	04/27/2023
9 . .	Timbre Mixing Method and Device, Audio Processing Method and Device, Electronic Device, and Storage Medium (音色混合方法和裝置、音頻處理方法和裝置、電子設備、存儲介質)	Beijing Jizhi, Shanghai Jizhi	202311864508.1	12/29/2023
10 .	Speech Synthesis Model Training Method, Speech Synthesis Method, Electronic Device and Storage Medium (語音合成模型訓練方法、語音合成方法、電子設備及存儲介質)	Shanghai Jizhi	202311870114.7	12/29/2023

No.	Patent	Owner	Patent Number	Application date
11 .	Human-Computer Interaction Method, System, Device and Storage Medium Based on Large Language Models (基於大語言模型的人機交互方法、系統、設備和存儲介質)	Shanghai Jizhi	202311857312.X	12/29/2023
12 .	A Method, System, Storage Medium and Program Product for Protecting User Privacy (一種保護用戶隱私的方法、系統、存儲介質及程序產品)	Beijing Jizhi, Shanghai Jizhi	202311859590.9	12/30/2023
13 .	A Language Model Training Method, Device and Computer Program Product (一種語言模型訓練方法、裝置及計算機程序產品)	Beijing Jizhi, Shanghai Jizhi	202311859562.7	12/30/2023

No.	Patent	Owner	Patent Number	Application date
14 .	Anomaly Detection Method and Device, Electronic Device, Distributed Computing System and Storage Medium (異常檢測方法和裝置、電子設備、分布式計算系統及存儲介質)	Beijing Jizhi, Shanghai Jizhi	202311869853.4	12/31/2023
15 .	An Image Generation Method, Device, Equipment, Storage Medium and Program Product (一種圖像生成方法、裝置、設備、存儲介質以及程序產品)	Beijing Jizhi	202311860347.9	12/31/2023
16 .	A Method and Device for Acquiring Audio-Text Pairs, Electronic Device and Storage Medium (音頻文本對的獲取方法和裝置、電子設備、存儲介質)	Shanghai Jizhi	202311871259.9	12/31/2023

No.	Patent	Owner	Patent Number	Application date
17 .	Speech Synthesis, Speech Recognition Method, Training Method, Device, Electronic Device, and Storage Medium (語音 合成、語音識別 方法、訓練方 法、裝置、電子 設備、存儲介 質)	Shanghai Jizhi	202311873032.8	12/31/2023
18 .	An Image Generation Method, Device, Equipment, Storage Medium and Program Product (一種圖 像生成方法、裝 置、設備、存儲 介質以及程序產 品)	Shanghai Jizhi	202311860217.5	12/31/2023
19 .	An Image Generation Method, Device, Equipment, Storage Medium and Program Product (一種圖 像生成方法、裝 置、設備、存儲 介質以及程序產 品)	Shanghai Jizhi	202311860241.9	12/31/2023

No.	Patent	Owner	Patent Number	Application date
20 .	A Method, System and Computer Program Product for Acquiring Language Model Training Samples (一種語言模型訓練樣本獲取方法、系統及計算機程序產品)	Shanghai MiniMax	202410650470.6	05/23/2024
21 .	A Role-Playing Dialogue Data Generation Method, System and Computer Program Product (一種角色扮演對話數據生成方法、系統及計算機程序產品)	Shanghai MiniMax	202410651922.2	05/23/2024
22 .	Speaker Pitch Prediction Method, Device, Electronic Device and Storage Medium (說話人音高預測方法、裝置、電子設備、存儲介質)	Shanghai Jizhi	202410683587.4	05/29/2024

No.	Patent	Owner	Patent Number	Application date
23 .	Speech and Singing Voice Synthesis Method, Training Method and Device, and Model (語音和歌聲合成方法、訓練方法和裝置、模型)	Shanghai Jizhi	202410672187.3	05/28/2024
24 .	An Inference Optimization Method for Language Models (一種語言模型的推理優化方法)	Shanghai MiniMax	202411076211.3	08/07/2024
25 .	A Resource Allocation Method, Device and Electronic Device (Quota) (一種資源的分配方法、裝置及電子設備) (Quota)	Beijing Jizhi, Shanghai Jizhi	202411216490.9	09/02/2024
26 .	A Design Method, Device and Equipment for Volumetric Video Acquisition Systems (一種體積視頻採集系統的設計方法、裝置及設備)	Shanghai Jizhi	202411017896.4	07/29/2024

No.	Patent	Owner	Patent Number	Application date
27 .	Graphical User Interface for Launching Applications on Electronic Devices (電子設備的開啟應用圖形用戶界面)	Beijing Jizhi	202430384909.6	06/21/2024
28 .	Graphical User Interface for Mobile Assistant on Electronic Devices (電子設備的使用手機助手圖形用戶界面)	Beijing Jizhi	202430384911.3	06/21/2024
29 .	An Automatic API Recommendation Method and Device for Object-Oriented Instantiation Tasks (一種面向對象實例化任務的API自動推薦方法及裝置)	Shanghai Jizhi	201810778473.2	07/16/2018
30 .	A Data Center Resource Management Method and Device (一種數據中心資源管理方法及裝置)	Shanghai Jizhi	202411369222.0	09/29/2024
31 .	Task Processing Load Analysis Method and Device (任務處理負載分析方法和裝置)	Shanghai Jizhi	202411374448.X	09/29/2024

No.	Patent	Owner	Patent Number	Application date
32 .	A Multi-Role Interaction Method and Device (一種多角色互動方法及裝置)	Beijing Jizhi	2024116098728	11/12/2024
33 .	A Training and Inference Method and Device for Large Language Models (一種大語言模型訓練、推理方法及裝置)	Shanghai Jizhi	2024114704155	10/21/2024
34 .	A Large Language Model Encoding Training Method and Device (一種大語言模型編碼訓練方法及裝置)	Shanghai Jizhi	2024114704136	10/21/2024
35 .	A Computing Power Resource Scheduling Method and Device (一種算力資源調度方法及裝置)	Shanghai Jizhi	2025102521001	03/05/2025
36 .	Speech Synthesis Method and Device (語音合成方法及裝置)	Shanghai Jizhi	202411880325.3	29/12/2023
37 .	Speech Synthesis Method and Device (語音合成方法及裝置)	Shanghai Jizhi	202411879546.9	29/12/2023

No.	Patent	Owner	Patent Number	Application date
38 .	A Speech Generation Method and Device (一種語音生成方法及裝置)	Shanghai Jizhi	2025105031042	04/22/2025
39 .	Task Processing Load Analysis Method and Device (任務處理負載分析方法和裝置)	Shanghai Jizhi	202510210133X	29/09/2024
40 .	A Load Balancing Method, Device and Electronic Device for Mixture-of-Experts Models (一種混合專家模型的負載均衡方法、裝置及電子設備)	Shanghai MiniMax	2025105121284	04/23/2025
41 .	A Data Parallel Processing Method and Device (一種數據並行處理方法和裝置)	Shanghai MiniMax	2025106296572	05/16/2025
42 .	A Language Model Inference Optimization Method and Device (一種語言模型的推理優化方法及裝置)	Shanghai MiniMax	2025104989957	08/07/2024
43 .	A Language Model Inference Optimization Method and Device (一種語言模型的推理優化方法及裝置)	Shanghai MiniMax	2025105406753	08/07/2024

No.	Patent	Owner	Patent Number	Application date
44 .	Encoding Generation Method and Device for Models (模型的 編碼生成方法和 裝置)	Shanghai Jizhi	202510780088.1	06/12/2025
45 .	A Speech Emotion Recognition Model Construction Method and Device (一種語 音情緒識別模型 構建方法及裝 置)	Shanghai Jizhi	202510606182.5	05/12/2025

As of the Latest Practicable Date, our Group had applied for the registration of the following patents which we consider to be material to our Group's business:

No.	Patent	Owner	Patent Number	Application date
1 . .	A Data Processing Method, Computer- Readable Storage Medium and Electronic Device (一種數 據處理方法、計 算機可讀存儲介 質及電子設備)	Beijing Jizhi	202210897049.6	07/28/2022

No.	Patent	Owner	Patent Number	Application date
2 . .	An Evaluation Method and Device for Machine Learning Models and Computer Storage Medium (用於機器學習模型的評測方法、裝置及計算機存儲介質)	Beijing Jizhi	202210989659.9	08/17/2022
3 . .	System Resource Permission Management Method, Electronic Device and Storage Medium (系統資源權限管理方法、電子設備及存儲介質)	Beijing Jizhi	202211308172.6	10/25/2022
4 . .	Video Generation Method, Device, Equipment and Computer-Readable Storage Medium (視頻生成方法、裝置、設備與計算機可讀存儲介質)	Shanghai Jizhi	PCT/CN2022/143214	12/29/2022

No.	Patent	Owner	Patent Number	Application date
5 . .	Video Generation Method, Device, Equipment and Computer-Readable Storage Medium (視頻生成方法、裝置、設備與計算機可讀存儲介質)	Shanghai Jizhi	PCT/CN2022/143239	12/29/2022
6 . .	Data Transmission Method and Device, Distributed Training Method and Device (數據傳輸方法和裝置、分布式訓練方法和裝置)	Shanghai Jizhi	202410672174.6	05/28/2024
7 . .	A Load Balancing Method and Device Based on Message Queues (一種基於消息隊列的負載均衡方法及裝置)	Shanghai Jizhi	202411077613.5	08/07/2024
8 . .	A Foreground/Background Separation Method and Device (一種前/背景分離方法及裝置)	Shanghai Jizhi	202411006973.6	07/25/2024

No.	Patent	Owner	Patent Number	Application date
9 . .	A Network Packet Transmission Method, System and Device (一種網絡包傳輸方法、系統及裝置)	Shanghai Jizhi	202411369682.3	09/29/2024
10 .	A Data Interaction Method and Device (一種數據交互方法及裝置)	Shanghai MiniMax	202411589464.0	11/08/2024
11 .	A Music Generation Method, Device, Electronic Device and Storage Medium (一種音樂生成方法、裝置、電子設備及存儲介質)	Shanghai Jizhi	2024112102029	08/30/2024
12 .	A Music Generation Method and Device (一種音樂生成方法及裝置)	Shanghai Jizhi	2024114704140	10/21/2024

No.	Patent	Owner	Patent Number	Application date
13 .	Timbre Mixing Method and Device, Audio Processing Method and Device, Electronic Device, and Storage Medium (音色混合方法和裝置、音頻處理方法和裝置、電子設備、存儲介質)	Beijing Jizhi	PCT/CN2024/130857	11/08/2024
14 .	Speech Synthesis, Speech Recognition Method, Training Method, Device, Electronic Device, and Storage Medium (語音合成、語音識別方法、訓練方法、裝置、電子設備、存儲介質)	Shanghai Jizhi	PCT/CN2024/131601	11/12/2024
15 .	A Role-Playing Dialogue Data Generation Method, System and Computer Program Product (一種角色扮演對話數據生成方法、系統及計算機程序產品)	Shanghai MiniMax	PCT/CN2024/131603	11/12/2024

No.	Patent	Owner	Patent Number	Application date
16 .	Speech Recognition Method, Model Training Method, Model, and Device (語音識別方法、模型訓練方法、模型、裝置)	Shanghai Jizhi	2024115938901	12/31/2023
17 .	A Large Language Model Training Method and Device (一種大語言模型訓練方法及裝置)	Shanghai Jizhi	202411810781.0	12/10/2024
18 .	METHOD AND DEVICE FOR SPEECH SYNTHESIS	SUBSUP PTE. LTD.	10202500081W	01/10/2025
19 .	A Method, System, Storage Medium and Program Product for Protecting User Privacy (一種保護用戶隱私的方法、系統、存儲介質及程序產品)	Shanghai Jizhi	PCT/CN2024/138198	12/10/2024
20 .	A Language Model Training Method, Device and Computer Program Product (一種語言模型訓練方法、裝置及計算機程序產品)	Shanghai Jizhi	PCT/CN2024/137880	12/09/2024

No.	Patent	Owner	Patent Number	Application date
21 .	Anomaly Detection Method and Device, Electronic Device, Distributed Computing System and Storage Medium (異常 檢測方法和裝 置、電子設備、 分布式計算系統 及存儲介質)	Shanghai Jizhi	PCT/CN2024/ 137643	12/06/2024
22 .	TRAINING METHOD AND TRAINING DEVICE FOR LARGE LANGUAGE MODEL	NANONOBLE PTE. LTD.	10202500865W	04/02/2025
23 .	A Pre-Training Data Processing Method and Device (一種預 訓練數據處理方 法和裝置)	Shanghai Jizhi	202510110920.7	01/23/2025
24 .	PRE-TRAINING DATA CONSTRUCTION METHOD AND DEVICE	NANONOBLE PTE. LTD.	10202500895V	04/04/2025

No.	Patent	Owner	Patent Number	Application date
25 .	Speech Synthesis Model Training Method, Speech Synthesis Method, Electronic Device and Storage Medium (語音 合成模型訓練方 法、語音合成方 法、電子設備及 存儲介質)	Shanghai Jizhi	PCT/CN2024/ 141147	12/20/2024
26 .	A Model Training Method and Device (一種模 型訓練方法及裝 置)	Shanghai Jizhi	202411946235X	12/27/2024
27 .	A Code Execution Method and Device (一種代 碼執行方法和裝 置)	Shanghai MiniMax	2025102722138	03/10/2025
28 .	A Conversational Interaction Method, Device, Electronic Device and Storage Medium (一種 會話交互方法、 裝置、電子設備 以及存儲介質)	Beijing Jizhi	2025103272701	03/19/2025

No.	Patent	Owner	Patent Number	Application date
29 .	A Music Generation Method, Device, Storage Medium and Electronic Device (一種音樂生成方法、裝置、存儲介質及電子設備)	Shanghai MiniMax	2025103396691	03/21/2025
30 .	Artificial Intelligence Model Control Method and Device (人工智能模型控制方法和裝置)	Shanghai MiniMax	2025103272716	03/19/2025
31 .	A Data Center Resource Management Method and Device (一種數據中心資源管理方法及裝置)	Shanghai Jizhi	2025102112404	09/29/2024
32 .	Task Processing Load Analysis Method and Device (任務處理負載分析方法和裝置)	Shanghai Jizhi	2025102112438	09/29/2024
33 .	A Music Generation Method and Device (一種音樂生成方法及裝置)	Shanghai Jizhi	2025103272805	03/19/2025

No.	Patent	Owner	Patent Number	Application date
34 .	A Design Method, Device and Equipment for Volumetric Video Acquisition Systems (一種體積視頻採集系統的設計方法、裝置及設備)	Shanghai Jizhi	2025104637248	07/29/2024
35 .	VIDEO GENERATION METHOD AND APPARATUS, DEVICE, AND COMPUTER READABLE STORAGE MEDIUM	Shanghai Jizhi	19/118,791	12/29/2022
36 .	VIDEO GENERATION METHOD AND APPARATUS, DEVICE, AND COMPUTER READABLE STORAGE MEDIUM	Shanghai Jizhi	19/117,662	12/29/2022
37 .	An Inference Optimization Method, Device, Electronic Device and Storage Medium for Language Models (一種語言模型的推理優化方法、裝置、電子設備及存儲介質)	Shanghai MiniMax	PCT/CN2025/093511	05/08/2025

No.	Patent	Owner	Patent Number	Application date
38 .	A Large Language Model Encoding Training Method and Device (一種大語言模型編碼訓練方法及裝置)	Shanghai Jizhi	2025105478696	10/21/2024
39 .	An Encoding Generation Method and Device (一種編碼生成方法及裝置)	Shanghai Jizhi	2025105470641	10/21/2024
40 .	A Model Training Method and Device (一種模型訓練方法及裝置)	Shanghai Jizhi	2025105470622	10/21/2024
41 .	A Streaming Speech Synthesis Method and Device (一種流式語音合成方法及裝置)	Shanghai Jizhi	2025106658111	05/22/2025
42 .	A Model Training Method and Device (一種模型訓練方法及裝置)	Shanghai Jizhi	2025106901211	05/27/2025
43 .	A Data Scheduling Method and Device for Distributed Systems (一種分布式系統的數據調度方法及裝置)	Shanghai MiniMax	202510825440.9	06/19/2025

No.	Patent	Owner	Patent Number	Application date
44 .	A Model Inference Method and Device (一種模型推理方法和裝置)	Shanghai Jizhi	202510606178.9	05/12/2025
45 .	Training Architecture for Music Token Generation Model (音樂 token生成模型的訓練架構)	Shanghai Jizhi	2025108271724	06/19/2025
46 .	Speech and Singing Voice Synthesis Method, Training Method and Device, and Model (語音和歌聲合成方法、訓練方法和裝置、模型)	Shanghai Jizhi	PCT/CN2025/097527	05/27/2025
47 .	An Audio Generation Method and Device (一種音頻生成方法及裝置)	Shanghai Jizhi	2025107924761	06/13/2025

(c) Copyrights

As of the Latest Practicable Date, we owned the following copyrights which we consider to be material to our business:

<u>No.</u>	<u>Copyright</u>	<u>Registered Owner</u>	<u>Registration number</u>	<u>Registration date</u>
1. . . .	Hailuo AI (海螺AI)	Shanghai MiniMax	國作登字-2025-F- 00002391	01/03/2025
2. . . .	MINIMAX	Shanghai Jizhi	國作登字-2025-F- 00002393	01/03/2025
3. . . .	Xingye (星野)	Shanghai MiniMax	國作登字-2025-F- 00002394	01/03/2025
4. . . .	Hailuo Wenwen APP [Abbreviation: Hailuo Wenwen] V1.0 (海螺問問 APP[簡稱:海螺問 問]V1.0)	Shanghai MiniMax	2024SR0297695	02/22/2024
5. . . .	MiniMax APP [Abbreviation: MiniMax] V1.0 (MiniMax APP[簡 稱: MiniMax] V1.0)	Shanghai MiniMax	2025SR0550771	03/31/2025
6. . . .	Hailuo AI APP [Abbreviation: Hailuo AI] V1.0 (海螺AI APP[簡稱 :海螺AI]V1.0)	Shanghai MiniMax, Shanghai Jizhi Wujie 上海極 智無界	2025SR1270668	07/16/2025
7. . . .	Xingye Software [Abbreviation: Xingye] V1.0.0 (星野軟件[簡稱:星 野]V1.0.0)	Shanghai MiniMax, Shanghai Jizhi Zongheng 上 海極智縱橫	2025SR1270833	07/16/2025

(d) Domain Name

As of the Latest Practicable Date, we had registered the following domain names which we consider to be material to our business:

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
1. . .	hailuo.ai	NANONOBLE	11/07/2023	12/13/2027
		PTE. LTD.		
2. . .	hailuoai.video	NANONOBLE	09/05/2024	09/05/2027
		PTE. LTD.		
3. . .	hailuovideo.ai	NANONOBLE	09/05/2024	09/05/2026
		PTE. LTD.		
4. . .	talkie-ai.com	SUBSUP PTE.	05/16/2023	05/16/2031
		LTD.		
5. . .	talkieai.io	SUBSUP PTE.	05/14/2024	05/14/2026
		LTD.		
6. . .	talkieai.jp	SUBSUP PTE.	11/14/2024	11/30/2026
		LTD.		
7. . .	talkiejp.ai	SUBSUP PTE.	11/14/2024	11/14/2026
		LTD.		
8. . .	heytalkie.com	SUBSUP PTE.	05/16/2023	05/16/2026
		LTD.		
9. . .	subsup.com	SUBSUP PTE.	12/19/2009	12/19/2028
		LTD.		
10. .	subsup.ai	SUBSUP PTE.	07/05/2022	07/05/2026
		LTD.		
11. .	nanonoble.com	NANONOBLE	09/13/2024	09/13/2027
		PTE. LTD.		
12. .	minmax.ai	NANONOBLE	06/04/2025	12/04/2026
		PTE. LTD.		
13. .	minimaxai.com	NANONOBLE	03/12/2025	03/10/2026*
		PTE. LTD.		
14. .	minimax.io	SUBSUP PTE.	03/27/2021	03/27/2030
		LTD.		
15. .	minimaxi.ai	SUBSUP PTE.	01/19/2022	01/19/2028
		LTD.		
16. .	minimax-ai.org	SUBSUP PTE.	04/28/2025	09/04/2026*
		LTD.		
17. .	xaminim.ai	SUBSUP PTE.	01/09/2022	01/19/2028
		LTD.		
18. .	minimaxi.com	Shanghai	12/29/1998	12/29/2026
		MiniMax		
19. .	minimax.chat	Shanghai	01/29/2023	01/29/2026*
		MiniMax		

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
20.	minimax.wiki	Shanghai MiniMax	01/29/2023	01/29/2026*
21.	aiminimax.com	Shanghai MiniMax	07/04/2023	07/04/2026*
22.	mm-platform.com	Shanghai MiniMax	10/08/2023	10/08/2026
23.	minimaxi.cn	Shanghai Jizhi	01/19/2022	01/19/2027
24.	xaminim.com	Shanghai Jizhi	01/19/2022	01/19/2027

* will be renewed upon expiration after the Listing.

Save as disclosed above, as of the Latest Practicable Date, there were no other intellectual property rights which are or may be material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) *Interests and short positions of our Directors in the share capital of our Company and its associated corporations following completion of the Global Offering*

Save as disclosed in the section headed “Substantial Shareholders”, immediately following the completion of the Global Offering (assuming that the Offer Size Adjustment Option and the Over-allotment Option are not exercised), so far as our Directors are aware, none of our Directors and chief executive has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) contained in the Listing Rules.

(b) *Interests of the substantial shareholders in the Shares*

Save as disclosed in “Substantial Shareholders”, immediately following the completion of the Global Offering and without taking into account any Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option, our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares

which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

(c) Interests of the substantial shareholders in other members of our Group

Save as disclosed in “Substantial Shareholders”, as of the Latest Practicable Date, our Directors are not aware of any other persons who would, immediately following the completion of the Global Offering, be directly or indirectly interested in 10% or more of the issued voting shares of any member of our Group (other than our Company).

2. Particulars of Service Contracts

(a) Executive Directors

Each of the executive Directors has entered into a service contract with our Company under which they agreed to act as executive Directors for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months’ notice in writing served by either the executive Director or our Company.

The appointments of the executive Directors are subject to the provisions of retirement and rotation of Directors under the Articles.

(b) Non-executive Directors and Independent Non-executive Directors

Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with our Company for a term of three years with effect from the Listing Date. The appointments are subject to the provisions of retirement and rotation of Directors under the Articles.

3. Director’s Remuneration

Save as disclosed in “Directors and Senior Management” and Note 8 to the Accountants’ Report set out in Appendix I to this Prospectus for the three financial years ended December 31, 2022, 2023 and 2024, none of our Directors received other remunerations of benefits in kind from us.

4. Disclaimers

Save as disclosed in this Prospectus:

- (a) none of the Directors or chief executive of our Company has any interest or short positions in the Shares, underlying Shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part

XV of the SFO (including interests and short positions which he is 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 into the register referred to in that section, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code, in each case once our Shares are listed on the Stock Exchange;

- (b) none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the Global Offering (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;
- (c) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers in each years or periods during the Track Record Period of our Group; and
- (d) none of our Directors or any of the parties listed in “Qualification of Experts” of this Appendix is:
 - (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this Prospectus, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - (ii) materially interested in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to our business.

D. SHARE INCENTIVE PLANS

1. Pre-IPO Share Incentive Plan

The following is a summary of the principal terms of the Pre-IPO Share Incentive Plan, which is not subject to Chapter 17 of the Listing Rules as it does not involve any further grant of options or share awards by the Company after the Listing.

(a) Purpose

The purposes of Pre-IPO Share Incentive Plan are to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to employees and consultants, and to promote the success of the Company’s business.

(b) Eligibility

Options and RSUs may be granted to director, officer, employee, advisor and consultant of the Group (the “**Participants**”).

Neither the Pre-IPO Share Incentive Plan nor any Option or RSU shall confer upon any employee or consultant any right with respect to continuation of an employment or consulting relationship with any Group Company, nor shall it interfere in any way with such employee’s or consultant’s right or the Group Company’s right to terminate his or her employment or consulting relationship at any time, with or without cause.

(c) Types of Awards

The Pre-IPO Share Incentive Plan provides for the grant of options (“**Options**”) and RSUs (each an “**Award**” collectively referred to as “**Awards**”).

(d) Duration

The Pre-IPO Share Incentive Plan shall become effective upon its adoption by the Management Team of the Company. It shall continue in effect for a term of ten (10) years unless sooner terminated under the provisions of the Pre-IPO Share Incentive Plan.

(e) Administration

The Pre-IPO Share Incentive Plan shall be administered by the management team as determined by the Company.

(f) Maximum Number of Shares

Subject to certain adjustments upon changes in capitalization, merger or certain other transactions, the maximum aggregate number of Shares under Pre-IPO Share Incentive Plan that are issued to the shareholder MiniMax Gene is 20,890,736 Class A Ordinary Shares.

(g) Exercise price or consideration

The per Share exercise price for the Shares to be issued or transferred pursuant to the exercise of an Option shall be such price as is determined by the management team of the Company and set forth in the option agreement.

(h) Restrictions on Transfer

Options, RSUs and their related rights may not be sold, pledged, assigned, hypothecated, transferred, donated or disposed of in any manner, except as otherwise provided in the Pre-IPO Share Incentive Plan.

Outstanding Options and Awards

(a) Options

As of the Latest Practicable Date, our Company had granted outstanding options under the Pre-IPO Share Incentive Plan to 392 grantees to subscribe for an aggregate of 20,890,736 Class A Ordinary Shares, representing approximately 6.84% of the total issued share capital immediately after completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised), among which all options were held by our employees, former employees and consultants. These options were granted with consideration from nil to US\$17.6 between March 2022 and November 2025 with exercise prices ranging from nominal value to US\$0.8. The exercise period for all the options is a period from the ending of the vesting period to 10 years after the grant date. The vesting periods of the options range from the date of grant to 6 years from the grant date. As of the Latest Practicable Date, 3,888,105 Class A Ordinary Shares underlying the options have been vested.

We set forth below the details of the outstanding options granted pursuant to the Pre-IPO Share Incentive Plan to our connected persons, other grantees with options representing 200,000 Class A Ordinary Shares or more and consultants as of the Latest Practicable Date:

Name of Grantee	Position held at our Company	Address	Exercise Price (US\$ per Share)	Number of Class A Ordinary Shares subject to the options granted	Dates of Grant	Vesting Period	Consideration (US\$ per Share)	Approximate percentage of shareholding immediately following completion of the Global Offering ⁽¹⁾
<i>Connected Persons</i>								
Ms. Yun	Executive Director and chief operating officer	No. 51, Lane 1030, Zhongshan West Road, Changning District, Shanghai, PRC	0.002	3,814,065	March 31, 2022	Six years	1.6	1.25%
Mr. Zhou Yucong	Executive Director and visual models research and engineering leader	Room 902, No. 17, Zhongyou Jiayuan, Minhang District, Shanghai, PRC	0.2 to 0.8	1,010,724	September 30, 2022 to November 30, 2025	Four to six years	2.8-17.2	0.33%

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Name of Grantee	Position held at our Company	Address	Exercise Price <i>(US\$ per Share)</i>	Number of Class A Ordinary Shares subject to the options granted	Dates of Grant	Vesting Period	Consideration <i>(US\$ per Share)</i>	Approximate percentage of shareholding immediately following completion of the Global Offering ⁽¹⁾
Mr. Zhao Pengyu	Executive Director and large language model research and engineering leader	No. 501, 119th Floor, Block 4, Nanhu East Park 1, Wangjing, Chaoyang District, Beijing, PRC	0.8	567,182	December 31, 2024 to November 30, 2025	Four to six years	7.0-17.2	0.19%
Ms. Sheng Jingyuan	Director of subsidiary	491 Leahy st, Redwood City, CA 94061	0.8	276,541	December 31, 2024 to November 30, 2025	Date of grant to six years	8.6-17.2	0.09%
Ms. Gou Yue	Director of subsidiary	Room 301, No. 27, Lane 121, Donglan Road, Xuhui District, Shanghai	0.2 to 0.8	302,376	December 31, 2023 to November 30, 2025	Date of grant to six years	6.2-17.6	0.10%
<i>Others grantees with options representing 200,000 Class A Ordinary Shares or more</i>								
Miao Yuhang	Product Research and Development Director	No. 89, Lane 633, Wuzhong Road, Minhang District, Shanghai, PRC	0.6 to 0.8	573,752	September 30, 2023 to November 30, 2025	Date of grant to six years	5.2-17.2	0.188%
Pan Lin	Human Resources Director	Room 105, No. 8, Lane 10, Jinping Road, Changning District, Shanghai, PRC	0.2 to 0.8	516,686	September 30, 2022 to November 30, 2025	Date of grant to six years	2.8-17.6	0.169%
Shi Xizhi	Head of Strategic & Business Analysis	Room 2002, No. 9, Lane 477, Xinchang Road, Huangpu District, Shanghai, PRC	0.2 to 0.8	421,838	June 30, 2023 to September 30, 2025	Date of grant to six years	4.2-10.6	0.138%
Sun Haohai	Algorithm Engineer	No. 97, Pingnanyicun, Minhang District, Shanghai, PRC	0.8	248,919	March 31, 2024 to November 30, 2025	Date of grant to six years	7.0-17.2	0.081%

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Name of Grantee	Position held at our Company	Address	Exercise Price <i>(US\$ per Share)</i>	Number of Class A Ordinary Shares subject to the options granted	Dates of Grant	Vesting Period	Consideration <i>(US\$ per Share)</i>	Approximate percentage of shareholding immediately following completion of the Global Offering ⁽¹⁾
Wang Hanyu.	Product Manager	No. 259, South Building, No. 3 Xicui Road, Haidian District, Beijing, PRC	0.4 to 0.8	323,660	September 30, 2022 to September 30, 2025	Four to six years	2.8-10.6	0.106%
Xue Zizhao .	Vice president of capital markets and investments	Room 1, No. 8, Lane 182, Fuxin Road, Yangpu District, Shanghai, PRC	0.8	392,580	March 31, 2024 to November 30, 2025	Date of grant to six years	7.0-17.2	0.129%
Yang Mingqi.	Head of Audio Model Research and Engineering	No. 19, Shangdixinxi Road, Haidian District, Beijing, PRC	0.2 to 0.8	231,779	September 30, 2022 to September 30, 2025	Date of grant to six years	2.8-10.6	0.076%
Zhang Mozhi . .	Algorithm Engineer	Room 3001, No. 19, Lane 758, Siping Road, Shanghai, PRC	0.2	354,600	June 30, 2025	Date of grant	10.8	0.116%
Zhang Qianchuan.	Product Manager	No. 208, Entrance 2, Building No. 44, Haidian Avenue, Haidian District, Beijing, PRC	0.2	390,533	March 31, 2023	Four years	3.8	0.128%
Zheng Nan .	General Counsel	No. 17, Lane 19, Hongcao Road, Xuhui District, Shanghai, PRC	0.2 to 0.8	224,382	September 30, 2024 to November 30, 2025	Date of grant to six years	8.0-17.6	0.073%
Zhuang Jiaqi.	Head of Computing Platform	No. 122, Tianshan Sicun, Changning District, Shanghai, PRC	0.2 to 0.8	580,257	September 30, 2022 to November 30, 2025	Four to six years	2.8-17.2	0.190%

Name of Grantee	Position held at our Company	Address	Exercise Price (US\$ per Share)	Number of Class A Ordinary Shares subject to the options granted	Dates of Grant	Vesting Period	Consideration (US\$ per Share)	Approximate percentage of shareholding immediately following completion of the Global Offering ⁽¹⁾
<i>Consultants</i>								
Zhang Yunan		Flat E, 16/F, Block 2, 25 Tai Hang Drive, Ronsdale Garden, Jardine's Lookout, Hong Kong	0.8	8,471	June 30, 2024 to June 30, 2025	One to four years	7.4-10.2	0.003%
Zeng Qunhong		No. 73, Zhujiiao, Lianqun Village, Luoyang Town, Huian County, Fujian Province, PRC	0.8	33,022	November 30, 2025	Six years	17.2	0.011%
Chen Xiancai		Room 1811, No. 37, Xueyuan Road, Haidian District, Beijing, PRC	0.8	33,022	September 30, 2025	Six years	10.6	0.011%
Cheng Yu		Room 102, No. 72, Runan Street, Huangpu District, Shanghai, PRC	0.8	25,448	June 30, 2023 to June 30, 2024	One to four years	3.8-7.4	0.008%
He Junxian		No. 14, Chaoyang East Road, Tongchuan District, Dazhou, Sichuan Province, PRC	0.8	17,218	March 31, 2024 to March 31, 2025	One to four years	7.0-9.6	0.006%
Lai Xunhao		Yongbu Group 1, Hengkeng Village, Luokou Town, Ningdu County, Ganzhou, Jiangxi Province, PRC	0.8	33,022	September 30, 2025	Six years	10.6	0.011%

Name of Grantee	Position held at our Company	Address	Exercise Price <i>(US\$ per Share)</i>	Number of Class A Ordinary Shares subject to the options granted	Dates of Grant	Vesting Period	Consideration <i>(US\$ per Share)</i>	Approximate percentage of shareholding immediately following completion of the Global Offering ⁽¹⁾
Li Dongxiao		Room 301, Unit 4, Building 1, No. 157 Shuiximen Avenue, Jianye District, Nanjing, PRC	0.8	6,604	September 30, 2025	Six years	10.6	0.002%
Song Yuchen.		No. 1, 16/F, Unit 1, Building 8, No. 42 Dongping Middle Road, Chuanshan District, Suining, Sichuan Province, PRC	0.8	6,604	November 30, 2025	Six years	17.2	0.002%
Wang Xinggang		No. 1037, Luoyu Road, Hongshan District, Wuhan, PRC	0.8	10,649	March 31, 2024 to September 30, 2025	One year	7-10.6	0.003%
Wenren Yuze		No. 5, Qianwenjia, Yongfeng Village, Fengshan Subdistrict, Yuyao, Zhejiang Province, PRC	0.8	6,604	November 30, 2025	Six years	17.2	0.002%
Yan Yuxin		No. 82, Donghe Dongbao Village Area 1, Yaozhai Town, Congtai District, Handan, Hebei Province, PRC	0.8	6,604	November 30, 2025	Six years	17.2	0.002%

Name of Grantee	Position held at our Company	Address	Exercise Price (US\$ per Share)	Number of Class A Ordinary Shares subject to the options granted	Dates of Grant	Vesting Period	Consideration (US\$ per Share)	Approximate percentage of shareholding immediately following completion of the Global Offering ⁽¹⁾
Yao Jinfeng		Room 4108, No. 1 Zhouchengchang Road, Xiangcheng District, Xiangyang, Hubei Province, PRC	0.8	34,173	December 31, 2024 to September 30, 2025	Four to six years	8.6-10.6	0.011%
Yu Bin		Room 402, No. 27, Lane 1880, Longyang Road, Pudong New Area, Shanghai, PRC	0.8	24,026	June 30, 2023 to June 30, 2024	One year	3.8-7.4	0.008%

Note:

(1) Assuming no exercise of the Offer Size Adjustment Option and the Over-allotment Option.

As of the Latest Practicable Date and save as disclosed in the table above, our Company had granted outstanding options under the Pre-IPO Share Incentive Plan to 363 grantees to subscribe for an aggregate of 10,415,395 Class A Ordinary Shares, representing approximately 3.41% of the total issued share capital immediately after completion of the Global Offering (assuming the Offer Size Adjustment Option and the Over-allotment Option are not exercised), among which all options were held by our employees or former employees. These options were granted with nil consideration from September 2022 and November 2025 with exercise prices ranging from US\$0.002 to US\$0.8. The exercise period for all the options is a period from the ending of the vesting period to 10 years after the grant date. The vesting periods of the options range from the date of grant to 6 years from the grant date.

(b) RSUs

As of the Latest Practicable Date, our Company had not grant any share awards under the Pre-IPO Share Incentive Plan.

Dilution Effect and Impact on Earnings per Share

As of the Latest Practicable Date, all Class A Ordinary Shares granted under the Pre-IPO Share Incentive Plan have been held by employee shareholding platforms set up by our Company with independent professional trustee companies. Accordingly, there will not be any dilution effect on the shareholdings of our Shareholders nor any impact on the earnings per share arising from the full vesting or exercise of the outstanding options after Listing.

2. Post-IPO Share Incentive Plan

A summary of the principal terms of the Post-IPO Share Incentive Plan conditionally approved and adopted in compliance with Chapter 17 of the Listing Rules by a Shareholders' resolution dated December 29, 2025 is as follows.

(a) Purpose

The purpose of the Post-IPO Share Incentive Plan is to incentivize and reward the Eligible Participants (as defined below) for their contribution to the Group and to align their interests with that of our Company so as to encourage them to work towards enhancing the value of our Company.

(b) Eligible Participants

The Board (which expression shall, for the purpose of this paragraph, include the Board or such person(s) delegated by the Board) may, at its absolute discretion, offer to grant an option or a share award to subscribe for such number of Class A Ordinary Shares as the Board may determine to (a) an employee (whether full time or part-time) or a director of our Company or any of its subsidiaries (the “**Eligible Employee(s)**”) and (b) a consultant who provides services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are material to the long term growth of the Group (“**Service Provider(s)**”), and (c) directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company (“**Related Entity Participants**”, together with the Eligible Employees and Service Providers hereinafter referred as the “**Eligible Participant(s)**”).

For the avoidance of doubt, Service Providers shall exclude placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, and any professional service providers such as auditors or valuers.

The eligibility of any Eligible Employees shall be determined by the Board from time to time on the basis of the Board's opinion as to, among others, the participant's individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, the length of engagement with the Group and the actual or potential contribution to the development and growth of the Group.

The eligibility of any Service Providers shall be determined by the Board from time to time on the basis of the Board's opinion as to, among others, their contribution to the development and growth of the Group, the prevailing market practice and industry standard, the actual degree of involvement in and/or cooperation with the Group and length of collaborative relationship the Service Providers has established with the Group, and the amount of support, assistance, guidance, advice, efforts and contributions the Service Providers has exerted and given towards the success of the Group, and/or whether the person is regarded as a valuable consultant of the Group, taking into account the knowledge, experience, qualification, expertise and reputation of the Service Providers or other relevant factors (including without limitation technical know-how, market competitiveness, synergy between him/her and the Group and his/her strategic value).

The eligibility of any Related Entity Participant shall be determined by the Board from time to time on the basis of the Board's opinions as to, among others, the positive impacts (including support, assistance, guidance, advice, efforts and/or contributions) brought by, or expected from, the Related Entity Participant on the Group's business development, the actual degree of involvement in and/or cooperation with the Group and length of collaborative relationship the Related Entity Participant has established with the Group, the number, scale and nature of the projects which promote the business, development and growth of the Group in which the Related Entity Participant is involved, whether the Related Entity Participant has referred or introduced opportunities to the Group which have materialised into further business relationships, the materiality and nature of the business relation between the entity where the Related Entity Participant holds office with the Group and his/her contribution to such entity, or such other factors as the Board may at its discretion considers appropriate.

(c) Maximum number of Shares

- (i) Subject to paragraphs (iv) and (v) below, the total number of Class A Ordinary Shares which may be issued and transferred out of treasury upon exercise of all options and share awards to be granted under the Post-IPO Share Incentive Plan shall not in aggregate exceed 6% of the total number of Shares in issue (but excluding any treasury shares) on the day on which trading of the Class A Ordinary Shares commences on the Stock Exchange (the "**Plan Mandate Limit**"). Options and share awards lapsed in accordance with the terms of the Post-IPO Share Incentive Plan will not be counted for the purpose of calculating the Plan Mandate Limit. The Company may issue new Class A Ordinary Shares or utilize treasury shares (if any) to satisfy grants of the options and share awards under the Post-IPO Share Incentive Plan.
- (ii) Subject to paragraph (i) above, within the Plan Mandate Limit, the total number of Class A Ordinary Shares which may be issued upon exercise of all options and share awards to be granted to Service Providers shall not exceed 2% of the total number of Shares in issue (but excluding any treasury shares) on the day on which trading of the Class A Ordinary Shares commences on the Stock Exchange (the "**Service Providers Sublimit**").

- (iii) The Company may seek approval by Shareholders in general meeting for refreshing the Plan Mandate Limit and the Service Providers Sublimit, subject to compliance with the requirements of the Listing Rules.
- (iv) Without prejudice to paragraph (iv) above, our Company may seek separate Shareholders' approval in a general meeting to grant options and/or share awards beyond the Plan Mandate Limit to participants specifically identified by our Company before such approval is sought. In such event, our Company must send a circular to its Shareholders containing a general description of the specified participants, the number and terms of options and/or share awards to be granted, the purpose of granting options and/or share awards to the specified participants with an explanation as to how the terms of the options and/or share awards will serve such purpose and all other information required under the Listing Rules.

(d) Maximum entitlement of a grantee

Where any grant of options or share awards to a participant would result in the Class A Ordinary Shares issued and to be issued upon exercise of all options and/or share awards granted and to be granted to such participant (excluding any options and share awards lapsed in accordance with the terms of the Post-IPO Share Incentive Plan) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue (but excluding any treasury shares), such grant must be separately approved by the Shareholders in general meeting with such participant and his/her close associates (or his/her associates if the participant is a connected person) abstaining from voting. The number and terms (including the exercise price) of options and/or share awards to be granted to such participant must be fixed before Shareholders' approval.

(e) Grant and exercise of options and share awards

The Board or such duly authorized person(s) by the Board may in its absolute discretion specify such event, time limit or conditions (if any) as it thinks fit when making such offer to the Eligible Participants, including, without limitation, conditions as to performance criteria (such as growth rate of revenue, earnings per share and/or total shareholders' return) to be satisfied or achieved by the Eligible Participants and/or our Company and/or the Group which must be satisfied before an option or a share award can be exercised.

An offer of the grant of an option or a share award shall be made to any Eligible Participants by letter in such form as the Board or such duly authorized person(s) by the Board may from time to time determine specifying the number of Class A Ordinary Shares, the vesting period, the subscription price, the option period, the date by which the grant must be accepted and further requiring the Eligible Participants to hold the option or share award on the terms on which it is to be granted and to be bound by the provisions of the Post-IPO Share Incentive Plan. An option or a share award shall be deemed to have been granted and accepted

and to have taken effect when the duplicate letter comprising acceptance of the offer of the grant of the option or share award duly signed by the grantee within the time period specified in the offer of the grant of the option or share award.

An option or a share award granted hereunder but not yet vested shall be personal to relevant grantee to whom it is made and shall not be assignable or transferable and no grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest (legal or beneficial) in favor of any other person over or in relation to any option or share award, or enter into any agreement to do so, except for when a waiver is obtained from the Stock Exchange and express written consent is obtained from the Board. Where the Eligible Participant is a corporate entity, any change of its controlling shareholder or any substantial change in its management (which is to be determined by the Board) will be deemed to be a sale or transfer of interest. Any breach of the foregoing by the grantee shall entitle our Company to cancel any outstanding entitlement of such grantee.

An option may be exercised in accordance with the terms of the Post-IPO Share Incentive Plan at any time during a period to be determined and notified by the Board to each grantee, which period may commence on a day falling at least 12 months after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date on which an option is offered to a participant, subject to the provisions for early termination under the Post-IPO Share Incentive Plan. The minimum period for which an option or a share award must be held before it can be vested or exercised (if applicable) shall be 12 months from the date of grant of such option or share award, except that any options or share awards granted to an Eligible Employee may be subject to a short vesting period, including where:

- (i) grants of “make-whole” options or a share awards to new Eligible Employee(s) to replace options or share awards such Eligible Participant(s) forfeited when leaving their previous employers;
- (ii) grants to an Eligible Participant whose employment is terminated due to death or disability or event of force majeure;
- (iii) grants of options or share awards which are subject to fulfilment of performance targets as determined in the conditions of his/her grant;
- (iv) grants of options or share awards the timing of which is determined by administrative or compliance requirements, in which case the vesting date may be adjusted to take account of the time from which the options or share awards would have been granted if not for such administrative or compliance requirements;
- (v) grants of options or share awards with a mixed vesting schedule such as the options or share awards vest evenly over a period of 12 months; and

- (vi) grants of options or share awards with a total vesting of more than 12 months, such as where the options or share awards may vest by several batches with the first batch to vest within 12 months of the grant date and the last batch to vest 12 months after the date of grant of such options or share awards.

(f) Subscription price

The amount payable for each Class A Ordinary Share to be subscribed for under an option (the “**Subscription Price**”) in the event of the option being exercised shall be determined by the Board or such duly authorized person(s) by the Board at its absolute discretion, which shall be not less than the highest of:

- (i) the nominal value of a Class A Ordinary Share;
- (ii) the closing price of the Class A Ordinary Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant, which must be a business day; and
- (iii) the average closing price of the Class A Ordinary Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant.

The amount payable for each Class A Ordinary Share to be subscribed for under a share award (the “**Purchase Price**”) shall be determined by the Board or such duly authorized person(s) by the Board at its absolute discretion, based on considerations such as the prevailing closing price of the Class A Ordinary Shares, the purpose of the share award and the contribution of the Eligible Participant.

(g) Options and share awards granted to connected persons

- (i) Any grant of options or share awards to a director, chief executive or substantial shareholder of the Company, or any of their associates must be approved by the independent non-executive Director (excluding any independent non-executive Director who is the grantee of the options or share awards). Any grant of options or share awards to a director who is a WVR Beneficiary shall subject to prior recommendation of the Corporate Governance Committee under Rule 8A.30(4) of the Listing Rules.
- (ii) Where any grant of share awards (excluding grant of options) to a director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the shares issued and to be issued in respect of all share awards granted (excluding any share awards lapsed in accordance with the terms of the Post-IPO Share Incentive Plan) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over

0.1% of the total number of Shares in issue (but excluding any treasury shares), such further grant of share awards must be approved by the Shareholders at a general meeting of our Company, with voting to be taken by way of poll.

- (iii) Where any grant of options or share awards to an independent non-executive Director or a substantial shareholder of our Company or any of their respective associates would result in the Shares issued and to be issued in respect of all options and awards granted (excluding any options lapsed in accordance with the terms of the Post-IPO Share Incentive Plan) under the Post-IPO Share Incentive Plan and any other plans of our Company to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the total number of Shares in issue (but excluding any treasury shares), such further grant of options or share awards must be approved by the Shareholders at a general meeting of our Company, with voting to be taken by way of poll.

Our Company shall send a circular to the Shareholders containing all information as required under the Listing Rules in this regard. The grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of our Company shall abstain from voting (except where any core connected person intends to vote against the proposed grant and his/her intention to do so has been stated in the aforesaid circular). Any change in the terms of an option or a share award granted to a Director, a chief executive, a substantial shareholder of our Company or an independent non-executive Director or any of their respective associates is also required to be approved by Shareholders in the aforesaid manner if the initial grant of the options or share awards requires such approval.

(h) Restriction of grant of options and share awards

No option or share awards shall be offered or granted:

- (i) to Directors or any other Eligible Participant after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision, until (and including) the trading day after the relevant price sensitive or inside information has been announced in accordance with the applicable provisions of law or the Listing Rules;
- (ii) to any Eligible Participant during the period commencing one month immediately before the following (whichever is earlier):
 - (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's annual, quarterly (if any) or half-yearly results; and
 - (b) the deadline for our Company to publish an announcement of its annual, quarterly (if any) or half-yearly results;

and ending on the date of the results announcement. No option or share award shall be granted during any period of delay in the publication of a results announcement;

(iii) to any Director (except where the Subscription Price is to be determined by the Board or such duly authorized person(s) by the Board at the time of exercise of the option):

(a) during the period of 60 days immediately preceding the publication of the annual results of our Company or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; or

(b) during the period of 30 days immediately preceding the publication of the quarterly (if any) or half-yearly results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

(i) Lapse of options and share awards

Any option or share award shall elapse automatically and not be exercisable on the earliest of:

(i) the expiry of the option period or other applicable exercisable periods under the Post-IPO Share Incentive Plan;

(ii) the expiry of the periods or the occurrence of the relevant event referred to in paragraphs (1)(i) and (1)(iii) below;

(iii) subject as provide in the Post-IPO Share Incentive Plan, the date of the commencement of the winding-up of our Company;

(iv) the date on which the grantee commits a breach of relevant clauses that rights are personal to the grantee; or

(v) the occurrence or non-occurrence of any event, expiry of any period, or non-satisfaction of any condition, as specified in the letter containing the offer or grant of the relevant option or share award.

(j) Voting and dividend rights

No grantee shall enjoy any of the rights of a Shareholder (including but not limited to voting, dividend, transfer rights or any other rights attached to a Class A Ordinary Share) by virtue of the grant of an option or a share award pursuant to the Post-IPO Share Incentive Plan,

unless and until the registration of the grantee (or such other person as may succeed to the grantee's title by operation of applicable laws and in compliance with the terms of the Post-IPO Share Incentive Plan) as the holder thereof, unless the Board determines otherwise at its discretion.

For the avoidance of doubt, the trustee holding unvested Class A Ordinary Shares under the Post-IPO Share Incentive Plan, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

(k) Effects of alterations in the capital structure of our Company

In the event of a capitalization issue, rights issue, subdivision or consolidation of Class B Ordinary Shares or reduction of capital of our Company whilst an option or a share award remains outstanding, such corresponding adjustment (if any) certified by the auditors for the time being of or an independent financial adviser to our Company as fair and reasonable will be made to (a) the number of Class A Ordinary Shares to which the option or the share award relates, so far as outstanding, and/or (b) the Subscription Price of any outstanding option and the Purchase Price of any share awards, provided that (i) any such alteration shall give a grantee the same proportion of the issued share capital (rounded to the nearest whole Class A Ordinary Share) to which the grantee was entitled prior to such alteration; (ii) any such adjustments shall be made on the basis that the aggregate Subscription Price and Purchase Price payable by a grantee on the full exercise of any option or share award shall remain as nearly as possible the same as it was before such event; and (iii) no adjustment shall be made the effect of which would be to enable a Class A Ordinary Share to be issued at less than its nominal value. In addition, in respect of any such adjustments, other than any adjustment made on a capitalization issue, such auditors or independent financial adviser must confirm to the Board in writing that the adjustments comply with the relevant provisions of the Listing Rules (or any guideline or supplementary guideline as may be issued by the Stock Exchange from time to time).

(l) Rights on ceasing employment, death, or dismissal

Unless otherwise determined by the Board,

- (i) if the grantee of an option or a share award is an employee and ceases to be an employee for any reason other than death, or for serious misconduct or other grounds referred to in sub-paragraph (iii) below before exercising his/her option or share award in full, the option or share award (to the extent not already exercised) will lapse automatically on the date of cessation of his/her employment or engagement with the Group.

- (ii) if the grantee of an option or a share award is an employee and ceases to be an employee by reason of his/her death, before exercising the option or share award in full, his/her legal personal representative(s), or, as appropriate, the grantee may exercise the option or share award (to the extent not already exercised) in whole or in part within a period of 12 months following the date of death of the grantee.
- (iii) if the grantee of an option or a share award is an employee and ceases to be an employee by reason that he has been guilty of serious misconduct or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offense involving his/her integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his/her employment summarily, his/her option or share award will lapse automatically on the date of cessation of his/her employment with the Group.

(m) Rights on takeover and plans of compromise or arrangement

If a general or partial offer (whether by way of take-over offer, share repurchase offer or otherwise in like manner other than by way of a plan of arrangement) is made to all the holders of Class A Ordinary Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror) our Company shall use its best endeavors to procure that such offer is extended to all the grantees (on the same terms mutatis mutandis, and assuming that they will become, by the exercise in full of the options and/or share awards granted to them, Shareholders of our Company), and the Board shall at their sole discretion determine whether the vesting date of any options or share awards will be accelerated. If such offer becomes or is declared unconditional, the grantee (or his/her legal personal representative(s)) shall be entitled to exercise the grantee's outstanding entitlement in full at any time within 14 days after the date on which such general offer becomes or is declared unconditional.

(n) Rights on a voluntary winding-up

In the event of an effective resolution being passed for the voluntary winding-up of our Company or an order of the court being made for the winding-up of our Company, notice thereof shall be given by our Company to grantees with options and/or share awards outstanding in full or in part at such date. If a grantee immediately prior to such event had any outstanding entitlement, the grantee (or his legal personal representative(s)) may by notice in writing to our Company within 21 days after the date of such resolution elect to be treated as if the entitlement had been exercised immediately before the passing of such resolution either to its full extent or to the extent specified in the notice, such notice to be accompanied by a remittance for the full amount of the aggregate Subscription Price or Purchase Price for the Class A Ordinary Shares in respect of which the notice is given, whereupon the grantee shall be duly transferred with the relevant Class A Ordinary Shares (or treated as such by our

Company) and entitled to receive out of the assets available in the liquidation pari passu with the holders of Class A Ordinary Shares such sum as would have been received in respect of the Shares that are the subject of such election.

(o) Ranking of Shares

The Class A Ordinary Shares underlying the options and the share awards to be allotted and issued, or transferred (in the case of any treasury shares), will be subject to all the provisions of the Articles of Association of our Company for the time being in force and will rank pari passu with the fully paid Class A Ordinary Shares in issue on the date on which such Class A Ordinary Shares are registered in the name of the Eligible Participants on the Company's register of members and accordingly will entitle the holders to participate in all dividends and other distributions paid or made on or after the date on which such Class A Ordinary Shares are registered in the name of the Eligible Participants on the Company's register of members other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor falls before the date of such transfer.

(p) Duration

The Post-IPO Share Incentive Plan shall be valid and effective for a period of 10 years commencing on the date when the Post-IPO Share Incentive Plan becomes unconditional, after which period no further options or share awards will be granted by the provisions of the Post-IPO Share Incentive Plan, but the provisions of the Post-IPO Share Incentive Plan shall remain in full force and effect to the extent necessary to give effect to the exercise of any options or share awards granted prior thereto or otherwise as may be required in accordance with the provisions of the Post-IPO Share Incentive Plan.

(q) Alteration of the Plan

The Board may subject to the rules of the Post-IPO Share Incentive Plan amend any of the provisions of the Post-IPO Share Incentive Plan at any time (but not so as to affect adversely any rights which have accrued to any grantee at that date).

Any alterations to the terms and conditions of the Post-IPO Share Incentive Plan which are of a material nature, and any change to the terms of any options or share awards granted to the advantage of Eligible Participants, shall be subject to the approval of the Shareholders in general meeting and, where required under the Listing Rules, the Stock Exchange.

Any change to the terms of options or share awards granted to an Eligible Participant must be approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the options or share

awards was approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders (as the case may be). Such requirement does not apply where the alterations take effect automatically under the existing terms of the Post-IPO Share Incentive Plan.

(r) Cancellation of options and share awards

Any cancellation of options or share awards granted may be effected on such terms as may be agreed with the relevant grantee, as the Board may in its absolute discretion sees fit and in a manner that complies with all applicable legal requirements for such cancellation. Where our Company cancels options and/or share awards granted to a participant and makes a new grant to the same participant, such new grant may only be made under the Post-IPO Share Share Incentive Plan with available Plan Mandate Limit approved by the Shareholders. The options or share awards canceled will be regarded as utilized for the purpose of calculating the Plan Mandate Limit.

(s) Clawback

The Board may, at its absolute discretion, determine such malus and/or clawback provisions to be applied to an option and a share award or an offer of grant so as to provide, upon the occurrence of the applicable malus and/or clawback event(s) such as serious misconduct, a material misstatement in our Company's financial statements and fraud and the Company shall the right to recourse to the relevant grantee (i) to claw back all proceeds generated from the options and share awards, or (ii) by seizing or forfeiting all vested Class A Ordinary Shares issued as a result of exercising options granted. If the Board exercises its discretion under this paragraph, it will give the relevant grantee written notice of such determination and the Board's interpretation of and determination pursuant to this paragraph shall be final, conclusive and binding.

(t) Termination

Our Company by resolution in general meeting or the Board may at any time terminate the operation of the Post-IPO Share Incentive Plan and in such event no further options or share awards will be offered but the provisions of the Post-IPO Share Incentive Plan shall remain in full force in all other respects. All options and share awards granted prior to such termination shall continue to be valid and exercisable in accordance with the terms of the Post-IPO Share Incentive Plan.

(u) Value of option and share awards

Our Directors consider it inappropriate to disclose the value of options and/or share awards which may be granted under the Post-IPO Share Incentive Plan as if they had been granted as of the Latest Practicable Date. Any such valuation will have to be made on the basis of a certain option and/or share awards pricing model or other method that depends on various assumptions including the exercise price, the exercise period, interest rate, expected volatility

and other variables. As no options or share awards have been granted, certain variables are not available for calculating the value of options or share awards. Our Directors believe that any calculation of the value of options and share awards granted as of the Latest Practicable Date would be based on a number of speculative assumptions that are not meaningful and would be misleading to investors.

(v) General

As of the Latest Practicable Date, no options or share awards had been granted or agreed to be granted under the Post-IPO Share Incentive Plan.

E. OTHER INFORMATION

1. Litigation

As of the Latest Practicable Date, we are not aware of any other litigation or arbitration proceedings of material importance pending or threatened against us or any of our Directors that could have a material adverse effect on our financial condition or results of operations.

2. No Material Adverse Change

The Directors confirm that there has been no material change in the financial or trading position or prospects of our Group since September 30, 2025 (being the date to which the latest audited consolidated financial statements of our Group were prepared) and up to the date of this Prospectus.

3. The Joint Sponsors

Each of the Joint Sponsors is independent from our Company pursuant to Rule 3A.07 of the Listing Rules. The fee payable by our Company to each of the Joint Sponsors to act as sponsor to our Company in connection with the Global Offering is US\$1 million in total.

4. Preliminary expenses

We have not incurred any material preliminary expenses.

5. Promoter

Our Company has no promoter for the purpose of the Listing Rules.

6. Qualification of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this Prospectus:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO 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) of the regulated activities as defined under the SFO
UBS Securities Hong Kong Limited	A licensed corporation under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) of the regulated activities as defined under the SFO
Jingtian & Gongcheng	Legal advisor to our Company as to PRC laws (including as to matters concerning data compliance in the PRC)
ZwillGen PLLC	Legal advisor to our Company as to U.S. data compliance matters
Shook Lin & Bok LLP	Legal advisor to our Company as to Singapore laws (including as to matters concerning data compliance in Singapore)
Maples and Calder (Hong Kong) LLP . . .	Legal advisor to our Company as to Cayman Islands laws
Hogan Lovells International LLP	Legal advisor to our Company as to international sanctions laws
Ernst & Young	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
China Insights Industry Consultancy Limited	Industry consultant

7. Consent of Experts

Each of the experts named above has given and has not withdrawn its respective written consent to the issue of this Prospectus with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this Prospectus in the form and context in which it is respectively included.

8. Binding Effect

This Prospectus shall have the effect, if an application is made in pursuance of this Prospectus, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

9. Bilingual prospectus

The English and Chinese language versions of this Prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

F. MISCELLANEOUS

Save as otherwise disclosed in this Prospectus:

- (a) within the two years preceding the date of this Prospectus: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) there are no arrangements under which future dividends are waived or agreed to be waived;
- (e) 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;

- (f) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (g) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong; and
- (h) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought.

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to the copy of this Prospectus delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

- (a) the written consents referred to in the section headed “Statutory and General Information — E. Other Information — 7. Consent of Experts” in Appendix IV to this Prospectus; and
- (b) a copy of each of the material contracts referred to in the section headed “Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts” in Appendix IV to this Prospectus.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the Company’s website (<https://www.minimaxi.com>) and the Stock Exchange’s website (<https://www.hkexnews.hk>) up to and including the date which is 14 days from the date of this Prospectus:

- (a) the Memorandum and Articles of Association of our Company;
- (b) the Accountant’s Report from Ernst & Young, the text of which is set out in Appendix I to this Prospectus;
- (c) the report on the unaudited pro forma financial information from Ernst & Young, the text of which is set out in Appendix II to this Prospectus;
- (d) the audited consolidated financial statements of our Company for the three financial years ended December 31, 2022, 2023 and 2024 and the nine months ended September 30, 2025;
- (e) the legal opinion issued by Jingtian & Gongcheng, our PRC Legal Advisor in respect of general matters and property interests of our Group in the PRC;
- (f) the legal opinion issued by Jingtian & Gongcheng, our PRC Legal Advisor in respect of data compliance matters in the PRC;
- (g) the legal opinion issued by ZwillGen PLLC, our legal advisor as to U.S. data compliance matters, summarizing the legal advice in respect of data compliance matters in the U.S.;
- (h) the legal opinion issued by Shook Lin & Bok LLP, our legal advisor as to the laws of Singapore, summarizing the legal advice in respect of Singapore laws, including matters concerning data compliance in Singapore;

- (i) the letter of advice from Maples and Calder (Hong Kong) LLP, our legal advisor as to the laws of the Cayman Islands, summarizing certain aspects of the Cayman Companies Act referred to in Appendix III to this Prospectus;
- (j) the memorandum of advice prepared by Hogan Lovells International LLP, our legal advisor as to international sanctions laws, summarizing the legal advice in respect of international sanctions laws;
- (k) the report issued by China Insights Industry Consultancy Limited, a summary of which is set forth in the section headed “Industry Overview”;
- (l) the material contracts referred to in the section entitled “Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts” in Appendix IV to this Prospectus;
- (m) the written consents referred to in the section entitled “Statutory and general information — E. Other Information — 7. Consent of Experts” in Appendix IV to this Prospectus;
- (n) the service contracts and the letters of appointment with our Directors referred to in the section headed “Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders — 2. Particulars of Service Contracts” in Appendix IV to this Prospectus;
- (o) the terms of the Pre-IPO Share Incentive Plan and Post-IPO Share Incentive Plan; and
- (p) the Cayman Companies Act.

DOCUMENT AVAILABLE FOR INSPECTION

A copy of a list of grantees under the Pre-IPO Share Incentive Plan, containing all details as required under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, will be available for inspection at the office of Davis Polk & Wardwell at 10/F, The Hong Kong Club Building, 3A Chater Road, Central, Hong Kong during normal business hours up to and including the date which is 14 days from the date of this Prospectus.



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