



# 深圳市兆威機電股份有限公司

Shenzhen Zhaowei Machinery & Electronics Co., Ltd.


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

Stock Code : 2692

## GLOBAL OFFERING



Joint Sponsors, Sponsor-Overall Coordinators, Overall Coordinators,  
Joint Global Coordinators and Joint Bookrunners

**CMS**  **招商證券國際**

**Deutsche Bank** 

Overall Coordinators, Joint Global Coordinators and Joint Bookrunners

 **CITIC SECURITIES**

## IMPORTANT

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



**Shenzhen Zhaowei Machinery & Electronics Co., Ltd.**

**深圳市兆威機電股份有限公司**

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

### Global Offering

Number of Offer Shares under the Global Offering	: 26,748,300 H Shares
Number of Hong Kong Offer Shares	: 2,674,900 H Shares (subject to reallocation)
Number of International Offer Shares	: 24,073,400 H Shares (subject to reallocation)
Maximum Offer Price	: HK\$73.68 per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application and subject to refund)
Nominal value	: RMB1.0 per H Share
Stock code	: 2692

*Joint Sponsors, Sponsor-Overall Coordinators, Overall Coordinators,  
Joint Global Coordinators and Joint Bookrunners*



**招商證券國際**



*Overall Coordinators, Joint Global Coordinators and Joint Bookrunners*



**CITIC SECURITIES**

### Joint Bookrunners



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

A copy of this prospectus, having attached thereto the documents specified in "Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display—1. Documents Delivered to the Registrar of Companies" in Appendix V has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (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 documents referred to above.

The Offer Price is expected to be fixed by agreement between the Overall Coordinators (for themselves and on behalf of the Underwriters), and our Company on or around Thursday, March 5, 2026, but in any event no later than 12:00 noon on Thursday, March 5, 2026. The Offer Price will be not more than HK\$73.68 per Offer Share. If, for any reason, the Overall Coordinators (for themselves and on behalf of the Underwriters), and our Company are unable to reach an agreement on the Offer Price by 12:00 noon on Thursday, March 5, 2026, the Global Offering will not become unconditional and will lapse immediately. Applicants for Hong Kong Offer Shares may be required to pay, on application (subject to application channels), the maximum Offer Price of HK\$73.68 per Hong Kong Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%, subject to refund if the Offer Price should be less than HK\$73.68 per Hong Kong Offer Share.

The Overall Coordinators (for themselves and on behalf of the Underwriters), may, with consent of our Company, reduce the number of Hong Kong Offer Shares at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Hong Kong Offer Shares will be published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company at <http://www.szzhaowei.net> as soon as practicable but in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. For further information, please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Offer Shares, are subject to termination by the Overall Coordinators (for themselves and on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Further details of such circumstances are set out in the section headed "Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Grounds for Termination." It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, pledged or transferred within the United States, except pursuant to an available exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S.

### 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 Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at <http://www.szzhaowei.net>.

If you require a printed copy of this prospectus, you may download and print from the website addresses above.

February 27, 2026

## IMPORTANT

### IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

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This prospectus is available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at <http://www.szzhaowei.net>. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
HK eIPO White Form service	<a href="http://www.hkeipo.hk">www.hkeipo.hk</a>	Investors who would like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Friday, February 27, 2026 to 11:30 a.m. on Wednesday, March 4, 2026, Hong Kong time. The latest time for completing full payment of application monies will be 12:00 noon on Wednesday, March 4, 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	Investors who would <u>not</u> like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant’s stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

## IMPORTANT

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

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

Please refer to the section headed “How to apply for Hong Kong Offer Shares” for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **HK eIPO White Form** service or the **HKSCC EIPO** channel must be for a minimum of 100 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 H Shares you have selected. You must pay the respective maximum amount payable on application in full upon application for Hong Kong Offer Shares. If you are applying through the **HKSCC EIPO** channel, you are required to prefund 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 <sup>(2)</sup> on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/ successful allotment
	HK\$		HK\$		HK\$		HK\$
100	7,442.31	2,500	186,057.66	30,000	2,232,691.89	600,000	44,653,837.68
200	14,884.61	3,000	223,269.19	40,000	2,976,922.51	700,000	52,096,143.95
300	22,326.92	3,500	260,480.72	50,000	3,721,153.15	800,000	59,538,450.25
400	29,769.23	4,000	297,692.25	60,000	4,465,383.77	900,000	66,980,756.52
500	37,211.53	4,500	334,903.78	70,000	5,209,614.40	1,000,000	74,423,062.80
600	44,653.84	5,000	372,115.31	80,000	5,953,845.02	1,100,000	81,865,369.08
700	52,096.14	6,000	446,538.38	90,000	6,698,075.65	1,200,000	89,307,675.35
800	59,538.45	7,000	520,961.44	100,000	7,442,306.28	1,337,400 <sup>(1)</sup>	99,533,404.19
900	66,980.76	8,000	595,384.49	200,000	14,884,612.55		
1,000	74,423.06	9,000	669,807.56	300,000	22,326,918.85		
1,500	111,634.59	10,000	744,230.63	400,000	29,769,225.12		
2,000	148,846.13	20,000	1,488,461.26	500,000	37,211,531.40		

(1) Maximum number of Hong Kong Offer Shares you may apply for and this is approximately 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.

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



## EXPECTED TIMETABLE

*If there is any change in the following expected timetable of the Hong Kong Public Offering, our Company will issue an announcement to be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company at <http://www.szzhaowei.net>.*

**Date<sup>(1)</sup>**

Hong Kong Public Offering commences ..... 9:00 a.m. on  
Friday, February 27, 2026

Latest time to complete electronic applications under the  
**HK eIPO White Form** service through the designated  
website at [www.hkeipo.hk](http://www.hkeipo.hk)<sup>(2)</sup> ..... 11:30 a.m. on  
Wednesday, March 4, 2026

Application lists of the Hong Kong Public Offering open<sup>(3)</sup> ..... 11:45 a.m. on  
Wednesday, March 4, 2026

Latest time to (a) complete payment of **HK eIPO White Form**  
applications by effecting internet banking transfer(s) or  
PPS payment transfer(s) and (b) give  
**electronic application instructions** to HKSCC<sup>(4)</sup> ..... 12:00 noon on  
Wednesday, March 4, 2026

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

Application lists of the Hong Kong Public Offering close<sup>(3)</sup> ..... 12:00 noon on  
Wednesday, March 4, 2026

Expected Price Determination Date<sup>(5)</sup> ..... at or before 12:00 noon on  
Thursday, March 5, 2026

Announcement of the final Offer Price, the results of applications  
in the Hong Kong Public Offering, the level of indications of  
interest in the International Offering and the basis of allocation  
of the Hong Kong Offer Shares under the Hong Kong Public  
Offering to be published on the website of the Stock Exchange  
at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company  
at <http://www.szzhaowei.net><sup>(6)</sup> ..... at or before 11:00 p.m. on  
Friday, March 6, 2026

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## EXPECTED TIMETABLE

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

- (1) A full announcement of the Hong Kong Public Offering to be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company at <http://www.szzhaowei.net><sup>(6)</sup> .....no later than 11:00 p.m. on Friday, March 6, 2026
- (2) Results of allocations in the Hong Kong Public Offering will be available at [www.hkeipo.hk/IPOResult](http://www.hkeipo.hk/IPOResult) (or [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result)) with a “search by ID” function on a 24-hour basis from .....11:00 p.m. on Friday, March 6, 2026 to 12:00 midnight on Thursday, March 12, 2026
- (3) Allocation results telephone enquiry line by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m from ..... Monday, March 9, 2026 to Thursday, March 12, 2026 (excluding Saturday, Sunday and public holidays in Hong Kong)

Deposit of H Share certificates into CCASS in respect of wholly or partially successful application under the Hong Kong Public Offering on ..... Friday, March 6, 2026

Dispatch of H Share certificates in respect of wholly or partially successful applications pursuant to the Hong Kong Public Offering on or before<sup>(7)(9)</sup> .....Friday, March 6, 2026

Dispatch **HK eIPO White Form** e-Auto Refund payment instructions/refund cheques 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 pursuant to the Hong Kong Public Offering on or before<sup>(8)(9)</sup> .....Monday, March 9, 2026

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

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

(2) You will not be permitted to submit your application under the **HK eIPO White Form** service or through the designated website at [www.hkeipo.hk](http://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 “black” rainstorm warning or a tropical cyclone warning signal number 8 or above and/or Extreme Conditions in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Wednesday, March 4, 2026, the application lists will not open or close on that day. Please refer to the paragraphs headed “How to Apply for Hong Kong Offer Shares—E. SEVERE WEATHER ARRANGEMENTS” in this prospectus.

(4) Applicants who apply for Hong Kong Offer Shares through **HKSCC EIPO** channel by instructing your **broker** or **custodian** to give **electronic application instruction(s)** to HKSCC through HKSCC's FINI system should refer to the section headed “How to Apply for Hong Kong Offer Shares—A. APPLICATION FOR HONG KONG OFFER SHARES—2. Application Channels” in this prospectus.

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## EXPECTED TIMETABLE

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- (5) The Price Determination Date is expected to be on or before Thursday, March 5, 2026 and in any event, not later than 12:00 noon on Thursday, March 5, 2026. If, for any reason, the Offer Price is not agreed between the Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company by 12:00 noon on Thursday, March 5, 2026, the Global Offering will not proceed and will lapse.
- (6) None of the websites or any of the information contained on the websites forms part of this prospectus.
- (7) H Share certificates for the Offer Shares will 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.
- (8) **HK eIPO White Form** e-Auto Refund payment instructions/refund cheques 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 cheque, 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 cheque. Inaccurate completion of an applicant’s identification document number may invalidate or delay encashment of the refund cheque.
- (9) Applicants being individuals who are eligible for personal collection may not authorize any other person to collect on their behalf. If you are a corporate applicant which is eligible for personal collection, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation’s chop. Both individuals and authorized representatives must produce evidence of identity acceptable to our H Share Registrar at the time of collection.

Applicants who have applied for Hong Kong Offer Shares through **HKSCC EIPO** channel should refer to the paragraphs headed “How to Apply for Hong Kong Offer Shares—D. DESPATCH/COLLECTION OF H SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES” in this prospectus 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 favour of the applicant (or, in the case of joint applications, the first-named applicant), by ordinary post at their own risk.

The above expected timetable is a summary only. Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in this prospectus for details of the structure and conditions of the Global Offering, as well as the application procedures for Hong Kong Public Offering.

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

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## CONTENTS

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*This prospectus is issued by our Company solely in connection with the Hong Kong Public Offering and the Hong Kong Offer Shares and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares offered by this prospectus pursuant to the Hong Kong Public Offering. This prospectus may not be used for the purpose of marketing, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong and no action has been taken to permit the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus 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 Underwriters, the Capital Market Intermediaries, any of our or their respective directors or any other person or party involved in the Global Offering.*

	<i>Page</i>
<b>Expected Timetable</b> . . . . .	iv
<b>Contents</b> . . . . .	vii
<b>Summary</b> . . . . .	1
<b>Definitions</b> . . . . .	15
<b>Glossary</b> . . . . .	25
<b>Forward-Looking Statements</b> . . . . .	28
<b>Risk Factors</b> . . . . .	30
<b>Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance</b> . . . . .	62
<b>Information about this Prospectus and the Global Offering</b> . . . . .	74
<b>Directors and Parties Involved in the Global Offering</b> . . . . .	78
<b>Corporate Information</b> . . . . .	85
<b>Industry Overview</b> . . . . .	87
<b>Regulatory Overview</b> . . . . .	100
<b>History, Development and Corporate Structure</b> . . . . .	115

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## CONTENTS

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<b>Business</b> .....	124
<b>Relationship with Our Controlling Shareholders</b> .....	194
<b>Directors and Senior Management</b> .....	198
<b>Substantial Shareholders</b> .....	211
<b>Share Capital</b> .....	213
<b>Financial Information</b> .....	216
<b>Cornerstone Investors</b> .....	266
<b>Future Plans and Use of Proceeds</b> .....	276
<b>Underwriting</b> .....	282
<b>Structure of the Global Offering</b> .....	294
<b>How to Apply for Hong Kong Offer Shares</b> .....	302
<b>Appendix I — Accountants' Report</b> .....	I-1
<b>Appendix IIA — Unaudited Pro Forma Financial Information</b> .....	IIA-1
<b>Appendix IIB — Profit Estimate</b> .....	IIB-1
<b>Appendix III — Summary of Articles of Association</b> .....	III-1
<b>Appendix IV — Statutory and General Information</b> .....	IV-1
<b>Appendix V — Documents Delivered to the Registrar of Companies in Hong Kong and Available On Display</b> .....	V-1



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## SUMMARY

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*This summary aims to give you an overview of the information contained in this prospectus and should be read in conjunction with the full text of 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, including our financial statements and the accompanying notes, before you decide to invest in the Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in “Risk Factors” in this prospectus. You should read that section carefully before you decide to invest in the Offer Shares.*

### OVERVIEW

We are the No. 1 provider of integrated micro transmission and drive system products in China and No. 4 provider globally as measured by revenue in 2024, according to the F&S Report, with a respective market share of 3.9% and 1.4%. The global integrated micro transmission and drive systems market is highly fragmented, according to the F&S Report. We design, manufacture and sell micro transmission and drive systems products along with the components that support these systems, mainly to customers located in the PRC and, to a lesser extent, overseas. Our products enable these industries to explore what is possible in precision, efficiency and control. With respect to types of products, we provide micro transmission and drive systems and precision components, as well as customized molds based on specific customer requirements. Micro transmission and drive systems are highly integrated systems delivered to customers, typically consisting of (1) the transmission system, as the functional core essential to each product offered to our customers; and (2) the micro motor system and/or (3) electronic control system, as the other functional modules requested by the customers for each product. These three functional systems are combined into one consolidated system to transform and transmit the power supplied by the power source to the actuator, thereby performing critical functions including power transmission, control, speed variation, and direction reversal. Precision components are the key supporting injection-molded parts for micro transmission and drive systems. These precision components come in extremely varied product forms in terms of sizes, shapes, complexity and application settings and are unstandardized. For details of the types of products offered, as well as explanations about their key applications in each business line, see “Business—Our Principal Products.”

We are dedicated to driving our development through our tri-integrated strategy, which synergizes transmission systems, micro motor systems and electronic control systems into a unified framework. This framework is designed to meet the increasingly stringent demands of the intelligent era for system integration, rapid responsiveness and spatial efficiency in micro drive applications. By deeply fusing these three systems, we achieve drive control within a compact footprint, enabling us to address the market’s growing requirements for precision, miniaturization and intelligent functionality, and to continuously advance the development of micro drive technologies. As of September 30, 2025, we possessed 405 relevant patents, ranking No. 1 in China’s integrated micro transmission and drive system industry. We primarily provide integrated micro transmission and drive system products tailored to the specific needs of high-growth industry verticals, ranging from intelligent automotive, consumer technology, healthcare technology and advanced industrial manufacturing to embodied robotics, where we have built deep technical expertise and long-standing customer partnerships. We focus on these sectors, as they are undergoing structural transformation through intelligent, automated and miniaturized technologies.

We operate in a rapidly expanding industry. China’s integrated micro transmission and drive system market increased from RMB20.3 billion in 2020 to RMB33.2 billion in 2024 at a CAGR of 13.0%, according to the F&S Report. The growth is expected to accelerate further, reaching RMB72.6 billion by 2029 at a projected CAGR of 17.3% from 2025 to 2029, driven by industrial upgrades and technological progress. Meanwhile, as a highly interdisciplinary field, integrated micro transmission and drive systems require high precision, rigorous customer certification and significant capital investment in R&D.

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## SUMMARY

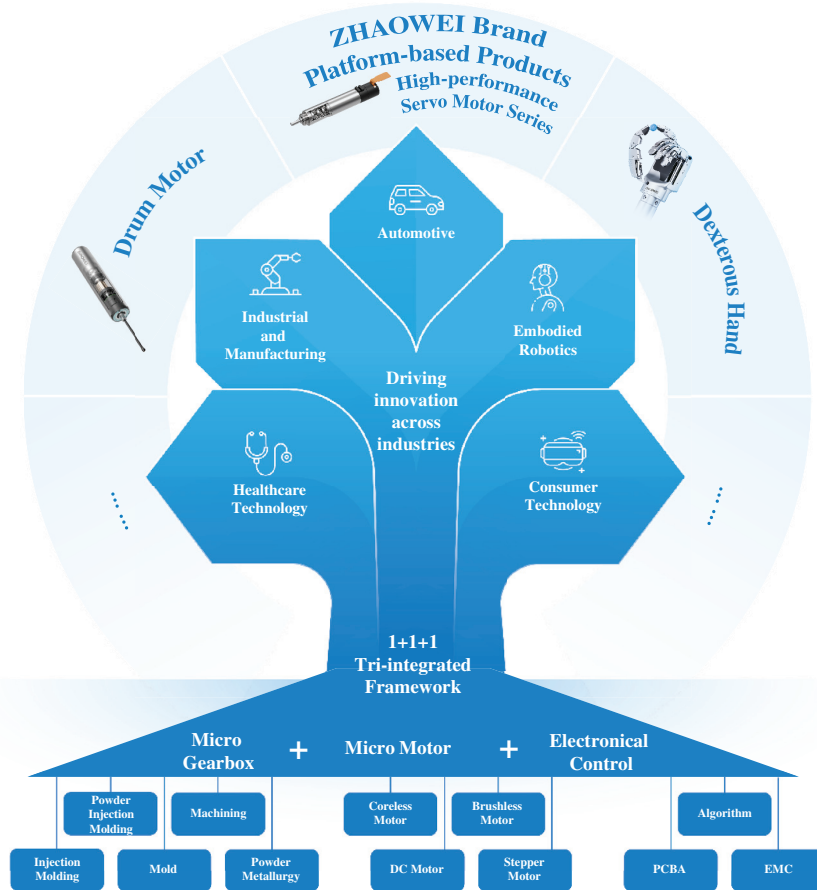
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We believe we are well-positioned to capture the enormous market opportunities. Since our founding in 2001, we have remained committed to a technology path focused on precision, miniaturization and ultra-thin. We established early mover advantage in automotive electronics, having entered the global supply chain of the world's largest automotive components supplier according to the F&S Report since the commencement of business relationship in 2011. Over the past decades, we have developed crucial techniques spanning plastic injection molding, powder metallurgy, metal powder injection molding and precision metal machining, and successfully developed full-chain capabilities covering mold design, core parts manufacturing and integrated drive system development. Leveraging our tri-integrated framework, we deeply integrate transmission systems, micro motor systems and electronic control systems to deliver drive control within compact product dimensions. We developed China's smallest  $\Phi 3.4\text{mm}$  micro transmission system; we are the world's first company to mass-produce micro transmission systems under  $\Phi 6\text{mm}$  with high quality and efficiency; we have also achieved a technological breakthrough in our  $\Phi 4\text{mm}$  brushless coreless motor and now possess the capability for mass production.

Our tri-integrated framework and deep technological and process expertise have enabled us to establish a dual-pronged growth model. On one hand, we continuously co-develop tailored products with leading players across diverse industry verticals to address complex application needs and capture diversified growth opportunities. On the other hand, we leverage our accumulated industry experience and technical capabilities to drive the standardization and scale-up of our self-branded, platform-based products, enhancing market recognition and building multiple growth engines.

To date, we have developed three major platform-based products under our ZHAOWEI brand, i.e., high-performance servo motor series, drum motor and dexterous hand. Our high-performance servo motor series feature powerful output capabilities, dynamic performance and efficiency, supporting a wide range of application scenarios, including high-end consumer technology products. Our drum motor drive system is a fully integrated motorized roller that combines a motor, gearbox and electronic control system into a compact and efficient design, featuring power outputs meeting the requirements during the peak hours of our customers, modular and maintenance-friendly design, enhanced durability with high-strength gearbox, and standardized product range for versatile applications. Moreover, we have developed highly-integrated micro drive modules that power our dexterous hand product, capable of precisely replicating human grip and fine-motion control. As the first company in China to introduce a commercialized high-degree-of-freedom dexterous hand product, we have established collaborative partnerships across the industry value chain and commenced our global commercialization journey. According to the F&S Report, the commercialization progress of our dexterous hand ranks among the most advanced worldwide. The following diagram illustrates our business model.

## SUMMARY



### MARKET OPPORTUNITIES ACROSS HIGH-GROWTH INDUSTRY VERTICALS

We strategically focus on providing industry-customized products for several emerging industries or industry verticals that are undergoing intelligent transformation, including intelligent automotive, consumer and healthcare technology, advanced industry and smart manufacturing and embodied robotics. According to the F&S Report, the market size of China's intelligent automotive sector is expected to increase from RMB995.9 billion in 2025 to RMB1,355.0 billion in 2029 at a CAGR of 8.0%. China's consumer technology market is expected to increase from RMB1,978.8 billion in 2025 to RMB2,545.6 billion in 2029 at a CAGR of 6.5%; China's healthcare technology market is expected to increase from RMB1,206.8 billion in 2025 to RMB1,786.2 billion in 2029 at a CAGR of 10.3%; and China's advanced industry and smart manufacturing market is expected to increase from RMB4,249.6 billion in 2025 to RMB7,694.5 billion in 2029 at a CAGR of 16.0%.

### OUR TRI-INTEGRATED STRATEGY AND INDUSTRY-CUSTOMIZED PRODUCTS

Central to our success is our tri-integrated strategy that synergizes (1) transmission systems, (2) micro motor systems and (3) electronic control systems into a unified framework, i.e., we have combined these three separate systems into a single, cohesive system mechanically and electrically. This enables us to deliver not only core components but also intelligent, integrated products across the entire value chain.

- Our transmission systems include a complete range of self-developed gear parts and micro gearbox series to deliver smooth and efficient torque transmission. Our transmission systems are designed to achieve ultra-quiet operation, compact size, lightweight form factor (i.e., an aspect of design which defines and prescribes the size, shape, and other physical specifications of hardware components), and minimal backlash.

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## SUMMARY

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- Our micro motor systems is the power core of micro drive products. We have developed multiple proprietary product series, including brushed DC motors, brushless DC motors, and brushless coreless motors. In comparison with conventional motors, our micro motor systems offer rapid acceleration, lower operational noise, and reduced vibration, ensuring superior responsiveness and reliability across dynamic application scenarios.
- Our electronic control systems enable us to achieve precise motion control and high-speed operation with accuracy, such as through encoders and electronic control modules. These systems are specifically engineered to match the characteristics of our motors and gearboxes.

Our tri-integrated approach differentiates us from conventional R&D efforts conducted in isolation. Rather than advancing each system independently, we pursue coordinated development across all three domains, achieving functional harmony, faster iterations and system-level optimization. As a result, our products deliver greater value, enabling customers to overcome complex technical bottlenecks and accelerate their shift toward intelligent, high-end transformation. Most of our products are made-to-order to satisfy the peculiar requests of customers. To date, we have developed products featuring precision, miniaturization and ultra-thin design for several major industry verticals, including automotive, consumer and healthcare technology, industrial and manufacturing, and embodied robotics products.

- *Automotive products.* We have been dedicated to providing intelligent products for automotive electronics. Our long-standing partnership with the world's largest automotive components supplier spans over a decade, and we have established in-depth collaborations with leading Chinese OEMs. With our technical capabilities in precise transmission design and dynamic control, we have developed a series of products tailored for various automotive applications, covering the intelligent cockpit sector, the chassis sector and the automotive body electronics sector.
- *Consumer and healthcare technology products.* By focusing on miniaturization, high-precision transmission and integrated control, we empower our customers to create products that are not only smaller and smarter, but also more human-centric. We deliver seamless motion control in wearables, such as our interpupillary distance ("IPD") adjustment module; we address the core challenges of low noise, accurate dosing and operational reliability for medical devices, such as precision actuation systems used in surgical staplers and infusion pumps; we also bridge the gap between mechanical performance and intelligent functionality for smart living, such as drive systems for robotic vacuum cleaners and smart locks.
- *Industrial and manufacturing products.* Amid the transformation and upgrading of China's industrial and manufacturing sector, we have high-quality products and products tailored to market and customer needs. Our representative offerings include platform-based, customizable drum motor systems under our proprietary brand, which feature internally developed gearboxes, motors and controllers. Such offerings are optimized for stability, efficiency and scalability, and are widely deployed in automated food processing lines, logistics conveyors and security screening systems in airports and rail stations.
- *Embodied robotics products.* We serve the embodied robotics sector with our proprietary dexterous hand, powered by our fully integrated micro-drive modules. Engineered for high precision, flexibility and durability, our dexterous hand features up to 20 active degrees of freedom, each independently motor-driven, enabling complex human-like grip and fine-motion control. Unlike traditional tendon- or cable-driven systems, our electromechanical structure delivers faster response, higher torque precision and significantly longer product lifespan of up to 10 years.

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## SUMMARY

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### OUR FINANCIAL PERFORMANCE

We experienced significant growth during the Track Record Period. We generate revenue primarily from the provision of integrated micro transmission and drive system products. Our revenue increased from RMB1,152.5 million in 2022 to RMB1,205.9 million in 2023, and further to RMB1,524.6 million in 2024. Our revenue further increased from RMB1,057.5 million in the nine months ended September 30, 2024 to RMB1,255.2 million in the nine months ended September 30, 2025. Particularly, we have selectively established a presence in certain overseas markets, including certain European and North American countries, by successfully integrating into the supply chains of several global industry leaders, which has provided us with crucial first-mover advantages and a solid foundation for global expansion. Revenue from customers located in regions and countries outside China amounted to RMB146.3 million, RMB157.2 million, RMB212.4 million, RMB170.6 million and RMB145.2 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, representing 12.7%, 13.0%, 13.9%, 16.1% and 11.6% of our total revenue for the same periods, respectively. Furthermore, our net profit was RMB150.5 million, RMB179.9 million, RMB225.4 million, RMB159.2 million and RMB182.1 million in 2022, 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively. Our adjusted net profit (non-IFRS measure) increased from RMB152.8 million in 2022 to RMB170.6 million in 2023 and further to RMB230.7 million in 2024. Our adjusted net profit (non-IFRS measure) further increased from RMB160.5 million in the nine months ended September 30, 2024 to RMB193.3 million in the nine months ended September 30, 2025.

### OUR STRENGTHS

We believe the following strengths have contributed to our success and differentiated us from our competitors: (1) leading provider of integrated micro transmission and drive system products, empowering diverse high-growth industrial sectors; (2) strong R&D capabilities underpinning sustainable innovation and market leadership; (3) a global, blue-chip customer base with high stickiness built on co-innovation; (4) advanced manufacturing capabilities enabling precision at scale; and (5) visionary and seasoned management team with a values-driven culture empowering sustainable growth.

### OUR STRATEGIES

We intend to pursue the following strategies to further grow our business: (1) accelerate the commercialization of our dexterous hand and core drive modules for humanoid robots; (2) further expand market share through proprietary brand development and deeper customer penetration; (3) invest in AI-powered digital innovation to reinforce our technological edge; (4) expand production capacity to capture global growth opportunities; (5) continue to expand our global footprint; and (6) pursue global strategic alliances, investments and acquisitions and attract global talent.

### OUR MANUFACTURING

We have established a manufacturing system that integrates flexibility, automation and digital precision, allowing us to deliver high-precision, high-quality micro drive systems at scale. Our intelligent manufacturing capabilities span the entire value chain, ranging from core component production to system integration, and form a key pillar of our competitive strength. At the core of our manufacturing prowess is our one-stop micro drive manufacturing platform. This vertically integrated system allows us to independently produce key components, from gearboxes and micro motors to electronic control modules. Leveraging a diverse array of manufacturing processes, including injection molding, powder metallurgy, metal powder molding and precision metal machining, we are able to deliver products that meet the stringent precision and performance requirements of our customers across industries. Moreover, we have implemented unmanned manufacturing to reduce labor costs and enhance efficiency. We have deployed robotic systems for automatic loading, machining and unloading for certain manufacturing processes, as well as multiple automation units, enabling fully unmanned night-shift operations. To further enhance



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## SUMMARY

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manufacturing efficiency and product traceability, we have implemented a manufacturing execution system (“MES”) to support real-time monitoring, digital scheduling and process optimization. We have also established fully automated production lines, enabling us to reduce production variability, improve quality consistency and optimize lead times. As of September 30, 2025, we had established production bases in Shenzhen, Dongguan and Suzhou, China. In 2022, 2023, 2024 and the nine months ended September 30, 2025, the utilization rate of our Shenzhen production base was 82.2%, 80.4%, 80.8% and 81.0%, respectively, and the utilization rate of our Dongguan production base was 83.9%, 77.5%, 81.4% and 85.3% for the same periods, respectively. We also commenced operations at part of our newly established production base in Suzhou, China in mid 2025.

### OUR CUSTOMERS AND SUPPLIERS

Our customers primarily consist of enterprises across a variety of industry verticals, such as automotive manufacturers, industrial companies, consumer electronic companies, medical device companies, and telecommunication companies, and we deal with our customers under direct sales model. In 2022, 2023, 2024 and the nine months ended September 30, 2025, revenue generated from our top five customers in each year/period during the Track Record Period accounted for 38.2%, 50.7%, 46.6% and 44.2% of our total revenue for such year/period, respectively, and revenue generated from our largest customer in each year/period during the Track Record Period accounted for 13.0%, 16.3%, 17.6% and 16.6% of our total revenue for such year/period, respectively.

Our raw materials primarily include standard motors, plastics, gears, shafts, brackets, mold materials, bearings, housings, electronic components, and packaging materials. Our major cost components include (1) costs of materials of our products; (2) direct labor costs; and (3) manufacturing overhead costs. Given the nature of our products, we primarily follow a made-to-order procurement model, in which materials are purchased based on confirmed customer orders or order forecasts. In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchase from our top five suppliers in each year/period during the Track Record Period accounted for 12.4%, 14.2%, 13.1% and 14.8% of our total purchases for such year/period, respectively, and purchase from our largest supplier in each year/period during the Track Record Period accounted for 3.7%, 4.0%, 3.3% and 3.4% of our total purchases for such year/period, respectively.

During the Track Record Period, we have sold our products to certain China-based customers that have been designated by the BIS to the Entity List, with revenue amounting to RMB11.5 million, RMB2.6 million, RMB0.6 million and RMB0.4 million for 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. All transactions were denominated in Renminbi and did not involve any items or technologies that are subject to the EAR. As advised by our International Sanctions Legal Advisor who have performed procedures they deem necessary, such transactions with these Entity List customers do not represent a violation of the U.S. export control rules applicable to these Entity List customers. During the Track Record Period, we have also sold our products to a customer domestically in China (i.e., the sale did not involve exports or transactions outside the Chinese border). The said customer was subsequently designated by OFAC as an SDN and by BIS to the Entity List (i.e., these transactions took place before the designation of such customer). During the Track Record Period, revenue generated from the said customer amounted to nil, nil, RMB0.2 million and nil for 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. All transactions with the said customer were denominated in Renminbi. We confirm that none of the materials, equipment, technologies or software we used to produce the said products are of U.S.-origin or otherwise subject to the EAR. After the said customer’s inclusion in the Entity List and designation as an SDN, we ceased all transactions with the said customer. As advised by our International Sanctions Legal Advisor who have performed procedures they deem necessary, these transactions do not represent a violation of the applicable International Sanctions and U.S. export controls applicable to the said customer, because the last transaction between us and the said customer occurred prior to both its designation to the Entity List and as an SDN, and we did not engage in any exports or transactions of any items subject to the EAR to the said customer. For details, see “Business—Business Activities in relation to Certain Regions and Entities.”

## SUMMARY

### RISK FACTORS

Our business and operations involve certain risks and uncertainties including those set out in the “Risk Factors” section in this prospectus. Some of the major risk factors that we face include: (1) uncertainties with the growth rate of our addressable markets size and customer demand for integrated micro transmission and drive system products; (2) slowdown in the growth of downstream sectors; (3) limited operating history and evolving business portfolio; (4) failure to timely introduce new products to adapt to customers’ needs and advancements in technology; (5) failure to retain existing customers, attract new customers or increase their spending; (6) failure to new industry verticals and application scenarios; (7) risks associated with the overseas expansion; (8) failure to compete with our competitors; (9) failure to enhance our brand recognition and sales and marketing capabilities; and (10) unsuccessful execution of growth strategies. As different investors may have different interpretations and criteria when determining the significance of a risk, you should carefully read the “Risk Factors” section in its entirety before you decide to invest in our Shares.

### SUMMARY OF FINANCIAL INFORMATION

The following tables present the summary of financial information for the Track Record Period and should be read in conjunction with our financial information included in the Accountants’ Report in Appendix I to this prospectus, including the notes thereto.

#### Summary of Consolidated Statements of Profit or Loss

The following table sets forth a summary of our consolidated statements of profit or loss for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands except for percentages)										
(Unaudited)										
Revenue . . . . .	1,152,459	100.0	1,205,945	100.0	1,524,599	100.0	1,057,458	100.0	1,255,189	100.0
Cost of sales . . . . .	(817,349)	(70.9)	(856,854)	(71.1)	(1,049,031)	(68.8)	(729,093)	(68.9)	(845,252)	(67.3)
<b>Gross profit . . . . .</b>	<b>335,110</b>	<b>29.1</b>	<b>349,091</b>	<b>28.9</b>	<b>475,568</b>	<b>31.2</b>	<b>328,365</b>	<b>31.1</b>	<b>409,937</b>	<b>32.7</b>
Profit before tax . . . .	158,750	13.8	192,175	15.9	244,716	16.1	171,733	16.2	199,238	15.9
Income tax expense . .	(8,254)	(0.7)	(12,252)	(1.0)	(19,297)	(1.3)	(12,568)	(1.2)	(17,128)	(1.4)
<b>Profit for the</b>										
<b>year/period . . . . .</b>	<b>150,496</b>	<b>13.1</b>	<b>179,923</b>	<b>14.9</b>	<b>225,419</b>	<b>14.8</b>	<b>159,165</b>	<b>15.1</b>	<b>182,110</b>	<b>14.5</b>

#### Non-IFRS Measure

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

## SUMMARY

We define adjusted net profit (non-IFRS measure) as profit for the period adjusted for share-based payments expenses. Share-based payments expenses are non-cash expenses arising from granting share options and restricted A Shares to employees. The following table sets out a reconciliation from adjusted net profit (non-IFRS measure) to profit for the period which is presented in accordance with the IFRS Accounting Standards.

	Year ended December 31,			Nine months ended September 30,	
	2022	2023	2024	2024	2025
	(RMB in thousands)			(Unaudited)	
<b>Profit for the year/period . .</b>	<b>150,496</b>	<b>179,923</b>	<b>225,419</b>	<b>159,165</b>	<b>182,110</b>
Add:					
Share-based payments					
expenses . . . . .	2,319	(9,309)	5,264	1,316	11,142
<b>Adjusted net profit (non-IFRS measure) . . . . .</b>	<b>152,815</b>	<b>170,614</b>	<b>230,683</b>	<b>160,481</b>	<b>193,252</b>

Our net profit increased from RMB150.5 million for 2022 to RMB179.9 million for 2023, primarily due to the increase in our revenues, mainly driven by the sales growth of our automotive products. Our net profit further increased to RMB225.4 million for 2024, primarily due to the increase in our revenues, mainly driven by the sales growth of our automotive products and consumer and healthcare technology products. Our net profit increased from RMB159.2 million to RMB182.1 million for the nine months ended September 30, 2024 and 2025 primarily due to the increase in our revenues, mainly driven by the sales growth of our automotive products.

### Revenue

The following table sets forth a breakdown of our revenue by business line during the Track Record Period.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(RMB in thousands, except for percentages)						(Unaudited)			
<b>Revenue</b>										
Automotive products . . .	492,576	42.7	679,143	56.3	895,109	58.7	607,983	57.5	789,249	62.9
Consumer and healthcare										
technology products . . .	471,849	40.9	389,804	32.3	487,711	32.0	349,768	33.1	352,026	28.0
Industrial and										
manufacturing products .	180,155	15.6	126,298	10.5	126,326	8.3	89,072	8.4	96,593	7.7
Embodied robotics										
products . . . . .	2,534	0.2	3,131	0.3	6,014	0.4	4,076	0.4	15,530	1.2
Others <sup>(1)</sup> . . . . .	5,345	0.5	7,569	0.6	9,439	0.6	6,559	0.6	1,791	0.2
<b>Total . . . . .</b>	<b>1,152,459</b>	<b>100.0</b>	<b>1,205,945</b>	<b>100.0</b>	<b>1,524,599</b>	<b>100.0</b>	<b>1,057,458</b>	<b>100.0</b>	<b>1,255,189</b>	<b>100.0</b>

(1) Others primarily include products sold to enterprise customers operating in other technology sectors.

## SUMMARY

### Summary of Consolidated Statements of Balance Sheet

The following table sets forth a summary of our consolidated balance sheet as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30, 2025
	(RMB in thousands)			
<b>Total non-current assets</b> . . . . .	1,185,631	1,200,970	1,182,514	1,243,786
<b>Total current assets</b> . . . . .	2,372,842	2,603,074	2,939,396	2,992,588
<b>Total current liabilities</b> . . . . .	528,258	636,791	802,768	748,187
<b>Net current assets</b> . . . . .	1,844,584	1,966,283	2,136,628	2,244,401
<b>Total assets less current liabilities</b> .	3,030,215	3,167,253	3,319,142	3,488,187
<b>Total non-current liabilities</b> . . . . .	83,124	79,571	92,931	81,221
<b>Net assets</b> . . . . .	<b>2,947,091</b>	<b>3,087,682</b>	<b>3,226,211</b>	<b>3,406,966</b>

Net current assets increased from RMB1,844.6 million as of December 31, 2022 to RMB1,966.3 million as of December 31, 2023, primarily due to the increases in certain current asset items, mainly including (1) the current portion of our financial assets at FVTPL, mainly representing wealth management products; and (2) debt investments at FVTOCI, mainly representing negotiable certificate of deposits, partially offset by the decrease in time deposits, as we reallocated our existing funds and new cash inflows to different types of products to enhance our cash management. Net current assets further increased to RMB2,136.6 million as of December 31, 2024, primarily due to the increases in certain current asset items, mainly including (1) our cash and cash equivalents, trade and notes receivables and inventories, generally in line with our sales growth and business expansion over the same period; and (2) financial assets at FVTPL as we increased our investments in certain wealth management products, partially offset by an increase in the current portion of interest-bearing bank borrowings. Our net current assets increased slightly to RMB2,244.4 million as of September 30, 2025.

Net assets increased from RMB2,947.1 million as of December 31, 2022 to RMB3,087.7 million as of December 31, 2023, primarily due to an increase in retained earnings of RMB179.9 million, attributable to our profit for 2023; and partially offset by dividends declared of RMB29.0 million. Net assets further increased to RMB3,226.2 million as of December 31, 2024, primarily due to an increase in retained earnings of RMB225.4 million attributable to our profit for 2024, partially offset by dividends declared of RMB93.8 million for 2024. Net assets then increased to RMB3,407.0 million as of September 30, 2025, primarily due to an increase in retained earnings of RMB182.1 million, attributable to our profit for the nine months ended September 30, 2025, partially offset by dividends declared of RMB68.3 million.

## SUMMARY

### Summary of Consolidated Statement of Cash Flows

The following table sets forth a summary of our consolidated statements of cash flows for the periods indicated.

	Year ended December 31,			Nine months ended September 30,	
	2022	2023	2024	2024	2025
	(RMB in thousands)			(Unaudited)	
Operating cash flows before movement of working capital . . . . .	193,281	188,536	279,213	186,280	248,246
Changes in working capital . . . . .	30,996	8,915	(153,510)	(25,819)	(140,722)
Cash generated from operations . . . . .	224,277	197,451	125,703	160,461	107,524
Interest received . . . . .	6,150	4,062	4,553	3,020	4,479
Income tax paid . . . . .	(6,070)	(5,533)	(6,574)	(4,853)	(9,768)
<b>Net cash from operating activities . . . . .</b>	<b>224,357</b>	<b>195,980</b>	<b>123,682</b>	<b>158,628</b>	<b>102,235</b>
<b>Net cash (used in)/from investing activities . . . . .</b>	<b>(533,362)</b>	<b>(181,309)</b>	<b>(69,781)</b>	<b>51,090</b>	<b>(79,437)</b>
<b>Net cash from/(used in) financing activities . . . . .</b>	<b>27,048</b>	<b>(64,116)</b>	<b>77,330</b>	<b>(71,595)</b>	<b>(36,071)</b>
Net (decrease)/increase in cash and cash equivalents . . . . .	(281,957)	(49,445)	131,231	138,123	(13,273)
<b>Cash and cash equivalents at beginning of the year/period . . . . .</b>	<b>421,849</b>	<b>145,014</b>	<b>91,734</b>	<b>91,734</b>	<b>224,817</b>
Effects of foreign exchange rate changes . . . . .	5,122	(3,835)	1,852	(1,013)	(232)
<b>Cash and cash equivalents at end of the year/period . . . . .</b>	<b>145,014</b>	<b>91,734</b>	<b>224,817</b>	<b>228,844</b>	<b>211,312</b>

### Key Financial Ratios

The following table sets forth certain of our key financial ratios as of the dates and for the periods indicated.

	As of/for the year ended December 31,			As of/for the nine months ended September 30,	
	2022	2023	2024	2024	2025
Gross profit margin . . . . .	29.1%	28.9%	31.2%	31.1%	32.7%
Net profit margin . . . . .	13.1%	14.9%	14.8%	15.1%	14.5%
Current ratio (times) <sup>(1)</sup> . . . . .	4.5	4.1	3.7	N/A	4.0
Quick ratio (times) <sup>(2)</sup> . . . . .	4.2	3.8	3.4	N/A	3.7
Gearing ratio <sup>(3)</sup> . . . . .	1.9%	1.5%	4.7%	N/A	4.5%



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## SUMMARY

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- (1) Current assets divided by current liabilities as of year/period end.
- (2) Current assets less inventories divided by current liabilities as of year/period end.
- (3) Total interest-bearing bank borrowings and lease liabilities divided by total equity as of year/period end.

See “Financial Information—Key Financial Ratios.”

### SEASONALITY

Certain aspects of our business are subject to seasonal effects. We generally recognize a higher portion of our revenue in the fourth quarter of our fiscal year than other quarters, primarily because certain of our customers tend to schedule their procurement in advance of the major holidays in China, to avoid potential supply chain issues. In contrast, the first quarter is usually our low season, due to the holidays in China. For instance, revenue from the three months ended March 31, 2024 accounted for 20.5% of our revenue for the year ended December 31, 2024. The degree of seasonality could still vary from time to time due to conditions in the industry, the demand of our customers, and other factors over which we have limited control. To the extent there are any significant seasonal fluctuations different from our prior experience, we must arrange for relevant supplies and manufacturing capacity in an effective manner, to ensure we can dynamically meet the market demand.

### OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Company was controlled by a group of Controlling Shareholders, comprising (i) Mr. Li, our executive Director and chairman of the Board, together with Zhaowei Investment, an entity controlled by him, and (ii) Ms. Xie, our executive Director, vice chairwoman of the Board and the spouse of Mr. Li, through Qingmo Partnership where she acted as the general partner, collectively being able to exercise an aggregate 62.40% voting rights in our Company. Immediately upon completion of the Global Offering (assuming no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), this group of Controlling Shareholders, comprising Mr. Li, Ms. Xie, together with Zhaowei Investment and Qingmo Partnership are expected to be entitled to exercise an aggregate of approximately 56.16% voting rights in our Company. Mr. Li, Ms. Xie, Zhaowei Investment and Qingmo Partnership, as a group of Controlling Shareholders, will remain as our Controlling Shareholders upon the Listing.

### DIVIDEND POLICY

Our Articles and Association provides for our dividend policy and dividend ratio. Pursuant to our Articles of Association, our Board may declare dividends by cash and/or by stock in the future after taking into account our profitability, cash flow conditions, corporate development and capital needs. We may declare cash dividends provided that our distributable profits of the relevant fiscal year are positive, and that we do not have significant investment plans or cash expenditures in the next 12 months, assuming that such annual dividend is made, our capital requirements for ordinary business can still be met in the light of such investments or cash expenditures. We shall distribute cash dividends in an aggregate amount of not less than 30% of the average annual distributable profits over each consecutive three-year period. Furthermore, provided that the specific conditions for cash dividends are met, we shall distribute annual cash dividends of not less than 20% of the distributable profits generated in the relevant fiscal year. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents, applicable PRC laws and approval by our Shareholders.

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## SUMMARY

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In 2022, 2023, 2024 and the nine months ended September 30, 2025, our Company paid cash dividends of RMB34.1 million, RMB28.9 million, RMB93.5 million and RMB68.0 million, respectively. See Note 11 to the Accountants' Report included in Appendix I to this prospectus for details.

### OUR LISTING ON THE SHENZHEN STOCK EXCHANGE

Since 2020, our Company has been listed on the Shenzhen Stock Exchange. During the Track Record Period and up to the Latest Practicable Date, our Directors confirmed that we had no instances of material non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the investors' attention in relation to our compliance record on the Shenzhen Stock Exchange. Based on the independent due diligence conducted by the Joint Sponsors and our PRC Legal Advisor's view, nothing has come to the Joint Sponsors' attention that would reasonably cause them to disagree with our Directors' confirmation with regard to the compliance records of the Company on the Shenzhen Stock Exchange in any material aspect.

### IMPACT OF THE PANDEMIC ON OUR BUSINESS AND RESULTS OF OPERATIONS

During the Track Record Period, certain aspects of our business and results of operations were affected by the COVID-19 pandemic. With respect to our sales performance, we experienced fluctuations in revenues from certain sectors and customers due to changes in their own demand, operating conditions and market environment, such as the consumer and healthcare technology business line. Our revenue from consumer and healthcare technology products decreased by 17.4% from RMB471.8 million for 2022 to RMB389.8 million for 2023, primarily due to the relatively low demand from our customers operating in the consumer technology sector in 2023. Specifically, the market size of China's consumer technology sector in 2023 had yet recovered to the pre-pandemic level in 2021, according to the F&S Report. However, our revenue from consumer and healthcare technology products subsequently increased by 25.1% from RMB389.8 million for 2023 to RMB487.7 million for 2024, primarily the increase in demand from certain major customers operating in the consumer electronics sector. For details, see "Financial Information—Period to Period Comparison of Results of Operations." With respect to our cost structure, we incur expenses for enhanced disinfection and prevention measures and higher staff costs and delivery costs during the relevant time, while the impact of the aggregate amount of such increased costs and expenses is minimal to our results of operations. During the Track Record Period and up to the Latest Practicable Date, we did not encounter any material disruptions to our manufacturing activities and delivery schedule as a result of the COVID-19 pandemic. Our Directors are of the view that the COVID-19 pandemic had not imposed a material adverse effect on our business, results of operations and financial condition during the Track Record Period and up to the Latest Practicable Date.

### RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

Our Directors confirmed that, up to the date of this prospectus, there had been no material adverse change in our financial, operating or trading conditions since September 30, 2025, being the end of the period reported in the Accountants' Report in Appendix I to this prospectus.

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## SUMMARY

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### STATISTICS OF THE GLOBAL OFFERING

All statistics in the following table are based on the assumptions that (1) the Global Offering has been completed and 26,748,300 new H Shares are issued pursuant to the Global Offering, and (2) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing.

	Based on the maximum Offer Price of HK\$73.68
Market capitalization <sup>(1)</sup> . . . . .	HK\$35,698.6 million
Unaudited pro forma adjusted consolidated net tangible assets per Share <sup>(2)</sup> . . .	HK\$21.42

- (1) The calculation of market capitalization of our Shares is based on (i) 26,748,300 H Shares expected to be issued; and (ii) 240,734,400 A Shares in issue with an average closing price of RMB124.39 (equivalent to approximately HK\$140.10) per A Share as of five business days immediately preceding the Latest Practicable Date, representing in aggregate 267,482,700 Shares expected to be in issue immediately following the completion of the Global Offering. For details, see “Share Capital—Upon Completion of the Global Offering” in this prospectus.
- (2) The unaudited pro forma adjusted consolidated net tangible assets per Share is calculated after making the adjustments referred to in Appendix IIA to this prospectus. The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of our Company is calculated based on 266,828,650 Shares (including 240,080,350 Shares (excluding 627,850 A Shares as treasury shares) and 26,748,300 H Shares) are in issue assuming the Global Offering has been completed on September 30, 2025 but takes no account of any Shares which may be issued or repurchased by our Company for the vesting of restricted A Shares and the exercise of share options under the 2024 Share Incentive Scheme.

### LISTING EXPENSES

We did not record listing expenses during the Track Record Period. We expect to incur a total of approximately RMB69.7 million (HK\$78.5 million) of listing expenses in connection with the Global Offering, representing approximately 4.0% of the proceeds from the Global Offering (assuming an Offer Price of HK\$73.68), including (1) sponsor fees and underwriting commissions, SFC transaction levy, Stock Exchange trading fees and AFRC transaction levy for all Offer Shares of approximately RMB49.4 million (HK\$55.7 million), and (2) non-underwriting expenses of approximately RMB20.3 million (HK\$22.8 million), which consist of (a) fees and expenses of legal advisors and accountants of approximately RMB14.6 million (HK\$16.4 million), and (b) other fees and expenses of approximately RMB5.7 million (HK\$6.4 million). Approximately RMB3.0 million of our listing expenses is expected to be charged to our consolidated statements of profit or loss, and approximately RMB66.7 million is expected to be deducted from equity. The listing expenses above are the best estimate as of the Latest Practicable Date and for reference only. The actual amount may differ from this estimate.

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## SUMMARY

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### USE OF PROCEEDS

We estimate that the net proceeds from the Global Offering will be approximately HK\$1,892.3 million (after deducting the estimated underwriting commissions and other fees and expenses payable by us in connection with the Global Offering), assuming an Offer Price of HK\$73.68 per H Share, being the maximum Offer Price. We currently intend to apply the net proceeds from the Global Offering for the purposes and in the amounts set out follows:

- approximately 35.0%, or HK\$662.3 million, will be used for global technology R&D and expansion of our product portfolio;
- approximately 30.0%, or HK\$567.7 million, will be used for expanding our global production capacity worldwide and enhancing production efficiency;
- approximately 15.0%, or HK\$283.9 million, will be used for selectively pursuing strategic alliances, investments and acquisitions globally;
- approximately 10.0%, or HK\$189.2 million, will be used for expanding our global service and sales network and strengthening global marketing efforts; and
- approximately 10.0%, or HK\$189.2 million, will be used for working capital and general corporate purposes.

See “Future Plans and Use of Proceeds—Use of Proceeds.”

### PROFIT ESTIMATE FOR THE YEAR ENDED DECEMBER 31, 2025

We have prepared the following profit estimate for the year ended December 31, 2025.

Estimated consolidated profit attributable to owners of the parent for the year ended December 31, 2025 <sup>(1)(2)</sup>	Not less than RMB250 million (equivalent to approximately HK\$281 million)
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(1) The bases on which the above profit estimate has been prepared are summarized in Part A of Appendix IIB to this prospectus. Our Directors have prepared the estimated consolidated profit attributable to owners of the parent for the year ended December 31, 2025 based on the audited consolidated results of our Group for the nine months ended September 30, 2025 and the unaudited consolidated results based on the management accounts of our Group for the three months ended December 31, 2025. The profit estimate has been prepared on a basis consistent in all material respects with our accounting policies, as presently adopted and as set out in Note 2 of the Accountants’ Report of our Group, the text of which is set out in Appendix I to this prospectus.

(2) The estimated consolidated profit attributable to owners of the parent is converted into Hong Kong dollars at the exchange rate of HK\$1.0 to RMB0.8879. No presentation is made that the Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.

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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary” in this prospectus.*

“2024 Share Incentive Scheme”	the share incentive scheme approved at the third meeting of the third session of the Board held on August 7, 2024 and the second extraordinary general meeting of the Company held on August 28, 2024 as further described in “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus
“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.0 each, which are listed on the Shenzhen Stock Exchange and traded in Renminbi
“Accountants’ Report”	the accountants’ report for three years ended December 31, 2024 and the nine months ended September 30, 2025 prepared by Ernst & Young, the text of which is set out in Appendix I to this prospectus
“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, as amended, which shall become effective on the Listing Date, a summary of which is set out in Appendix III to this prospectus
“Audit Committee”	the audit committee of the Board
“BIS”	U.S. Department of Commerce, Bureau of Industry and Security
“Board” or “Board of Directors”	the board of Directors of our 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
“CAGR”	compound annual growth rate
“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



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## DEFINITIONS

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“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	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
“Company,” “our Company” or “the Company”	Shenzhen Zhaowei Machinery & Electronics Co., Ltd. (深圳市兆威機電股份有限公司), a limited liability company incorporated in the PRC on April 19, 2001, which was converted into a joint stock company with limited liability on January 10, 2018, these A Shares of which have been listed on the Shenzhen Stock Exchange (stock code: 003021)
“Company Law” or “PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“Comprehensively Sanctioned Countries”	any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction, currently Cuba, Iran, North Korea, Syria, the Crimea Region of Russia/Ukraine, the self-proclaimed Luhansk People’s Republic (LPR) and Donetsk People’s Republic (DPR) regions and Zaporizhzhia and Kherson regions
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Li, Ms. Xie, Zhaowei Investment and Qingmo Partnership
“Countries subject to International Sanctions”	any country or territory subject either to a general and comprehensive embargo or a more limited set of export, import, financial or investment restrictions under sanctions related laws or regulation of the Relevant Jurisdiction
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Company Limited
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company

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## DEFINITIONS

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“Dongguan Zhaowei”	Dongguan Zhaowei Machinery & Electronics Co., Ltd. (東莞市兆威機電有限公司), a PRC company established on October 31, 2018, one of our subsidiaries
“EAR”	United States Export Administration Regulations, 15 C.F.R. Parts 730-774
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“F&S Report”	a commissioned industry report prepared by Frost & Sullivan
“FINI”	Fast Interface for New Issuance, a new digital platform through which IPO market participants and regulators can manage the end-to-end settlement process for new listings in Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant of our Company
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group,” “our Group,” “the Group,” “we,” or “us”	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guide”	the Guide for New Listing Applicants published by the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Guidelines on Articles”	Guidelines for Articles of Association of Listed Companies (上市公司章程指引), as amended, supplemented or otherwise modified from time to time, issued by the CSRC on March 28, 2025 and effective on the same date in place of the Mandatory Provisions for Companies Listing Overseas (到境外上市公司章程必備條款)
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each, which is/are to be subscribed for and traded in HK dollars and to be listed on the Stock Exchange
“H Share Registrar”	Tricor Investor Services Limited

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## DEFINITIONS

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“ <b>HK eIPO White Form</b> ”	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 <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“ <b>HK eIPO White Form Service Provider</b> ”	the <b>HK eIPO White Form</b> service provider as designated by our Company as specified on the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“ <b>HKSCC</b> ”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“ <b>HKSCC EIPO</b> ”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via HKSCC’s FINI system to apply for the Hong Kong Offer Shares on your behalf
“ <b>HKSCC Nominees</b> ”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“ <b>HKSCC Operational Procedures</b> ”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“ <b>HKSCC Participant</b> ”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“ <b>Hong Kong</b> ” or “ <b>HK</b> ”	the Hong Kong Special Administrative Region of the People’s Republic of China
“ <b>Hong Kong dollars</b> ” or “ <b>HK dollars</b> ” or “ <b>HK\$</b> ”	Hong Kong dollars, the lawful currency of Hong Kong
“ <b>Hong Kong Offer Shares</b> ”	the 2,674,900 H Shares initially being offered by the Company for subscription under the Hong Kong Public Offering (subject to reallocation as described in “Structure of the Global Offering”)
“ <b>Hong Kong Public Offering</b> ”	the offer by the Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%) on the terms and subject to the conditions described in “Structure of the Global Offering—The Hong Kong Public Offering”

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## DEFINITIONS

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“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in “Underwriting—Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated February 26, 2026 relating to the Hong Kong Public Offering entered into by, among others, our Company, Mr. Li, Ms. Xie, Zhaowei Investment, Qingmo Partnership, the Joint Sponsors, the Sponsor-Overall Coordinators and the Hong Kong Underwriters as further described in “Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering”
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Listing Rules
“International Offer Shares”	the 24,073,400 H Shares being offered for subscription at the Offer Price under the International Offering, subject to reallocation as described under “Structure of the Global Offering”
“International Offering”	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in reliance on Regulation S, in each case on and subject to the terms and conditions described in the section headed “Structure of the Global Offering” in this prospectus
“International Sanctions”	all applicable laws and regulation to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the U.S. Government, the UK, the EU and its member states, UN or Government of Australia
“International Sanctions Legal Advisors”	Hogan Lovells, our legal advisors as to International Sanctions laws in connection with the Listing
“International Underwriters”	the group of international underwriters who are expected to enter into the International Underwriting Agreement to underwrite the International Offering

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## DEFINITIONS

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“International Underwriting Agreement”	the underwriting agreement relating to the International Offering and expected to be entered into by, among others, our Company, Mr. Li, Ms. Xie, Zhaowei Investment, Qingmo Partnership, the Joint Sponsors, the Sponsor-Overall Coordinators and the Hong Kong Underwriters on or about the Price Determination Date, as further described in “Underwriting—Underwriting Arrangements and Expenses—The International Offering”
“Joint Bookrunners”	the joint bookrunners as named in “Directors and Parties Involved in the Global Offering” in this prospectus
“Joint Global Coordinators”	the joint global coordinators as named in “Directors and Parties Involved in the Global Offering” in this prospectus
“Joint Lead Managers”	the joint lead managers as named in “Directors and Parties Involved in the Global Offering” in this prospectus
“Joint Sponsors”	China Merchants Securities (HK) Co., Limited and Deutsche Securities Asia Limited
“Latest Practicable Date”	February 23, 2026, being the latest practicable date for ascertaining certain information in this prospectus before its publication
“Listing”	the listing of the H Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Monday, March 9, 2026, on which the H Shares are listed and on which dealings in the H Shares are 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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Measures for the Administration of Equity Incentives of Listed Companies”	Measures for the Administration of Equity Incentives of Listed Companies (上市公司股權激勵管理辦法) published on July 13, 2016, last amended on February 19, 2025 and promulgated on March 27, 2025 by the CSRC
“Mr. Li”	Mr. Li Haizhou (李海周), the chairman of the Board, an executive Director and one of our Controlling Shareholders

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## DEFINITIONS

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“Ms. Xie”	Ms. Xie Yanling (謝燕玲), the vice chairwoman of the Board, an executive Director and one of our Controlling Shareholders
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of the Board
“OFAC”	the U.S. Department of Treasury’s Office of Foreign Assets Control
“Offer Price”	the final price per Offer Share (exclusive of any brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering as described in “Structure of the Global Offering”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares
“Overall Coordinator(s)”	the overall coordinators as named in “Directors and Parties Involved in the Global Offering” in this prospectus
“Overseas Listing Trial Measures”	The Trial Measures for the Administration on Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	Generally accepted accounting principles of the PRC
“PRC Legal Advisors”	AllBright Law Offices (Shenzhen), being the legal advisor to the Company as to the PRC laws
“Price Determination Date”	the date, expected to be on or about Thursday, March 5, 2026, (Hong Kong time), when the Offer Price is determined and, in any event, no later than 12:00 noon on Thursday, March 5, 2026
“Primary Sanctioned Activity”	any activities in a Comprehensively Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting or involving the property or interests in property of, a Sanctioned Target by the Company incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law and regulation



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## DEFINITIONS

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“Qingmo Partnership”	Gongqingcheng Qingmo Venture Capital Partnership Enterprise (Limited Partnership)* (共青城清墨創業投資合夥企業(有限合夥)), a limited partnership incorporated in the PRC on August 30, 2016, one of our Controlling Shareholders
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Jurisdiction”	any jurisdiction that is relevant to the Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assess or certain countries, governments, person or entities targeted by such law or regulation. For the purpose of this Prospectus, Relevant Jurisdictions include the U.S., EU, UK, UN and Australia
“Relevant Persons”	means the Company, together with its investors and shareholders and persons who might directly or indirectly, be involved in permitting the listing, trading clearing and settlement of its shares including the Stock Exchange and related group companies
“Relevant Region”	Hong Kong
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“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 Person”	certain person(s) and identity(ies) listed on OFAC’s Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the U.S., EU, UK, UN or Australia
“Sanctioned Target”	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Comprehensively Sanctioned Countries; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
“SAT”	the State Administration of Taxation (國家稅務總局)

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## DEFINITIONS

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“SCNPC”	Standing Committee of the National People’s Congress, the permanent body of the National People’s Congress of the PRC
“SDN”	individuals and entities that are listed on the SDN List
“SDN List”	the list of Specially Designated Nationals, and Blocked Persons maintained by OFAC, which sets forth individuals and entities that are subject to its sanctions and restricted from dealings with U.S. persons
“Secondary Sanctionable Activity”	certain activity by the Company that may result in the imposition of sanctions against the Relevant Person(s) by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though the Company is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus with that Relevant Jurisdiction
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each, including both A Shares and H Shares
“Share Incentive(s)”	restricted A Share(s) and/or share option(s) granted under the 2024 Share Incentive Scheme (as the case may be)
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Sponsor-Overall Coordinator(s)”	China Merchants Securities (HK) Co., Limited and Deutsche Bank AG, Hong Kong Branch
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy and ESG Committee”	the strategy and ESG committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	member(s) of the board of supervisors of our Company
“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

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## DEFINITIONS

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“Track Record Period”	the period consisting of the three years ended December 31, 2024 and nine months ended September 30, 2025
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or the “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“Zhaowei Investment”	Shenzhen Qianhai Zhaowei Investment Co., Ltd. (深圳前海兆威投資有限公司) (formerly known as Shenzhen Qianhai Zhaowei Financial Holding Co., Ltd.* (深圳前海兆威金融控股有限公司)), a PRC company established on March 3, 2015, one of our Controlling Shareholders
“%”	Percent

In this prospectus, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or entities have been included in this prospectus in both the Chinese and English languages; the English versions are for identification purposes only and in the event of any inconsistency, the Chinese versions shall prevail.

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## GLOSSARY

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*This glossary contains certain technical terms used in this prospectus in connection with us and our business. Such terms and their meaning may not correspond to standard industry definitions or usage.*

“AI”	artificial intelligence
“CAGR”	compound annual growth rate
“DC”	direct current
“drum motor”	integrated, sealed drive unit for conveyor rollers that combines the electric motor, gear reduction, driving control unit and bearings within a rotating cylindrical drum shell, eliminating external mechanical components
“EMC”	electromagnetic compatibility, the ability of electronic devices and systems to function properly in their electromagnetic environment without causing or experiencing interference
“high-degree-of-freedom dexterous hand”	a high-end dexterous hand with at least 16 active degrees of freedom
“IPD”	interpupillary distance, the distance in millimeters between the centers of each pupil
“ISO Grade”	the international standard of gear precision grade, as defined in ISO 1328-1:2013 Cylindrical gears – ISO system of flank tolerance classification, Part 1: Definitions and allowable values of deviations relevant to flanks of gear teeth, and ranges from ISO Grade 1 to ISO Grade 11, with ISO Grade 1 being the highest grade and ISO Grade 11 being the lowest grade
“Mbps”	megabits per second, a unit of measurement for internet speed, specifically the rate at which data is transferred
“MES”	manufacturing execution system, a software system that monitors, tracks and controls manufacturing processes. MES provides real-time data and insights into production operations, facilitating production control, quality management and decision-making
“MHz”	a unit multiplier that represents one million hertz
“MIM”	metal injection molding, a metalworking process in which finely-powdered metal is mixed with binder material to create a feedstock that is then shaped and solidified using injection molding

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## GLOSSARY

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“MR”	mixed reality, a technology that blends the real world with digital elements, allowing for interaction with both physical and virtual objects in real-time
“NEV”	new energy vehicles, including but not limited to battery energy vehicles, hybrid and fuel cell vehicles
“OEM”	original equipment manufacturer
“PCB”	printed circuit board, an electronic assembly that uses copper conductors to create electrical connections between components
“PCBA”	printed circuit board assembly, the process of mounting electronic components onto a PCB to create a functional electronic device
“platform-based products”	general description of product families that enable scalability, cost efficiencies, and broad cross-industry adoption, and, in the case of describing our products, refer to our high-performance servo motor series, drum motor and dexterous hand due to their modular design, shared core technologies, and adaptability across multiple downstream applications. As advised by Frost & Sullivan, “platform-based products” are recognized as a standardized industry concept
“PM”	powder metallurgy, a term covering a wide range of ways in which materials or components are made from metal powders
“RCU”	remote control unit, a device used to wirelessly control or operate electronic equipment or machinery from a distance
“R&D”	research and development
“servo motor”	closed-loop electromechanical device that uses position or speed feedback to precisely control angular position, velocity, and acceleration in motion control systems through real-time error correction
“SMT”	surface mounting technology, a method for producing electronic circuits in which components are mounted directly onto the surface of printed circuit boards
“SRM”	supplier relationship management, a system that manages interactions and communications with suppliers. SRM facilitates the synchronization of procurement plans with suppliers, ensuring timely and efficient delivery of materials in accordance with production needs and strategic objectives
“VR”	virtual reality, a technology that creates simulated experiences by immersing users in computer-generated environments

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## GLOSSARY

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“XR”	extended reality, which encompasses technologies that merge real and virtual environments, including augmented reality, virtual reality and mixed reality
“Φ”	the diameter symbol, which refers to the diameter of a circular section or the outer diameter of a pipe

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## FORWARD-LOOKING STATEMENTS

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*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.*

This prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties, including the risk factors described in this prospectus. Forward-looking statements can be identified by words such as “may,” “will,” “should,” “would,” “could,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “continue,” “seek,” “estimate” or the negative of these terms or other comparable terminology. Examples of forward-looking statements include, but are not limited to, statements we make regarding our projections, business strategy and development activities as well as other capital spending, financing sources, the effects of regulation, expectations concerning future operations, margins, profitability and competition. The foregoing is not an exclusive list of all forward-looking statements we make.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. We give no assurance that these expectations and assumptions will prove to have been correct. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. We caution you therefore against placing undue reliance on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include regional, national or global political, economic, business, competitive, market and regulatory conditions and the following:

- our business prospects;
- our business strategies and plans to achieve these strategies;
- future developments, trends and conditions in and competitive environment for the industries and markets in which we operate;
- general economic, political and business conditions in locations where we operate;
- our financial condition and performance;
- our capital expenditure plans;
- changes to the regulatory environment, policies, operating conditions of and general outlook in the industries and markets in which we operate;
- our expectations with respect to our ability to acquire and maintain regulatory licenses or permits;
- the amount and nature of, and potential for, future development of our business;
- the actions of and developments affecting our competitors;
- the actions of and developments affecting our major customers and suppliers; and
- certain statements in the sections headed “Risk Factors,” “Industry Overview,” “Regulatory Overview,” “Business,” “Financial Information,” “Relationship with Our Controlling



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## FORWARD-LOOKING STATEMENTS

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Shareholder” and “Future Plans and Use of Proceeds” with respect to trends in interest rates, foreign exchange rates, prices, volumes, operations, margins, risk management and overall market trends.

Any forward-looking statement made by us in this prospectus speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. Subject to the requirements of applicable laws, rules and regulations, we undertake no obligation to update any forward -looking statement, whether as a result of new information, future developments or otherwise. All forward-looking statements contained in this prospectus are qualified by reference to this cautionary statement.

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## RISK FACTORS

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*Investment in our H Shares involves significant risks. You should carefully read and consider all of the information in this prospectus, including the risks and uncertainties described below, before deciding to invest in our H 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, results of operations, financial condition and growth prospects. In any such case, the market price of our H Shares could decline, and you may lose all or part of your investment. The risks and uncertainties identified below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business, results of operations and financial condition.*

Our business and operations involve certain risks and uncertainties, many of which are beyond our control. These risks can be broadly categorized into (1) risks relating to our business and industry, (2) risks relating to conducting business in China, and (3) risks relating to the Global Offering.

### **RISKS RELATING TO OUR BUSINESS AND INDUSTRY**

**The size of our addressable markets and the demand for integrated micro transmission and drive system products may not increase as rapidly as we anticipate due to a variety of factors, which would materially and adversely affect our business, results of operations and financial condition.**

China's integrated micro transmission and drive system industry has been developing rapidly. The future market size of the industry and the demand for integrated micro transmission and drive system products may, however, be difficult to anticipate since it depends on a number of variables, most of which are beyond our control. For example, the market growth may depend on the application of integrated micro transmission and drive system products across various industry sectors and the performance and cost-efficiency of these products. If there is a reduction in customer demand as a result of alternative technologies, competing products or services, technological challenges, decreases in customer spending, weakening economic conditions or other causes, our business, results of operations and financial condition will be materially and adversely affected.

In addition, the market acceptance of integrated micro transmission and drive system products may vary across different industry sectors. As we aim to reach out to more customers across different industry sectors, we may face challenges brought by more diverse and complex use cases. We cannot assure you that the trend of adopting and utilizing integrated micro transmission and drive system products by potential customers will develop or continue in the future in any given industry sector, which in turn would hinder our ability to achieve the desired level of adoption of our products.

**Our products are widely used across various downstream sectors. Any slowdown in the growth of these sectors could adversely affect our business, results of operations and financial condition.**

To date, we have developed products featuring precision, miniaturization and ultra-thin design for several major industry verticals, including automotive, consumer and healthcare technology, industrial and manufacturing, and embodied robotics products. See "Business—Our Principal Products." The demand for our integrated micro transmission and drive system products is closely tied to the market growth and downstream demand within these sectors. For instance, we generally benefited from the rapid development of the automotive sector and robotics sector, which contributed to the revenue growth of our automotive and embodied robotics products, respectively, during the Track Record Period. Specifically, our revenue from automotive products were RMB492.6 million, RMB679.1 million, RMB895.1 million, RMB608.0 million and RMB789.2 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, accounting for 42.8%, 56.3%, 58.7%, 57.5% and 62.9% of our total revenue for the same periods, respectively. For details, see "Financial Information—Period to Period Comparison of Result of Operations." Any slowdown in the growth of these sectors could materially and adversely affect the adoption of our products.

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## RISK FACTORS

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The market growth and downstream demand for our customers' products, which drive demand for our various products, are subject to various factors beyond our control, including macroeconomic conditions, rapid technological developments, evolving industry standards, shifting consumer preferences, regulatory changes, production cycles and supply chain constraints. Any delay or slowdown in technological advancements, disruptions in supply chains or changes in regulatory policies may hinder the growth of downstream sectors. For example, for NEVs, changes in policies propelling and governing the NEV sector, fluctuations in consumer demand, market saturation or declining interest in specific product categories could in turn reduce orders for our products. Similarly, the future prospects of the embodied robotics industry, whether industrial-grade or household-grade, are subject to factors beyond our control, such as the actual capabilities of robots, their ease of use, pricing, and the availability of alternative products. As for smart home products, they are heavily influenced by consumer awareness and interest, technological advancements, macroeconomic conditions, individual disposable income and consumer expectations, and government policies and incentives. Any stagnation or contraction in these factors could impact the demand for our products. In addition, we cannot assure you that technological innovation will result in increased customer demand or broader adoption of our products. Any delay in technological advancements or failure of emerging technologies to drive expected downstream market growth could materially and adversely affect our business, results of operations and financial condition. Furthermore, we cannot guarantee that the market trends of downstream sectors where our products are deployed will remain favorable in the future. There is no assurance that the demand for product offerings in these downstream sectors will remain at the levels experienced during the Track Record Period or continue to grow. Any decline in the customer demand in these downstream sectors or stagnation in the growth of downstream sectors could materially and adversely affect our business, results of operations and financial condition.

**Our evolving business portfolio make it difficult to evaluate our prospects and the risks and challenges we may encounter. Our historical growth may not be indicative of our future performance.**

We have innovated, and will continue to innovate integrated micro transmission and drive system products across diversified industry verticals. Our new business initiatives, such as our embodied robotics products, have not been fully proven given our limited operating history, which may subject us to a number of uncertainties and additional costs and expenses, and adversely affect our ability to project and plan for our future growth.

In 2022, 2023, 2024 and the nine months ended September 30, 2025, our revenue was RMB1,152.5 million, RMB1,205.9 million, RMB1,524.6 million and RMB1,255.2 million, respectively, and our net profit was RMB150.5 million, RMB179.9 million, RMB225.4 million and RMB182.1 million, respectively. However, you should not consider our historical performance as indicative of our future financial performance. As a result of our evolving business portfolio, it is difficult to draw an exact period-over-period comparison of our business, results of operations and financial condition as a whole. Furthermore, as our business further develops, we may modify our business model or continue to change our business portfolio. We may launch new products or discontinue any existing ones for strategic purposes. Any of such changes may have a material adverse effect on our business, results of operations, financial condition and prospects.

Our prospects should be considered in light of the risks and uncertainties that we, as a fast-growing company with a limited operating history, may encounter, including the following ones, some of which are beyond our control:

- China's overall economic growth;
- the level of digital intelligentization in China;

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## RISK FACTORS

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- the evolving regulatory environment and government policies and initiatives, in particular those relating to the industries that we operate in;
- awareness and widespread adoption of integrated micro transmission and drive system products across various industry sectors;
- our ability to advance our technologies and develop new ones;
- our ability to develop and deliver products to efficiently address our customers' needs;
- our ability to retain and expand our customer base;
- our ability to increase brand recognition through marketing and promotional activities;
- our ability to successfully compete with other companies that are currently in, or may in the future enter, our industries; and
- our ability to manage our costs and expenses and enhance operating efficiency.

**Our business operation and financial performance may be adversely affected if we fail to timely introduce new products to adapt to customers' needs and advancements in technology, or if our research and development investment does not yield the expected results.**

The industry in which we operate is characterized by rapid technological advancement, frequent introductions of new products, continual shifts in customer demands and expansion into new application scenarios. As most of our products are non-standardized but made-to-order to suit the peculiar requirements of our customers, many of which are key industry players in their respective downstream sectors and will deploy our products in their own products, our ability to timely offer products meeting their specifications, including new or more sophisticated requirements from time to time, is crucial to our success. In addition, the continuous emergence of new products has intensified the need for innovation. Accordingly, our business success depends substantially on our ability to continuously introduce new and upgrade existing products in a timely manner. In particular, the timely introduction of new products and upgrading of existing products requires us to:

- adapt quickly and cost-effectively to changing customer specifications, market conditions and regulatory standards;
- cooperate effectively with customers, suppliers and other partners to meet customization requirements;
- continuously improve the reliability, scalability and intelligence of our products;
- design performance-enhancing functions that differentiate our products from competitors; and
- respond promptly to technological changes and product announcements by our competitors.

If we fail to meet any of these requirements, our products may become less competitive or even obsolete. Any delays or inefficiencies in upgrading our products may impact our ability to capitalize on emerging application scenarios or address evolving market demands, further diminishing our market position.

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## RISK FACTORS

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Additionally, developing and commercializing new or upgraded products require substantial investment in research and development, production capabilities and skilled personnel. In 2022, 2023, 2024 and the nine months ended September 30, 2025, our research and development costs were RMB117.3 million, RMB128.7 million, RMB155.1 million and RMB127.9 million, respectively. However, as research and development activities are inherently uncertain, we cannot guarantee that all our efforts on research and development can deliver benefits that we anticipate. We may also not be able to obtain and retain sufficient resources, including qualified research and development personnel. Even if we succeed in our research and development efforts and generate the results we expect, such results may not arrive in a timely manner as anticipated, and we may still encounter practical difficulties in commercializing our research and development efforts. Given the fast pace with technology that has been and will continue to be developed, we may not be able to timely upgrade our technology in an efficient and cost-effective manner, or at all. Despite our research and development expenditures, new technologies in smart sensing interaction solution industry could render the products that we develop or expect to develop in the future obsolete or commercially nonviable, thereby limiting our ability to recover related research and development costs, which could result in a decline in our revenue, profitability and market share.

Many of our products are made to order, catering to the different needs of our customers. For this non-standard equipment, after a sales contract is signed, our research and development department will design the product according to the technical specifications of customers, which will then be manufactured, assembled, tested and shipped to customers. If we fail to design and develop a product according to the specification of our customers or if the products we delivered fail to be delivered in time or pass the testing of our customers, we may lose future business opportunities and our results of operations and future development may be adversely affected. Moreover, our success in lowering our manufacturing costs and enhancing our profitability depend on the promotion of standardized components, which can not only reduce procurement costs and manufacturing costs, but also improve our production efficiency, enabling faster delivery to customers. If we fail to develop and promote standardized components that achieve high market demand, our profitability may be adversely affected.

**If we fail to retain existing customers, attract new customers or increase their spending, our business, results of operations and financial condition may be materially and adversely affected.**

Our ability to generate and increase our revenue depends largely on our ability to retain existing customers, attract new customers or increase their spending with us. This in turn would depend on a number of factors, including our ability to offer high-quality products that address the needs of our customers at competitive prices, roll out new and enhanced features and functionalities of our products, strengthen our technological capabilities and adapt to the evolving industry trends and competitive landscape.

Furthermore, our customer base and customer spending with us may decline or fluctuate due to many factors, including customer satisfaction, customer budget levels, changes in our customers' underlying businesses, changes in the type and size of our customers, pricing, competitive landscape and general economic conditions. We may also fail to execute our sales and marketing strategies in a cost-effective manner or our efforts to cross-sell and up-sell may not be as successful as we anticipate. Moreover, failure to maintain high-quality customer support may also have an adverse effect on customer retention. Such failures could result in customer dissatisfaction and decrease in the overall demand for our products, which would materially and adversely affect our business, results of operations, financial condition and prospects.

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## RISK FACTORS

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As we have been and will continue expanding our customer base and diversifying industry sectors that we cover, the demands of our customers may differ from each other and evolve over time. As such, we need to upgrade, expand and modify our products to satisfy their requirements. We also need to develop expertise and insights to serve customers across industry sectors and adapt our products accordingly to ensure the degree of our market acceptance. We cannot assure you that we can always provide products that meet our customers' anticipations. As a result, we may not be able to retain and expand our customer base, and our business, results of operations and financial condition may be materially and adversely affected.

**If our expansion into new industry verticals and application scenarios is not successful, our business, prospects and growth momentum may be materially and adversely affected.**

We currently provide integrated micro transmission and drive system products to address the diversified needs of our customers across automotive, consumer and healthcare technology, industrial and manufacturing, and embodied robotics sectors. We have grown our business from a supplier of precision components to a small range of customers since our inception to a comprehensive business model covering such diverse industry sectors, with our integrated micro transmission and drive system products serving a wide array of application scenarios in each of these sectors and contributing to our business expansion and sales growth. We cannot assure you that we will be able to maintain this momentum in the future. Expanding into new industry sectors and application scenarios involves new risks and challenges, such as the difficulty in keeping pace with evolving customer demands and preferences that we may be unfamiliar with. In addition, there may be one or more existing market leaders in such areas. Such companies may be able to compete more effectively than us by leveraging their experience in addressing customer needs in those sectors, as well as their deeper industry insights, greater brand recognition, more advanced technologies and better access to customer base and business opportunities. We could also be subject to additional regulations relating to new industry sectors that we enter into, and we may not have sufficient experience or resources in dealing with those enhanced requirements and could incur additional compliance costs as a result. Expansion into any new industry sectors may place significant strains on our management and resources, and failure to expand successfully could have a material adverse effect on our business, results of operations, financial condition and prospects.

**We are subject to risks associated with the overseas expansion of our business.**

We plan to continue to expand our business in selected overseas markets. As a result, we are subject to a variety of risks and uncertainties associated with overseas operations and sales, including compliance with foreign laws, regulations and local industry standards, in particular, those related to NEVs; export control and economic sanctions laws and regulations; exposure to increased overseas litigation risks; political and economic instability, as well as geopolitical tensions, including the ongoing tariff war; foreign currency exchange rate fluctuations, currency controls and cash repatriation restrictions; restrictions on imports from the PRC or other trade barriers, such as export requirements, sanctions, tariffs, licensing and other restrictions and expenses; unfamiliarity with local operating and market conditions and competitive landscape; uncertainty on the degree of market acceptance; competition from local companies; failure to attract and retain locally qualified management and employees; alignment of the operations, culture and systems of the international team with our existing operations; foreign taxes; environmental, safety and labor regulatory compliance; and potential disputes and difficulty in managing relationships with overseas customers and distributors. Additionally, we distribute our products to overseas markets and we may expand our business in overseas markets, we will face management risks associated with the growth of our international team and the management of territories under our international strategy. We sell our products in certain overseas markets, including certain European and North American countries. For 2022, 2023, 2024 and the nine months ended September 30, 2025, our revenue from customers located in regions and countries outside China amounted to RMB146.3 million, RMB157.2 million, RMB212.4 million and RMB145.2 million, respectively, accounting for 12.7%, 13.0%, 13.9% and 11.6% of our revenue, respectively.



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## RISK FACTORS

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Any failure to manage the foregoing and other risks and uncertainties could result in operational inefficiencies, increased costs and a diversion of management's attention from other business matters, which in turn could adversely affect our overseas business and its expansion, and result in reduced turnover from our overseas operations, which in turn could materially and adversely affect our business, results of operations and financial condition.

**We may fail to maintain or improve our market position or respond successfully to changes in the competitive landscape.**

We face competition both in China and internationally for our integrated micro transmission and drive system products. This market is characterized by high fragmentation, which made competitiveness a crucial factor to long-term business success. According to the F&S Report, the Global and China's integrated micro transmission and drive systems market are highly fragmented, with over 500 and 200 players operating across different segments and regions, respectively. While we ranked No. 1 in China and No. 4 globally, our market share accounted for 3.9% and 1.4% in the fragmented markets as measured by revenue in 2024, according to the same source. Additional competitors with significant market presence and financial resources may enter the markets in which we operate, and thereby intensify competition. These competitors may be able to reduce our market share by adopting more aggressive pricing policies than we can or by developing technologies and services that gain wider market acceptance than our products. Existing and potential competitors may also develop relationships with our customers in a manner that could significantly harm our ability to sell, market and develop our products. If we fail to maintain or improve our market position or fail to respond successfully to changes in the competitive landscape, our business, results of operations and financial condition may be materially adversely affected.

**Failure to enhance our brand recognition and sales and marketing capabilities and could harm our ability to expand our business operations and increase our customer base, and adversely affect our business, results of operations, financial condition and prospects.**

We believe that maintaining and enhancing our brand is important to continued market acceptance of our existing and future products, attracting new customers, retaining existing customers, and successfully executing our dual-pronged growth engines. We also believe that the importance of brand recognition will increase as competition in our market increases. Successfully maintaining and enhancing our brand recognition will depend largely on the effectiveness of our marketing efforts, our ability to provide reliable products that continue to meet the needs of our customers at competitive prices, our ability to maintain our customers' trust, and our ability to successfully differentiate our products and services from competitive ones. However, our efforts may not always be successful or yield increased revenue.

Moreover, the promotion of our brand also requires us to make expenditures, and we expect that the absolute amount of these expenditures will increase as the market becomes more competitive. Our selling and marketing expenses were RMB45.1 million, RMB42.1 million, RMB60.3 million and RMB51.6 million in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively, representing 3.9%, 3.5%, 4.0% and 4.1% of our revenue for the same periods, respectively. To the extent that our sales and marketing activities increase revenue, the increase in revenue still may not necessarily be sufficient to offset the expenditures we incur. We may also be unable to hire and train sufficient numbers of qualified sales personnel or ensure the productivity of our sales personnel in acquiring new customers or cross-selling to our existing customers. If we do not successfully maintain and enhance our brand and ensure the effectiveness of our sales and marketing efforts, our ability to expand our customer base may be impaired, which would then adversely affect our business, results of operations and financial condition.



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## RISK FACTORS

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### **We may be unable to execute our strategies effectively.**

Our business, results of operations and financial condition depend in part on our ability to effectively implement our growth strategies. For example, to expand our production capacity and boost our growth, we may construct additional production lines at our manufacturing facilities or construct new manufacturing facilities. If we encounter any issue during our international expansion or if we fail to manage our products portfolio expansion, our business, results of operations and financial condition may be materially and adversely affected. Our products may not gain sufficient market acceptance or realize revenue as predicted. In addition, we must continue to hire, train and effectively manage new employees. If newly hired employees perform poorly or if we are unsuccessful in hiring, training, managing and integrating new employees, our business, results of operations and financial condition may be materially and adversely affected. To effectively manage the expected growth of our operations and personnel, we will need to continue to improve our technological, operational and financial systems, policies, procedures and controls. All of these endeavors involve risks and will require significant managerial, financial and human resources. There is no assurance that we will be able to effectively manage our growth or to implement all these systems, procedures and control measures successfully or that our new business initiatives will be successful. If we are not able to manage our growth or execute our strategies effectively, our expansion may not be successful and our business and prospects may be materially and adversely affected.

### **Future acquisitions, strategic investments, partnerships or alliances could be difficult to identify and integrate, divert management resources, result in unanticipated costs or dilute our Shareholders.**

We intend to selectively pursue strategic alliance, investment and acquisition opportunities to strengthen our global competitiveness in the integrated micro transmission and drive system market, particularly with respect to high-growth industry verticals such as humanoid robotics. We will evaluate and execute alliance, investment and acquisition opportunities that complement and scale up our business, optimize our profitability, help us penetrate high-growing sectors, and add new capabilities to our company. However, we may have limited experience in making such acquisitions and we may not be able to find suitable acquisition candidates or complete acquisitions on favorable terms, if at all. Even if we complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, and any acquisition we complete could be viewed negatively by customers or investors. We may also engage in other forms of business collaborations and relationships in the future, including strategic investments, partnerships and alliances. Negotiating such transactions can be time-consuming, difficult and costly, and our ability to close these transactions may be subject to third-party approvals, such as government regulatory approvals. We cannot assure you that these transactions will close or will lead to commercial benefit for us.

In addition, we may not be able to integrate acquired businesses successfully or effectively manage the combined company or our collaborations. If we fail to successfully integrate our acquisitions, or the people or technologies associated with those acquisitions, into our company, the results of operations of the combined company could be adversely affected. Any integration process will require significant time and resources, require significant attention from management, and disrupt the ordinary functioning of our business. We may ultimately fail to realize the potential cost savings or other financial benefits or the strategic benefits of the acquisitions. Furthermore, an acquisition could also materially impair our results of operations by causing us to incur debt or requiring us to amortize acquired intangible assets. We may also discover deficiencies in internal controls, data adequacy and integrity and regulatory compliance, as well as legal or contractual liabilities in businesses we acquire which we did not uncover prior to such acquisition. Therefore, we may become subject to penalties, lawsuits or other liabilities. Any difficulties in the integration of acquired businesses or technologies or unexpected penalties, lawsuits or liabilities in connection with such businesses or technologies could have a material adverse effect on our business, results of operations and financial condition.

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## RISK FACTORS

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In connection with the foregoing strategic transactions, we may issue additional equity securities that would dilute our Shareholders, use cash that we may need in the future to operate our business and incur substantial debts and liabilities. Such strategic transactions may also subject us to legal and regulatory scrutiny and increase our compliance costs. As a result, our business, results of operations and financial condition may be adversely affected.

**Our success depends in part on our ability to enhance our manufacturing capabilities and to produce high quality products.**

Our success depends in part on our ability to enhance our manufacturing capabilities, which include expanding our manufacturing capacity, improving our manufacturing efficiency or modifying our manufacturing lines to meet the varying demands for our products. If we are unable to do so, we may not be able to achieve the desired level of economies of scale in our operations, to reduce manufacturing costs to the level that will allow us to compete effectively or to maintain our pricing and other competitive advantages. Our ability and efforts to enhance our manufacturing capabilities are subject to significant risks and uncertainties, including:

- our ability to obtain funding for the additional capital expenditures, working capital and other corporate requirements to be used to enhance our manufacturing capabilities. We may be unable to obtain such funds in a timely manner or on commercially reasonable terms or at all;
- unexpected delays and cost overruns resulting from a number of factors, many of which may be beyond our control. These include increases in the prices of raw materials, parts, components and utilities, shortages of workers, transportation constraints, disputes with contractors, engineering firms and equipment vendors, as well as equipment malfunctions and breakdowns;
- availability of the necessary technology or equipment from third parties or our internal research and development department;
- diversion of management attention and other resources; and
- manufacturing interruption caused by natural disasters or other unforeseen events.

Construction of new manufacturing facilities or the expansion of existing facilities also requires significant capital investment upfront, and it may take considerable time before such facilities achieve their expected capacity or breakeven point. Failure to construct or expand our manufacturing facilities in time or at all may drain our financial resources and adversely affect our business, results of operations and financial condition.

**We may face risks associated with defective products and the unsatisfactory performance of our products.**

Our products may expose us to potential product quality claims if they fail to perform as expected, are proven to be defective, or if their use causes, results in or is alleged to have caused or resulted in project delays or damages or other adverse effects. If our products do not meet specifications or requirements enforced by domestic or overseas regulators or requested by our customers (as the case maybe), we may be subject to product quality claims or litigation. Any product quality claim, regardless of whether relating to project delays or damages, or related regulatory actions could prove costly and time-consuming to defend and could potentially prejudice our brand reputation and our relationship with our customers. If successful, product quality claims may require us to pay substantial damages. Furthermore, certain product quality claims may be the result of defects from parts and components

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## RISK FACTORS

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purchased from third-party suppliers. Such third-party suppliers may not indemnify us for defects as to such parts and components or would only provide us with limited indemnification that is insufficient to cover our damages resulting from the product quality claim. Any product quality claim, either with or without merit, may also result in significant negative publicity and thus materially and adversely affect the marketability of our products and our reputation, our relationship with customers, as well as our business, results of operations and financial condition.

**We are subject to various regulatory and customer requirements and may not be successful in maintaining an effective quality control system.**

The performance, quality and safety of our products are critical to our customers and our success. We have established and maintained stringent quality assurance standards and inspection procedures, including quality control with respect to the raw materials and components purchased from suppliers.

The effectiveness of our quality control system is determined by various factors, including the design of the system, implementation of quality standards, quality of training programs and our employees' adherence to our quality control policies and guidelines, and should cover all stages of manufacturing processes, including raw material and component procurement and both semi-finished and finished products. If we fail to maintain an effective or adequate quality control system, we may manufacture defective products that would expose us to warranty claims which may include return, replacement or recall of our products and other compensation and product liability. Any such claim, regardless of whether it is ultimately successful, could cause us to incur significant costs, prejudice our business reputation and result in significant disruption to our operations. Furthermore, if any such claim is ultimately successful, we could be required to pay substantial monetary damages or penalties, which could have a material adverse effect on our results of operations and financial condition.

**If our production capacity is not adequate, our capability to satisfy customer demand could be hindered.**

During the Track Record Period, our existing manufacturing facilities generally maintained a relatively high utilization rate of around 80%. If our production capacity is not adequate to meet the overall market demand for our products, especially if we experience increased demand for our products as we grow our customer base and expand our product offerings, our ability to deliver products to our customers on a timely basis will be affected. Under such circumstances, our business, results of operations and financial condition may be materially and adversely affected. In the future, as our business grows, we may need to expand our production capacity through various measures, including our new Suzhou production base and other new production centers abroad. We cannot assure you that our new premises will be ready in time or our production capacity will otherwise be successfully expanded. A number of factors could delay our expansion plans or increase our costs, including (1) failure to raise sufficient funds to establish and maintain working capital to operate our business at the new premises, (2) failure to obtain environmental and regulatory approvals, permits or licenses from the relevant government authorities in a timely manner, (3) failure to find new sites for our production centers, (4) shortage or late delivery of building materials and production equipment resulting in late delivery of the premises for occupancy and use, (5) various factors affecting construction progress and resulting in late delivery of the premises for occupancy and use, and (6) technological changes, capacity expansion or other changes to our plans for the new premises necessitated by changes in market conditions.

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## RISK FACTORS

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Failure to expand our production capacity could hinder our capacity to satisfy customer demand and growth prospects. Furthermore, if market demand declines in the future, we may not be able to recoup the costs incurred for the construction of new premises and the maintenance of expanded production capacity. A delay in or cancellation of our expansion plans could also subject us to disputes with various counterparties, including general contractors and sub-contractors, equipment suppliers, financiers and relevant government authorities. As a result, our business, results of operations, financial condition and prospects may be materially and adversely affected.

**If we experience operational disruption or machinery breakdown in our production facilities, our inventory level and production schedule may be adversely affected.**

Our success and reputation depend on our ability to deliver quality products to our customers on time and in required quantities, which in turn relies on the proper and reliable functioning of our production processes. Our production processes rely on the stable operation of our production facilities, particularly machinery and equipment for key processes. Any operational disruption or machinery breakdown could directly impact our production schedules and stock levels, hindering our ability to meet customer orders in a timely manner, thus affecting customer satisfaction.

Operational disruptions or machinery breakdowns in our production facilities may arise from unexpected incidents or catastrophic events, including natural disasters, fires, technical or mechanical failures, power shortages, explosions, labor strikes, epidemics, loss of licenses, certifications or permits, changes in governmental planning for the underlying land, and regulatory developments. Additionally, instability or shortages in electricity supply could halt production activities, causing delays in fulfilling customer orders. In the event of such disruptions, maintaining production volumes and ensuring sufficient stock levels to meet customer demands could be challenging. Identifying and securing alternative facilities or machinery in a timely and cost-effective manner may not always be feasible. Delays in resuming normal operations could also affect the quality and schedule of product deliveries, potentially impacting customer satisfaction and damaging our reputation. Any prolonged suspension of operations or significant disruptions in our production processes could materially and adversely affect our business operations.

**Future operating results depend upon our ability to obtain raw materials in sufficient quantities on commercially reasonable terms from third-party suppliers.**

Raw materials are the major component of our total cost of sales, and the price of our raw materials direct affects our gross profit margin. Specifically, cost of sales accounted for 70.9%, 71.1%, 68.8%, 68.9% and 67.3% of our total revenue for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, with cost of materials accounting for 71.7%, 70.0%, 70.8%, 71.4% and 73.5% of our total cost of sales for the same periods, respectively. The raw materials that we mainly use in the manufacturing of our products are standard motors, plastics, gears, shafts, brackets, mold materials, bearings, housings, electronic components, and packaging materials. We procure certain of these raw materials from third-party suppliers. The prices of these materials are susceptible to significant fluctuations due to supply and demand trends in the commodities markets, transportation costs, government regulations and tariffs, geopolitical events, changes in currency exchange rates, price controls, the economic climate and other unforeseen circumstances. Our results of operations could be adversely affected if we are unable to obtain adequate supplies of high-quality raw materials in a timely manner at reasonable prices, or if there are significant increases in the costs of raw materials that we could not pass on in full to our customers.

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## RISK FACTORS

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We rely on the timely supply of raw materials in order to carry out our production plans as scheduled. Any delays or disruptions in such supplies from our suppliers may have a material and adverse impact on our ability to meet our customers' demands for our products on time. In addition, any natural or man-made disasters or other unanticipated catastrophic events, including adverse weather, fires, technical or mechanical difficulties, storms, explosions, earthquakes, strikes, acts of terrorism, wars and outbreaks of pandemics could impair the operations of our suppliers and impede our ability to manufacture and deliver our products to our customers in a timely manner.

Some raw materials, including those that are available from multiple sources, may at times be subject to industry-wide shortages and commodity pricing fluctuations, such as motors and the underlying metallic materials (e.g., iron and aluminum). We cannot assure you that we will be able to extend or renew the agreements that we have entered into for the supply of raw materials on similar terms, or at all. The effects of global or regional economic conditions on our suppliers could also affect our ability to obtain raw materials, and we remain subject to significant risks of supply shortages and price increases, which may adversely affect our business, results of operations and financial condition.

**If we experience increases in labor costs, shortage of labor or deterioration in labor relations, our production costs may be affected.**

Labor costs have been fluctuating and may rise in the future. Our direct labor costs accounted for 8.3%, 7.6%, 7.5% and 7.6% of our total cost of sales in 2022, 2023, 2024 and the nine months ended September 30, 2025. Labor cost increases may cause our production costs to increase, and we may not be able to pass on such increase to our customers. We also cannot assure you that we will not experience any shortage of labor. Any such shortage could hinder our ability to maintain our production schedules and maintain or expand our business operations, which could materially and adversely affect our business, results of operations, financial condition and prospects.

We seek to maintain favorable labor relations with our employees. However, we cannot assure you that we will not have any labor disputes in the future. Any deterioration of our labor relations could result in disputes, strikes, claims, legal proceedings and reputational damage, labor shortages that disrupt our business operations, as well as loss of experience, know-how and trade secrets.

**If we are unable to manage our inventory risks efficiently or the proportions and amount of our write-down of inventories increase, our business, results of operations and financial condition may be adversely affected.**

We had inventories of RMB172.6 million, RMB164.5 million, RMB184.1 million and RMB207.3 million as of December 31, 2022, 2023 and 2024 and September 30, 2025, respectively. In 2022, 2023 and 2024 and the nine months ended September 30, 2025, our inventory turnover days were 73, 72, 61 and 63 days, respectively. Our inventories are stated at the lower of cost and net realizable value ("NRV"). In the same years/period, we had write-down of inventories to NRV of RMB7.5 million, RMB0.4 million and RMB3.6 million and a reversal of write-down of inventories to NRV of RMB1.0 million, respectively. The downstream sectors that our products are developed and manufactured for are characterized by evolving technologies, increasing competition, changing industry standards and shifting market demands, among others. As a result, we face challenges that our inventories could become obsolete due to such developments. Any mismanagement of our inventories and failure to execute our "made-to-order" strategies could lead to increased write-downs directly impacting our profitability, tied-up capital in slow-moving inventory reducing our liquidity, and higher storage and handling costs pressuring our margins, which may adversely and materially affect our business, results of operations and financial condition.

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## RISK FACTORS

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**If we are not able to fully comply with present or future environmental, safety and occupational health laws and regulations, our business, results of operations and financial condition may be adversely affected.**

Our business is subject to certain laws and regulations relating to environmental, safety and occupational health matters. See “Business—Environmental, Social and Corporate Governance.” Under these laws and regulations, we are required to maintain safe production conditions and protect the occupational health of our employees. However, we cannot assure you that we will not experience any material accidents or worker injuries in the course of our production process in the future, or that our risk management measures could effectively mitigate the relevant risks and help us navigate the complex and evolving regulatory environment. Changes in existing ESG-related laws and regulations or the promulgation of new ESG-related laws and regulations may increase our compliance costs, and if we fail to comply with such ESG-related laws and regulations, our business, results of operations and financial performance may be adversely affected.

In addition, our production process produces hazardous wastes and wastewater. The disposal of hazardous waste and the discharge of pollutants from our production operations into the environment may give rise to liabilities that may require us to incur costs to remedy such discharge. We cannot assure you that all situations that will give rise to material environmental liabilities will be discovered, or any environmental laws adopted in the future will not materially increase our operating costs and other expenses. Should the authorities impose stricter environmental protection standards and regulations in the future, we cannot assure you that we will be able to comply with such new regulations at reasonable costs, or at all. Any increase in production costs resulting from the implementation of additional environmental protection measures or failure to comply with new environmental laws or regulations may have a material adverse effect on our business, results of operations and financial condition.

**We have derived a substantial portion of our revenue from sales to a limited number of customers, which may expose to us to risks relating to customer concentration.**

Revenue generated from our largest customer in each year/period during the Track Record Period accounted for 13.0%, 16.3%, 17.6% and 16.6% of our total revenue for such year/period, respectively, and revenue generated from our top five customers in each year/period during the Track Record Period accounted for 38.2%, 50.7%, 46.6% and 44.2% of our total revenue for such year/period, respectively. See “Business—Our Customers” for details.

There are inherent risks whenever a large percentage of total revenue is concentrated with a limited number of customers. Actions taken by our largest customers to exploit their comparably superior bargaining position in negotiating the terms of contracts or otherwise could also have an adverse effect on our operating results. In the event that the existing largest customers cease to engage our products, and we are unable to find new customers with similar attributable revenue within a reasonable period of time or at all, our business and profitability may be adversely affected. In addition, if any of such customers delays in their payments or even default, our results of operations, financial condition and liquidity may be materially and adversely affected. As such, should there be any adverse development related to our largest customers’ operations or any other reasons resulting in any deterioration or termination of our business relationship with one or more of our major customers, our business, financial condition, operating results and prospects could be materially and adversely affected.



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## RISK FACTORS

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**Our business may be subject to seasonal effects, and any disruption of business during any particular season could adversely affect our liquidity and results of operations.**

We generally recognize a higher portion of our revenue in the fourth quarter of our fiscal year than other quarters, primarily because certain of our customers tend to schedule their procurement in advance of the major holidays in China, to avoid potential supply chain issues. In contrast, the first quarter is usually our low season, due to the holidays in China. For instance, revenue from the three months ended March 31, 2024 accounted for 20.5% of our revenue for the year ended December 31, 2024. The degree of seasonality could still vary from time to time due to conditions in the industry, the demand of our customers, and other factors over which we have limited control. To the extent there are any significant seasonal fluctuations different from our prior experience, we must arrange for relevant supplies and manufacturing capacity in an effective manner, to ensure we can dynamically meet the market demand.

**We are subject to credit risks related to our customers, and any significant default or delay in settlement of our trade receivables may affect our business, prospects, results of operations and financial condition.**

We are exposed to credit risks related to our customers. As of December 31, 2022, 2023 and 2024 and September 30, 2025, our trade and notes receivables were approximately RMB383.5 million, RMB433.7 million, RMB577.5 million and RMB553.0 million, respectively. Our impairment for trade and notes receivables for 2022, 2023, 2024 and the nine months ended September 30, 2025 were approximately RMB19.5 million, RMB25.9 million, RMB33.2 million and RMB31.1 million, respectively. Our trade receivable turnover days amounted to 111, 124, 121 and 123 days in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. See “Financial Information—Discussion of Major Balance Sheet Items—Trade and Note Receivables.” If any of our customers experience financial difficulties in settling the trade receivables due to factors beyond their control such as adverse changes in the competitive landscape and government policies of the industries in which they operate, we may experience a prolonged trade receivable turnover period and our corresponding trade receivables recoverability might be adversely affected. Our trade receivable balance may continue to grow alongside our normal course of business, which may increase our risks for uncollectible receivables. In addition, the profile of payment periods of our customers may vary depending on the downstream sectors that our customer operate in. If we are unable to collect our trade receivables from our customers in a timely manner per contractual terms or at all, if there are any material delays in payment by our customers, or if there are any variations in the payment period profile of our customers due to their industry practices or other reasons, our liquidity and cash management will be materially and adversely affected, which, in turn, might affect our business, results of operations and financial condition.

Our ability to meet our financial obligations largely depends on the ability of our customers to fulfill their payment obligations to us. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. If we encounter difficulties in generating sufficient cash to repay our outstanding financial liabilities, our liquidity, business, results of operations and financial condition may be adversely affected, and we may not be able to expand our business.



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## RISK FACTORS

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**We are exposed to risks associated with our investments, such as fair value changes, valuation uncertainties and counterparty risks.**

During the Track Record Period, we made several types of financial investments to preserve and increase the return on our funds, as well as certain strategic investments that synergize with our business. Our financial investments during the Track Record Period primarily consisted of (1) financial assets at fair value through profit or loss (“FVTPL”), which primarily represented our investments in wealth management products and amounted to RMB725.0 million, RMB947.7 million, RMB904.2 million and RMB782.5 million as of December 31, 2022, 2023 and 2024 and September 30, 2025, respectively; and (2) debt investments at fair value through other comprehensive income (“FVTOCI”), which primarily represented our investments in negotiable certificate of deposit and, to a lesser extent, bank acceptance notes, and amounted to RMB599.4 million, RMB911.2 million, RMB928.7 million and RMB1,154.4 million as of the same dates, respectively. Our strategic investments during the Track Record Period primarily consisted of (1) investment in an associate, which represented our investment in Linked Intelligent Technology Co., Ltd. (領科匯智科技有限公司) and amounted to RMB67.3 million, RMB68.0 million, RMB62.6 million and RMB58.1 million as of December 31, 2022, 2023 and 2024 and September 30, 2025, respectively; and (2) equity investments designated at FVTOCI, which represented our investments in Wuhan Digital Design and Manufacturing Innovation Co., Ltd. (武漢數字化設計與製造創新中心有限公司), Shenzhen Guochuang Embodied Intelligent Robot Co., Ltd. (深圳國創具身智能機器人有限公司), and Tujian Technology (Beijing) Co., Ltd. (途見科技(北京)有限公司), which amounted to RMB17.8 million, RMB17.7 million, RMB17.0 million and RMB35.6 million as of the same dates, respectively. For details of each of the investments, see “Financial Information—Discussion of Major Balance Sheet Items.”

Our investments are subject to the risks that any of our counterparties may not perform their contractual obligations, such as in the event that any such counterparty becomes insolvent or declares bankruptcy, which could materially and adversely affect our financial position and cash flow. Furthermore, for those investments measured at fair value, we cannot assure you that market conditions and regulatory environment will create fair value gains on such products we invest in or we will not incur any fair value losses on such investments in the future. If we incur fair value losses, our results of operations and financial condition may be adversely affected.

The fair value measurement of our relevant investments involves the exercise of professional judgment and the use of certain bases, assumptions and observable or unobservable inputs, which, by their nature, could be uncertain. Changes in estimates and judgments could affect their fair value, which in turn may adversely affect our results of operations and financial condition.

Our investments in an associate and equity investment designated at FVTOCI may also subject us to risks typically associated with strategic investments. Our results of operations could be affected by the financial results of such investees. For instance, we recorded share of losses of an associate of RMB5.4 million and RMB4.5 million for 2024 and the nine months ended September 30, 2025, respectively. The failure to generate financial results commensurate with investments may also result in impairment losses. In addition, these investments may not as liquid as compared with other types of investments. Furthermore, if our investees have views or interests that conflict with us, or if we have a disagreement with them as to the resolution of a particular issue pertaining to it, or as to the management or operations of its business in general, we may not be able to resolve such disagreement in our favor.

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## RISK FACTORS

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**We have granted and may continue to grant share awards, which could result in share-based payment that may affect our financial performance, and potentially dilute existing Shareholders' ownership.**

We granted share awards in the past, and we have adopted the 2024 Share Incentive Scheme that permits the grant of share awards to our Directors, employees and consultants. We believe the granting of such share awards is important to our ability to attract, retain and motivate our management team and qualified employees. For details, see “History, Development and Corporate Structure—2024 Share Incentive Scheme,” “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV and Note 35 to the Accountant’s Report in Appendix I to this prospectus. We are required to recognize share-based payment expenses based on the fair value of granted share awards. We recorded share-based payment expenses of RMB2.3 million, RMB5.3 million and RMB11.1 million in 2022, 2024 and the nine months ended September 30, 2025, respectively, and a reversal of share-based payment expenses of RMB9.3 million in 2023. Any additional grant of share awards by us will further increase our share-based payment, which may adversely affect on our results of operations and financial condition, and potentially dilute existing Shareholders’ ownership.

**The discontinuation of any preferential tax treatment available to us in China could adversely affect our results of operations and financial condition.**

We are subject to periodic examinations on fulfillment of our tax obligation under the PRC tax laws and regulations by PRC tax authorities. We cannot assure you that future examinations by PRC tax authorities would not result in fines, other penalties or action that could adversely affect our business, financial condition and results of operations, as well as our reputation.

Pursuant to the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) (the “EIT Law”) and its implementation regulations, enterprises which operate in China are generally subject to enterprise income tax at a statutory rate of 25% on the taxable profit, while enterprises recognized as a “high and new technology enterprise” (高新技術企業) (“HNTE”) are entitled to a preferential tax rate of 15%. Our Company enjoyed a preferential income tax rate of 15% as an HNTE from 2022 to 2024. Dongguan Zhaowei also enjoyed a preferential income tax rate of 15% as an HNTE from 2023 to 2025. Continued qualification as an HNTE is subject to a three-year review by the relevant government authorities in China, and in practice certain local tax authorities also require annual evaluation of the qualification. In addition, Suzhou Zhaowei Venture Capital Co., Ltd. and Suzhou Zhaowei Industrial Technology Co., Ltd. enjoyed certain preferential income tax rates during the Track Record Period as they qualified as small meagre-profit enterprises. In the event the preferential tax treatments are discontinued or not verified by the local tax authorities, and the affected entity fails to obtain preferential tax treatments based on other qualifications, it will become subject to the standard PRC enterprise income tax rate of 25%. There is no assurance that we will continue to be qualified to enjoy the above-mentioned preferential tax treatments, or such treatments will not change in the future, which may have a negative impact on our business, results of operations and financial condition.

**We historically received government grants and we may not receive such grants or subsidies in the future.**

We have received government grants in relation to incentives and awards granted for our research and development initiatives and manufacturing upgrades. We recognized government grants of RMB12.2 million, RMB17.2 million, RMB12.6 million and RMB8.7 million in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. However, these policies may be subject to changes that are beyond our control. We cannot assure you that favorable government policies will continue. In addition, the timing, amount and conditions of government grants are within the sole discretion of the governmental authorities. Governmental authorities may require us to perform certain contractual

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## RISK FACTORS

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obligations before we could receive such grants, and we cannot assure you that we could always fully satisfy these conditions or perform the obligations. In such cases, the governmental authorities may cease providing subsidies to us or even require us to repay part or all of the government subsidies we previously received. Any reduction, elimination, repayment or other negative trends in government grants could adversely affect our business, results of operations and financial condition.

**We may fail to obtain or maintain all required licenses, permits and approvals to operate our business.**

Our business and operations have been subject to extensive regulations. We are required to obtain and maintain applicable licenses, permits and approvals from different regulatory authorities in order to conduct our existing or future business. As considerable uncertainties could exist with respect to the interpretation and implementation of existing and future laws and regulations governing our business activities, we cannot assure you that we have obtained all the approvals, permits or licenses required for conducting our business in China, or will be able to maintain our existing approvals, permits or licenses or obtain new ones. The government authorities may require us to obtain additional licenses, permits or approvals so that we can continue to operate our existing or future businesses or otherwise prohibit our operations of the types of businesses to which the new requirements apply. In addition, new regulations or new interpretations of existing regulations may increase our costs of doing business and prevent us from efficiently delivering services and expose us to potential penalties and fines. Lastly, our existing licenses may expire without proper renewal or be revoked due to violations of relevant licensure maintenance requirements. If any of our entities is deemed by governmental authorities to be operating without appropriate permits and licenses or outside of their authorized scopes of business or otherwise fail to comply with relevant laws and regulations, we may be subject to penalties and our business, results of operation and financial condition may be materially and adversely affected.

**We face certain legal and regulatory risks relating to labor-related laws and regulations, which may adversely affect our business, results of operations and financial condition.**

Pursuant to the relevant PRC laws and regulations, employers are obligated to contribute to the social insurance and housing provident funds for their employees. During the Track Record Period, we did not make adequate social insurances and housing provident fund contributions for certain employees. In 2022, 2023, 2024 and the nine months ended September 30, 2025, the aggregate shortfall amount of social insurances and housing provident fund contributions to our employees was RMB26.9 million, RMB34.7 million, RMB30.1 million and RMB24.8 million, respectively. As advised by our PRC Legal Advisors, if any of the relevant social insurance authorities is of the view that the social insurance contributions we made for our employees do not comply with the requirements under the relevant PRC laws and regulations, it may order us to pay the outstanding balance within a prescribed time period plus a late fee of 0.05% of the total outstanding balance per day. The maximum potential late fees for which we may be liable in connection with the inadequate contributions to the social insurances would be approximately RMB3.1 million, RMB7.7 million, RMB5.1 million and RMB1.2 million for the same periods, respectively. If we fail to do so within the prescribed period as requested by the relevant social insurance authorities, we may be subject to a fine ranging between one to three times of the total outstanding balance. In addition, if any of the relevant housing provident fund authorities is of the view that our contributions to the housing provident funds do not satisfy the requirements under the relevant PRC laws and regulations, it may order us to pay the outstanding balance within a prescribed period. If we fail to do so within the prescribed period, the relevant housing provident fund authority may apply to a PRC court for an order of mandatory payment.

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## RISK FACTORS

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During the Track Record Period, no material administrative action, fine or penalty had been imposed by relevant regulatory authorities with respect to our social insurance or housing provident fund contributions. In addition, we did not receive any notice from judicial or administrative authorities on any material claim from our current and former employees regarding any inadequate contributions. As advised by our PRC Legal Advisors, in the absence of any material employee claims and significant changes in the current policies, regulations, regulatory practices and implementation requirements regarding social insurance and housing fund contributions, the likelihood that we would be subject to material administrative penalties due to failure to make full contributions is remote, based on the fact that (1) we have obtained confirmations from the relevant government authorities, which as advised by our PRC Legal Advisors are the competent authorities as to such matter, confirming that no administrative penalty was imposed on us in relation to our social insurance and housing provident fund contributions during the Track Record Period; (2) during the Track Record Period, we had not received any administrative penalty in relation to social insurance and housing provident fund contributions nor any notifications from the relevant competent government authorities requiring us to pay the shortfalls; (3) we were not aware of any material employee complaints or claims with respect to inadequate social insurance and/or housing provident fund contributions; and (4) we undertake that, in the event that competent government authorities require us to make contributions within a stipulated time period or make supplementary contributions and late fees, we will duly comply in a timely manner. As a result, we did not make any provisions in connection with the foregoing incident during the Track Record Period and up to the Latest Practicable Date. However, we cannot assure you that the relevant government authorities will not require us to pay the shortfall and late fees or impose fines on us, in which case our business, results of operations and financial condition could be adversely affected.

The Interpretation II of the Supreme People's Court of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)) was enacted by the Supreme People's Court on July 31, 2025 and implemented on September 1, 2025. In light of (1) the absence of prior agreements excluding social insurance payment; and (2) our PRC Legal Advisors' opinion that the interpretation does not expand penalty exposure or repeal existing laws, our Directors believe the aforementioned juridical interpretation would not have a material adverse effect on our business or financial results.

### **Failure to protect our leasehold interests could adversely affect our business operations.**

Under the applicable PRC laws and regulations, the parties to a lease are required to register and file such lease with the relevant government authorities. As of the Latest Practicable Date, nine of our leased properties had not been registered or filed. While the lack of registration will not affect the validity of the leases under PRC laws and regulations, we may be ordered by the relevant government authorities to register the relevant leases within a prescribed period, failing which we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each non-registered lease. The maximum potential penalties associated with the nine unregistered leases mentioned above were RMB90,000.

### **We are exposed to risks relating to the retention of our senior management, as well as our ability to attract and retain qualified and experienced employees.**

Our continued success is highly dependent upon the efforts of our senior management and other key employees. If either of them or any of our other key employees leaves and we are unable to promptly hire and integrate a qualified replacement, our business, results of operations and financial position may be adversely affected. In addition, the future growth of our business will depend in part on our ability to attract and retain qualified personnel in all aspects of our business. However, competition to hire highly qualified personnel is intense and we cannot guarantee that we will be able to meet our staffing needs in the future. If we are unable to attract and retain these qualified personnel, our growth may be limited and our business, financial position and operating results could be adversely affected.

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## RISK FACTORS

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**We may need additional capital for business growth, product development and technology R&D programs and marketing efforts. If we are unable to raise capital in a timely manner or on acceptable terms, or at all, we could incur losses and be forced to delay, reduce or eliminate such efforts.**

We may require additional capital beyond that generated by the operating activities from time to time to carry out research and development activities for developing and enhancing our products and technologies, grow our business and better serve our customers, among other things. Accordingly, we may need to issue additional equity or debt securities or obtain a credit facility. Future issuances of equity or equity-linked securities could significantly dilute our existing shareholders, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our A Shares and H Shares. The incurrence of debt financing would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends to our shareholders. To the extent that we incur bank facilities with floating interest rates, we may also be subject to interest rate fluctuations due to macroeconomic, market and other external factors beyond our control, which could affect our cost of capital. Our ability to maintain or obtain additional capital in a timely manner or on commercially acceptable terms is subject to various factors, including general market conditions for capital raising activities by our peers as well as economic, political and other conditions in China, Hong Kong and globally. If we are unable to obtain adequate financing on terms satisfactory to us when we require it, our ability to continue to support our research and development and business growth could be significantly impaired, and our business and prospects may be adversely affected.

**We may not be able to adequately protect our intellectual property rights, and uncertainty regarding the validity, enforceability or scope of our intellectual property rights may undermine our competitive position, and litigation to protect our intellectual property rights may be costly.**

We strive to strengthen and differentiate our product portfolio by developing new products and making product improvements. As a result, we regard our intellectual property as critical to our success. We will continue to rely on a combination of patents, trade secrets, know-how, trademarks and copyrights to protect our intellectual property, but this protection may be inadequate. For example, there may be a leakage of our trade secrets or know-how, and our pending or future patent applications may not be registered or approved or, if allowed, they may not be of sufficient strength or scope to protect our intellectual property. As a result, third parties may challenge our patent applications or use the technologies and proprietary processes that we have developed and compete with us, which may adversely affect any competitive advantage we enjoy, dilute our brand and materially and adversely affect our business, results of operations and financial condition.

In addition, policing the unauthorized use of our proprietary technology can be difficult and expensive. Our success largely depends on our ability to use and develop our technology, know-how and product designs without infringing upon the intellectual property rights of third parties. We may be subject to litigation involving claims of patent infringement or violation of other intellectual property rights of third parties. The holders of patents and other intellectual property rights potentially relevant to our product offerings may be unknown to us or may otherwise make it difficult for us to acquire a license on commercially acceptable terms. There may also be technologies licensed to and relied on by us that are subject to infringement or other similar allegations or claims by third parties which may damage our ability to rely on such technologies. In addition, we cannot fully avoid the risks of intellectual property rights infringement created by suppliers of components used in our products or by companies we work with in cooperative research and development activities. Our current or potential competitors may have obtained or may obtain patents that will prevent, limit or interfere with our ability to make, use or sell our products in China or other countries.



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## RISK FACTORS

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The defense of claims, including patent infringement suits and related legal and administrative proceedings, can be both costly and time consuming and may significantly divert the efforts and resources of our technical and management personnel. Furthermore, an adverse determination in any such litigation or proceeding to which we may become a party could cause us to pay damage awards, seek licenses from third parties or pay additional ongoing royalties, which could decrease our profit margins, redesign our products or be restricted by injunctions.

These factors could effectively prevent us from pursuing some or all of our businesses and result in our customers or potential customers deferring, canceling or limiting their purchase or use of our products, which may have a material and adverse effect on our business, results of operations and financial condition.

**We may be exposed to infringement or misappropriation claims by or disputes with third parties, which could cause us to lose significant rights and pay substantial damages.**

Companies operating in our industry routinely seek patent protection for their product designs, and many of our principal competitors have large patent portfolios. Whether a product infringes a patent involves an analysis of complex legal and factual issues, the determination of which is often uncertain. Our products and technologies and any uses of our products and technologies could infringe third parties' intellectual property rights. From time to time, we may be subject to legal proceedings and claims alleging infringement of patents, trademarks or copyrights, or misappropriation of creative ideas or formats, or other infringement of proprietary intellectual property rights. Any such proceedings and claims could result in significant costs to us and divert the time and attention of our management and technical personnel from our business operations. In addition, our employees could have used third parties' proprietary know-how or trade secrets during their employment with us, which could result in litigation against us. Prior to our development of major new products, our competitors may make filings for patent protection that may not be publicly available and which our new products may infringe. If third parties successfully assert their intellectual property rights against us, we might be barred from using certain aspects of our technology or barred from developing and commercializing certain products, or we may be required to pay burdensome royalties to license their products. If we are unsuccessful in defending against allegations that we have infringed, misappropriated or otherwise violated intellectual property rights of others, we may be forced to pay substantial damage awards to the plaintiff. Our efforts to identify and avoid infringing on third parties' intellectual property rights may not be successful, the failure of which may have a material adverse effect on our business, results of operations and financial condition.

**Changes in international trade policies, geopolitics and trade protection measures, export control and economic or trade sanctions may materially and adversely affect our business, results of operations and financial condition.**

Our global operations subject us to various applicable sanctions and export controls regulations. We sell our products in certain overseas markets, including certain European and North American countries. For 2022, 2023, 2024 and the nine months ended September 30, 2025, revenue from customers located in regions and countries outside China amounted to RMB146.3 million, RMB157.2 million, RMB212.4 million and RMB145.2 million, respectively, accounting for 12.7%, 13.0%, 13.9% and 11.6% of our revenue, respectively. In the event that any of these countries or regions to which we export imposes economic sanctions or enforces import restrictions or tariffs in relation to our products, our business and operations may be adversely affected.

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## RISK FACTORS

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Exports of our products must be made in compliance with various economic sanctions and export controls laws in different jurisdictions. For example, in recent years, the U.S. government imposed targeted export control and trade restrictions on the PRC and a number of Chinese companies and institutions, including by adding them onto the Bureau of Industry and Security list (the “Entity List”) which limit their access to certain U.S.-origin goods, software and technologies, as well as items that contain a significant portion of or are a direct product of certain U.S.-origin goods, software and technologies. European Union sanctions also have similar regimes to prohibit the provision of products and services to countries or regions, governments and persons on their respective target list. Such laws and regulations are likely subject to frequent changes, and their interpretation and enforcement involves substantial uncertainties, which may be heightened by national security concerns or driven by political or other factors that are out of our control. We take precautions to prevent our products from being provided to any target of these sanctions. We could be subject to future enforcement action with respect to compliance with governmental economic sanctions and export controls laws that result in penalties and costs that could have a material effect on our business and operating results.

Additionally, we may be subject to review and enforcement under domestic and foreign laws that screen foreign investment and acquisitions. In both the U.S. and non-U.S. jurisdictions, these regulatory requirements may treat companies differently based on the type of company in question and investor profile in the company. As a result of these laws, investments by particular investors may need to be filed with local regulators, which in turn may impose added costs on our business, impact our operations; and/or investments by particular investors may be prohibited, which limits our ability to engage in strategic transactions that might otherwise be beneficial to us and our investors. These laws are also regularly changed and updated. For example, the final rule (the Outbound Investment Rule) implementing Executive Order 14105, which took effect in January 2025, will restrict U.S. person’s direct and indirect investment into companies with specified connections to China that use specific technologies of concern. Additional U.S. legislation (such as the Comprehensive Outbound Investment National Security Act of 2025) has been enacted that could further expand the set of technologies of concern. These rules may limit our ability to engage in certain kinds of research or to invest or maintain investments in China; they may also limit our ability to raise capital from U.S. and other sources. As advised by our counsel as to U.S. outbound investment laws (the “OIR Advisor”), we believe that we are not a “covered foreign person” for purposes of the Outbound Investment Rule, based on the following: (1) none of our products, manufacturing processes, product inspection process or collaboration with third-party entities implicate any “covered activity” in the semiconductors and microelectronics, quantum information technologies, or AI sectors, which are sectors subject to restrictions under the Outbound Investment Rule; (2) no Group entity otherwise engages in any development, production, fabrication or packaging of technologies or products involving these restricted sectors; (3) no Group entity has a voting or equity interest, board seat, or certain powers with respect to any “covered foreign person,” where more than 50 percent of its annual revenue, net income, capital expenditure or operating expenses (individually for one “covered foreign person” or aggregated for all) is attributable to one or more of such “covered foreign persons”; and (4) no Group entity participates in any joint venture that engages in any “covered activity.” As advised by our OIR Advisor, our Directors are of the view that we do not engage in any “covered activity” in relation to the semiconductor and microelectronics sector, which generally covers the following activities in this sector, namely, the development or production of any electronic design automation software for the design of integrated circuits or advanced packaging; the development or production of certain semiconductor fabrication or advanced packaging equipment; and the design, fabrication or packaging of certain advanced integrated circuits. However, the interpretation and enforcement of these rules are evolving and unclear. If there are any such changes in the future, either to the rules or to our business, our future fundraising activities may potentially be subject to restrictions regarding investments or otherwise. Continuing changes in both U.S. and non-U.S. jurisdictions to foreign investment laws and rules could adversely affect our strategic initiatives, financial performance and growth prospects.



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## RISK FACTORS

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We have operations in overseas jurisdictions. Therefore, government policies affecting international trade and investment, such as capital controls, economic or trade sanctions, export controls, tariffs or foreign investment filings and approvals, may affect the demand for our products and services, impact the competitive position of our products, or affect our capability to sell products in certain countries or regions. If any new tariffs, legislation or regulations are implemented (including those imposing economic or trade sanctions and those regarding export control or outbound investments), or if existing trade agreements are renegotiated, such changes could affect our business, results of operations and financial condition. Moreover, as our business is closely interrelated with the performance of our customers' end-use products in the marketplace, if our customers are subject to restrictive measures of trade protection or export control, our performance and income will be adversely affected.

During the Track Record Period, we have sold our products to certain China-based customers that have been designated by the BIS to the Entity List. All transactions were denominated in Renminbi and did not involve any items or technologies that are subject to the EAR. As advised by our International Sanctions Legal Advisor who have performed procedures they deem necessary, such transactions with these Entity List customers do not represent a violation of the U.S. export control rules applicable to these Entity List customers. During the Track Record Period, we have also sold our products to a customer domestically in China. The said customer was subsequently designated by OFAC as an SDN and by BIS to the Entity List. As advised by our International Sanctions Legal Advisor who have performed procedures they deem necessary, these transactions do not represent a violation of the applicable International Sanctions and U.S. export controls applicable to the said customer, because the last transaction between us and the said customer occurred prior to both its designation to the Entity List and as an SDN, and we did not engage in any exports or transactions of any item or technology subject to the EAR to the said customer.

In recent years, there have been heightened complexities in international relations. Such tensions could reduce levels of international trade, investment, technological exchange and other economic activities, which would have a material adverse effect on global economic conditions and the stability of global financial markets. Any of these factors could have a material adverse effect on our and our customers' business, prospects, results of operations and financial condition. Economic sanctions and trade restriction measures (including tariffs) taken by government authorities or other trade tensions or unfavorable trade policies may affect the costs and/or marketability of our products. The current international trade tensions and political tensions and any escalation of such tensions, may have a material negative impact on our ability to continue to sell to global customers and further expand our customer base. Geopolitical conditions may also lead to heightened restrictions on foreign investments, introducing increased compliance requirements and uncertainty for investors.

**Our export of products to foreign countries may be subject to high tariff rates resulting from protectionism trade policies, and as a result, our future sales volumes, profitability and results of operations will be materially and adversely affected.**

As our sales continue to ramp up, export of our products to overseas markets may increase. The political, trade, or regulatory developments in the jurisdictions where we sell our products to and we, our customers and suppliers are located in, including those stemming from the U.S. government and administration recently, may have an adverse effect on us. Changes to policies implemented by foreign countries have impacted and may in the future impact the local and global economy, international trade relations and regulatory environment, costs of doing business in foreign countries and other areas affecting the overseas business of enterprises like us. For instance, the United States and China had previously been involved in controversy over trade barriers in China that have threatened a trade war between these two countries, and had implemented or proposed to implement tariffs on certain imported products. Among others, higher tariffs rates have been applied by the United States and China in a series of bilateral moves and two sides have engaged in continued negotiations. In February 2025, the President of the United States

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## RISK FACTORS

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imposed a 20% tariff on Chinese goods (the “Fentanyl Tariffs”). On April 2, 2025, an additional 10% across-the-board tariff was imposed on imports from the United States’ trading partners, together with country-specific tariffs for certain jurisdictions (collectively, the “Reciprocal Tariffs,” and together with the Fentanyl Tariffs, the “Additional U.S. Tariffs”). Following this, reciprocal tariff rates targeting China have been adjusted multiple times. On October 30, 2025, based on the announcement by the China and U.S. government after the Sino-U.S. talk, 10% Fentanyl Tariffs will be cancelled, and 24% Reciprocal Tariffs on China will be further suspended for a year. Therefore, if no further changes occur, the Additional U.S. Tariffs rate on China will remain at 20% until November 10, 2026, including 10% Fentanyl Tariffs and 10% Reciprocal Tariffs. On May 28, 2025, the U.S. Court of International Trade ruled that the Additional U.S. Tariffs exceeded the President’s legal authority, although the decision is currently under appeal. International tariff policies remain highly fluid, and the eventual outcome of these proceedings, including whether the Additional U.S. Tariffs will be upheld or repealed, is uncertain. It remains unclear what additional actions, if any, will be taken by the U.S. or other governments, and the tension may rise again. We are closely monitoring potential changes in international trade policy and assessing the potential impact of these and other trade policy changes on our business operations and financial performance. Any increases in tariffs in the jurisdictions in which our products are sold or exported to and where our supply chain is involved may cause harm to us, including pricing disadvantages of our products to overseas customers and enhanced competition in markets that were less affected by tariffs.

In addition, the worldwide populism trend that calls for protectionism trade policy and potential international trade disputes could cause turbulence in the international markets. These government policies or trade barriers could increase the prices of our products and cause us to lose our sales and market share to our competitors in these countries.

**The insurance coverage we have may not adequately protect us against all operating risks.**

Our business is subject to a variety of operational risks, including but not limited to production disruptions due to operational errors, power outages, equipment failures and suspension due to other risks; operational restrictions imposed by environmental or other regulatory requirements; social, political and labor unrest, environmental or industrial accidents and catastrophic incidents such as fires, earthquakes, explosions, floods or other natural disasters. In addition, as we may further expand our operations in overseas markets in the future, we may be exposed to risks related to geopolitical tensions, policy changes and intellectual property and technology protection. These aforementioned risks may result in, including but not limited to, damage to or destruction of production facilities, personal injury or casualties, environmental damage, monetary loss and legal liability. The occurrence of any of these events may result in disruption of our operations and cause us to suffer substantial losses or incur significant liabilities.

Despite the fact that we purchase statutory social insurance and the necessary insurance types in accordance with relevant laws and our assets (including fixed assets, vehicles and overseas investments), employee safety, cargo transportation and other applicable items/risks are covered by commercial insurance after risk assessment and management team approval, we may not have adequate or full business liability, interruption or litigation insurance coverage for our operational risks in China and overseas. If we incur material losses or liabilities, and insurance is not adequate to cover such losses or liabilities, our business, prospects, results of operations and financial condition may be materially and adversely affected.

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## RISK FACTORS

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**We may be involved in legal and other disputes and claims from time to time arising from our operations and any litigation, legal and contractual disputes, claims or administrative proceedings against us and any failure to comply with relevant laws and regulations may expose us to legal risks.**

We may be, from time to time, involved in litigation, other legal proceedings or disputes with our employees, suppliers or customers during the ordinary course of business operations related to, among other things, products and other types of liability, labor disputes or contractual disputes. All of these disputes and claims may lead to legal or other proceedings or cause negative publicity against us, thereby resulting in damage to our reputation, substantial costs and diversion of resources and management's attention from our business activities. In addition, we may encounter additional compliance issues in the course of our operations, which may subject us to administrative proceedings and unfavorable results, and result in liabilities and delays relating to our production schedules. We cannot assure you as to the outcome of such legal proceedings, and any negative outcome may materially and adversely affect our reputation, business, prospects, results of operations and financial condition.

**We may be the subject of unfair competition, harassing or other detrimental conduct by third parties including complaints to regulatory authorities, negative social media postings and the public dissemination of malicious statements related to us that could harm our reputation and affect our business operations.**

As an established brand, our image is sensitive to the clients' perception of us as a business in entirety, which includes not only the quality our products, but also our corporate management and culture. We cannot guarantee that we may not be the subject of unfair competition, harassment, or other detrimental conduct by third parties. Such conduct includes complaints to regulatory authorities, negative social media postings, and malicious assessments against us. We may be subject to government or regulatory investigation as a result of such third-party conduct and may be required to spend significant time and incur substantial costs to address such third-party conduct, and there is no assurance that we will be able to conclusively refute each of the allegations within a reasonable period of time. Additionally, allegations against us, may be disseminated by anyone, whether or not related to us. Social media often publish such content without verifying the accuracy of the content posted and without affording us an opportunity for redress or correction. Although we had promptly taken clarification or rectification measures when we faced negative publicity in the past, it cannot be assured that such measures will always be effective in the future. Any such detrimental conduct against our Company, Directors, employees, spokespersons or products, regardless of veracity, could harm our reputation, or lead to potential loss of consumer confidence or difficulty in retaining or recruiting talents that are essential to our business operations. As a result, our business, results of operations, financial condition, reputation and prospects may be materially and adversely affected.

**Third-party payment arrangements could incur risks.**

During the Track Record Period and up to the Latest Practicable Date, very few customers (each a "Relevant Customer" and, collectively, the "Relevant Customers") settled payments with us through accounts that do not belong to the contractual parties under the corresponding sales and purchase agreements (the "Third-party Payment Arrangements"). In 2022, 2023, 2024 and the nine months ended September 30, 2025, we recorded six, eight, five and one Relevant Customers, respectively. The aggregate amount settled under the Third-party Payment Arrangements was approximately RMB35,000, RMB59,000, RMB49,000 and RMB49,000 in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively, which accounted for 0.003%, 0.005%, 0.003% and 0.004% of our total revenue in the same periods, respectively, and were insignificant as compared to our total revenue during such periods. We had ceased all Third-party Payment Arrangements in June 2025. For further information, see "Business—Our Customers." Third-party payment arrangements incur risks, including possible claims from third-party payers for the return of funds as the contractual relations with such payers may be invalid

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## RISK FACTORS

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or even non-existent and possible claims from liquidators of third-party payers could arise. In the event of any claims from third-party payers or their liquidators, or legal proceedings (whether civil or criminal) instituted or brought against us in respect of third-party payments, we may have to expend financial and managerial resources to defend against such claims and legal proceedings, and our results of operations and financial condition may as a result be adversely affected.

**Any future occurrence of natural disasters, outbreaks of contagious diseases or other force majeure events may materially and adversely affect our business, results of operations and financial condition.**

Our business is subject to general economic and social conditions in China and other countries and regions where we operate. Natural and man-made disasters and other force majeure events which are beyond our control may adversely affect the economy, infrastructure and livelihood of the people there. For instance, typhoons, sandstorms, snowstorms, fires and droughts pose significant risks to the regions, including the cities where we conduct our operations. The potential occurrence or recurrence of any of these events could result in a slowdown of global economy or cause substantial disruptions to our operations, which could materially and adversely affect our business, results of operations, financial condition and prospects. Additionally, acts of war and terrorism may also injure our employees, cause loss of lives, damage our facilities, disrupt our distribution channels and destroy our markets. The potential for war or terrorist attacks may also harm or cause uncertainty to our business in ways that we cannot predict.

**Our Controlling Shareholders have substantial influence over our Company.**

Our Controlling Shareholders have substantial influence over our business, including matters relating to our management, policies and decisions regarding mergers, expansion plans, consolidations and sales of all or substantially all of our assets, election of Directors and other significant corporate actions. Immediately after the completion of the Global Offering, our Controlling Shareholders will collectively hold approximately 56.16% of the enlarged share capital of our Company. This concentration of ownership may discourage, delay or prevent a change in control of our Company, which could deprive other Shareholders of an opportunity to receive a premium for their Shares as part of a sale of our Company and might reduce the price of our Shares. In addition, our Controlling Shareholders may exercise their substantial influence over us and cause us to enter into transactions or take, or fail to take, actions or make decisions that conflict with the best interests of our other Shareholders.

### **RISKS RELATING TO CONDUCTING BUSINESS IN CHINA**

**The economic and social conditions in China could affect our business, results of operations, financial conditions and prospects.**

During the Track Record Period, majority of our revenue was derived from our businesses in China. Accordingly, our business, results of operations, financial condition and prospects are, to a material extent, subject to economic, political and legal developments in China. In particular, factors such as consumer, corporate and government spending, business investment, level of economic development, and resource allocation could affect the growth of our business.

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

**Any uncertainties embedded in the legal systems of certain jurisdictions where we operate could adversely affect our business, results of operations and financial condition, and our investors could be affected as a result.**

The legal systems of the jurisdictions where we operate vary significantly. Some jurisdictions have a civil law system based on written statutes and others are largely based on common law. Unlike common

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## RISK FACTORS

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law systems where the case laws have binding effects, prior court decisions under civil law systems may be cited for reference but have limited precedential value. We are based in China and our business in China are governed by PRC laws and regulations. The PRC legal system is a civil law system based on written statutes. As the legal system in China continues to develop, laws and regulations may continue to evolve and be subject to interpretation. As these laws and regulations are continually evolving in response to changing economic and other conditions, we cannot foresee how these laws, rules and regulations will be interpreted and enforced, which may adversely affect the legal protections and remedies that are available to us and our investors.

**Government control of currency conversion and restrictions on the remittance of RMB into and out of China could limit our ability to utilize our revenues effectively, to pay dividends and other obligations, and affect the value of our H Shares.**

The remittance of currency in and out of China is subject to various laws and regulations. Considerable amount of our revenues and expenses are denominated in Renminbi, and the net proceeds from the Global Offering and any dividends we pay on our H Shares will be in Hong Kong dollars. Under China's existing foreign exchange regulations, following the completion of the Global Offering, we will be able to make current account foreign exchange transactions, without prior approval from the State Administration of Foreign Exchange ("SAFE"), including paying dividends in foreign currencies and through licensed banks for foreign exchange business, by complying with certain procedural requirements. If we cannot fulfill the regulatory requirements over foreign currency conversion to obtain sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our Shareholders.

Foreign exchange transactions under our capital account are subject to foreign exchange controls under relevant regulations and require SAFE's approval. These limitations could affect our ability to obtain foreign exchange through offshore financing.

Furthermore, the net proceeds from the Global Offering are expected to be deposited in currencies other than Renminbi until we obtain necessary approvals from relevant PRC regulatory authorities to convert these proceeds into onshore Renminbi. If we cannot convert the net proceeds into onshore Renminbi in a timely manner, our ability to deploy these proceeds efficiently may be affected as we will not be able to invest these proceeds on Renminbi denominated assets onshore or deploy them in uses onshore where Renminbi is required. Further, there is no assurance that new regulations will not be promulgated in the future that would have further requirements on the remittance of Renminbi into or out of mainland China. All of these factors could affect our business, results of operations, financial condition and prospects.

**We may be subject to the approval or other requirements of the China Securities Regulatory Commission or other PRC governmental authorities in connection with future security activities.**

On July 6, 2021, the General Office of the CPC Central Committee and the General Office of the State Council jointly promulgated the Opinions on Strictly Combatting Illegal Securities Activities (關於依法從嚴打擊證券違法活動的意見) (the "July 6 Opinion"), which called for the enhanced administration and supervision of overseas-listed China-based companies, proposed to revise the relevant regulation governing the overseas issuance and listing of shares by such companies and clarified the responsibilities of competent domestic industry regulators and government authorities. The July 6 Opinion aims to achieve this by establishing a regulatory system and revising the existing rules for overseas listings of Chinese entities and affiliates including potential extraterritorial application of Chinese securities laws.

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法)



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## RISK FACTORS

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(the “Overseas Listing Trial Measures”) and relevant supporting guidelines, which came into effect on March 31, 2023. The Overseas Listing Trial Measures comprehensively improve and reform the existing regulatory regime for overseas offering and listing of PRC domestic companies’ securities and regulate both direct and indirect overseas offering and listing of PRC domestic companies’ securities. Pursuant to the Overseas Listing Trial Measures, where a PRC domestic company submits an application for initial public offering to competent overseas regulators or overseas stock exchanges, such issuer must file with the CSRC within three business days after such application is submitted. In addition, according to the Overseas Listing Trial Measures, any future share issuance or listing after this Offering will also be subject to filing procedures of CSRC and we are also required to report certain material matters to CSRC after this Offering. We cannot assure you that we will be able to complete all filing or report requirements in time or at all. Any failure to complete or delay in completing such filing or reporting procedures for our financing activities could subject us to sanctions by the CSRC or other PRC regulatory authorities. These regulatory authorities may impose fines and penalties on us, limit our ability to pay dividends outside of the PRC, limit our operating activities in the PRC, delay or restrict the repatriation of the net proceeds from the global offerings or future capital raising activities into the PRC, or take other actions that could materially and adversely affect our business, financial condition, results of operations, and prospects, as well as the trading price of our H Shares.

We cannot guarantee that new rules or regulations promulgated in the future pursuant to the July 6 Opinion and any other related PRC rules and regulations will not impose any additional requirement on us or otherwise tightening the regulations on us. If it is determined that we are subject to any CSRC approval, filing, other governmental authorization or requirements for future capital raising activities, we may fail to obtain such approval or meet such requirements in a timely manner or at all. Such failure may adversely affect our ability to finance the development of our business and may have a material adverse effect on our business and financial conditions. Furthermore, any uncertainty and/or negative publicity regarding such an approval, filing or other requirements may also have a material adverse effect on the price of our H Shares.

**Investors of our H Shares may become subject to PRC taxation on dividends received from us and gains from the disposition of our H Shares.**

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

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## RISK FACTORS

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of our knowledge, the Chinese tax authorities have not in practice sought to collect individual income tax on such gains. If such tax is collected in the future, the value of such individual holders' investments in H Shares may be materially and adversely affected.

Under the EIT Law and its implementation regulations, a non-Chinese resident enterprise is generally subject to enterprise income tax at a rate of 10% with respect to its income sourced from China, including dividends received from a Chinese company and gains derived from the disposition of equity interests in a Chinese company. This rate may be reduced under any special arrangement or applicable treaty between the China and the jurisdiction in which the non-Chinese resident enterprise resides. Pursuant to the Circular on Questions Concerning Withholding of Enterprise Income Tax for Dividends Distributed by Resident Enterprises in China to Non-resident Enterprises Holding H-shares of the Enterprises (Guo Shui Han [2008] No. 897) (關於中國居民企業向境外H股非居民企業股東派發股息代扣繳企業所得稅有關問題的通知(國稅函[2008]897號)) promulgated by the SAT on November 6, 2008, we intend to withhold tax at 10% from dividends payable to non-Chinese resident enterprise holders of H Shares (including HKSCC Nominees). Non-Chinese resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty or arrangement will be required to apply to the Chinese tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the Chinese tax authorities' approval. There are uncertainties as to the interpretation and implementation of the EIT Law and its implementation rules by the Chinese tax authorities, including whether and how enterprise income tax on gains derived upon the sale or other disposition of H Shares will be collected from non-Chinese resident enterprise holders of H Shares. If such tax is collected in the future, the value of such non-Chinese resident enterprise holders' investments in H Shares may be materially and adversely affected.

### **Payment of dividends is subject to restrictions under PRC law.**

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

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



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## RISK FACTORS

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**It may be difficult to effect service of process, enforce foreign judgments or bring original actions against us, our Directors and senior management residing in China.**

We are a company incorporated under the laws of China, and a substantial majority of our assets are located in China. In addition, most of our Directors and senior management reside within mainland China. As a result, the service of process, investigation, collection of evidence, ratification, and enforcement procedure inside China should follow the rules set forth in the Civil Procedure Law of the People's Republic of China as well as other applicable laws, regulations and interpretations. It would generally require you to commit more time and economic cost. On July 14, 2006, the Supreme People's Court of China and Hong Kong entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between Parties Concerned (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 "2006 Arrangement"). Pursuant to the 2006 Arrangement, a party with a final judgment rendered by a Hong Kong court requiring payment of money in a civil and commercial case according to a choice of court agreement in writing may apply for recognition and enforcement of the judgment in China, and vice versa. However, it is subject to the parties in the dispute agreeing to enter into a choice of court agreement in writing under the 2006 Arrangement.

On January 18, 2019, the Supreme People's Court of China and Hong Kong entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters 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 "2019 Arrangement") and the 2019 Arrangement was issued on January 25, 2024 and became effective on January 29, 2024. The 2019 Arrangement will supersede the 2006 Arrangement and afford greater clarity and certainty for reciprocal recognition and enforcement of judgments in civil and commercial matters. The 2006 Arrangement will remain applicable to a "choice of court agreement in writing" entered into before the 2019 Arrangement taking effect. However, there remains uncertainties as to the outcome of any specific applications to recognize and enforce such judgments and arbitral awards in China.

### **RISKS RELATING TO THE GLOBAL OFFERING**

**We will be concurrently subject to PRC and Hong Kong listing and regulatory requirements.**

As we are listed on the Shenzhen Stock Exchange and will be listed on the Main Board of the Stock Exchange, we will be required to comply with the listing rules (where applicable) and other regulatory regimes of both jurisdictions, unless otherwise agreed by the relevant regulators. Accordingly, we may incur additional costs and resources in complying with the requirements of both jurisdictions.

**Our A Shares are listed on the Shenzhen Stock Exchange, and the characteristics of the A Share and H Share markets may differ.**

Our A Shares are listed on the Shenzhen Stock Exchange. Following the Global Offering, our A Shares will continue to be traded on the Shenzhen Stock Exchange and our H Shares will be traded on the Stock Exchange. Under current PRC laws and regulations, without the approval from the relevant regulatory authorities, our H Shares and A Shares are neither interchangeable nor fungible, and there is no trading or settlement between the H Share and A Share markets. With different trading characteristics, the H Share market and the A Share market have divergent trading volumes, liquidity and investor bases, as well as different levels of retail and institutional investor participation. As a result, the trading performance of our H Shares and A Shares may not be comparable. Nonetheless, fluctuations in the price of our A Shares may adversely affect the price of our H Shares, and vice versa. Furthermore, due to the different characteristics of the H Share and A Share markets, the historical prices of our A Shares may not be indicative of the performance of our H Shares. You should therefore not place undue reliance on the trading history of our A Shares when evaluating the investment decision in our H Shares.

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## RISK FACTORS

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### **An active trading market for our H Shares may not develop or be sustained.**

Prior to the Global Offering, there was no public market for our H Shares. We cannot assure you that a public market for our H Shares with adequate liquidity will develop and be sustained following the completion of Global Offering. The initial Offer Price for our H Shares to the public will be the result of negotiations, and the Offer Price may differ significantly from the market price of the H Shares following the Global Offering.

We have applied to the Stock Exchange for the listing of, and permission to deal in, the H Shares. However, the listing on the Stock Exchange does not guarantee that an active and liquid trading market for the H Shares will develop, or if it does develop, that it will be sustained following the Global Offering, or that the market price of the H Shares will not decline following the Global Offering. If an active public market for our H Shares does not develop following the completion of the Global Offering, the market price and liquidity of our H Shares could be materially and adversely affected. The following factors may affect the trading volume and market price of our H Shares:

- actual or anticipated fluctuations in our operating performance and revenue;
- our failure to execute our strategies;
- an unexpected business interruption resulting from operational breakdowns, natural disasters, or major changes in our key personnel or senior management;
- adverse market reaction to any indebtedness that we may incur or securities that we may issue in the future;
- announcements of competitive developments, acquisitions or strategic alliances in our industry;
- potential litigation or regulatory investigations;
- general market conditions or other developments affecting us or our industry;
- changes or proposed changes in laws or regulations, or differing interpretations thereof, affecting our ability to obtain or maintain regulatory approval for our products;
- inadequate protection of our intellectual property rights or legal proceedings brought against us for infringement of third parties' intellectual property rights;
- the operating and stock price performance of other companies in our industry, and other events or factors beyond our control; and
- the release of lock-up or other transfer restrictions on our outstanding H Shares or sales or perceived sales of H Shares by us or other Shareholders.

### **Actual or perceived sale, availability for sale or enforcement of share pledges of substantial amounts of our Shares could adversely affect the market price of our Shares.**

Future sales of a substantial number of our Shares, especially by our Directors, executive officers and Controlling Shareholders, or the perception or anticipation that such sales might occur, could negatively impact the market price of our Shares and our ability to raise equity capital in the future at a time and price that we deem appropriate. As of September 30, 2025, Mr. Li has pledged 2,300,000 A Shares, representing approximately 0.96% of the total issued share capital of our Company as security in favor of certain PRC financial institutions regulated by the NFRA and/or the CSRC which will continue to subsist after Listing. See “Substantial Shareholders—Share Pledges by Mr. Li” for details. Certain amount of the Shares controlled by our Controlling Shareholders are subject to certain lock-up periods beginning on the date on which trading in our Shares commences on the Stock Exchange. We cannot assure you that such persons will not dispose of any Shares they may own now or in the future. If the obligations in respect of the Share Pledge are not fulfilled, the Share Pledge may be enforced, leading to transfer of the pledged A Share and Mr. Li's failure to comply with Rule 10.07 of the Listing Rules. In addition, certain existing Shareholders of our Shares are not subject to lock-up agreements. Market sale of Shares by such Shareholders and the availability of these Shares for future sale may have a negative impact on the market price of our Shares.

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## RISK FACTORS

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**The price and trading volume of our H Shares may be volatile, which could materially and adversely affect the market price of our H Shares.**

The price and trading volume of our H Shares may be subject to significant volatility in response to various factors beyond our control, including the general market conditions of the securities in Hong Kong and elsewhere in the world. The Stock Exchange and other securities markets have, from time to time, experienced significant price and trading volume volatility that are not related to the operating performance of any particular company. The business and performance and the market price of the shares of other companies engaging in similar business may also affect the price and trading volume of our Shares. In addition to market and industry factors, the price and trading volume of our Shares may be highly volatile for specific business reasons, such as fluctuations in our revenue, earnings, cash flows, investments, expenditures, regulatory developments, relationships with our suppliers, movements or activities of key personnel, or actions taken by competitors. Moreover, shares of other companies listed on the Stock Exchange with significant operations and assets in the PRC have experienced price volatility in the past, and it is possible that our H Shares may be subject to changes in price not directly related to our performance.

**You will incur immediate and substantial dilution, and may experience further dilution in the future.**

The Offer Price of the Offer Shares is higher than the net tangible asset value per H Share immediately prior to the Global Offering. Therefore, purchasers of the Offer Shares in the Global Offering will experience an immediate dilution in pro forma consolidated net tangible asset value. In order to expand our business, we may consider offering and issuing additional Shares in the future. Purchasers of the Offer Shares may experience dilution in the net tangible asset value per H Share of their H Shares if we issue additional Shares in the future at a price which is lower than the net tangible asset value per H Share at that time. Furthermore, we may issue Shares pursuant to any existing or future share option incentive scheme, which would further dilute our Shareholders' interests in our Company.

**Actual or perceived sale or availability for sale of substantial amounts of our Shares could adversely affect the market price of our Shares.**

Future sales of a substantial number of our Shares, especially by our Directors, executive officers and Controlling Shareholders, or the perception or anticipation that such sales might occur, could negatively impact the market price of our Shares and our ability to raise equity capital in the future at a time and price that we deem appropriate. Certain amount of the Shares controlled by our Controlling Shareholders are subject to certain lock-up periods beginning on the date on which trading in our Shares commences on the Stock Exchange. While we currently are not aware of any intention of such persons to dispose of significant amounts of their Shares after the expiry of the lock-up periods, we cannot assure you that they will not dispose of any Shares they may own now or in the future. In addition, certain existing Shareholders of our Shares are not subject to lock-up agreements. Market sale of Shares by such Shareholders and the availability of these Shares for future sale may have a negative impact on the market price of our Shares.

**Our historical dividends may not be indicative of our future dividend policy, and there can be no assurance that we will declare and distribute any amount of dividends in the future.**

We have declared dividends in the past. However, there is no assurance that we will declare dividends in the future. Under the applicable PRC laws, the payment of dividends may be subject to certain limitations, and the calculation of our profit under applicable accounting standards differs in certain respects from the calculation under IFRS. The declaration, payment and amount of our future dividends will depend upon our earnings and financial condition, operating requirements, capital requirements, applicable laws and regulations and any other conditions that our Directors may deem relevant and will

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## RISK FACTORS

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be subject to the approval of our Shareholders. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the applicable PRC laws and regulations, and would require approval at our shareholders' meeting. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. For details, see "Financial Information—Dividend Policy" in this prospectus. There can be no assurance that dividends of any amount will be declared or distributed in any year in the future. Our historical dividends should not be taken as indicative of our dividend policy in the future.

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

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

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

This prospectus contains certain statements and information that are forward-looking and uses forward-looking terminology such as "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 to update or otherwise revise the forward-looking statements in this prospectus to the public, 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.

**Information and statistics from official government sources in this prospectus have not been independently verified.**

This prospectus includes industry data and forecasts extracted from various official governmental publications. We have no reason to believe that the information and statistics from official government sources is false or misleading or that any fact has been omitted that would render the information and statistics from official government sources false or misleading. However, we cannot assure you of the accuracy or completeness of the information and statistics from official government sources. Only the information and statistics from official government sources has not been independently verified by us or any other parties involved in the Global Offering, or any of our or their respective directors, senior management, representatives, advisers or any other persons involved in the Global Offering. The information and statistics from official government sources contained in this prospectus should not be given undue reliance as a basis for making your investment in our H Shares.

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## RISK FACTORS

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**You should not place reliance on any information released by us in connection with the listing of our A Shares on the Shenzhen Stock Exchange.**

As our A Shares are listed on the Shenzhen Stock Exchange, we have been subject to periodic reporting and other information disclosure requirements in the PRC. As a result, from time to time we publicly release information relating to ourselves on the Shenzhen Stock Exchange or other media outlets designated by the CSRC. However, the information announced by us in connection with our A Shares is based on the regulatory requirements of the securities authorities and market practices in the PRC which are different from those applicable to our H Shares. Such information does not and will not form a part of this prospectus. As a result, prospective investors in our H Shares are reminded that, in making their investment decisions as to whether to purchase our H Shares, they should rely only on the financial, operating and other information included in this prospectus. By applying to purchase our H 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 and any formal announcements made by us in Hong Kong with respect to the Global Offering.

There has 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. We have not authorized the disclosure of any information concerning the Global Offering in the press or media. 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 forecasts, views or opinions expressed by the press or other media regarding our Shares, the Global Offering or us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations or other forward-looking information about us. To the extent such statements are inconsistent with, or conflict with, the information contained in this prospectus, we disclaim responsibility for them. You should rely solely upon the information contained in this prospectus, the Global Offering and any formal announcements made by us in Hong Kong in making your investment decision regarding our H Shares. By applying to purchase our H 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 and any formal announcements made by us in Hong Kong with respect to the Global Offering.

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## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

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

### MANAGEMENT PRESENCE IN HONG KONG

Rules 8.12 and 19A.15 of the Listing Rules require a PRC-incorporated issuer to have sufficient management presence in Hong Kong. This normally means that at least two of the PRC-incorporated issuer's executive directors must be ordinarily resident in Hong Kong.

Our business operations and assets are primarily located outside Hong Kong. Our executive Directors are based in the PRC as the Board believes it is more effective and efficient for its executive Directors to be based in a location where our substantial operations are located. We consider that the appointment of executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company or the Shareholders as a whole. The Company therefore does not, and in the foreseeable future will not, maintain management presence in Hong Kong.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with Rules 8.12 and 19A.15 of the Listing Rules, subject to, among other conditions, our appointment of:

- (1) two authorized representatives, Mr. Li and Ms. Cheng Choi Ha (鄭彩霞), pursuant to Rule 3.05 of the Listing Rules, who will act at all times as our principal channel of communication with the Stock Exchange; and
- (2) our compliance advisor, Guosen Securities (HK) Capital Company Limited, who will act as our principal channel of communication with the Stock Exchange, in addition to our authorized representatives, pursuant to Rule 3A.19 of the Listing Rules.

We have made arrangements to maintain effective communication with the Stock Exchange as follows:

- (1) each of our authorized representatives referred to above will have access to our Board and senior management at all times as and when the Stock Exchange wishes to contact them for any matters. Pursuant to Rule 3.20 of the Listing Rules, all of our Directors have provided their respective mobile phone numbers, office phone numbers and email addresses to the Stock Exchange. We will also inform the Stock Exchange promptly in respect of any change in our authorized representatives;
- (2) Ms. Cheng Choi Ha (鄭彩霞), one of our authorized representatives, ordinarily resides in Hong Kong and will be readily contactable by the Stock Exchange at all times for any matters. All Directors who are not ordinary residents in Hong Kong have confirmed that they possess or may apply for valid travel documents to visit Hong Kong and would be able to meet with the Stock Exchange upon reasonable notice;
- (3) all the Directors who are not ordinarily resident in Hong Kong have or can apply for valid travel documents to visit Hong Kong for business purposes and would be able to meet with the Stock Exchange upon reasonable notice; and



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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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- (4) in accordance with Rule 3A.19 of the Listing Rules, we have appointed Guosen Securities (HK) Capital Company Limited as our compliance advisor for the period commencing on the Listing Date and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date. We shall ensure that our authorized representatives, Directors and other officers will promptly provide such information and assistance as the compliance advisor may need or may reasonably require in connection with the performance of the compliance advisor's duties as set forth in Chapter 3A of the Listing Rules. The compliance advisor will act as our additional channel of communication with the Stock Exchange and the compliance advisor shall have access at all times to our authorized representatives, our Directors and other officers to ensure that they are in a position to promptly respond to queries or requests from the Stock Exchange.

### **WAIVER IN RELATION TO JOINT COMPANY SECRETARIES**

Pursuant to Rule 8.17 of the Listing Rules, we must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, we must appoint as our company secretary an individual, who, by virtue of his or her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- a Member of The Hong Kong Chartered Governance Institute;
- a solicitor or barrister (as defined in the Legal Practitioners Ordinance); and
- a certified public accountant (as defined in the Professional Accountants Ordinance).

In addition, pursuant to Note 2 to Rule 3.28 of the Listing Rules provides that, in assessing "relevant experience," the Stock Exchange will consider the individual's:

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



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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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Pursuant to the section 3.10 of the Guide, the waiver will be for a fixed period of time and on the following conditions: (1) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 and is appointed as a joint company secretary throughout the Waiver Period (as defined below); and (2) the waiver can be revoked if there are material breaches of the Listing Rules by our Company.

We have appointed Mr. Niu Dongfeng (牛東峰) (“Mr. Niu”) as our joint company secretary. He has extensive experience in accounting and finance matters but presently does not possess any of the qualification required under Rules 3.28 and 8.17 of the Listing Rules, we have appointed Ms. Cheng Choi Ha (鄭彩霞) (“Ms. Cheng”) as the other joint company secretary, working closely with Mr. Niu. Ms. Cheng is a Chartered Secretary, a Chartered Governance Professional, an Associate of The Hong Kong Chartered Governance Institute and an Associate of The Chartered Governance Institute in the United Kingdom, and therefore meets the qualification requirements under Note 1 to Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules. For further information regarding the qualifications of Mr. Niu and Ms. Cheng, see “Directors and Senior Management.”

The joint company secretaries will be jointly discharging the duties and responsibilities of a company secretary. Our Company’s principal business activities are outside Hong Kong. There are practical difficulties in finding persons who possess Mr. Niu’s day-to-day knowledge of the Company’s affairs while also having the academic and professional qualifications required. Our Company believes that Mr. Niu, by virtue of his knowledge and past experience in handling corporate administrative matters of the Company, is capable of discharging the functions of a joint company secretary. Our Company also believes that it would be in the best interest of our Company and the corporate governance of the Group to have a person such as Mr. Niu, who is an employee of our Company and has day-to-day knowledge of the Company’s affairs, as its joint company secretary. Ms. Cheng will be assisting Mr. Niu in gaining the relevant experience required under Rules 3.28 and 8.17 of the Listing Rules. Also, Mr. Niu will be assisted by (1) the compliance advisor of our Company for the first full financial year starting from the Listing Date, particularly in relation to Hong Kong corporate governance practice and compliance matters; and (2) the Hong Kong legal advisor of our Company, on matters regarding our Company’s ongoing compliance with the Listing Rules and the applicable Hong Kong laws and regulations. In addition, Mr. Niu will endeavor to attend relevant trainings and familiarize himself with the Listing Rules and duties required of a company secretary of an issuer listed on the Stock Exchange.

We have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Niu may be appointed as a joint company secretary of our Company. The waiver is valid for an initial period of a three-year period (“Waiver Period”) on the condition that Ms. Cheng, as a joint company secretary of our Company, will work closely with, and provide assistance to, Mr. Niu in the discharge of his duties as a joint company secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules and to become familiar with the requirements of the Listing Rules and other applicable Hong Kong laws and regulations. The waiver will be revoked immediately if Ms. Cheng ceases to provide assistance to Mr. Niu as the joint company secretary or if there are material breaches of the Listing Rules by us.

Our Company will further ensure that Mr. Niu has access to the relevant training and support that would enhance his understanding of the Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange, and to receive updates on the latest changes to the applicable Hong Kong laws, regulations and the Listing Rules. Prior to the end of the three-year period, the qualifications and experience of Mr. Niu and the need for on-going assistance of Ms. Cheng will be further evaluated by our Company. We must demonstrate and seek the Stock Exchange’s confirmation that Mr. Niu, having benefited from the assistance of Ms. Cheng 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.

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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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### **ALLOCATION OF OUR H SHARES TO EXISTING MINORITY SHAREHOLDERS AND THEIR CLOSE ASSOCIATES UNDER RULE 10.04 AND PARAGRAPH 1C OF APPENDIX F1 TO THE LISTING RULES**

Rule 10.04 of the Listing Rules requires 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 the issuer either in his or its own name or through nominees if the conditions in Rules 10.03(1) and (2) of the Listing Rules are fulfilled. It is provided in Rule 10.03(1) of the Listing Rules that no securities may be offered to existing shareholders on a preferential basis and no preferential treatment may be given to them in the allocation of the securities and in Rule 10.03(2) that the minimum prescribed percentage of public shareholders required by Rule 19A.13A(2) must be achieved. Paragraph 1C of Appendix F1 to the Listing Rules provides, among other things, that, without the prior written consent of the Stock Exchange, no allocations will be permitted to existing shareholders or their close associates, whether in their own names or through nominees, in the Global Offering unless the conditions set out in Rules 10.03 and 10.04 of the Listing Rules are fulfilled. Chapter 4.15 (Placing-related Matters) of the Guide provides guidance as to the conditions subject to which the Stock Exchange will consider giving consent and granting waiver from strict compliance with the requirements under Rule 10.04 of the Listing Rules to an applicant's existing shareholders or their close associates to participate in an initial public offering if any actual or perceived preferential treatment arising from their ability to influence the applicant during the allocation process can be addressed.

Our Company is a listed company, and its A Shares have been listed on the Shenzhen Stock Exchange since December 4, 2020 (stock code: 003021). We have a large and widely dispersed public A Shares Shareholder base.

We have applied to the Stock Exchange for, and the Stock Exchange has granted to us, a waiver from strict compliance with the requirements under Rule 10.04 and consent pursuant to Paragraph 1C(2) of Appendix F1 to the Listing Rules and Chapter 4.15 of the Guide to permit H Shares in the International Offering to be placed to certain existing minority Shareholders as placees who (i) hold less than 5% of voting rights of our Company in issue prior to the completion of the Global Offering and (ii) are not and will not become (upon the completion of the Global Offering) core connected persons of our Company or the close associates of any such core connected persons (collectively, the "Existing Minority A Shareholders"), subject to the following conditions:

- (1) each of the Existing Minority A Shareholders to whom our Company may allocate H Shares in the International Offering is interested in less than 5% voting rights of our Company in issue prior to the completion of the Global Offering;
- (2) each of the Existing Minority A Shareholders is not, and will not be, a core connected person of our Company or any close associate of any such core connected person immediately prior to or following the Global Offering;
- (3) none of the Existing Minority A Shareholders has the right to appoint any Director and/or has any other special rights in our Company;
- (4) allocation to such Existing Minority A Shareholders will not affect our ability to satisfy the public float requirement as prescribed by the Stock Exchange;

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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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- (5) we will confirm to the Stock Exchange in writing that in the case of participation as placees, no preferential treatment has been, nor will be, given to the Existing Minority A Shareholders, nor is the Existing Minority A Shareholders in a position to exert influence on our Company to obtain actual or perceived preferential treatment, by virtue of their relationship with our Company in any allocation in the placing tranche;
- (6) in the case of participation as placees, the Overall Coordinators will confirm to the Stock Exchange that, to the best of their knowledge and belief, no preferential treatment has been, nor will be, given to the Existing Minority A Shareholders by virtue of their relationship with our Company in any allocation in the placing tranche; and
- (7) the Joint Sponsors will confirm to the Stock Exchange that based on (i) its discussions with our Company and the Overall Coordinators; and (ii) the confirmations provided to the Stock Exchange by our Company and the Overall Coordinators (confirmations (5) and (6) above), and to the best of their knowledge and belief, they have no reason to believe that any of the Existing Minority A Shareholders received any preferential treatment, or is in a position to exert influence on our Company to obtain actual or perceived preferential treatment in the allocation as placees by virtue of their relationship with our Company other than the preferential treatment of assured entitlement following the principles set out in Chapter 4.15 of the Guide, and details of the allocation to the Existing Minority A Shareholders holding more than 1% of the issued share capital of our Company immediately prior to the completion of the Global Offering will be disclosed in this prospectus and/or the allotment results announcement, as the case may be.

### **WAIVER AND EXEMPTION IN RESPECT OF THE SHARE OPTIONS GRANTED UNDER THE 2024 SHARE OPTION SCHEME OF THE 2024 SHARE INCENTIVE SCHEME**

The Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance prescribe certain disclosure requirements in relation to the 2024 share option scheme of the 2024 Share Incentive Scheme (the “2024 Share Option Disclosure Requirements”):

- (1) Rule 17.02(1)(b) of the Listing Rules stipulates that all material terms of a share scheme must be clearly set out in this prospectus. Our Company is also required to disclose in this prospectus full details of all outstanding Share Incentives granted under the 2024 Share Incentive Scheme and their potential dilution effect on the shareholdings upon the listing as well as the impact on the earnings per share arising from the issue of shares in respect of such outstanding options granted under the 2024 share option scheme of the 2024 Share Incentive Scheme;
- (2) paragraph 27 of Appendix D1A to the Listing Rules requires our Company to set out in this listing document particulars of any capital of any member of our Group that 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; and
- (3) paragraph 10 of the Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires that our Company shall disclose, inter alia, the number, description and amount of any shares or debentures of our Company which may be subscribed for by any person by virtue of an option or a right to acquire an option, together with the particulars of the option, i.e. (i) the period for which the option is exercisable; (ii) the price to be paid for the subscription for the shares or debentures pursuant to the option; (iii) the consideration, if any, paid or to be paid for the acquisition of the option, or the right to acquire the same; and (iv) the name and address of the person to whom the option is granted or who is entitled to receive the option or, in the case of existing shareholders or debenture holders, the prospectus must specify the shares or debentures.

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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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Pursuant to paragraph 6 of Chapter 3.6 of the Guide, the Stock Exchange would normally grant waivers from disclosing the names and addresses of certain grantees if the issuer could demonstrate that such disclosures would be irrelevant and unduly burdensome, subject to certain conditions specified therein.

As of the Latest Practicable Date, the 2024 share option scheme of the 2024 Share Incentive Scheme was in effect, to which the 2024 Share Option Disclosure Requirements are applicable. See “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus.

As of the Latest Practicable Date, a total of 122 participants have been granted outstanding share options under the 2024 share option scheme of the 2024 Share Incentive Scheme in respect of 717,800 A Shares in aggregate, representing 0.27% of the total issued Shares immediately after the completion of the Global Offering (no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).

Assuming full vesting and exercise of all outstanding share options under the 2024 share option scheme of the 2024 Share Incentive Scheme, the shareholding of our Shareholders immediately following completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing and excluding treasury A Shares) will be diluted by a maximum of approximately 0.27%. For particulars of the share options under the 2024 share option scheme of the 2024 Share Incentive Scheme granted to our Directors, senior management members and/or other connected persons, see “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus.

We have applied to: (i) the Stock Exchange for a waiver from strict compliance with the disclosure 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 under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, exempting our Company from strict compliance with paragraph 10(d) of the Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, respectively, on the grounds that strict compliance with the 2024 Share Option Disclosure Requirements would be unduly burdensome for our Company and the waiver and exemption would not prejudice the interest of the investing public for the following reasons:

- (1) given that over 100 grantees (other than our Directors or senior management) are involved under the 2024 share option scheme of the 2024 Share Incentive Scheme, strict compliance with such disclosure requirements in setting out full details of all the grantees under the 2024 share option scheme of the 2024 Share Incentive Scheme in this prospectus would be costly and unduly burdensome for our Company in light of a significant increase in cost and time for information compilation and prospectus preparation. For example, the disclosure of personal information of each grantee may require the consent of all grantees to comply with personal information privacy laws and principles. Given the number of grantees, obtaining their consent would cause an unnecessary burden on our Company;
- (2) full disclosure of the share options granted to each grantee under the 2024 share option scheme of the 2024 Share Incentive Scheme by disclosing or providing a full list of grantees containing all the required details in this prospectus could provide our employees with access to information about the remuneration of their peers or other employees, which may have a negative impact on employee morale, lead to negative internal competition and result in increased costs of recruiting and retaining talents. On the contrary, not disclosing such details in full will allow us more flexibility in determining our remuneration policies and details;
- (3) full disclosure of the details of the grantees and the respective numbers of the share options granted to them under the 2024 share option scheme of the 2024 Share Incentive Scheme will

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## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

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provide competitors with details of our employee remuneration and facilitate their recruitment activities, which may affect our Group's ability to recruit and retain valuable personnel;

- (4) the grant and vesting/exercise in full of the share options under the 2024 share option scheme of 2024 Share Incentive Scheme will not cause any material adverse impact to the financial position of our Group;
- (5) there will not be any new H Shares issued under the 2024 share option scheme of the 2024 Share Incentive Scheme;
- (6) non-compliance with the 2024 Share Option Disclosure Requirements would not prevent our Company from providing our potential investors with an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Company; and
- (7) material information relating to the share options under the 2024 share option scheme of 2024 Share Incentive Scheme have been disclosed in this prospectus to provide prospective investors with sufficient information to make an informed assessment of the potential dilutive effect of the Share Incentives in making their investment decision, and such information includes:
  - (i) a summary of the latest terms of the 2024 share option scheme of the 2024 Share Incentive Scheme;
  - (ii) full details of the share options granted under 2024 Share Incentive Scheme to our Directors, senior management and/or other connected persons as required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix D1A to the Listing Rules and paragraph 10 of the Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and other grantees who have been granted options to subscribe for 10,000 Shares or more, on an individual basis, shall be disclosed in this prospectus;
  - (iii) with respect of the share options granted by the Company under the 2024 share option scheme of the 2024 Share Incentive Scheme to grantees other than those set out in (ii) above, the following details are disclosed in the prospectus: (A) aggregate number of grantees and number of A Shares subject to the share options, (B) the consideration paid for the grant of the share options and (C) the exercise period and the exercise price for the share options;
  - (iv) the number of A Shares underlying each of the outstanding share options under the 2024 share option scheme of 2024 Share Incentive Scheme and the percentage to our total issued Shares represented by such number of A Shares as of the Latest Practicable Date;
  - (v) the dilutive effect and impact on earnings per Share upon full exercise of the share options under the 2024 share option scheme of 2024 Share Incentive Scheme upon completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing); and
  - (vi) the particulars of the waiver and exemption granted by the Stock Exchange and the SFC, respectively.



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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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We have applied for, and the Stock Exchange has granted us, a waiver from strict compliance with the 2024 Share Option Disclosure Requirements on the conditions that:

- (1) a summary of the latest terms of the 2024 share option scheme of the 2024 Share Incentive Scheme is disclosed in “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus;
- (2) full details as required under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Listing Rules, and paragraph 10 of the Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance of the share options granted by our Company under the 2024 share option scheme of the 2024 Share Incentive Scheme, to our Directors and senior management (other than their residential addresses), on an individual basis, are disclosed in “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus;
- (3) with respect of the share options granted by the Company under the 2024 share option scheme of the 2024 Share Incentive Scheme to grantees other than those set out in (2) above, the following details are disclosed in the prospectus: (i) aggregate number of grantees and number of A Shares subject to the share options, (ii) the consideration paid for the grant of the share options and (iii) the exercise period and the exercise price for the share options;
- (4) the number of A Shares underlying each the outstanding share options under the 2024 share option scheme of 2024 Share Incentive Scheme and the percentage to our total issued Shares represented by such number of Shares as of the Latest Practicable Date are disclosed in “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus;
- (5) the dilutive effect and impact on earnings per Share upon full exercise of share options under the 2024 share option scheme of 2024 Share Incentive Scheme upon completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing) are disclosed in “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus;
- (6) a full list of all the grantees under the 2024 Share Incentive Scheme, 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 the 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—3. Document Available for Inspection” in Appendix V to this prospectus;
- (7) the grant of a certificate of exemption under the Companies (Winding Up and Miscellaneous Provisions) Ordinance from the SFC exempting our Company from strict compliance with paragraph 10(d) of the Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance; and
- (8) the particulars of the waiver will be disclosed in this prospectus.

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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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

On an individual basis, (a) full details of the share options granted by the Company under the 2024 share option scheme of the 2024 Share Incentive Scheme to each of directors or senior management, and other connected persons of our Company and its subsidiaries and other grantees who have been granted options to subscribe for 10,000 A Shares or more are disclosed in “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus, such details to include 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 share options granted by the Company under the 2024 share option scheme of the 2024 Share Incentive Scheme to grantees other than those set out in (a) above, the following details are disclosed in the prospectus: (1) aggregate number of grantees and number of A Shares subject to the share options, (2) the consideration paid for the grant of the share options and (3) the exercise period and the exercise price for the share options;

(c) a full list of all the grantees (including the persons referred to in (a) above) who have been granted options to subscribe for A Shares under the 2024 share option scheme of the 2024 Share Incentive Scheme, containing all the details as required in 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 the section headed “Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display” in Appendix V to this prospectus; and

(d) the particulars of the exemption will be disclosed in this prospectus and that this prospectus will be issued on or before February 27, 2026.

Further details of the 2024 share option scheme of the 2024 Share Incentive Scheme are set forth in the paragraph headed “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus.

### **WAIVER IN RESPECT OF RULE 4.04(1) OF THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH PARAGRAPH 27 OF PART I AND PARAGRAPH 31 OF PART II OF THE THIRD SCHEDULE TO THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

Pursuant to Rule 4.04(1) of the Listing Rules, the accountant’s report contained in this prospectus must include, inter alia, the results of our Company in respect of each of the three financial years immediately preceding the issue of this prospectus or such shorter period as may be acceptable to the Stock Exchange.

Pursuant to section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, a prospectus shall include the matters specified in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and set out the reports specified in Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance. Pursuant to paragraph 27 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this prospectus a statement as to the gross trading income or sales turnover (as the case may be) of our Company during each of the three financial years immediately preceding the issue of this prospectus as well as an explanation of the method used for the computation of such income or turnover and a reasonable breakdown of the more important trading activities. Pursuant to Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this prospectus a report by the auditor of our Company with respect to profits and losses in respect of each of the three financial years immediately preceding the issue of this prospectus and assets and liabilities of our Company at the last date to which the financial statements of our Company were prepared.



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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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Pursuant to section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interests of the investing public and compliance with any or all of such requirements would be irrelevant or unduly burdensome, or is otherwise unnecessary or inappropriate.

The Accountants' Report for each of the three years ended December 31, 2024 and the nine months ended September 30, 2025 has been prepared and is set out in Appendix I to this prospectus. Accordingly, the accountant's report set forth in Appendix I to the prospectus does not include the financial results of our Company in respect of the full financial year immediately preceding the proposed date of issue of this prospectus, being the full year ended December 31, 2025 as required under Rule 4.04(1) of the Listing Rules as well as Paragraph 27 of Part I and Paragraph 31 of Part II of the Third Schedule to the Companies (Winding up and Miscellaneous Provisions) Ordinance.

We consider that a strict compliance with the requirements under Rule 4.04(1) of the Listing Rules and the requirements under Paragraph 27 of Part I and Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unduly burdensome and the waiver and exemption from strict compliance of these requirements would not prejudice the interests of the investing public for the following reasons:

- (1) there would not be sufficient time for our Company and the reporting accountants of our Company to finalize the audited financial statements for the year ended December 31, 2025 for inclusion in this prospectus. If the financial information for the year ended December 31, 2025 is required to be audited, our Company and the reporting accountants would have to carry out substantial volume of work to prepare, update and finalize the Accountants' Report and this prospectus, and the relevant sections of this prospectus will need to be updated to cover such additional period. This would involve additional time and costs since substantial work is required to be carried out for audit purposes. It would be unduly burdensome for the audited results for the year ended December 31, 2025 to be finalised in a short period of time. Our Directors consider that the benefits of such work to the existing and prospective Shareholders of our Company may not justify the additional work and expenses involved and the delay of the timetable for the Listing;
- (2) our Directors and the Joint Sponsors herein confirm that after performing all reasonable due diligence work which they consider appropriate, up to the date of this prospectus, except to the extent disclosed in the section headed "Summary—Recent Development and No Material Adverse Change" in this prospectus, there has been no material adverse change to the financial and trading positions or prospects of our Group since October 1, 2025 (immediately following the date of the latest audited statement of financial position in the Accountants' Report set out in Appendix I to this prospectus) up to date of this prospectus and there has been no event which would materially adversely affect the information shown in the Accountants' Report as set out in Appendix I to this prospectus, the "Financial Information" section, the profit estimate as set out in Appendix IIB to this prospectus and information regarding our Company's recent development subsequent to the Track Record Period and up to the date of this prospectus, since October 1, 2025;

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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

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- (3) our Company is of the view that the Accountants' Report covering the three years ended December 31, 2024 and the nine months ended September 30, 2025, together with the profit estimate for the year ended December 31, 2025 (in compliance with Rules 11.17 to 11.19 of the Listing Rules) included in this prospectus have already provided the potential investors with adequate and reasonably necessary information in the circumstances to form a view on the track record and earnings trend of our Company. Our Directors confirm, and the Joint Sponsors concur, that all information which is necessary for the investing public to make an informed assessment of the activities, assets and liabilities, financial position, trading position, management and prospects included in this prospectus. Therefore, the waiver and exemption would not prejudice the interests of the investing public; and
- (4) our Company will comply with the requirements under Rules 13.46(2) and 13.49(1) of the Listing Rules in respect of the publication of our annual results and annual report. Our Company currently expects to issue our annual results and annual report for the financial year ended December 31, 2025 on or before March 31, 2026 and April 30, 2026, respectively. In this regard, our Directors consider that the Shareholders, the investing public as well as potential investors of our Company will be kept informed of the financial results of our Group for the financial year ended December 31, 2025.

Based on the foregoing, an application has been made to the Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules, and such waiver has been granted by the Stock Exchange on the conditions that:

- (1) this prospectus will be issued on or before February 27, 2026 and our Company's H Shares will be listed on or before March 31, 2026, namely three months after the end of our Company's latest financial year immediately preceding the issue of this prospectus;
- (2) inclusion in this prospectus a profit estimate for the financial year ended December 31, 2025 in compliance with Rules 11.17 to 11.19 of the Listing Rules and a Directors' statement that there is no material adverse change to the financial and trading positions or prospects of our Company with specific reference to the trading results from October 1, 2025 to December 31, 2025; and
- (3) our Company obtains a certificate of exemption from the SFC on strict compliance with Paragraph 27 of Part I and Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

An application has also been made to the SFC for a certificate of exemption from strict compliance with the requirements under Paragraph 27 of Part I and Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and a certificate of exemption has been granted by the SFC under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that: (1) the particulars of the exemption are set out in this prospectus; and (2) this prospectus will be issued on or before February 27, 2026 and our Company's H Shares will be listed on or before March 31, 2026, i.e. three months after the latest financial year end.

### **DISCLOSURE OF OFFER PRICE**

Paragraph 15(2)(c) of Appendix D1A to the Listing Rules provides that the issue price or offer price of each security must be disclosed in the prospectus. Pursuant to Paragraph 12 of Chapter 4.14 of the Guide issued by the Stock Exchange, the Stock Exchange also allows an indicative offer price range to be included in the prospectus, as an alternative to the disclosure of a fixed offer price.

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## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

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We have applied to the Stock Exchange a waiver from strict compliance with paragraph 15(2)(c) of Appendix D1A to the Listing Rules on the following grounds:

- (a) The Offer Price will be determined by reference to our A Share price. Our A Shares are listed and traded on the Shenzhen Stock Exchange. With a view to aligning the interest of the Shareholders our A Shares and H Shares, the final Offer Price will be determined with reference to, among other factors, the closing price of our A Shares on the Shenzhen Stock Exchange on the last trading day on or before the Price Determination Date, which is likely to be viewed by potential investors as a key benchmark in assessing the price of the Offer Shares. The market price of our A Shares traded on the Shenzhen Stock Exchange is subject to various factors beyond our control;
- (b) Potential negative impact on the market price of our A Shares and Offer Shares. Setting a fixed price or a price range with a low-end offer price per Offer Share may be regarded by the investors and our Shareholders as an indication of the current market value of our Shares. If the fixed price or low-end offer price is set below market expectations, it may signal a lack of confidence in our Company's valuation, potentially leading to downward pressure on the price of our A Shares. Such potential adverse reaction could also spill over to the Offer Shares, as investors often use the price of our A Shares as a key benchmark for valuation. This could result in diminished investor confidence in the price performance of both our A Shares and the Offer Shares, creating unnecessary market volatility and impairing our ability to raise optimal proceeds from the proposed Listing;
- (c) Pursuant to paragraphs 9 and 10(b) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the amount payable on application and allotment on each Share, and the price to be paid for our Shares subscribed for, shall be specified in the prospectus, respectively. Disclosure of a maximum Offer Price complies with the requirements prescribed under paragraphs 9 and 10(b) of Part A of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance by providing a clear indication of the maximum subscription consideration a potential investor shall pay for the Offer Shares; and
- (d) a maximum Offer Price will be disclosed in this document. This alternative disclosure approach would not prejudice the interests of the investing public in Hong Kong.

The Stock Exchange has granted to us a waiver from strict compliance with paragraph 15(2)(c) of Appendix D1A to the Listing Rules on the conditions that this prospectus will disclose:

- (a) the maximum Offer Price;
- (b) the time for the determination of the Offer Price and the form of its publication;
- (c) the historical prices of our A Shares and trading volume on the Shenzhen Stock Exchange during the Track Record Period and up to the Latest Practicable Date;
- (d) the determinants of the final Offer Price; and
- (e) the source for investors to access the latest market price of our A Shares.

See "Structure of the Global Offering—Pricing" in this prospectus for the historical prices of our A Shares and trading volume on the Shenzhen Stock Exchange.

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## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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### DIRECTORS' RESPONSIBILITY STATEMENT

This prospectus, for which the Directors (including any proposed director who is named as such in this Prospectus) collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information with regard to us. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

### UNDERWRITING AND INFORMATION ON THE GLOBAL OFFERING

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. For applicants under the Hong Kong Public Offering, this prospectus sets out the terms and conditions of the Hong Kong Public 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 and therein. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorized by us, the Joint Sponsors, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, any of our or their respective directors, officers, agents, employees or advisers or any other party involved in the Global Offering.

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

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

The Listing is sponsored by the Joint Sponsors and the Global Offering is managed by the Overall Coordinators. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement and is subject to us and the Overall Coordinators (for themselves and on behalf of the other Underwriters) agreeing on the Offer Price. The International Underwriting Agreement relating to the International Offering is expected to be entered into on or about the Price Determination Date, subject to determination of the Offer Price.

### CSRC FILING

According to the Overseas Listing Trial Measures, we are required to complete the filing procedures with the CSRC in connection with the proposed Listing, and we have obtained a filing notice dated November 19, 2025 from the CSRC for the Global Offering and the Listing.

### DETERMINATION OF THE OFFER PRICE

The Offer Shares are being offered at the Offer Price which will be determined by us and the Overall Coordinators (for themselves and on behalf of the Underwriters) on or around Thursday, March 5, 2026, and, in any event no later than 12:00 noon on Thursday, March 5, 2026.

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## **INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING**

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If, for any reason, the Offer Price is not agreed among us and the Overall Coordinators (for themselves and on behalf of the other Underwriters) by 12:00 noon on the Price Determination Date, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

### **RESTRICTIONS ON OFFER AND SALE OF THE H 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 or its acquisition of the Offer Shares to, confirm that he, she or it is aware of the restrictions on offers of the Offer Shares described in this prospectus.

No action has been taken to permit a public offering of the Hong Kong Offer Shares or the general distribution of this prospectus in any jurisdiction other than in Hong Kong. Accordingly, without limitation to the following, this prospectus may not be used for the purposes 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 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 and pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Offer Shares have not been offered and sold, and will not be offered and sold, directly or indirectly in the PRC or the United States.

### **APPLICATION FOR LISTING OF THE H SHARES ON THE STOCK EXCHANGE**

We have applied to the Listing Committee for the listing of, and permission to deal in, the H Shares to be issued pursuant to the Global Offering.

Except for the A Shares that have been listed on the Shenzhen Stock Exchange and our pending application to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares, no part of our share capital 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 Offer Shares will be registered on our H Share register of members in order to enable them to be traded on the Stock Exchange.

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

### **COMMENCEMENT OF DEALINGS IN THE H SHARES**

Assuming that the Hong Kong Public Offering becomes unconditional in Hong Kong at or before 8:00 a.m. in Hong Kong on Monday, March 9, 2026, it is expected that dealings in our H Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, March 9, 2026. The H Shares will be traded in board lots of 100 H Shares each, the stock code of the H Shares will be 2692.

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## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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### **H SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

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

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

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Potential investors in the Global Offering are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing to, purchasing, holding or disposing of, and/or dealing in the H Shares (or exercising rights attached thereto). None of us, the Joint Sponsors, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, any of our or their respective directors, agents, employees or advisers 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 to, purchase, holding or disposal of, dealing in, or the exercise of any rights in relation to, the H Shares or exercising any rights attached to them.

### **H SHARE REGISTER OF MEMBERS AND STAMP DUTY**

All of the H Shares issued pursuant to applications made in the Hong Kong Public Offering will be registered on our H Share register of members to be maintained in Hong Kong by our H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Our principal register of members will be maintained by us at our head office in the PRC.

Dealings in the H Shares registered in our H Share register of members will be subject to the Hong Kong stamp duty. See “Statutory and General Information—D. Other Information—11. Taxation of Holders of H Shares” in Appendix IV to this prospectus. Investors should seek professional tax advice for further details of Hong Kong stamp duty.

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



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## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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### EXCHANGE RATE CONVERSION

Solely for your convenience, this prospectus contains translations among certain amounts denominated in Renminbi, Hong Kong dollars and U.S. dollars. No representation is made that the amounts denominated in one currency could actually be converted into the amounts denominated in another currency at the rates indicated or at all. Unless indicated otherwise, (1) the translations between Renminbi and U.S. dollars were made at the rate of RMB6.9398 to US\$1.00, being the PBOC rate prevailing on the Latest Practicable Date, (2) the translations between Hong Kong dollars and Renminbi were made at the rate of RMB0.8879 to HK\$1.00, being the PBOC rate prevailing on the Latest Practicable Date, and (3) the translation between U.S. dollars and Hong Kong dollars were made at a rate of US\$1.00 to HK\$7.8162, calculated based on the PBOC rate prevailing on the Latest Practicable Date.

### LANGUAGE

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail. However, the translated English names of the PRC and foreign national, entities, departments, facilities, certificates, titles, laws, regulations (including certain of our subsidiaries) and the like included in this prospectus and for which no official English translation exists are unofficial translations for your reference only. If there is any inconsistency, the names in their original languages shall prevail.

### ROUNDING

Any discrepancies in any table in this prospectus between total and sum of amounts listed therein are due to 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 figures preceding them.



## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

### DIRECTORS

#### Executive Directors

Name	Address	Nationality
Li Haizhou (李海周)	Room 9D, Building 9 Taihua Haoyuan Xixiang, Baoan District Shenzhen, PRC	Chinese
Xie Yanling (謝燕玲)	Room 9D, Building 9 Taihua Haoyuan Xixiang, Baoan District Shenzhen, PRC	Chinese
Ye Shubing (葉曙兵)	Room 9B, Block E Zhongmin Garden Yanluo Subdistrict Shenzhen, PRC	Chinese
Li Ping (李平)	Unit 2805, Building 6 Vanke Feilijun Community Shajing Subdistrict Bao'an District Shenzhen, PRC	Chinese

#### Employee Representative Director

Name	Address	Nationality
Lu Zhiqiang (陸志強)	Unit 15C, Block D Zhongmin Garden Songbai Road, Songgang Bao'an District Shenzhen, PRC	Chinese

#### Independent non-executive Directors

Name	Address	Nationality
Guo Xinmei (郭新梅)	16A, Jinghui Pavilion Jingxin Garden No. 2002 Lianhua Road Futian District, Shenzhen Guangdong, PRC	Chinese
Zhou Changjiang (周長江)	Unit 816, Building 5 Sunshine 100 International New City Community Changsha, Hunan PRC	Chinese
Lin Sen (林森)	27H, Block 4, South Horizons Ap Lei Chau Aberdeen Hong Kong	Chinese

Further information is set out in “Directors and Senior Management.”

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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### PARTIES INVOLVED IN THE GLOBAL OFFERING

#### Joint Sponsors

**China Merchants Securities (HK) Co., Limited**  
48/F., One Exchange Square  
Central  
Hong Kong

**Deutsche Securities Asia Limited**  
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#### Joint Bookrunners

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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**ABCI Capital Limited**

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**BOCOM International Securities Limited**

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**Joint Lead Managers**

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**CLSA Limited**

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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**I Win Securities Limited**

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**Capital Market Intermediaries**

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**CLSA Limited**

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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**Legal Advisors to the Company**

*As to Hong Kong law and U.S. law:*

**Baker & McKenzie**

14/F, One Taikoo Place  
979 King's Road, Quarry Bay  
Hong Kong

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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*As to PRC law:*

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21-23/F, Tower 1  
Excellence Century Centre  
Fu Hua Third Road, Futian District  
Shenzhen City  
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*As to International Sanctions law:*

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88 Queensway  
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*As to U.S. outbound investment laws:*

**Ashurst Horitsu Jimusho Gaikokuho Kyodo Jigyo**  
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4-3-1 Toranomom  
Minato-ku, Tokyo 105-6030

*As to German law:*

**Luther Rechtsanwaltsgesellschaft mbH**  
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50678 Cologne  
Federal Republic of Germany

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

*As to Hong Kong law and U.S. law:*

**Fangda Partners**  
26/F, One Exchange Square  
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*As to PRC law:*

**Commerce & Finance Law Offices**  
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Chow Tai Fook Finance Tower  
Qian Hai  
Shenzhen City  
PRC



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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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*As to US Outbound Investment Rules:*

**DLA Piper Singapore Pte. Ltd.**

80 Raffles Place  
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Singapore

**Auditors and Reporting Accountants**

**Ernst & Young**

*Certified Public Accountants and  
Registered Public Interest Entity Auditor*  
27/F, One Taikoo Place  
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Quarry Bay, Hong Kong

**Industry Consultant**

**Frost & Sullivan (Beijing) Inc., Shanghai  
Branch Co.**

2504 Wheelock Square  
1717 Nanjing West Road  
Shanghai 200040, China

**Receiving Bank**

**Industrial and Commercial Bank of China  
(Asia) Limited**

33/F., ICBC Tower, 3 Garden Road  
Central  
Hong Kong

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## CORPORATE INFORMATION

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<b>Registered Office in the PRC</b>	Room 101, Office Building No. 62 Yanhu Road, Yanchuan Community Yanluo Subdistrict Bao'an District, Shenzhen City PRC
<b>Headquarters and Principal Place of Business in the PRC</b>	Room 101, Office Building No. 62 Yanhu Road, Yanchuan Community Yanluo Subdistrict Bao'an District, Shenzhen City PRC
<b>Principal Place of Business in Hong Kong</b>	Room 1910, 19/F Lee Garden One, 33 Hysan Avenue Causeway Bay Hong Kong
<b>Company's Website</b>	<b><u><a href="http://www.szzhaowei.net">http://www.szzhaowei.net</a></u></b> <i>(the information contained on the website does not form part of this prospectus)</i>
<b>Joint Company Secretaries</b>	<b>Mr. Niu Dongfeng (牛東峰)</b> Unit 1306, Building 10 Phase 3, Golden Garden No. 2018 Lianhua Road Futian District Shenzhen PRC  <b>Ms. Cheng Choi Ha (鄭彩霞)</b> <i>(ACG HKACG)</i> Room 1910 19/F, Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
<b>Authorized Representatives</b>	<b>Mr. Li Haizhou (李海周)</b> Room 9D, Building 9 Taihua Haoyuan Xixiang, Baoan District Shenzhen, PRC  <b>Ms. Cheng Choi Ha (鄭彩霞)</b> Room 1910 19/F, Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong

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## CORPORATE INFORMATION

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<b>Audit Committee</b>	Ms. Guo Xinmei (Chairperson) Dr. Zhou Changjiang Mr. Lin Sen
<b>Remuneration and Appraisal Committee</b>	Dr. Zhou Changjiang (Chairperson) Ms. Guo Xinmei Mr. Ye Shubing
<b>Nomination Committee</b>	Ms. Guo Xinmei (Chairperson) Dr. Zhou Changjiang Mr. Li Haizhou
<b>Strategy and ESG Committee</b>	Mr. Li Haizhou (Chairperson) Ms. Xie Yanling Mr. Ye Shubing Mr. Li Ping Dr. Zhou Changjiang
<b>Compliance Advisor</b>	<b>Guosen Securities (HK) Capital Company Limited</b> Suites 3207-3212, Level 32 One Pacific Place, No. 88 Queensway Admiralty Hong Kong
<b>H Share Registrar</b>	<b>Tricor Investor Services Limited</b> 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
<b>Principal Banks</b>	<b>Industrial and Commercial Bank of China Shenzhen Fuyong Branch</b> 1/F, No. 349 Fuyong Avenue Fuyong Town, Bao'an District Shenzhen City, Guangdong province PRC  <b>Bank of Ningbo Shenzhen Branch</b> G/F, Huangting Building Jintian Road, Futian District Shenzhen City, Guangdong Province PRC

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## INDUSTRY OVERVIEW

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*The information and statistics set out in this section and other sections of this prospectus were extracted from the report prepared by Frost & Sullivan, which was commissioned by us, and from various official government publications and other publicly available publications. We engaged Frost & Sullivan to prepare the F&S Report, an independent industry report, in connection with the Global Offering. We believe that these sources are appropriate sources for such information and statistics and reasonable care has been exercised by us in selecting and identifying the named information sources, compiling, extracting and reproducing the information, and ensuring no material omission of the information. 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, the Capital Market Intermediaries or any of our or their respective directors, senior management, representatives or any other person involved in the Global Offering and no representation is given as to its accuracy.*

### SOURCES OF INFORMATION

This section includes information from the F&S Report, a report commissioned by us from Frost & Sullivan, as we believe such information imparts a greater understanding of the industry. Frost & Sullivan is a global consulting company and an independent third party. Frost & Sullivan provides market research on a variety of industries, among other services. We have agreed to pay Frost & Sullivan a total of RMB380,000 in fees for its commissioned undertakings, which we believe to be consistent with market rates. We are of the view that the payment of such fee does not impair the fairness of the conclusions drawn in the F&S Report.

In preparing the F&S Report, Frost & Sullivan performed both primary research which involved conducting interviews with leading industry participants and experts and secondary research which involved reviewing company reports, independent research reports and data based on Frost & Sullivan's research database. Frost & Sullivan also assumed that China's economy is likely to maintain its steady growth in the forecast period, China's social, economic and political environment is likely to remain stable in the forecast period.

### DIRECTORS' CONFIRMATION

After making reasonable inquiries, our Directors confirm that, to the best of their knowledge, there has been no detrimental change in the market information demonstrated in the F&S Report since the date of the report that may qualify, contradict or have an impact on the information in this prospectus.

## OVERVIEW OF THE GLOBAL INTEGRATED MICRO TRANSMISSION AND DRIVE SYSTEM INDUSTRY

### Definition of Integrated Micro Transmission and Drive Systems

Integrated micro transmission and drive systems refer to comprehensive power output units that achieve structural, functional and performance-level synergy and integrated packaging by combining micro transmission components (such as gearboxes, drive shafts, and transmission structures) with micro drive units (including micro motors and their drive control circuits) through system-level design and integration. These systems encompass not only complete mechanical transmission and drive units, but also supporting electronic control and software modules to meet the comprehensive requirements of high performance, precision, compactness, and reliability in complex application scenarios. Specifically, integrated micro transmission and drive systems feature (1) micro transmission systems, primarily

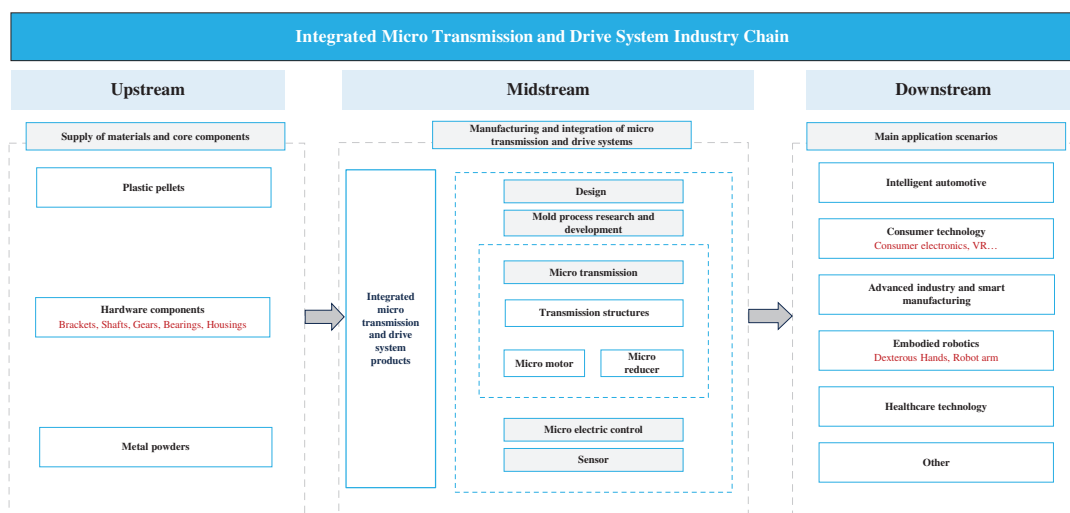
## INDUSTRY OVERVIEW

high-precision micro gearboxes, reducers, drive shafts and other micro mechanical transmission elements, (2) micro drive systems, primarily micro motors and associated motor drive control circuits (such as pulse width modulation drivers and servo control modules), (3) integrated design, primarily highly integrated mechanical structures and electrical systems of transmission and drive components, forming either a unified product or a modular system, and (4) control and communication interfaces, primarily intelligent control modules and communication interfaces tailored to system requirements, enabling precise motion control and real-time status monitoring.

As such, the development of integrated micro transmission and drive systems places significantly higher demands on enterprise capabilities. To achieve greater customization and control precision, companies must possess in-house design and manufacturing capabilities across the entire value chain, including transmission mechanisms, drive units, electronic control systems and sensing technologies. This full-stack integration enables tighter component coordination, enhanced performance optimization, and better adaptability to specific application scenarios.

### Value Chain of the Integrated Micro Transmission and Drive System Industry

Integrated micro transmission and drive systems are core components within the “Four Basics” of industrial development, namely, core basic components, key basic materials, advanced basic crafts and industrial technology foundations. The industry value chain is generally divided into upstream, midstream and downstream segments. The upstream segment includes the supply of raw materials, such as plastic pellets, hardware components and metal powders. The midstream segment involves the manufacturing and integration of micro transmission and drive systems, encompassing R&D, production and system integration. This segment features higher technological barriers, particularly in delivering integrated micro transmission and drive system products that consolidate both functional modules. The downstream segment covers a broad range of applications, including intelligent automotive, consumer technology, healthcare technology, advanced industry and smart manufacturing, and embodied robotics.



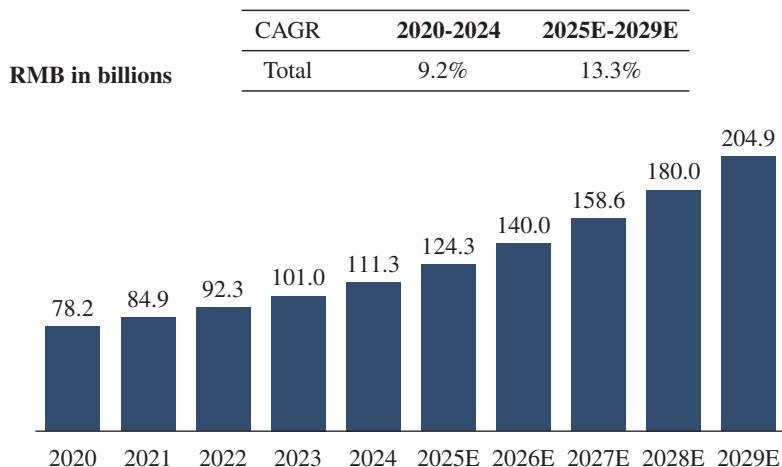
Source: Frost & Sullivan

### Market Size of the Global Integrated Micro Transmission and Drive System Industry

Driven by broader application scenarios and the growing need for scenario-based design, the global integrated micro transmission and drive system industry increased from RMB78.2 billion in 2020 to RMB111.3 billion in 2024 at a CAGR of 9.2%. Looking ahead, propelled by industrial upgrading and technological advancements, the industry is expected to increase from RMB124.3 billion in 2025 to RMB204.9 billion by 2029 at a CAGR of 13.3%.

## INDUSTRY OVERVIEW

### Market Size of the Global Integrated Micro Transmission and Drive System Industry, 2020-2029E



Source: Annual Reports; Micro Manufacturing Association; Frost & Sullivan

## OVERVIEW OF CHINA'S INTEGRATED MICRO TRANSMISSION AND DRIVE SYSTEM INDUSTRY

### Downstream Application Scenarios for Integrated Micro Transmission and Drive Systems

Integrated micro transmission and drive systems are increasingly applied in several emerging industries or industry verticals that are undergoing intelligent transformation, including intelligent automotive, consumer technology, healthcare technology, advanced industry and smart manufacturing and embodied robotics. The expansion of these downstream markets drives parallel growth in the integrated micro transmission and drive system industry.

- Intelligent automotive sector.** Integrated micro transmission and drive systems are widely applied in the intelligent automotive sector, including in central control screens, electric rear wings and automotive chassis, enhancing safety and comfort. For instance, in the intelligent cockpit sector, central control screen swing actuators integrate DC motors with worm gear transmissions to enable left-right rotation of the screen. In the chassis sector, electronic parking systems employ optimized gear structures and multi-stage planetary transmission designs to address high-torque output requirements within compact spaces. China's intelligent automotive market is projected to increase from RMB995.9 billion by 2025 to RMB1,355.0 billion by 2029 at a CAGR of 8.0%.
- Consumer technology sector.** This sector includes terminal products such as smartphones, computers, smart home devices, and smart wearable devices. Applications of integrated micro transmission and drive systems include features like interpupillary distance adjustment in VR/AR glasses. China's consumer technology market is expected to increase from RMB1,978.8 billion by 2025 and grow to RMB2,545.6 billion by 2029 at a CAGR of 6.5%.
- Healthcare technology sector.** This sector encompasses precision medical devices and automated medical treatment scenarios. Integrated micro transmission and drive systems are widely applied in medical robotic arm joints, insulin pumps, analgesia pumps, staplers, and auto-injectors. For example, in micro insulin pumps, stepper motors drive lead screws to enable precise delivery control. China's healthcare technology market is projected to increase from RMB1,206.8 billion by 2025 to RMB1,786.2 billion by 2029 at a CAGR of 10.3%.



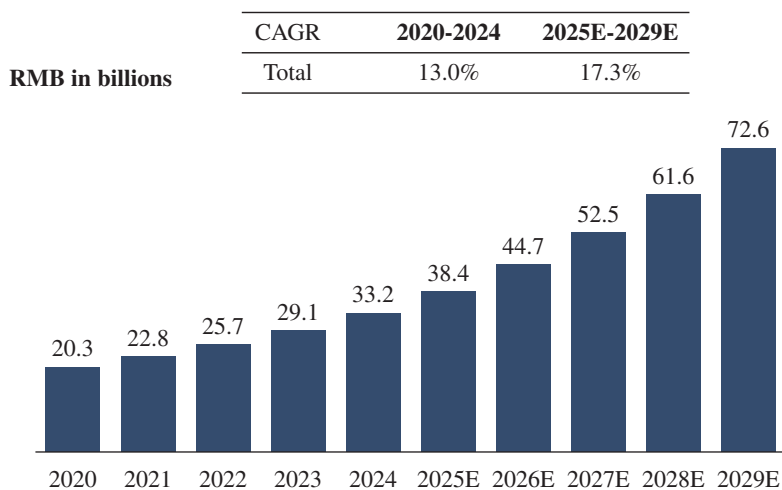
## INDUSTRY OVERVIEW

- *Advanced industry and smart manufacturing sector.* This sector refers to modern manufacturing forms driven mostly by high-precision and smart technologies. Integrated micro transmission and drive systems are extensively used in various industrial manufacturing equipment, such as CNC machines and conveyors. For instance, in CNC machine production processes, integrated micro transmission and drive systems achieve positioning accuracy at the 0.01mm level. China's advanced industry and smart manufacturing market is expected to increase from RMB4,249.6 billion by 2025 to RMB7,694.5 billion by 2029 at a CAGR of 16.0%.
- *Embodied robotics sector.* This sector refers to humanoid and non-humanoid embodied robots that serve complex and high-precision scenarios. Integrated micro transmission and drive systems provide precise control for embodied robots. The global embodied robotics market is projected to increase from RMB16.6 billion by 2025 to RMB162.0 billion by 2029 at a CAGR of 77.0%.

### Market Size of China's Integrated Micro Transmission and Drive System Industry

Driven by rising downstream demand and increasing application across high-growth sectors, China's integrated micro transmission and drive system industry increased from RMB20.3 billion in 2020 to RMB33.2 billion in 2024 at a CAGR of 13.0%. Looking ahead, underpinned by accelerated industrial transformation and the shift toward high-performance, miniaturized systems, the industry is expected to increase from RMB38.4 billion by 2025 to RMB72.6 billion by 2029 at a CAGR of 17.3%.

#### Market Size of China's Integrated Micro Transmission and Drive System Industry, 2020-2029E



Source: Annual Reports; China Association of Automobile Manufacturers; Frost & Sullivan

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## INDUSTRY OVERVIEW

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### Key Drivers of China's Integrated Micro Transmission and Drive System Industry

The development of China's integrated micro transmission and drive system industry is primarily driven by the following factors.

- *Growing demand for miniaturization and precision in downstream applications.* To enhance product competitiveness, downstream manufacturers increasingly demand miniaturized integrated micro transmission and drive systems. These systems offer compact, high-performance solutions, with micro gearboxes playing a pivotal role in enabling size reduction. As applications become more complex and space-constrained, there is also a growing emphasis on the precision of micro gearboxes, which directly affects transmission efficiency, noise levels and overall system stability. As early adopters prove the value of miniaturization and precision, their use is expanding across sectors, driving the broader development of the integrated micro transmission and drive system industry.
- *Rising customization requirements across application scenarios.* Growing demand for scenario-specific customization and high-precision motion control is a key driver behind the evolution of the integrated micro transmission and drive system industry. As downstream sectors—such as intelligent automotive, consumer technology and embodied robotics—seek compact, high-performance solutions, integrated micro transmission and drive systems have emerged to meet these needs. These systems combine micro transmission structures, motors, control modules and sensors into a unified architecture, pushing companies to develop full-stack capabilities across design, production and integration to stay competitive.
- *Surging demand for upgraded intelligent automotive configurations.* With the accelerated development of intelligent automotives, OEMs' demand for high-precision drive systems is growing rapidly. For instance, integrated micro transmission and drive systems are widely applied in intelligent cockpit features, such as motorized air vents, automated display lift mechanisms and haptic feedback systems in touch panels. Additionally, integrated micro transmission and drive systems are increasingly utilized in key automotive subsystems for chassis due to their precision, compactness and high integration.
- *Continued growth of the XR device market.* XR devices mainly include head-mounted displays and smart glasses that enable immersive interaction. The XR device market is currently in a rapid growth phase, with China's market size growing from RMB7.9 billion in 2020 to RMB26.0 billion in 2024, achieving a CAGR of 34.8%. It is projected to increase from RMB38.8 billion by 2025 to RMB136.9 billion by 2029 at a CAGR of 37.1%.
- *Technological innovation driving industrial upgrading.* Integrated packaging technology and intelligent control technology are key drivers of Industry 4.0. For example, drum motors, integrate motors, reducers, sensors and controllers within the drum, saving installation space and enabling stepless speed control via smart drives. With a wide speed adjustment range (0.1-60Hz), they are widely used in conveyors, mixers, fans and other industrial equipment.
- *Expansion of physical AI applications.* Physical AI refers to AI models that understand and interact with the real world through mechanical motion, typically embedded in autonomous machines such as robots or self-driving vehicles. Integrated micro transmission and drive systems serve as the core hardware foundation enabling physical AI to interact with the physical world. For instance, in the field of intelligent automotives, micro drive technologies (such as drive-by-wire chassis solutions) are critical for enabling autonomous vehicle responses. In the future, as AI interactions with the real world increase, the market size for integrated micro transmission and drive systems is expected to further expand.

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## INDUSTRY OVERVIEW

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- *Favorable policies.* Policy support continues to strengthen. In 2024, the MIIT released the Implementation Plan for the Industrial Foundation Strengthening Project (2023-2025), providing that precision gears, micro motors and other components are key areas under the “Four Basics” initiative. Additionally, in June 2024, the NDRC issued the Measures for Creating New Consumption Scenarios and Cultivating New Consumption Growth Drivers, encouraging the expansion of intelligent robot functions across healthcare, industrial, entertainment and service sectors, further boosting downstream demand.

### Key Development Trends of China’s Integrated Micro Transmission and Drive System Industry

According to the F&S Report, the future development of China’s integrated micro transmission and drive system industry is characterized by the following market trends.

- *Higher levels of miniaturization and integration.* The transmission, motor and electronic control systems are advancing toward higher levels of miniaturization and integration. The use of compact components, such as micro sensors, gearboxes and motors, has notably reduced system size and weight, making them well-suited for space-constrained applications like embodied robotics and intelligent automotive.
- *Continuous evolution of intelligent drives.* China’s integrated micro transmission and drive system market is accelerating towards greater intelligence. The next-generation solutions will integrate higher levels of intelligent sensing capabilities, relying on sensor technology to achieve high-precision perception, real-time feedback and adaptive control, which are critical for achieving higher intelligence, efficiency, and reliability in compact and complex applications.
- *Higher requirements on manufacturing processes and high-end equipment.* The industry’s reliance on precision manufacturing processes and high-end manufacturing equipment will continue to deepen. A strong inventory of such equipment is critical for enhancing process capabilities and will be a key driver of future corporate competitiveness. For example, in gear injection molding, the speed of a typical injection molding machine is 100mm/s, while high-end machines can achieve 300-500mm/s, effectively shortening injection cycles and reducing molding costs by 30%. In precision machining, high-end equipment such as laser welding machines and laser marking machines better meet the requirements for high precision, high efficiency, and pollution-free processing compared to conventional machines. In precision inspection, the use of CT inspection equipment to detect internal defects can more effectively shorten production cycles and improve yield rates compared to conventional equipment and manual visual inspection.
- *Deepening of scenario-based demand.* Application scenarios are becoming increasingly diverse, requiring integrated micro transmission and drive systems to precisely match specific needs, thus placing higher demands on market players’ understanding of industry requirements and capabilities in customized design. For example, in the medical device sector, orthopedic surgical wound irrigation pump systems must dynamically adjust irrigation pressure (0.1-0.5MPa) according to different surgical sites and possess waterproof and corrosion-resistant characteristics. Leading players use motor-driven screw mechanisms to achieve high-precision control, reducing system response times to 0.3 seconds and employing medical-grade encapsulation materials, significantly improving surgical efficiency and safety.

## INDUSTRY OVERVIEW

### Entry Barriers for China's Integrated Micro Transmission and Drive System Industry

The major entry barriers in China's integrated micro transmission and drive system industry include the following.

- *Technical barriers.* China's integrated micro transmission and drive system industry is highly interdisciplinary, covering fields such as machinery, electricity, materials, information and control. Product development relies on precision motor selection, system design and gear technology with high technical complexity, requiring companies to have strong R&D and design capabilities, which pose significant technical barriers.
- *Talent barriers.* China's integrated micro transmission and drive system industry is highly professional, with high requirements for design, process and management talents. New entrants need to invest substantial time and resources to cultivate talents.
- *Customer and certification barriers.* The customer certification cycle in the industry is relatively long, typically ranging from one to three years, requiring companies to have strong technical, supply and quality control capabilities. After the establishment of cooperation, the replacement cost is high, making it difficult for new entrants to break through quickly.
- *Capital barriers.* China's integrated micro transmission and drive system industry requires substantial capital investment, especially in large-scale production and R&D. This includes the procurement of advanced production, testing and experimental equipment, as well as raw material management, all of which constitute capital barriers for new entrants.

### Analysis of Raw Material Prices

The cost components of integrated micro transmission and drive systems include standard motors, plastic parts, gears, shafts, brackets, mold materials, bearings, housings, electronic components and packaging materials, etc. The prices of most components are relatively stable, and the price trends of standard motors, micro gears and electronic components have a major impact on total product costs.

Influenced by dynamic market competition and technological progress, the price of standard motors in China showed a fluctuating but overall downward trend from 2020 to 2024, and it is expected that the price will steadily fall in the short to mid term.

**Average Price of Standard Motors in China, 2020Q1-2025Q4E**

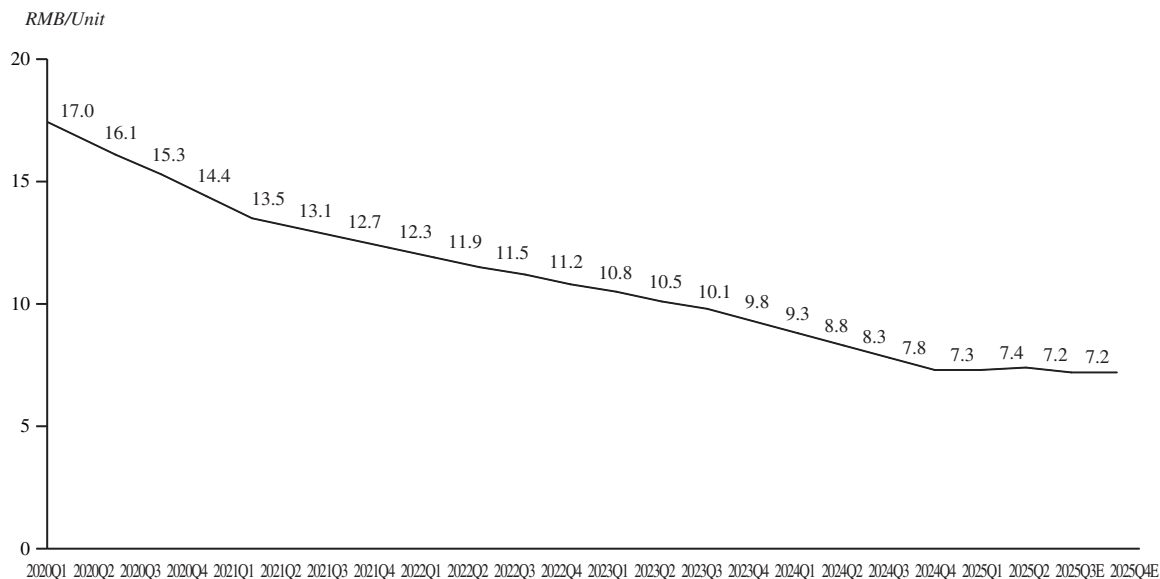


Source: Frost & Sullivan

## INDUSTRY OVERVIEW

The price of electronic components in China showed a steady downward trend from 2020 to 2024, due to the significant increase in production capacity and yield improvement. It is expected that the price will remain stable in the short to mid term.

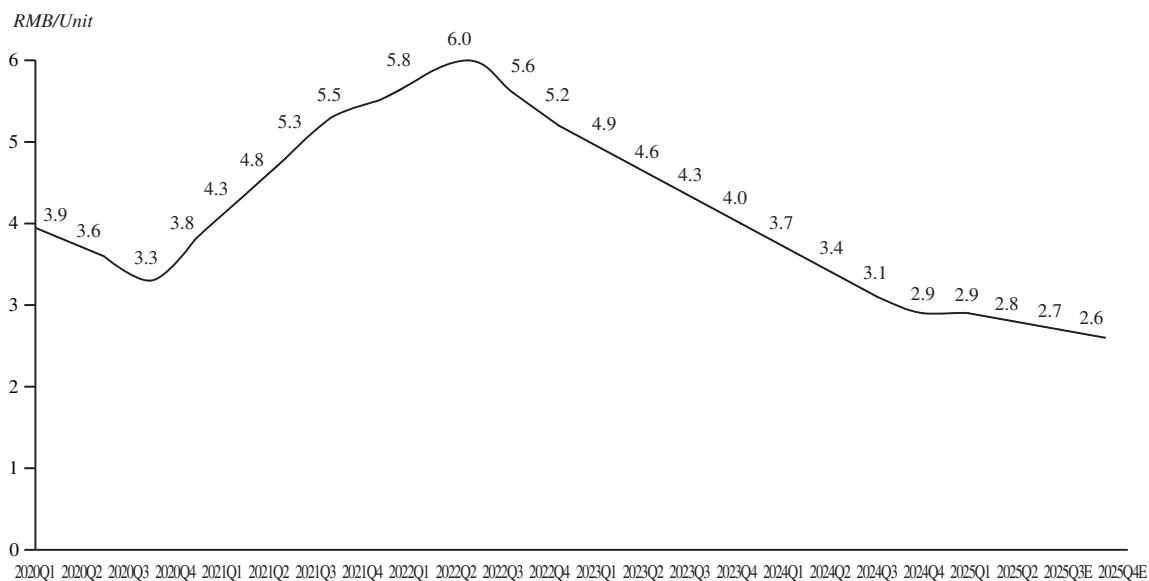
**Average Price of Electronic Components in China, 2020Q1-2025Q4E**



Source: Frost & Sullivan

The price of micro gears in China showed a fluctuating but overall downward trend from 2020 to 2024, due to the significant increase in improvement in metal injection molding process capabilities. It is expected that the price will continue falling in the short to mid term.

**Average Price of Micro Gears in China, 2020Q1-2025Q4E**



Source: Frost & Sullivan

## INDUSTRY OVERVIEW

### COMPETITIVE LANDSCAPE OF THE GLOBAL AND CHINA'S INTEGRATED MICRO TRANSMISSION AND DRIVE SYSTEM INDUSTRY

#### Competitive Landscape of the Global Integrated Micro Transmission and Drive System Industry

The global integrated micro transmission and drive systems market is highly fragmented. In 2024, there are over 500 players operating across different segments and regions. In 2024, the top five market players in the global integrated micro transmission and drive system industry accounted for an aggregate market share of approximately 7.2%, as measured by revenue. The Company ranked No. 4 in the global integrated micro transmission and drive system industry in 2024, accounting for a market share of approximately 1.4%, demonstrating a significant market leadership advantage in global market. The following chart illustrates the market shares of the top five market players in global integrated micro transmission and drive system market in terms of revenue in 2024.

Ranking of the Global Integrated Micro Transmission and Drive Systems Industry by Revenue, 2024			
Rank	Name	Revenue (RMB in billions)	Market Share (%)
1	Company A <sup>(1)</sup>	2.0	1.8%
2	Company B <sup>(2)</sup>	1.7	1.5%
3	Company C <sup>(3)</sup>	1.6	1.4%
4	The Company	1.5	1.4%
5	Company D <sup>(4)</sup>	1.2	1.1%
Others		103.3	92.8%
Total		111.3	100.00%

Source: Annual Reports; Frost & Sullivan

- Company A is a public company headquartered in Japan, founded in 1973 and listed on the Tokyo Stock Exchange. It primarily engages in the development and manufacturing of precision motors, micro transmission systems, and related drive components, serving applications in consumer electronics, automotive, industrial automation, and robotics.
- Company B is a private company headquartered in Switzerland, founded in 1961. It primarily engages in the development and manufacturing of high-precision drive systems, including micro motors, gearheads, controllers, and encoders, widely used in robotics, medical devices, industrial automation, and aerospace applications.
- Company C is a private company headquartered in Germany, founded in 1947. It primarily engages in the development and production of compact, high-performance drive systems, including coreless DC motors, precision gearheads, and motion controllers, serving fields such as medical technology, laboratory automation, aerospace, and industrial robotics.
- Company D is a public company headquartered in Hong Kong, founded in 1959 and listed on the Hong Kong Stock Exchange. It primarily engages in the development and manufacturing of motion subsystems and precision drive systems, including micro motors, actuators, and related components, serving a wide range of industries such as automotive, smart home, power tools, and industrial automation.



## INDUSTRY OVERVIEW

### Competitive Landscape of China's Integrated Micro Transmission and Drive System Industry

China's integrated micro transmission and drive systems market is highly fragmented. In 2024, there are over 200 players operating across different segments and regions. In 2024, the top five market players in China's integrated micro transmission and drive system industry accounted for an aggregate market share of approximately 9.0%, as measured by revenue. The Company ranked No. 1 in China's integrated micro transmission and drive system industry in 2024, accounting for a market share of approximately 3.9%.

Ranking of China's Integrated Micro Transmission and Drive Systems Industry by Revenue, 2024			
Rank	Name	Revenue (RMB in billions)	Market Share (%)
1	The Company	1.3 <sup>(1)</sup>	3.9%
2	Company A	0.5	1.4%
3	Company C	0.5	1.4%
4	Company D	0.4	1.2%
5	Company B	0.4	1.1%
Others		30.2	91.0%
Total		33.2	100.0%

Source: Annual Reports; Frost & Sullivan

(1) Represented revenue generated by the Company from mainland China.

## OVERVIEW OF THE EMBODIED ROBOTICS INDUSTRY

### Embodied Robot and Its Core Components

An embodied robot is a physical intelligent system capable of interacting with its environment through structure, sensing and control. It emphasizes the critical role of the body in intelligence and behavior, typically featuring flexible mobility and sensory capabilities to perform complex tasks.

Embodied robotics represents a rapidly expanding application within the integrated micro transmission and drive systems industry, where the dexterous hand serves as the critical end-effector for fine manipulation and interactive tasks. These systems demand compact, high-precision micro gearboxes, actuators and integrated motor-drive units to enable multi-degree-of-freedom and precise motion control. As embodied robots evolve toward greater intelligence and scenario-specific deployment, they are driving greater demand for micro drive modules, fueling innovation and industry growth.

Dexterous hands are a critical actuator subsystem of embodied robots, enabling fine manipulation and complex interaction tasks. It performs picking, gripping and XYZ-axis movements, enabling high-precision operations. It is powered by four essential and interrelated core systems: a micro drive system that generates power, a micro transmission system that delivers power to the fingers, a sensing system that monitors position, velocity and acceleration, and a micro control system that uses sensing data to precisely manage the drive and transmission through software and algorithms. An embodied robot typically uses two dexterous hands. Among all components, dexterous hands generally have the highest unit value, accounting for approximately over 20% of the total value of an embodied robot.

## INDUSTRY OVERVIEW

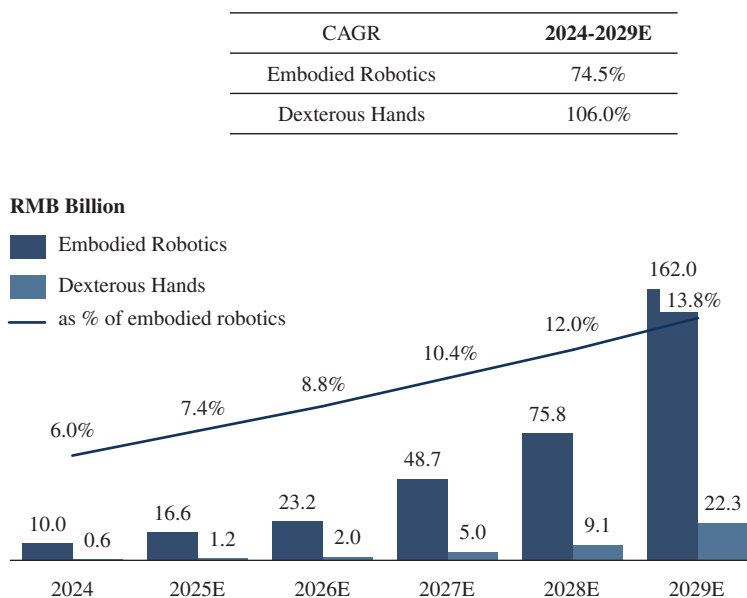
One key performance metric of a dexterous hand is its number of active degrees of freedom (“DOF”), representing joint movements directly driven by the actuator. The active DOF defines the hand’s flexibility and operational complexity, with some reaching up to 24 DOFs across fingers, palm and wrist. More active DOFs enable complex motions but demand advanced algorithmic control.

Industry standards typically define a high-end dexterous hand as having at least five fingers, 16 active DOFs, a motor no-load speed of over 50,000 RPM, and equipped with advanced sensors and intelligent control systems.

### Market Size of the Global Embodied Robotics and Dexterous Hands Market

Although embodied robotics are still in the early stages of commercialization, downstream manufacturers have already planned future applications, such as Da Vinci surgical robots and minimally invasive surgical robots. Based on the estimated potential demand from downstream application fields, the global market size for embodied robotics is expected to grow from RMB10.0 billion in 2024 to RMB162.0 billion in 2029, at a CAGR of 74.5%. Driven by the increase in price and usage rate brought about by technological advances, the penetration rate of dexterous hands in the humanoid robot industry has increased rapidly. Its market size is expected to grow from RMB0.6 billion in 2024 to RMB22.3 billion in 2029, at an CAGR of 106.0%.

#### Embodied Robotics and Dexterous Hands Market Size (Global), 2024-2029E



Source: Frost & Sullivan

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## INDUSTRY OVERVIEW

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In recent years, governments worldwide have actively promoted the development of embodied robotics through favorable policy initiatives. In January 2023, the MIIT and 16 other departments jointly released the “Robot+ Application Action Plan” to promote deeper integration between robotics and the real economy and accelerate smart manufacturing and industrial upgrades. In October 2023, the MIIT also issued the “Guidelines for the Innovative Development of Humanoid Robots,” explicitly calling for breakthroughs in key technologies such as dexterous hands and robotic arms. As a critical part of humanoid robots, dexterous hands are expected to see rapid growth under these policy tailwinds.

According to the F&S Report, the future development of the global embodied robotics market is characterized by the following market trends.

- *Optimization of micro drive systems in embodied robots.* Integrating drivers into palms or fingers through compact structural designs enhances the flexibility and efficiency of embodied robots, enabling precise movements across a wide range of scenarios. It also simplifies internal transmission layouts, facilitates sensor integration, and enhances ease of maintenance, and component replacement.
- *Higher degrees of freedom and precision.* Growing demand from downstream sectors for intelligent, high-precision and customized dexterous hands is driving embodied robots toward higher degrees of freedom, precision and reliability. Technical requirements for transmission and drive systems have significantly increased. For example, in microsurgical applications, dexterous hands must achieve operational precision of 0.3mm and maintain positioning errors within 0.3 degrees. To replicate human hand dexterity and support complex tasks, embodied robots are evolving to accommodate greater flexibility and multi-joint articulation.
- *Extension of product lifespan.* As technologies mature, the operational lifespan of dexterous hands in embodied robots is also improving. Early-generation products typically had a lifespan of only three to eight years due to design limitations and limited practical experience. As industry players gain more experience in integrated structural layouts, motor deployment and material selection, leading companies are now achieving product lifespans of up to 10 years.

### **Comprehensive Strength Comparison of Global High-End Dexterous Hand Players**

There are multiple dimensions for evaluating the competitiveness of high-end dexterous hand companies within the industry. At the product level, key factors include achievable lifespan and active degrees of freedom. At the market level, focus is placed on market promotion and deployment progress. Across these dimensions, the Company ranks among the first tier globally and leads in comprehensive strength.

## INDUSTRY OVERVIEW

Comprehensive Competitiveness Comparison of Leading Global Dexterous Hand Players (Based on Key Competitive Dimensions, as of December 31, 2024)				
Company	Achievable lifespan	Active degrees of freedom	Market processes	Dexterous Hands Related Income (2024) (RMB)
The Company	10 Years	17 (independent drive per joint)	Commercial Launch and Market Operations	>10 million
Company E	5 Years	17 (independent drive per joint)	Commercial Launch and Market Operations	>10 million
Company F	3~5 Years	16 (independent drive per joint)	Development and Prototype Testing	<5 million
Company G	3~5 Years	15 (independent drive per joint)	Development and Prototype Testing	<5 million
Company H	5 Years	12 (independent drive per joint)	Development and Prototype Testing	<5 million
Company I	3~5 Years	9 (centralized drive)	Commercial Launch and Market Operations	5-10 million
Company J	5~8 Years	15 (centralized drive)	Commercial Launch and Market Operations	5-10 million
Company K	5~8 Years	15	Proof of Concept and Demand Analysis	<5 million

Source: Annual Reports; Corporate Websites; Frost & Sullivan

- Company E is a public company headquartered in the United States, founded in 2003 and listed on the NASDAQ. It primarily designs and manufactures electric vehicles, energy storage systems, and solar energy solutions.
- Company F is a public company headquartered in Shenzhen, China, founded in 2014 and listed on the Hong Kong Stock Exchange. It primarily engages in the development of LiDAR sensing solutions and perception software for autonomous vehicles.
- Company G is a private company headquartered in Shanghai, China, founded in 2023. It primarily engages in the development of intelligent quadruped robots and general-purpose mobile platforms, integrating advanced AI, sensing, and control technologies for diverse application scenarios.
- Company H is a private company headquartered in Beijing, China, founded in 2023. It primarily engages in the development of collaborative robotic arms and flexible automation solutions.
- Company I is a private company headquartered in Germany, founded in 1945. It primarily engages in the development of clamping technology and gripping systems used in automation, robotics, and machine tools.
- Company J is a private company headquartered in Italy, founded in 2011. It primarily engages in the development of soft robotics and adaptive grippers.
- Company K is a public company headquartered in Japan, founded in 1921 and listed on the Tokyo Stock Exchange. It primarily engages in the development of electrical and electronic equipment, offering products ranging from factory automation systems to elevators, semiconductors, and satellites.

### Entry Barriers Analysis

The development of dexterous hands involves the integration of advanced technologies across mechanics, electronics, AI and sensing. It presents significant challenges in high-precision control, multi-degree-of-freedom design and complex perception, thereby placing demanding requirements on the technical strength and innovation capabilities of new market entrants. Key barriers in this field include high-precision motion control, complex motion modeling, advanced sensing and intelligent algorithms, all of which require strong R&D capabilities and top-tier algorithm talent, further elevating the entry threshold. Moreover, in applications such as industrial automation and high-end medical care, customer expectations are highly specialized, and the certification requirements for reliability, safety and functionality are particularly stringent, making qualification even more difficult. The sector is also characterized by high R&D and manufacturing costs, resulting in considerable capital intensity and associated risks.

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## REGULATORY OVERVIEW

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### PRC LAWS AND REGULATIONS

This section sets out an overview of certain aspects of PRC laws and regulations relevant to our business and operations.

### INDUSTRIAL POLICIES AND REGULATORY PROVISIONS

According to the Outline of the 14th Five-Year Plan for National Economic and Social Development and Vision 2035 of the People's Republic of China (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) promulgated and came into effect by the National People's Congress of the PRC (the "NPC") on March 12, 2021, China will carry out projects to rebuild industrial foundation and promptly resolve bottlenecks and weaknesses in basic spare parts and components, basic software, basic materials, basic processes, and fundamental industrial technology. Leveraging the leading enterprises in relevant sectors, China will step up efforts to make major breakthroughs in important products and core technologies in key fields, and work quickly to make groundbreaking progress in engineering and industrialization. The government will support small and medium-sized enterprises to enhance their professional advantages, and foster "little giant" enterprises with high growth potential, advanced technology and strong market competitive edge as well as single-product specialists in the manufacturing industry.

In accordance with the Notice of the State Council on Issuing "Made in China 2025" (國務院關於印發<中國製造2025>的通知) promulgated and came into effect on May 8, 2015 by the State Council, it will actively develop new products to meet the application demands for industrial robots and special-purpose robots (e.g., in automotive, machinery, electronics, hazardous goods manufacturing, defense and military, chemicals, and light industries), and service robots (e.g., in healthcare, household services, education and entertainment). Efforts will be made to standardize and modularize robotic technologies and expand market applications, and break through the key technical bottlenecks such as robot bodies, reducers, servo motors, controllers, sensors, actuators, and integrated system design and manufacturing.

According to the notice of the Ministry of Industry and Information Technology (the "MIIT") on Issuing Action Plan for the Development of Basic Electronic Components (2021-2023) (工業和信息化部關於印發<基礎電子元器件產業發展行動計劃(2021-2023年)>的通知), which was issued by the MIIT on January 15, 2021, and took effect on the same day, priority will be given to the development of high-voltage, high-current, miniaturized, and low-power control relays; compact and highly reliable switches/buttons; and miniaturized, integrated, high-precision, and energy-efficient micro-special motors.

According to the notice of Issuing the 14th Five-Year Plan for Robotics Industry Development (關於印發<"十四五"機器人產業發展規劃>的通知), jointly issued by the MIIT and 14 other ministries on December 21, 2021, which took effect on the same day, it aims to optimize high-performance servo drive control, structural design and manufacturing processes for servo motors, self-tuning technologies and so on. It calls for the development of high-precision, high-power-density dedicated servo motors and high-performance motor brakes for robotics. The plan also emphasizes integrated and modularized robotic joints which incorporate institutions, drive mechanisms, perception, and control, researching servo motor drives, dynamic compensation for high-precision harmonic drives, real-time data fusion for composite sensors, and modular integration technologies to achieve high-speed real-time communication and torque protection. Leading enterprises are encouraged to focus on the weak links in key components and high-end complete machines, collaborate with supporting enterprises to advance R&D, engineering validation, and iterative upgrades for precision gears, lubricants, encoders, and core software.

The Action Plan for Accelerating Green and Low-Carbon Innovation in Power Equipment (關於印發<加快電力裝備綠色低碳創新發展行動計劃>的通知), issued by the MIIT and four other ministries on August 24, 2022 and came into effect on the same day, promotes the development of high-power-density permanent magnet motors, synchronous reluctance motors, smart motors, and ultra-efficient asynchronous motors.

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## REGULATORY OVERVIEW

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### **LAWS AND REGULATIONS ON PRODUCTION SAFETY, ENVIRONMENT PROTECTION AND FIRE SAFETY**

#### **Production Safety**

According to the Production Safety Law of the PRC (中華人民共和國安全生產法) promulgated by the SCNPC on June 29, 2002, last amended on June 10, 2021 and came into effect on September 1, 2021, an enterprise shall comply with Production Safety law of the PRC and other laws and regulations related to production safety, strengthen production safety management, establish and improve a production safety responsibility system and production safety rules and systems for all employees, increase efforts to guarantee the input of funds, materials, technology, and personnel in production safety, improve production safety conditions, strengthen standardization and informatization of production safety, and improve the production level to ensure their production safety. The primary persons in charge of the production and operation entities are fully responsible for the production safety of their entities. Violation of the Production Safety Law may result in imposition of fines and penalties, suspension of operation, an order to cease operation, or even criminal liability in severe cases.

#### **Environmental Protection**

According to the Environmental Protection Law of the PRC (中華人民共和國環境保護法), which was promulgated by the SCNPC on December 26, 1989, and last amended on April 24, 2014 and effective on January 1, 2015, it outlines the authorities and duties of environmental protection regulatory agencies. The Ministry of Environmental Protection under the State Council is authorized to issue national standards for environmental quality and discharge of pollutants, and to exercise unified supervision and administration over environmental protection scheme of the PRC. Meanwhile, local government may formulate local standards for discharge of pollutants which are more rigorous than the national standards, in which case, the concerned enterprises must comply with both the national standards and the local standards.

#### **Environmental Impact Assessment**

According to the Environmental Impact Assessment Law of the PRC (中華人民共和國環境影響評價法), which was promulgated by the SCNPC on October 28, 2002, and last amended on December 29, 2018 and came into effect on the same day, the Regulation on the Administration of Environmental Protection of Construction Projects (建設項目環境保護管理條例), which was promulgated by the State Council on November 29, 1998, and last amended on July 16, 2017 and came into effect on October 1, 2017, and the Interim Measures for Environmental Protection Acceptance Inspection Upon Completion of Construction Projects (建設項目竣工環境保護驗收暫行辦法), which was promulgated by the former Ministry of Environmental Protection on November 20, 2017 and came into effect on the same day, the PRC implements a system to assess the environmental impact of construction projects. The construction entity shall submit an environmental impact report or an environmental impact statement for approval prior to the commencement of the construction project, or an environmental impact registration form as required by the environmental protection competent administrative department of the State Council for record. In addition, after the completion of a construction project for which an environmental impact report or an environmental impact statement has been prepared, the construction entity shall, in accordance with the standards and procedures prescribed by the competent administrative department of environmental protection under the State Council, conduct acceptance inspection on the supporting environmental protection facilities and prepare an acceptance report. For construction projects that are constructed in phases or put into production or used in phases, the corresponding environmental protection facilities shall be inspected and accepted in phases. The construction projects can only be put into production or use after the completed supporting environmental protection facilities have passed the acceptance inspection. Facilities that have not been carried out or have not passed the acceptance inspection shall not be put into production or use.



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## REGULATORY OVERVIEW

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### Pollutant Discharge

According to the Law of the PRC on Prevention and Control of Environmental Pollution Caused by Solid Wastes (中華人民共和國固體廢物污染環境防治法), which was promulgated by the SCNPC on October 30, 1995, and last amended on April 29, 2020 and came into effect on September 1, 2020, any entity or individual that generates, collects, stores, transports, utilizes or disposes of solid waste shall take measures to prevent or reduce the pollution of solid waste to the environment, and shall be responsible for the environmental pollution caused in accordance with the law. Where hazardous waste exists in solid waste, it shall be managed in accordance with hazardous waste management.

According to the Law of the PRC on the Prevention and Control of Water Pollution (中華人民共和國水污染防治法), which was promulgated by the SCNPC on May 11, 1984, and last amended on June 27, 2017 and came into effect on January 1, 2018, the enterprises, institutions and other production and operation units directly or indirectly discharging industrial waste water and medical sewage to water bodies, and the enterprises, institutions and other production and operation units required to obtain pollutant discharging permit before discharging waste water and sewage must obtain the pollutant discharging permit. Furthermore, environmental impact assessment must be carried out in accordance with the law for newly-formed projects and reconstruction, or extension projects that directly or indirectly discharge pollutants to water bodies and other installations on water. Water pollution prevention and control facilities should be designed, constructed and put into use at the same time as the main construction of the projects.

According to the Law of the PRC on the Prevention and Control of Atmospheric Pollution (中華人民共和國大氣污染防治法), which was promulgated by the SCNPC on September 5, 1987, and last amended on October 26, 2018 and took effect on the same day, enterprises, institutions and other production and operation units shall, in accordance with the relevant national regulations and monitoring standards, monitor their emissions of industrial waste gases or toxic and hazardous air pollutants listed in the catalogue published according to Article 78 of the Law of the PRC on the Prevention and Control of Atmospheric Pollution (中華人民共和國大氣污染防治法), and keep the original monitoring records. Enterprises and institutions that emit industrial waste gas or toxic and hazardous air pollutants listed in the above-mentioned catalogue, as well as other units that implement administration of pollution discharge permits in accordance with the law, shall obtain a pollutant discharging permit. In addition, enterprises, institutions and other production and operation units constructing projects that have an impact on the atmospheric environment shall carry out environmental impact assessment and make environmental impact assessment documents public in accordance with the law; the units that emit pollutants into the atmosphere must comply with the discharging standard for atmospheric pollutants as well as the requirements on control of the total discharging amount of key atmospheric pollutants.

According to the Regulations on the Administration of Pollution Discharge Permits (排污許可管理條例) promulgated by the State Council on January 24, 2021 and took effect on March 1, 2021, enterprises, institutions and other production and operation units subject to administration of pollution discharge permits shall discharge pollutants in accordance with the Administration of Pollution Discharge Permits (排污許可管理條例), and shall not discharge pollutants without obtaining a pollutant discharging permit. The administration on pollutant discharge units is divided into key management and simplified management pursuant to the amount of pollutants generated, the amount of pollutants discharged and the degree of impact on the environment. Environmental protection authorities impose various administrative penalties, such as fines, an order to correct, restriction or suspension of production for rectification, and an order to cease operation, etc., on individuals or enterprises that violate the Environmental Protection Law of the PRC.



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## REGULATORY OVERVIEW

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According to the Administrative Measures for Pollutant Discharge Licensing (排污許可管理辦法) promulgated by the Ministry of Ecology and Environment on April 1, 2024 and scheduled to be implemented on July 1, 2024, enterprises, public institutions and other producers and operators under the administration of discharge permits shall apply for and obtain a pollutant discharge license and discharge pollutants in accordance with the provisions of the discharge permit. Any enterprise that fails to obtain a pollutant discharge license as required shall not discharge pollutants.

According to the Catalog of Classified Administration of Pollutant Discharge License for Stationary Pollution Sources (2019 Version) (固定污染源排污許可分類管理名錄(2019年版)) issued by the Ministry of Ecology and Environment on December 20, 2019, key management, simplified management and registration management of pollutant discharge permits are implemented according to factors such as the amount of pollutants generated, the amount of emissions, the degree of impact on the environment, etc., and only pollutant discharge entities that implement registration management do not need to apply for a pollutant discharge permit.

### Fire Safety

According to the Fire Protection Law of the PRC (中華人民共和國消防法), promulgated by SCNPC on April 29, 1998, last amended on April 29, 2021 and took effect on the same day, the Emergency Management Authority of the State Council and its local counterparts at or above county level shall monitor and administer the fire prevention affairs. The Fire and Rescue Department of People's Government are responsible for implementation. The fire prevention design and construction work of a construction project must conform to the national fire prevention technical standards. For construction projects which are required to have fire prevention design in accordance with the national fire prevention technical standards for project construction, the examination and acceptance system on fire prevention design for construction projects shall be applied. Where, upon the completion of construction projects, application for acceptance on fire prevention is required by the competent department of housing and urban-rural development under the State Council, the construction entities shall apply to the competent department of housing and urban-rural development for acceptance checks for fire prevention. With respect to construction projects other than those mentioned above, construction entities shall, after an acceptance check, file their results to the competent department of housing and urban-rural development for record purposes, and such department shall conduct random inspections thereof. Construction projects that are subject to fire prevention acceptance check in accordance with the laws are prohibited from being put into use if they do not go through or fail the fire prevention acceptance check. Other construction projects that fail the random inspections according to laws shall be suspended from using.

According to the Interim Provisions on the Administration of Fire Protection Design Review and Final Inspection of Construction Projects (建設工程消防設計審查驗收管理暫行規定), issued by the Ministry of Housing and Urban-Rural Development on April 1, 2020, last amended on August 21, 2023 and came into effect on October 30, 2023, special construction projects shall conduct fire protection design review and fire protection final inspection, construction projects other than such special construction projects shall file fire protection design and acceptance of the project with competent authority.

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## REGULATORY OVERVIEW

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### LAWS AND REGULATIONS ON PRODUCT QUALITY

According to the Civil Code of the People's Republic of China (中華人民共和國民法典), which was promulgated by the NPC on May 28, 2020 and became effective on January 1, 2021, in the event of product defects which have caused damage to others, the manufacturer shall bear tortious liability. And where a product is found to be defective after it is put into circulation, the manufacturer and the seller shall promptly adopt remedial measures such as stopping sale, issuing a warning, and recalling the product etc.; where the damage is aggravated as a result of failure to adopt remedial measures promptly or ineffective remedial measures, the manufacturer and the seller shall also bear tortious liability for the aggravated damage.

According to the Product Quality Law of the PRC (中華人民共和國產品質量法) promulgated by the SCNPC on February 22, 1993, latest amended on December 29, 2018, and effective on the same day, the market regulatory authorities of the State Council are responsible for the supervision and administration of the quality of products of the whole country. Producers and sellers shall be prohibited to produce or sell industrial products that do not come to the requirements and demands for physical health and safety of body and property. Producers shall be responsible for the quality of the products they produce, and the products shall not pose unreasonable danger to personal or property safety. The products shall have functional performance and the adopted product standards shall be indicated on the products or their packaging. If a defect in the product causes damage to the person or property of others, the victim may claim compensation from the producer of the product or from the seller of the product. Producers or sellers who produce or sell substandard products will be ordered to cease production and sales, the illegally produced or sold products will be confiscated, and a fine will be imposed. If there is any illegal income, such illegal income will also be confiscated. If the circumstances are serious, the business license shall be revoked. If a crime is constituted, criminal responsibility shall be investigated in accordance with law.

According to the Administrative Regulations for Compulsory Product Certification (強制性產品認證管理規定), which was promulgated by the former General Administration of Quality Supervision, Inspection and Quarantine of the PRC (which merged into the State Administration of Market Regulation (the "SAMR")) on July 3, 2009, amended on September 29, 2022 and became effective on November 1, 2022, products specified by the state shall not be delivered, sold, imported or used in other business activities until they have been certified (the "Compulsory Product Certification") and labeled with China Compulsory Certification (中國強制認證) mark. For products subject to Compulsory Product Certification, the state implements unified product catalogs (the "3C Catalog"), unified compulsory requirements, standards and compliance assessment procedures in technical specification, unified certification marks and unified charging standards.

### LAWS AND REGULATIONS ON IMPORT AND EXPORT OF GOODS

According to the Foreign Trade Law of the PRC (中華人民共和國對外貿易法) promulgated by the Standing Committee of the NPC on May 12, 1994, and latest amended on December 30, 2022 and came into effect on the same day, and the Regulations on the PRC on the Administration of the Import and Export of Goods (中華人民共和國貨物進出口管理條例) issued by the State Council of the PRC on December 10, 2001, last amended on March 10, 2024 and became effective on May 1, 2024, the State Council of the PRC shall allow free importation and exportation of goods, and maintain fair, free and orderly import and export trade in goods except for the goods which is explicitly prohibited or restricted by laws or administrative regulations.

According to the Customs Law of the PRC (中華人民共和國海關法) promulgated by the SCNPC on January 22, 1987, and last amended on April 29, 2021 and came into effect on the same day, the Customs is a governmental organization responsible for supervision and control over all arrivals in and departures from the Customs territory, who is authorized to supervise the transportation vehicles, goods, luggage,

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## REGULATORY OVERVIEW

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postal articles and other articles entering and leaving the country, collects customs duties and other taxes and fees, prevents and combats smuggling, compiles customs statistics and handles other customs operations. To undergo customs declaration formalities, the consignee or consignor of imported or exported goods and the customs declaration enterprise shall file with the Customs in accordance with the law. The consignee or the consignor of imported or exported goods may complete the declaration formalities either by themselves or engaging an agent.

According to the Law of the PRC on Import and Export Commodity Inspection (中華人民共和國進出口商品檢驗法) promulgated by the SCNPC on February 21, 1989, and last amended on April 29, 2021 and came into effect on the same day, and the Regulations for the Implementation of the Law of the PRC on Import and Export Commodity Inspection (中華人民共和國進出口商品檢驗法實施條例) last amended by the State Council on March 29, 2022 and came into effect on May 1, 2022 the General Administration of Customs of PRC (“the General Administration of Customs”) is responsible for inspection of imported and exported commodities nationwide, and its subordinate entry-exit inspection and quarantine authorities shall conduct inspection on the imported and exported commodities listed in the catalogue and other imported and exported commodities that shall be subject to the inspection by the entry-exit inspection and quarantine authorities as prescribed by laws and administrative regulations. For the imported and exported commodities other than those that are subject to inspection as mentioned above, the entry-exit inspection and quarantine authorities may conduct random inspection in accordance with state regulations. No import commodity subject to statutory inspection that has not been inspected could be sold or used. No export commodity subject to statutory inspection that has not been inspected or fails to pass the inspection could be exported.

According to the Provisions on the Administration of Recordation of Customs Declaration Entities of the PRC (中華人民共和國海關報關單位備案管理規定) promulgated by the General Administration of Customs on November 19, 2021 and came into effect on January 1, 2022, customs declaration entities refer to consignees or consignors of imports and exports and customs declaration enterprises which have filed record with the Customs pursuant to these Provisions. Consignees or consignors of imports and exports and customs declaration enterprises applying for filing shall obtain market entity qualification and in the case of consignees or consignors of imports and exports applying for filing, they shall also complete filing formalities for foreign trade business operators. According to the Notice on Matters Concerning the Recordation of the Consignees and Consignors of Imported and Exported Goods (關於進出口貨物收發貨人備案有關事宜的通知) issued by the Department of Enterprise Management and Audit-Based Control of the General Administration of Customs on January 3, 2023 and came into effect on the same day, a consignee or consignor of imported or exported goods who applies for filing shall be qualified as a market entity and is not required to be filed as a foreign trade business operator.

### **LAWS AND REGULATIONS ON LABOR, SOCIAL INSURANCE AND HOUSING PROVIDENT FUND**

#### **Labor Law and Labor Contracts Law**

According to the Labor Law of the PRC (中華人民共和國勞動法) promulgated by the SCNPC on July 5, 1994, and last amended on December 29, 2018 and came into effect on the same day, the Labor Contract Law of the PRC (中華人民共和國勞動合同法) promulgated by the SCNPC on June 29, 2007 and last amended on December 28, 2012 and came into effect on July 1, 2013, and the Implementing Regulations of the Labor Contracts Law of the PRC (中華人民共和國勞動合同法實施條例) promulgated by the State Council on September 18, 2008 and came into effect on the same day, labor contracts must be executed in writing if labor relationships are to be established between employers and employees. Employers are prohibited from forcing employees to work above certain time limits and employers must pay employees for overtime work in accordance with national regulations. In addition, employee wages must not be lower than local standards on minimum wages and must be paid to employees in a timely manner.

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## REGULATORY OVERVIEW

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### **Social Insurance and Housing Provident Fund**

According to the Social Insurance Law of the PRC (中華人民共和國社會保險法) promulgated by the SCNPC on October 28, 2010, and last amended on December 29, 2018 and came into effect on the same day, the Regulation on the Administration of Housing Provident Fund (住房公積金管理條例) promulgated by the State Council on April 3, 1994, and last amended on March 24, 2019 and came into effect on the same day, and other relevant laws and regulations, employers in China are required to provide employees with welfare schemes covering basic pension insurance, basic medical insurance, unemployment insurance, maternity insurance, work-related injury insurance and housing provident fund.

In addition, any employer that fails to make contributions to above-mentioned social insurance and housing provident fund as required may be ordered to pay the required contributions within a prescribed time limit. If the employer still fails to make the relevant contributions within the prescribed time, a fine may be imposed, and for the overdue contribution, the people's court may enforce collection.

### **LAWS AND REGULATIONS ON INTELLECTUAL PROPERTY**

#### **Patent**

According to the Patent Law of the PRC (中華人民共和國專利法) promulgated by the SCNPC on March 12, 1984, and last amended on October 17, 2020 and came into effect on June 1, 2021, and the Implementation Regulations for the Patent Law of the PRC (中華人民共和國專利法實施細則) promulgated by the State Council on June 15, 2001, and last amended by the State Council on December 11, 2023 and came into effect on January 20, 2024, patents are divided into 3 categories, i.e. invention patents, utility model patents and design patents. The validity period of patents for inventions is 20 years, while the validity period of patents for utility models is 10 years, and the validity period of patents for designs is 15 years, all starting from the date of application.

#### **Trademark**

According to the Trademark Law of the PRC (中華人民共和國商標法) promulgated by the SCNPC on August 23, 1982, and last amended on April 23, 2019 and came into effect on November 1, 2019, and the Implementation Rules of the Trademark Law of the PRC (中華人民共和國商標法實施條例) promulgated by the State Council on August 3, 2002, and last amended by the State Council on April 29, 2014 and came into effect on May 1, 2014, the trademarks registered with the Trademark Office of China National Intellectual Property Administration are registered trademarks, including commodity trademarks, service trademarks, collective marks and certificate marks. The registration of a trademark shall be valid for ten years from the date of approval. If there is a continued need for the use of the trademark, a renewal shall be made in accordance with requirements within 12 months before the expiry of the trademark registration. Each renewal of registration of a trademark shall be valid for ten years from the date after the expiry of the previous trademark registration.

#### **Copyright**

According to the Copyright Law of the PRC (中華人民共和國著作權法) promulgated by the SCNPC on September 7, 1990, last amended on November 11, 2020 and came into effect on June 1, 2021, works of Chinese citizens, legal persons or unincorporated organizations, i.e. intellectual achievements in the field of literature, art and science that are original and can be expressed in a certain form, whether published or not, are entitled to copyright in accordance with the law. Copyright includes a series of personal and property rights such as the right of publication, the right of authorship, the right of modification, the right to protect the integrity of the work and the right of reproduction.

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## REGULATORY OVERVIEW

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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 amended on January 30, 2013 and became effective on March 1, 2013, and the Measures for the Registration of Computer Software Copyright (計算機軟件著作權登記辦法) promulgated by the National Copyright Administration on February 20, 2002 and came into effect on the same day, “computer software” (the “software”) refers to computer programs and related files. Chinese citizens, legal persons or other organizations enjoy the copyright of the software he/it has developed, whether the software is released publicly or not. Software copyright commences from the date on which the development of the software is completed. The protection period for software copyright of a legal person or other organization shall be 50 years, concluding on 31 December of the 50th year after the software’s initial release. But if the software has not been released within 50 years from the date on which the software development is completed, it shall no longer receive protection.

### Domain Names

According to the Administrative Measures on the Internet Domain Names (互聯網域名管理辦法) issued by the MIIT on August 24, 2017 and came into effect on November 1, 2017, domain names are registered on a “first come, first-served” basis. The domain names registered or used by an organization or individual shall not contain any contents prohibited by laws and administrative regulations. A domain name registration applicant shall provide the domain name registration service agency with truthful, accurate and complete identity information on the domain name holder.

## LAWS AND REGULATIONS ON TAXATION

### EIT

According to the EIT law, which was promulgated by the SCNPC on March 16, 2007, last amended and became effective on December 29, 2018, and the Implementing Regulations for 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) (“Regulations for the EIT law”) promulgated by the State Council on December 6, 2007, last amended on December 6, 2024 and took effect on January 20, 2025, enterprises are divided into resident enterprises and non-resident enterprises. A resident enterprise refers to an enterprise that is established in the mainland China in accordance with the law, or that is established in accordance with the law of a foreign country (region) but whose actual administration institution is in the mainland China. A non-resident enterprise refers to an enterprise established in accordance with the law of a foreign country (region) and whose actual administration institution is outside the mainland China, but it has institutions or establishments in the mainland China or, if not, it has incomes originating from the mainland China. A uniform income tax rate of 25% applies to all resident enterprises and non-resident enterprises that have set up institutions or establishments in the mainland China to the extent that such incomes are derived from the mainland China, or such incomes are obtained outside the mainland China but have an actual connection with the set-up institutions or establishments, high-tech enterprises in need of support from the State shall be subject to a reduced enterprise income tax rate of 15%. Non-resident enterprises that have not set up institutions or establishments in the mainland China or have set up institutions or establishments but the income obtained by the said enterprises has no actual connection with the set-up institutions or establishments, shall pay enterprise income tax at the rate of 10% in relation to their income sourcing from the mainland China.

### Value-added Tax

According to the Interim Regulations of the PRC on Value-added Tax (中華人民共和國增值稅暫行條例), which was promulgated by the State Council on December 13, 1993, last amended and became effective on November 19, 2017, and the Detailed Rules for the Implementation of the Interim 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), which was promulgated by the Ministry of Finance (the “MOF”) on December 18, 2008, last amended on October 28, 2011 and came into effect on November 1, 2011, all entities and individuals engaged in sale of goods, the provision of



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## REGULATORY OVERVIEW

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processing, repair and maintenance services, sales of services, intangible assets and real estate, and the importation of goods in mainland China are subject to valued-added tax (“VAT”). The standard VAT rates are generally simplified to 17%, 11%, and 6%, while small-scale taxpayers are subject to a VAT rate of 3%.

According to the Notice of the MOF and the SAT on the Adjustment to VAT Rates (財政部、國家稅務總局關於調整增值稅稅率的通知), promulgated by the MOF and the SAT on April 4, 2018, and became effective as of May 1, 2018, the VAT rates of 17% and 11% applicable to the taxpayers who have VAT taxable sales activities or imported goods are adjusted to 16% and 10%, respectively.

According to the Announcement on Relevant Policies for Deepening VAT Reform (關於深化增值稅改革有關政策的公告), promulgated by the MOF, the SAT and the General Administration of Customs on March 20, 2019 and became effective on April 1, 2019, the VAT rates of 16% and 10% applicable to the taxpayers who have VAT taxable sales activities or imported goods are adjusted to 13% and 9%, respectively.

### DIVIDEND DISTRIBUTION

According to the Company Law of the PRC (中華人民共和國公司法), a PRC company is required to set aside as statutory reserves at least 10% of its after-tax profit, until the cumulative amount of statutory reserves reaches 50% of its registered capital unless the provisions of laws regarding foreign investment otherwise provided, and shall not distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

### LAWS AND REGULATIONS ON LAND, PLANNING AND ENGINEERING CONSTRUCTION

#### Land

According to the Land Administration Law of the PRC (中華人民共和國土地管理法) promulgated by the SCNPC on June 25, 1986, last revised on August 26, 2019, and came into effect on January 1, 2020, and Regulation on the Implementation of the Land Administration Law of the PRC (中華人民共和國土地管理法實施條例) promulgated by the State Council on January 4, 1991, last revised on July 2, 2021, and implemented on September 1, 2021, along with the Interim Regulations of the PRC concerning the Assignment and Transfer of the Right to the Use of the State-Owned Land in Urban Areas (中華人民共和國城鎮國有土地使用權出讓和轉讓暫行條例), released by the State Council on May 19, 1990, revised on November 29, 2020, and implemented on the same day, the land in China is owned by the state or collectively. Except for land that is legally designated as state-owned or has been legally expropriated for state ownership, all other land is collectively owned. The use rights of state-owned land can be utilized by third parties through means such as transfer, allocation, leasing, or contribution to equity. The third party that acquires the use rights of state-owned land can use, benefit from, and dispose of these rights according to the law within the statutory period and the scope of planning purposes.

#### Planning

According to the Urban and Rural Planning Law of the PRC (中華人民共和國城鄉規劃法), published by the SCNPC on October 28, 2007, last revised and implemented on April 23, 2019, for the construction of buildings, structures, roads, pipelines and other projects in an area covered by the plan of a city or town, the developing unit or individual shall apply for a permit for a planned construction project to the department in charge of urban and rural planning under the people’s government of the city or county concerned or to the township people’s government designated by the people’s government of the province, autonomous region, or centrally-administered municipality.

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## REGULATORY OVERVIEW

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### Engineering Construction

According to the Construction Law of the PRC (中華人民共和國建築法) released by the SCNPC on November 1, 1997, and recently amended and implemented on April 23, 2019, prior to commencement of a construction project, the developer shall apply to the construction administrative authorities of a People's Government of county level and above at the location of the project for a construction permit pursuant to the relevant provisions of the State, except for small projects below the limit determined by the construction administrative authorities of the State Council. The completed construction project may be delivered for use upon passing acceptance inspection; construction projects which have not undergone acceptance inspection or do not pass acceptance inspection shall not be delivered for use.

### LAWS AND REGULATIONS ON HOUSING LEASING

According to the Law of the PRC on Administration of Urban Real Estate (中華人民共和國城市房地產管理法) released by the SCNPC on July 5, 1994, with the latest revision on August 26, 2019, and implemented on January 1, 2020, the lessor and the lessee shall enter into a written lease contract for leasing of building to stipulate the term of lease, purpose of the lease, lease price, maintenance and repair liability etc and any other rights and obligations of both parties; the lease contract shall be registered and filed with the real estate administration authorities.

According to 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 implemented on February 1, 2011, the lessor and the lessee shall complete property leasing registration and filing formalities within 30 days from execution of the property lease contract with the development (real estate) department of the People's Government of the centrally-administered municipality, municipality or county where the leased property is located. Individuals or organizations who violate the provisions shall be ordered by the development (real estate) department of the People's Governments of centrally-administered municipalities, municipalities or counties to make correction within a stipulated period; where the individual failed to make correction within the stipulated period, a fine of not more than RMB1,000 shall be imposed; where the organization failed to make correction within the stipulated period, a fine ranging from RMB1,000 to RMB10,000 shall be imposed.

### LAWS AND REGULATIONS ON FOREIGN INVESTMENT, OVERSEAS INVESTMENT AND FOREIGN EXCHANGE SUPERVISION

#### Foreign Investment

The Company Law of the PRC (中華人民共和國公司法), promulgated by the SCNPC on December 29, 1993, last amended on December 29, 2023 and came into effect on July 1, 2024, provides that companies established in China may take the form of limited liability company or joint stock company with limited liability. Each company has the status of a legal person and owns the assets itself. The shareholders of a limited liability company is liable to the company to the extent of the amount of capital contributions they have made; while the shareholders of a joint stock limited company is liable to the company to the extent of shares they have subscribed for.

According to the Foreign Investment Law of the PRC (中華人民共和國外商投資法) (the "Foreign Investment Law") promulgated by the NPC on March 15, 2019, and the Implementing Rules 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 "Foreign Investment Implementation Regulations"), promulgated by the State Council on December 26, 2019, all of which came into effect on January 1, 2020, the State shall implement the management systems of pre-establishment national treatment and negative list for foreign investment. Foreign investors shall not invest in any field forbidden by the negative list for access of foreign investment; for any field restricted



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## REGULATORY OVERVIEW

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by the negative list, foreign investors shall conform to the investment conditions as required; fields not included in the negative list shall be managed under the principle that domestic investment and foreign investment shall be treated uniformly. Meanwhile, the competent government departments shall, according to the requirements of national economy and social development, formulate a catalogue of industries encouraging foreign investment, stipulating the specific industries, fields and areas in which foreign investors are encouraged and guided to invest.

The Special Management Measures for the Entry of Foreign Investment (外商投資准入特別管理措施(負面清單)(2024年版)) (“the Negative List 2024”), jointly issued by the NDRC and the Ministry of Commerce (“MOFCOM”) on September 6, 2024 and came into effect on November 1, 2024. According to the Negative List 2024, the Foreign Investment Law and the Foreign Investment Implementation Regulations, foreign investors are prohibited from investing in sectors categorized as “prohibited” under the Negative List 2024. For sectors classified as “restricted,” foreign investments must comply with specific conditions stipulated in the Negative List 2024. Sectors not listed in the Negative List 2024 are generally treated as “permitted” for foreign investment.

During the Track Record Period and up to the Latest Practicable Date, none of our business fell under the Negative List 2024.

### Overseas Investment

According to the Administrative Measures for Outbound Investment (境外投資管理辦法) promulgated by MOFCOM on September 6, 2014 and implemented on October 6, 2014, MOFCOM and provincial competent commerce authorities shall carry out administration either by record-filing or approval, depending on different circumstances of outbound investment by enterprises. Outbound investment by enterprises that involves sensitive countries and regions or sensitive industries shall be subject to administration by approval. Outbound investment by enterprises that falls in any other circumstances shall be subject to administration by record-filing.

According to the Administrative Measures for Outbound Investment of Enterprises (企業境外投資管理辦法) promulgated by the NDRC on December 26, 2017 and implemented on March 1, 2018, a domestic enterprise, or the investor, making an outbound investment shall obtain approval or conduct record-filing for outbound investment projects, or the projects, report relevant information, and cooperate with the supervision and inspection. Sensitive projects carried out by Investors directly or through overseas enterprises controlled by them shall be subject to approval, specifically, including projects involving sensitive countries and regions and sensitive industries; non-sensitive projects directly carried out by investors, namely, non-sensitive projects involving investors’ direct contribution of assets or rights and interests or provision of financing or guarantee shall be subject to record-filing.

### Foreign Exchange Regulation

Pursuant to the Administrative Regulations on Foreign Exchange of the PRC (中華人民共和國外匯管理條例) promulgated by the State Council on January 29, 1996, last amended on August 5, 2008 and effective on the same day, transactions involving goods, services, income and current transfers in the balance of payments are regarded as current accounts, under which the foreign exchange payments shall, pursuant to the administrative provisions of the foreign exchange control department of the State Council on payments of foreign currencies and purchase of foreign currencies, be made using self-owned foreign currency or foreign currency purchased from financial institutions engaging in conversion and sale of foreign currencies by presenting the valid document; domestic entities and domestic individuals making overseas direct investments or engaging in issuance and trading of overseas securities and derivatives shall process registration formalities pursuant to the provisions of the foreign exchange control department of the State Council.

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## REGULATORY OVERVIEW

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According to the Notice on Relevant Issues Concerning the Administration of Foreign Exchange for 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) issued by the State Administration of Foreign Exchange on December 26, 2014 and effective on the same day, a domestic company shall, within 15 business days from the date of the end of its overseas listing and issuance, register the overseas listing with the SAFE's local branch at the place of its incorporation. The proceeds raised by the domestic companies through overseas listing may be remitted to the domestic account or deposited in an overseas account, provided that the use of the proceeds shall be consistent with the content of the prospectus and other public disclosure documents.

On February 13, 2015, the State Administration of Foreign Exchange issued the Circular of Further Simplifying and Improving Foreign Exchange Administration Policies 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), which came into effect on June 1, 2015 and was partially abolished on December 30, 2019. It stipulates that banks shall directly examine and handle foreign exchange registration under overseas direct investment, and the SAFE and its branches shall implement indirect supervision over foreign exchange registration and examination of overseas direct investment through banks.

### REGULATIONS ON OVERSEAS SECURITIES OFFERING AND LISTING BY DOMESTIC COMPANIES

The Securities Law of the PRC (中華人民共和國證券法) (“the Securities Law”), which was promulgated by the SCNPC on December 29, 1998, last revised on December 28, 2019 and took effect on March 1, 2020, has comprehensively regulated the activities of the securities market in China, including the issuance and trading of securities, the acquisition of listed companies, stock exchanges, securities companies, and the responsibilities of securities regulatory agencies. The Securities Law further stipulates that enterprises in China that directly or indirectly issue securities overseas or list securities overseas shall comply with the relevant provisions of the State Council. The specific measures for subscribing and trading shares of companies in China in foreign currency shall be separately prescribed by the State Council. The securities regulatory authority of the State Council shall carry out supervision and administration of the securities market pursuant to the law, safeguard the transparency, fairness and equitableness of securities market, prevent systemic risks, protect the legitimate rights and interests of investors, and promote healthy development of the securities market.

According to the Overseas Listing Trial Measures and five supporting guidelines (collectively, the “Filing Rules”) issued by the CSRC on February 17, 2023 and effective on March 31, 2023, where a domestic company issuer procures an overseas initial public offering or listing, it shall file with the CSRC within three business days after submitting application documents for overseas securities offering and listing.

The Filing Rules provides that no overseas offering and listing shall be made under any of the following circumstances: (i) where such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) where the intended securities offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) where the domestic company intending to make the securities offering and listing, or its controlling shareholders and the actual controller, have committed crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) where the domestic company intending to make the securities offering and listing is suspected of committing crimes or major violations of laws and regulations, and is under investigation according to law, and no conclusion has yet been made thereof; (v) where there are material ownership disputes over equity held by the domestic company's controlling shareholder or by other shareholders that are controlled by the controlling shareholder and/or actual controller. Additionally, the Filing Rules stipulates that after an issuer has offering and listing securities

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## REGULATORY OVERVIEW

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in an overseas market, the issuer shall submit a report to the CSRC within 3 working days after the occurrence and public disclosure of (i) change of control; (ii) investigations or sanctions imposed by overseas securities regulatory agencies or other relevant competent authorities; (iii) change of listing status or transfer of listing segment; (iv) voluntary or mandatory delisting. Overseas offering and listing by domestic companies shall be made in strict compliance with relevant laws, administrative regulations and rules concerning national security in spheres of foreign investment, cybersecurity, data security and etc., and duly fulfill their obligations to protect national security.

According to 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) jointly issued by the CSRC and other three departments on February 24, 2023 and effective on March 31, 2023, in the overseas offering and listing activities of domestic companies, domestic companies, and securities companies and securities service institutions that provide corresponding services shall strictly comply with the applicable laws and regulations of the PRC and satisfy the requirements of these Provisions, enhance the legal awareness of safeguarding state secrets and strengthening archives administration, establish and improve the confidentiality and archives work system, and take necessary measures to fulfill the confidentiality and archives administration obligations, and shall not divulge state secrets or work secrets of state organs, or harm the interests of the state or the public. A domestic company that, either directly or through its overseas listed entity, provides or publicly discloses to relevant securities companies, securities service institutions, overseas regulators, and other entities and individuals, any documents and materials that involve state secrets or work secrets of state organs, shall obtain approval from the competent department with the power of examination and approval according to the law, and report to the administrative department of confidentiality at the same level for filing.

### SANCTIONS LAWS AND REGULATIONS

Hogan Lovells, our International Sanctions Legal Advisor, have provided the following summary of the sanctions regimes imposed by their respective jurisdictions. This summary does not intend to set out the laws and regulations relating to the U.S., the European Union, the UK, the United Nations and Australian sanctions in their entirety.

#### U.S.

##### *Treasury regulations*

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

Depending on the sanctions program and/or parties involved, U.S. law also may require a U.S. company or a U.S. person to “block” (freeze) any assets/property interests owned, controlled or held for the benefit of a sanctioned country, entity, or individual when such assets/property interests are in the United States or within the possession or control of a U.S. person. Upon such blocking, no transaction may be undertaken or effected with respect to the asset/property interest—no payments, benefits, provision of

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## REGULATORY OVERVIEW

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services or other dealings or other type of performance (in case of contracts/agreements)—except pursuant to an authorization or license from OFAC.

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

### United Nations

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

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

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

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

### European Union

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

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## REGULATORY OVERVIEW

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### **United Kingdom and United Kingdom overseas territories**

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

### **Australia**

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

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## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

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### OVERVIEW

Our history can be traced back to April 2001, when our Company was incorporated. Drawing on decades of accumulated technical and industry know-how, we are the No. 1 provider of integrated micro transmission and drive system products in China and No. 4 provider globally as measured by revenue in 2024, according to the F&S Report, with a respective market share of 3.9% and 1.4% in the fragmented market. We are dedicated to driving our development through our tri-integrated strategy, which synergizes transmission systems, micro motor systems and electronic control systems into a unified framework.

Our Company was converted into a joint stock limited company in January 2018, and subsequently listed on the Shenzhen Stock Exchange (stock code: 003021) in December 2020. See “—Major Shareholding Changes of Our Company—Conversion into Joint Stock Limited Company and Listing on the Shenzhen Stock Exchange.” As of the Latest Practicable Date, our group of Controlling Shareholders collectively owned 62.40% of the total issued share capital of our Company, comprising (i) 53.49% of the equity interests held by Mr. Li together with the entity controlled by him, Zhaowei Investment, and (ii) 8.91% of equity interests held by Ms. Xie, the spouse of Mr. Li, through Qingmo Partnership.

### KEY DEVELOPMENT MILESTONES

The following table sets out a summary of our Group’s key development milestones:

Year	Development Milestones
2001	Our Company was established in April 2001 with a focus on “precision, micro, and ultra-thin” (“精密、微小、超薄”) product and technology strategy.
2005	We started sales of precision gears and motor components to reputable customers in Japan, establishing itself as a reliable partner for high-precision micro drive products.
2008	We started providing products for automotive electronics to industry-leading customers worldwide.
	We have developed our proprietary micro gearboxes.
2011	We started providing micro transmission module for base station antenna systems to customers in telecommunication industry.
2015	We have successfully developed the world’s smallest 3.4 mm planetary gearbox.
2016	Our Shenzhen Industry Park was put into operation.
2018	We have developed our proprietary electrical control systems.
	Our Company was recognized as an Engineering Technology Research Center of Guangdong Province (廣東省工程技術研究中心).
2019	Our Company was awarded as the Second Prize of National Science and Technology Progress (國家科技進步二等獎).
2020	Our Company was listed on the Shenzhen Stock Exchange (stock code: 003021) in December 2020.
	We have developed our proprietary micro motor systems.
	We were awarded as National Manufacturing Champion Enterprise (國家製造業單項冠軍企業).

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Year	Development Milestones
2022	Our Dongguan Micro Drive System Research and Manufacturing Base was put into operation.
2023	We were awarded as National Green Factory (國家級綠色工廠).
2024	We officially launched <i>Dexterous Hand</i> .  We were awarded as National Manufacturing Champion Enterprise (國家製造業單項冠軍企業).
	We were awarded as National Center for Enterprise Technology (國家企業技術中心).
2025	We were awarded the 2024 Robotics Core Technology Innovation Award (2024年度機器人核心技術創新獎).

### MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

#### Our Early History

Our Company was established in the PRC on April 19, 2001 as a limited liability company with an initial registered capital of RMB500,000. At the time of establishment, our Company was owned as to 80% and 20% by Mr. Li and Mr. Lian Yulin (連育林), respectively.

In September 2006, the registered share capital of our Company was increased from RMB500,000 to RMB2 million by way of capital contribution of RMB1.5 million by Mr. Li. Upon completion of such increase in registered capital, our Company was owned as to 95% and 5% by Mr. Li and Mr. Lian Yulin, respectively.

On April 18, 2008, Mr. Lian Yulin entered into an equity transfer agreement with Mr. Xie Weiqun (謝偉群), pursuant to which Mr. Lian Yulin agreed to transfer his 5% equity interest in our Company to Mr. Xie Weiqun at the consideration of RMB100,000. Upon completion of such equity transfer, our Company was owned as to 95% and 5% by Mr. Li and Mr. Xie Weiqun, respectively.

Between May 2012 and September 2016, our Company underwent several rounds of increases in registered capital. As of September 27, 2016, our Company's registered capital was RMB40 million, and the shareholding structure of our Company was as follows:

Shareholder	Number of Shares held	Approximate percentage of shareholding
Zhaowei Investment <sup>(1)</sup> . . . . .	19,000,000	47.50%
Mr. Li . . . . .	9,745,000	24.36%
Gongqingcheng Juzhaode Investment Management Partnership Enterprise (Limited Partnership) (共青城聚兆德投資管理合夥企業(有限合夥)) ("Juzhaode Partnership") <sup>(2)</sup> . . . . .	5,500,000	13.75%
Qingmo Partnership <sup>(3)</sup> . . . . .	5,500,000	13.75%
Mr. Xie Weiqun <sup>(4)</sup> . . . . .	255,000	0.64%
<b>Total</b> . . . . .	<b>40,000,000</b>	<b>100.00%</b>

(1) Zhaowei Investment was owned as to 55% and 45% by Li and Ms. Xie, respectively.



## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (2) As of September 27, 2016, the general partner of Juzhaode Partnership was Mr. Shen Yaqiang (沈亞強), a senior engineer of our Group, holding 1.31% partnership interests in Juzhaode Partnership. The remaining 98.69% partnership interest of Juzhaode Partnership was held by 49 limited partners, including Ms. Xie as to 16.40%, Mr. Ye Shubing (葉曙兵) as to 14.55%, Mr. Li Ping (李平) as to 14.55%, Mr. Li Hai (李海) as to 7.27%, Ms. Zuo Mei (左梅) as to 3.64% and Mr. Li as to 3.09% and other 43 employees of our Group as to 39.19% in aggregate.
- (3) The general partner of Qingmo Partnership was Ms. Xie. Mr. Li as a limited partner and Ms. Xie held 50% and 50% partnership interests in Qingmo Partnership, respectively.
- (4) Mr. Xie Weiqun is the brother of Ms. Xie and was the senior project R&D engineer in our Group since 2005.

### Conversion into Joint Stock Limited Company and Listing on the Shenzhen Stock Exchange

On January 10, 2018, our Company was converted into a joint stock company with a registered capital of RMB80 million and was renamed as Shenzhen Zhaowei Machinery & Electronics Co., Ltd. (深圳市兆威機電股份有限公司). The shareholding structure of our Company immediately after the completion of the conversion into a joint stock company was as follows:

Shareholder	Number of Shares held	Approximate percentage of shareholding
Zhaowei Investment . . . . .	38,000,000	47.50%
Mr. Li . . . . .	19,490,000	24.36%
Juzhaode Partnership . . . . .	11,000,000	13.75%
Qingmo Partnership . . . . .	11,000,000	13.75%
Mr. Xie Weiqun . . . . .	510,000	0.64%
<b>Total . . . . .</b>	<b>80,000,000</b>	<b>100.00%</b>

On December 4, 2020, we completed the listing of our A Shares on the Shenzhen Stock Exchange (stock code: 003021), during which our Company issued an aggregate of 26,670,000 A Shares, accounting for approximately 25% of our Company's then share capital immediately following completion of our A Shares listing. Following the completion of our A Shares listing, the shareholding structure of our Company was as follows:

Shareholder	Number of Shares held	Approximate percentage of shareholding <sup>(1)</sup>
Zhaowei Investment . . . . .	38,000,000	35.62%
Mr. Li . . . . .	19,490,000	18.27%
Juzhaode Partnership . . . . .	11,000,000	10.31%
Qingmo Partnership . . . . .	11,000,000	10.31%
Mr. Xie Weiqun . . . . .	510,000	0.48%
Other Shareholders . . . . .	26,670,000	25.00%
<b>Total . . . . .</b>	<b>106,670,000</b>	<b>100.00%</b>

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. The discrepancy between total and sum of amounts listed in this table is due to rounding.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

### OUR MAJOR SUBSIDIARIES

The following table sets forth the principal activities, the date and place of incorporation/establishment, and the equity interest attributable to our Group in respect of each of our major subsidiaries as of the Latest Practicable Date:

<u>Name of major subsidiary</u>	<u>Date of incorporation/establishment</u>	<u>Place of incorporation/establishment</u>	<u>Equity interest attributable to the Group</u>	<u>Principal activities</u>
Dongguan Zhaowei	October 31, 2018	PRC	100%	Provision of integrated micro transmission and drive system products
Suzhou Drive Co., Ltd. (蘇州兆威驅動有限公司)	May 6, 2021	PRC	100%	Provision of integrated micro transmission and drive system products
Shenzhen Zhaowei Dexterous Hand Technology Co., Ltd. (深圳市兆威靈巧手技術有限公司)	March 18, 2025	PRC	100%	Research, development, and manufacture of embodied robotics products
ZW Drive GmbH	July 6, 2020	Federal Republic of Germany	100%	Trade in plastic raw materials, mechanical and electrical products, moulds, metal products, plastic products, gearboxes, electrical drives and the provision of related services
ZW Drive, Inc	April 20, 2024	California, United States	100%	Investment holding

### 2024 SHARE INCENTIVE SCHEME

The 2024 Share Incentive Scheme was adopted by our Shareholders at the second extraordinary general meeting held on August 28, 2024. The purposes of the 2024 Share Incentive Plan are, among others, to incentivize the management personnel and employees, attract and retain management talents and key personnel and enhance cohesiveness and competitiveness of our Company. See “Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme” in Appendix IV to this prospectus.

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## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

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### MAJOR ACQUISITIONS AND DISPOSALS

We had not conducted any major acquisition, disposal or merger during the Track Record Period and up to the Latest Practicable Date.

### OUR LISTING ON THE SHENZHEN STOCK EXCHANGE AND REASONS FOR THE LISTING ON THE STOCK EXCHANGE

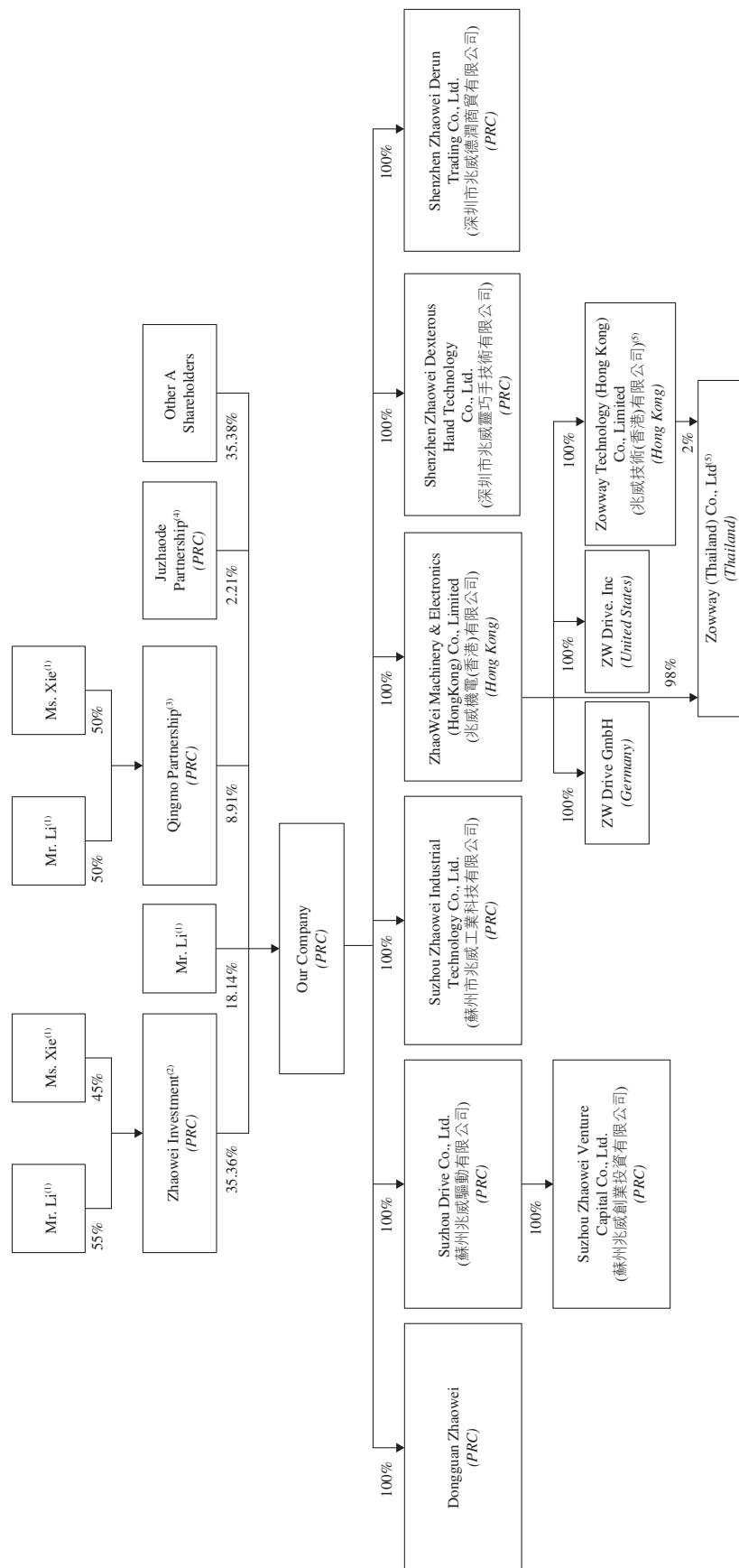
Since December 4, 2020, our Company has been listed on the Shenzhen Stock Exchange. During the Track Record Period and up to the Latest Practicable Date, our Directors confirmed that we had no instances of non-compliance with the rules of the Shenzhen Stock Exchange and other applicable PRC securities laws and regulations in any material respects and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the investors' attention in relation to our compliance record on the Shenzhen Stock Exchange. As advised by our PRC Legal Advisor, the confirmation of our Directors above with regard to our compliance record is accurate and reasonable. Based on the independent due diligence conducted by the Joint Sponsors and our PRC Legal Advisor's view, nothing has come to the Joint Sponsors' attention that would reasonably cause them to disagree with the Directors' confirmation with regard to the compliance records of the Company on the Shenzhen Stock Exchange in any material respect.

We seek to be listed on the Stock Exchange to further enhance our capital strength and overall competitiveness, boost our international brand profile and image, satisfy our international business development needs, and continue advancing our global strategy. See "Business—Growth Strategies" and "Future Plans and Use of Proceeds."

## OUR SHAREHOLDING AND CORPORATE STRUCTURE

### Shareholding and Corporate Structure Immediately Before the Global Offering

The following chart illustrates our simplified shareholding and corporate structure immediately prior to the Global Offering:



(1) Mr. Li and Ms. Xie are spouses. For details of the background of Mr. Li and Ms. Xie, see “Directors and Senior Management.”

(2) As of the Latest Practicable Date, Zhaowei Investment was owned as to 55% and 45% by Mr. Li and Ms. Xie, respectively.

(3) As of the Latest Practicable Date, the general partner of Qingmo Partnership was Ms. Xie. Mr. Li as a limited partner and Ms. Xie held 50% and 50% partnership interests in Qingmo Partnership, respectively.

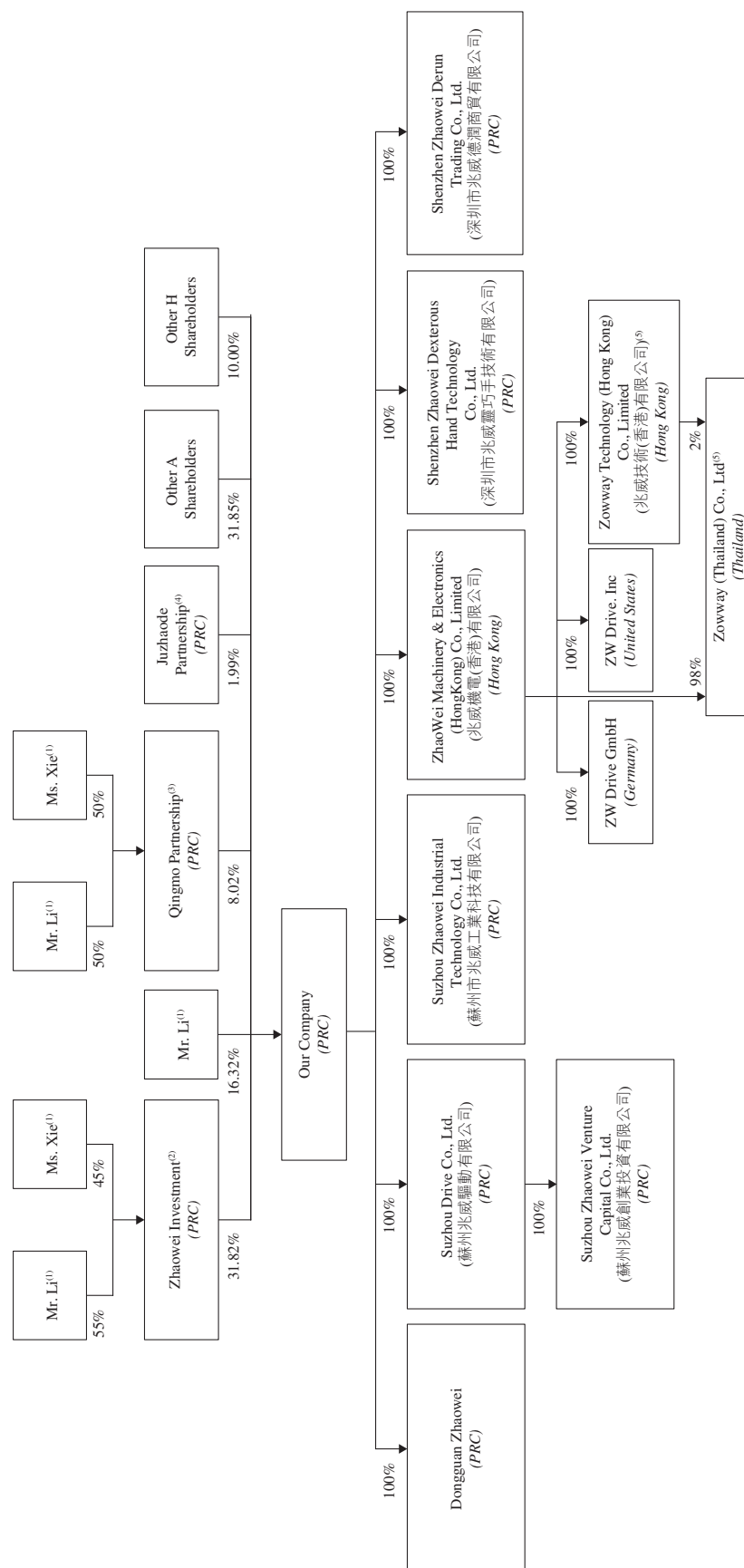
(4) As of the Latest Practicable Date, the general partner of Juzhaode Partnership was Mr. Xin Dong (辛棟), an employee of our Group, holding 0.10% partnership interests in Juzhaode Partnership. The remaining 99.90% partnership interest of Juzhaode Partnership was held by 10 limited partners, including Ms. Xie as to 10.20%, Mr. Ye Shubing (葉曙兵) as to 31.04%, Mr. Li Ping (李平) as to 34.85%, Ms. Zuo Mei (左梅) as to 10.33% and other 6 employees of our Group as to 13.48% in aggregate.

(5) As of the Latest Practicable Date, each of Zowway Technology (Hong Kong) Co., Limited and Zowway (Thailand) Co., Ltd has not commenced any business operation.

As of the Latest Practicable Date, all of our Shares were traded on the Shenzhen Stock Exchange, and our Controlling Shareholders controlled directly and indirectly 62.40% of our total issued Shares. To the best knowledge of our Directors having made all reasonable enquiries, as of the Latest Practicable Date, save as disclosed above, no other Shareholders of our A Shares were close associates of any of our Controlling Shareholders.

# Shareholding and Corporate Structure upon Completion of the Global Offering

The following chart illustrates our simplified shareholding and corporate structure immediately following the completion of the Global Offering, assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing:



Notes (1) to (5): See “—Our Shareholding and Corporate Structure—Shareholding and Corporate Structure Immediately Before the Global Offering.”

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## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

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### **PUBLIC FLOAT**

Pursuant to Rule 19A.13A(2) of the Listing Rules, as the Company has A Shares in issue apart from the H Shares for which the Listing is sought, the H Shares for which the Listing is sought that are held by the public, at the time of the Listing, must (a) represent at least 10% of the Company's total number of issued Shares (excluding treasury shares); or (b) have an expected market value of not less than HK\$3 billion.

The total number of the H Shares to be issued pursuant to the Global Offering represents approximately 10% of the enlarged issued share capital of the Company (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing). It is expected that upon Listing (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), the H Shares that are held by the public represent approximately 10% of the total issued share capital of the Company, which is higher than the prescribed percentage of the H Shares required to be held by public of 10% under Rule 19A.13A(2) of the Listing Rules.

### **FREE FLOAT**

Rule 19A.13C(2) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 5% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK\$50,000,000; or (b) have an expected market value at the time of listing of not less than HK\$600,000,000.

The Company will satisfy the free float requirement under Rule 19A.13C(2) of the Listing Rules.



**OVERVIEW****Who We Are**

We are the No. 1 provider of integrated micro transmission and drive system products in China and No. 4 provider globally as measured by revenue in 2024, according to the F&S Report, with a respective market share of 3.9% and 1.4%. The global integrated micro transmission and drive systems market is highly fragmented, according to the F&S Report. We design, manufacture and sell micro transmission and drive systems products along with the components that support these systems, mainly to customers located in the PRC and, to a lesser extent, overseas. Our products enable these industries to explore what is possible in precision, efficiency and control. With respect to types of products, we provide micro transmission and drive systems and precision components, as well as customized molds based on specific customer requirements. Micro transmission and drive systems are highly integrated systems delivered to customers, typically consisting of (1) the transmission system, as the functional core essential to each product offered to our customers; and (2) the micro motor system and/or (3) electronic control system, as the other functional modules requested by the customers for each product. These three functional systems are combined into one consolidated system to transform and transmit the power supplied by the power source to the actuator, thereby performing critical functions including power transmission, control, speed variation, and direction reversal. Precision components are the key supporting injection-molded parts for micro transmission and drive systems. These precision components come in extremely varied product forms in terms of sizes, shapes, complexity and application settings and are unstandardized. For details of the types of products offered, as well as explanations about their key applications in each business line, see “Business—Our Principal Products.”

We are dedicated to driving our development through our tri-integrated strategy, which synergizes transmission systems, micro motor systems and electronic control systems into a unified framework. This framework is designed to meet the increasingly stringent demands of the intelligent era for system integration, rapid responsiveness and spatial efficiency in micro drive applications. By deeply fusing these three systems, we achieve drive control within a compact footprint, enabling us to address the market’s growing requirements for precision, miniaturization and intelligent functionality, and to continuously advance the development of micro drive technologies. As of September 30, 2025, we possessed 405 relevant patents, ranking No. 1 in China’s integrated micro transmission and drive system industry. We primarily provide integrated micro transmission and drive system products tailored to the specific needs of high-growth industry verticals, ranging from intelligent automotive, consumer technology, healthcare technology and advanced industrial manufacturing to embodied robotics, where we have built deep technical expertise and long-standing customer partnerships. We focus on these sectors, as they are undergoing structural transformation through intelligent, automated and miniaturized technologies.

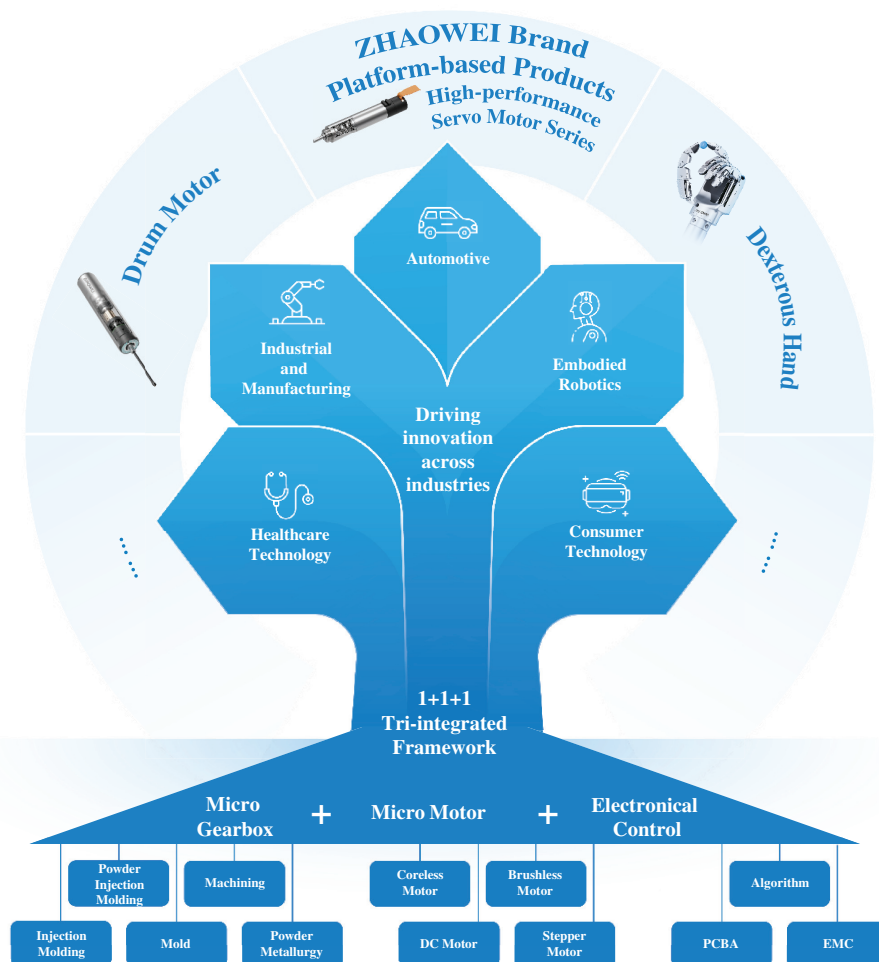
We operate in a rapidly expanding industry. China’s integrated micro transmission and drive system market increased from RMB20.3 billion in 2020 to RMB33.2 billion in 2024 at a CAGR of 13.0%, according to the F&S Report. The growth is expected to accelerate further, reaching RMB72.6 billion by 2029 at a projected CAGR of 17.3% from 2025 to 2029, driven by industrial upgrades and technological progress. Meanwhile, as a highly interdisciplinary field, integrated micro transmission and drive systems require high precision, rigorous customer certification and significant capital investment in R&D.

We believe we are well-positioned to capture the enormous market opportunities. Since our founding in 2001, we have remained committed to a technology path focused on precision, miniaturization and ultra-thin. We established early mover advantage in automotive electronics, having entered the global supply chain of the world’s largest automotive components supplier according to the F&S Report since the commencement of business relationship in 2011. Over the past decades, we have developed crucial techniques spanning plastic injection molding, powder metallurgy, metal powder injection molding and precision metal machining, and successfully developed full-chain capabilities covering mold design, core parts manufacturing and integrated drive system development. Leveraging our tri-integrated framework, we deeply integrate transmission systems, micro motor systems and electronic control systems to deliver drive control within compact product dimensions. We developed China’s smallest  $\Phi 3.4\text{mm}$  micro transmission system; we are the world’s first company to mass-produce micro transmission systems under  $\Phi 6\text{mm}$  with high quality and efficiency; we have also achieved a technological breakthrough in our  $\Phi 4\text{mm}$  brushless coreless motor and now possess the capability for mass production.

## BUSINESS

Our tri-integrated framework and deep technological and process expertise have enabled us to establish a dual-pronged growth model. On one hand, we continuously co-develop tailored products with leading players across diverse industry verticals to address complex application needs and capture diversified growth opportunities. On the other hand, we leverage our accumulated industry experience and technical capabilities to drive the standardization and scale-up of our self-branded, platform-based products, enhancing market recognition and building multiple growth engines.

To date, we have developed three major platform-based products under our ZHAOWEI brand, i.e., high-performance servo motor series, drum motor and dexterous hand. Our high-performance servo motor series feature powerful output capabilities, dynamic performance and efficiency, supporting a wide range of application scenarios, including high-end consumer technology products. Our drum motor drive system is a fully integrated motorized roller that combines a motor, gearbox and electronic control system into a compact and efficient design, featuring power outputs meeting the requirements during the peak hours of our customers, modular and maintenance-friendly design, enhanced durability with high-strength gearbox, and standardized product range for versatile applications. Moreover, we have developed highly-integrated micro drive modules that power our dexterous hand product, capable of precisely replicating human grip and fine-motion control. As the first company in China to introduce a commercialized high-degree-of-freedom dexterous hand product, we have established collaborative partnerships across the industry value chain and commenced our global commercialization journey. According to the F&S Report, the commercialization progress of our dexterous hand ranks among the most advanced worldwide. The following diagram illustrates our business model.



### **Our Market Opportunities across High-growth Industry Verticals**

We strategically focus on providing industry-customized products for several emerging industries or industry verticals that are undergoing intelligent transformation, including intelligent automotive, consumer and healthcare technology, advanced industry and smart manufacturing and embodied robotics. We believe that we are well positioned to capture the upside potential of these enormous markets.

- *Intelligent automotive sector.* Integrated micro transmission and drive systems are integral to enhancing automotive safety and comfort through compact, quiet and efficient electromechanical components. While China's domestic NEV market is growing rapidly, there is a global shortage of reliable suppliers of such systems. This gap presents a significant opportunity for agile, innovation-driven Chinese suppliers of integrated micro transmission and drive system products. According to the F&S Report, the market size of China's intelligent automotive sector is expected to increase from RMB995.9 billion in 2025 to RMB1,355.0 billion in 2029 at a CAGR of 8.0%.
- *Consumer and healthcare technology sector.* Integrated micro transmission and drive system products enable precise motion control and interactive feedback, and are widely applied across the consumer technology sector, such as smartphones, smart home devices and smart wearables, significantly enhancing user interaction and immersion. According to the F&S Report, China's consumer technology market is expected to increase from RMB1,978.8 billion in 2025 to RMB2,545.6 billion in 2029 at a CAGR of 6.5%. In the healthcare technology domain, integrated micro transmission and drive system products are increasingly adopted by virtue of their ability to meet the sector's rigorous standards for accuracy, reliability and miniaturization. According to the F&S Report, China's healthcare technology market is expected to increase from RMB1,206.8 billion in 2025 to RMB1,786.2 billion in 2029 at a CAGR of 10.3%.
- *Advanced industry and smart manufacturing sector.* Integrated micro transmission and drive system products are widely applied in the transformation of industrial manufacturing and communications infrastructure. As global demand for industrial digitalization accelerates, we are well-positioned to capture increasing market share. According to the F&S Report, China's advanced industry and smart manufacturing market is expected to increase from RMB4,249.6 billion in 2025 to RMB7,694.5 billion in 2029 at a CAGR of 16.0%.

### **Our Tri-integrated Strategy and Industry-customized Products**

We are deeply committed to precision-driven, application-oriented innovation. By accurately identifying and responding to evolving market demands, we provide customers with tailored products. Most of our products are made-to-order to satisfy the peculiar requests of customers. Central to our success is our tri-integrated strategy that synergizes (1) transmission systems, (2) micro motor systems and (3) electronic control systems into a unified framework, i.e., we have combined these three separate systems into a single, cohesive system mechanically and electrically. This enables us to deliver not only core components but also intelligent, integrated products across the entire value chain.

- Our transmission systems include a complete range of self-developed gear parts and micro gearbox series to deliver smooth and efficient torque transmission. Our transmission systems are designed to achieve ultra-quiet operation, compact size, lightweight form factor, and minimal backlash.
- Our micro motor systems is the power core of micro drive products. We have developed multiple proprietary product series, including brushed DC motors, brushless DC motors, and brushless coreless motors. In comparison with conventional motors, our micro motor systems offer rapid acceleration, lower operational noise, and reduced vibration, ensuring superior responsiveness and reliability across dynamic application scenarios.
- Our electronic control systems enable us to achieve precise motion control and high-speed operation with accuracy, such as through encoders and electronic control modules. These systems are specifically engineered to match the characteristics of our motors and gearboxes.

Our tri-integrated approach differentiates us from conventional R&D efforts conducted in isolation. Rather than advancing each system independently, we pursue coordinated development across all three domains, achieving functional harmony, faster iterations and system-level optimization. As a result, our products deliver greater value, enabling customers to overcome complex technical bottlenecks and accelerate their shift toward intelligent, high-end transformation.

By fusing these capabilities, we have established full-chain competitive strength, ranging from critical component development to intelligent, scenario-driven system integration. This enables us to quickly adapt to industry-specific applications across automotive, consumer and healthcare technology, industrial and manufacturing, and embodied robotics.

- *Automotive products.* We have been dedicated to providing intelligent products for automotive electronics. Our long-standing partnership with the world's largest automotive components supplier spans over a decade, and we have established in-depth collaborations with leading Chinese OEMs. With our technical capabilities in precise transmission design and dynamic control, we have developed a series of products tailored for various automotive applications, covering the intelligent cockpit sector, the chassis sector and the automotive body electronics sector.
- *Consumer and healthcare technology products.* By focusing on miniaturization, high-precision transmission and integrated control, we empower our customers to create products that are not only smaller and smarter, but also more human-centric. We deliver seamless motion control in wearables, such as our IPD adjustment module; we address the core challenges of low noise, accurate dosing and operational reliability for medical devices, such as precision actuation systems used in surgical staplers and infusion pumps; we also bridge the gap between mechanical performance and intelligent functionality for smart living, such as drive systems for robotic vacuum cleaners and smart locks.
- *Industrial and manufacturing products.* Amid the transformation and upgrading of China's industrial and manufacturing sector, we have high-quality products and products tailored to market and customer needs. Our representative offerings include platform-based, customizable drum motor systems under our proprietary brand, which feature internally developed high-performance gearboxes, motors and controllers. Such offerings are optimized for stability, efficiency and scalability, and are widely deployed in automated food processing lines, logistics conveyors and security screening systems in airports and rail stations.

- *Embodied robotics products.* We serve the embodied robotics sector with our proprietary dexterous hand, powered by our fully integrated micro-drive modules. Engineered for high precision, flexibility and durability, our dexterous hand features up to 20 active degrees of freedom, each independently motor-driven, enabling complex human-like grip and fine-motion control. Unlike traditional tendon- or cable-driven systems, our electromechanical structure delivers faster response, higher torque precision and significantly longer product lifespan of up to 10 years.

### **Our Business Scale and Financial Performance**

We have cultivated a large and loyal base of blue-chip customers by virtue of our track record of delivering superior product performance, robust quality assurance, and a complete portfolio of one-stop, industry-customized drive products. Particularly, our customer base includes leading enterprises spanning a wide spectrum of industries and geographies. For example, in the intelligent automotive sector, we serve the top five OEMs and tier 1 suppliers in both China and globally. In the embodied robotics sector, our micro drive modules and dexterous hand products have been adopted by an increasing number of global frontrunners. We are also recognized as a core partner by leading companies in other high-growth verticals, such as smartphones, XR devices and smart home systems.

We experienced significant growth during the Track Record Period. We generate revenue primarily from the provision of integrated micro transmission and drive system products. Our revenue increased from RMB1,152.5 million in 2022 to RMB1,205.9 million in 2023, and further to RMB1,524.6 million in 2024. Our revenue further increased from RMB1,057.5 million in the nine months ended September 30, 2024 to RMB1,255.2 million in the nine months ended September 30, 2025. Particularly, we have selectively established a presence in certain overseas markets, including certain European and North American countries, by successfully integrating into the supply chains of several global industry leaders, which has provided us with crucial first-mover advantages and a solid foundation for global expansion. Revenue from customers located in regions and countries outside China amounted to RMB146.3 million, RMB157.2 million, RMB212.4 million, RMB170.6 million and RMB145.2 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, representing 12.7%, 13.0%, 13.9%, 16.1% and 11.6% of our total revenue for the same periods, respectively. Furthermore, our net profit was RMB150.5 million, RMB179.9 million, RMB225.4 million, RMB159.2 million and RMB182.1 million in 2022, 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively. Our adjusted net profit (non-IFRS measure) increased from RMB152.8 million in 2022 to RMB170.6 million in 2023 and further to RMB230.7 million in 2024. Our adjusted net profit (non-IFRS measure) further increased from RMB160.5 million in the nine months ended September 30, 2024 to RMB193.3 million in the nine months ended September 30, 2025.

### **COMPETITIVE STRENGTHS**

We believe the following competitive strengths have contributed to our success and differentiated us from our competitors.

#### **Leading provider of integrated micro transmission and drive system products, empowering diverse high-growth industrial sectors**

We are the No. 1 provider of integrated micro transmission and drive system products in China and No. 4 provider globally as measured by revenue in 2024, according to the F&S Report, with a respective market share of 3.9% and 1.4% in the fragmented market. We are dedicated to driving our development through our tri-integrated strategy, which synergizes transmission systems, micro motor systems and electronic control systems into a unified framework. As of September 30, 2025, we possessed 405 relevant patents, ranking No. 1 in China's integrated micro transmission and drive system industry.



Integrated micro transmission and drive components are critical and often mission-critical parts across a range of precision-demanding verticals. Our systems are widely embedded in end products across four high-growth major domains: intelligent automotive, consumer and healthcare technology, and advanced industry and smart manufacturing, each of which is undergoing profound transformation through miniaturization, automation and intelligent interaction. We serve as a foundational enabler in these sectors.

Our products have already adopted by multiple application niches. In the rapidly emerging XR sector, we are the exclusive supplier of miniature IPD adjustment modules for a flagship MR product of a global industry leader, securing the No. 1 market share in this segment. In the automotive sector, where we have built a strong track record over the past decades, we rank No. 1 in several niche product categories, such as rotating and flip screen systems for intelligent cockpits and drive systems for automotive rear spoilers. In addition, we have provided micro drive systems to leading brands of robotic vacuum cleaners, achieving a sizeable market share in this segment.

Our comprehensive product matrix spans a wide range of end-use scenarios, and is designed with horizontal synergy, allowing us to serve overlapping customer bases with customized but modularized products. This cross-scenario adaptability not only enhances operational efficiency, but also reinforces long-term customer stickiness and creates significant opportunities for scale effects, system integration and product co-development. Through our deep-rooted platform capabilities and first-mover position in key verticals, we are well positioned to sustain our competitive edge and expand our influence globally.

### **Strong R&D capabilities underpinning sustainable innovation and market leadership**

Our research and development capabilities form the cornerstone of our technological advantages and long-term competitiveness in the global integrated micro transmission and drive system industry. We view innovation as a strategic imperative and a core value. We have established a comprehensive and integrated R&D framework built upon our tri-integrated framework, seamlessly linking system design, process development and product realization, to ensure a continuous cycle of technology iteration and original breakthroughs.

We have accumulated a wide array of proprietary core technologies in material formulation, gear architecture, micromechanical design and motion control. These competencies enable us to effectively expand to emerging application fields, such as intelligent vehicles, XR, smart healthcare and precision electronics. Our R&D ability not only drives product performance and customization, but also allows us to serve as a technological bellwether for the broader industry.

Our R&D model is firmly rooted in market and customer demands. We have institutionalized a “market-driven, customer-centric” development mechanism that aligns project initiation and resource allocation with real-world application needs. By doing so, we ensure that our R&D endeavors not only anticipate future trends but also achieve rapid commercialization. Additionally, we place significant emphasis on intellectual property development and protection. As of September 30, 2025, we owned 405 patents, ranking No. 1 in China’s integrated micro transmission and drive system industry. We also had 63 software copyrights in China and 167 pending patent applications as of the same date.

Leveraging our R&D capabilities, we have been able to continually overcome technological barriers. For example, we developed China’s smallest  $\Phi 3.4\text{mm}$  micro transmission system, which powers applications ranging from smartphone cameras modules to insulin injection pump systems, with active exports to multiple European and North American markets. In addition, we are the first company globally to achieve scalable, high-quality and high-efficiency mass production of micro transmission systems under  $\Phi 6\text{mm}$ . We believe that the strength of our R&D capabilities is also well illustrated by the numerous awards and recognition we received. For example, we were named as the 2022 National Intellectual Property Advantageous Enterprise by China National Intellectual Property Administration; we were

recognized as the National Center for Enterprise Technology by the National Development and Reform Commission in 2023; and we were awarded the 2024 Robotics Core Technology Innovation Award by Shenzhen Robotics Association.

We have devoted significant resources to our R&D initiatives. Our R&D hub is equipped with design, simulation, testing and prototyping infrastructure. Particularly, we have established three testing laboratories, namely, the Precision Measurement Center, the Micro Drive Integrated Testing Laboratory and the Intelligent Control Laboratory. Together, these facilities form the foundation of our comprehensive product validation system, enabling us to rigorously test and refine our products to meet the highest standards of precision, reliability and performance. In addition, we have assembled a dedicated research and development team of 518 members as of September 30, 2025, representing 21.9% of our total employees. In 2022, 2023, 2024 and the nine months ended September 30, 2025, our research and development costs were RMB117.3 million, RMB128.7 million, RMB155.1 million and RMB127.9 million, respectively, representing 10.2%, 10.7%, 10.2% and 10.2% of our revenue in the same periods, respectively. We also maintain long-term collaborations with top-tier universities and research institutes, including institutions under the 985 and 211 projects. In addition, we have engaged external experts and advisors to jointly advance interdisciplinary research in fields such as motor and transmission theory and AI-powered intelligent control.

We have also secured early advantage in the development of dexterous hands core drive module for humanoid robots. As the first company in China to introduce a commercialized high-degree-of-freedom dexterous hand product, we have carried out small-batch deliveries for dozens of customers engaged in the embodied robotics industry. In addition, we have commenced joint and customized development with select customers. According to the F&S Report, the commercialization progress of our dexterous hand ranks among the most advanced worldwide. Our proprietary and self-manufactured core drive module for humanoid robots and dexterous hand products represent a strategic leap forward. We have pioneered a globally original design featuring a fully integrated power unit within each joint. This architecture enables our dexterous hand to achieve movement precision and flexibility that closely mimics human motion, supporting nuanced grip trajectories and fine-motor control across diverse usage scenarios. For details, see “—Our Principal Products—Embodied Robotics Products.” This technical architecture gives our dexterous hand a distinct advantage in applications requiring high fidelity, responsiveness and reliability.

### **A global, blue-chip customer base with high stickiness built on co-innovation**

We have cultivated a large and loyal base of blue-chip customers by virtue of our strong track record of delivering superior product performance, robust quality assurance, and a complete portfolio of one-stop, industry-customized drive products. Particularly, our customer base includes leading enterprises worldwide, including nearly 20 leading enterprises listed among the Fortune Global 500 during the Track Record Period, spanning across vehicles and components, electronics and electrical equipment, robotics, industrial machinery, internet services and retail, computers, and network and communications equipment, which on average accounted for over 25% of our total revenue during the Track Record Period. For example, in the automotive sector, we serve the top five OEMs and tier 1 suppliers in both China and globally. In the embodied robotics sector, our micro drive modules and dexterous hand products have been adopted by an increasing number of global frontrunners. In the XR device market, we are a supplier to global industry leaders. We are also recognized as a core partner by leading companies in other high-growth verticals, such as smart home systems. Moreover, our broad customer base drives demand for multiple product lines across different application scenarios. For example, customers who already collaborate with us in intelligent automotive or consumer technology sectors have also shown strong interest in our dexterous hand products as they expand into emerging fields. This customer overlap not only enhances our ability to achieve cross-category synergies in sales, but also provides new products with a stable customer base and immediate application scenarios from an early stage, accelerating market validation and scaling.



We take pride in the enduring nature of our customer relationships. For example, we have maintained a longstanding partnership with the world's largest automotive components supplier for over a decade, with cumulative shipments of ABS-related products exceeding 100 million units. Moreover, our top five customers in 2024, on average, had partnered with us for over eight years, demonstrating the high level of satisfaction and recurring demand we enjoy across our customer portfolio.

Our success in maintaining long-term customer stickiness is further underpinned by our commitment to co-innovation with our customers. We work closely with our customers to co-develop forward-looking, application-specific products that address complex technical requirements and accelerate time to market. We proactively study our customers' application scenarios and pain points, identify unmet demands, and translate those insights into offerings with rapid turnaround from design to production. Such early engagements allow us to secure first-mover advantages and become deeply embedded in our customers' innovation cycles. For example, in collaboration with a major automotive OEM, we co-developed a smart child safety seat product, which addresses multiple technical hurdles, including variable backrest angle adjustment, 360-degree base rotation and enhanced system reliability, and has been highly acclaimed in the market following its launch.

By leveraging our technological and product development capabilities, rigorous quality assurance and cohesive project management, we are able to deliver integrated drive products to customers in a fast, flexible and scalable manner. Our ability to serve as a long-term innovation partner, rather than merely a component supplier, differentiates us in the market and contributes to the strategic depth of our customer relationships. By aligning our roadmap with that of our customers, we ensure sustained relevance in fast-evolving markets. As we continue to broaden our product applications and global reach, we are well positioned to further expand our ecosystem of loyal customers and deepen our influence across multiple high-growth industries.

### **Advanced manufacturing capabilities enabling precision at scale**

Our ability to deliver application-specific products is underpinned by our manufacturing infrastructure. We are one of the very few enterprises in China to operate an end-to-end in-house manufacturing system that spans the full value chain of integrated micro transmission and drive products, from system design and precision mold development to gear component fabrication, integrated assembly and performance testing, according to the F&S Report. This full-process integration allows us to maintain tight control over every aspect of product quality, cost, lead time and innovation deployment.

Integrated micro transmission and drive systems are inherently complex, requiring ultra-high precision, reliability, and adaptability to rapidly evolving use cases in sectors such as XR devices and smart home technologies. The manufacturing of such systems involves a diverse set of processes and the ability to quickly iterate, making proprietary production capacity a key barrier to entry and competitive advantage. Our ability to fine-tune process parameters and rapidly transition from prototyping to volume production enables us to respond swiftly to shifting customer needs and accelerate the commercialization of new technologies, allowing us to seize critical first-mover advantages especially in emerging fields such as XR devices and smart home systems. For example, in our robotic vacuum cleaner project, we completed the entire product cycle from project initiation to small-batch trial production within just four months, which was significantly shorter than the industry average, according to the F&S Report, demonstrating our agility in scaling innovation and accelerating time-to-market.

Drawing on decades of accumulated technical know-how, we have mastered multiple gear production processes, including plastic injection molding, powder metallurgy, metal injection molding and precision metal machining, allowing us to deliver complex, high-precision components at scale. We are among the very few in China capable of applying such diverse processes at commercial scale, according to the F&S Report. Moreover, we have developed robust production technologies that form a core part of our

competitive moat. For example, we have built an in-house design and manufacturing system for small-module gear molds, overcoming industry challenges related to precision, durability and stability. Our proprietary gear testing and calibration capabilities allow us to mass-produce high-accuracy MIM and PM gears with superior strength and consistency, widely used in automotive, smart home and medical applications. As for powder metallurgy, we have made significant breakthroughs in material science, mold design and manufacturing process stability to enable high-strength, impact-resistant gears with tight tolerances. In addition, our standardized gear product lines, such as our planetary gearboxes and precision spur gearboxes, have demonstrated excellent performance in low-noise and high-load applications, resulting in a comprehensive product series with 6mm to 38mm outer diameter. Additionally, our independently developed coreless motors under 12mm, including high-torque brushed and brushless DC motors, have been successfully deployed in automotive, medical and embodied robotics sectors.

Moreover, our production lines are highly digitized and automated. As of the Latest Practicable Date, our manufacturing arsenal included over 100 fully automated injection molding lines, more than 30 automated PM production units, over 10 automated assembly lines and fully operational SMT lines. We have deployed a full suite of digital manufacturing systems, including MES, EMAN, iMould and SRM platforms, enabling real-time visibility, traceability and intelligent process control across manufacturing. On the equipment front, we have made significant investments in globally renowned machinery brands, such as ZEISS Industrial CT and Swiss GF AgieCharmilles wire-cutting and EDM machines, placing us at the technological frontier in terms of equipment sophistication and import density. In addition, our three dedicated laboratories, namely, the Precision Measurement Center, the Micro Drive Integrated Testing Laboratory and the Intelligent Control Laboratory, guarantee rigorous multidimensional product verification, ensuring our products consistently meet stringent global standards. Our proactive commitment to quality management is affirmed by certifications such as ISO9001, ISO14001, IATF16949, and ISO13485.

### **Visionary and seasoned management team with a values-driven culture empowering sustainable growth**

Our success is led by a visionary and seasoned management team that is relentlessly pursuing innovative integrated micro transmission and drive products to bring greater value to diverse industry verticals. Their foresight and sagacity, in-depth industry experience, extensive managerial and operational experience, and long-term focus and commitment underpin our current accomplishment and future direction.

Mr. Li, our founder and chairman, is among the trailblazers that seeks to revolutionize traditional transmission and drive systems with precision, miniaturization and intelligence. With over 30 years of industry experience, he possesses a profound understanding of the industry and technology trends. Leveraging his forward-looking industry vision, innovative operational thinking and excellent management skills, Mr. Li has led us to establish our market leadership and continuously drive our development roadmap. Ms. Xie, our co-founder and vice chairwoman, has also been a core part of our journey from inception. Her deep operational insight and strategic execution capabilities have contributed significantly to our organizational resilience and growth.

In addition, we have established a cohesive and diversified senior management team, members of which possess strong academic background and profound understanding of China's highly sophisticated and rapidly evolving integrated micro transmission and drive system industry. Our general manager, Mr. Ye Shubing, and deputy general manager, Mr. Li Ping, each bring over 20 years of industry experience, combining robust industry knowledge with proven leadership in managing complex projects and cross-functional teams. Their pragmatic yet innovative approach to business execution has enabled us to scale efficiently while staying agile in a rapidly evolving landscape. Our chief electrical control expert, Dr. Yidong Chen, is a leading figure in motor control technologies. He spearheaded the development of

our next-generation dexterous hand product. His deep technical expertise continues to shape our R&D efforts. We are also supported by other seasoned executives, including Ms. Zuo Mei, our chief financial officer, and Mr. Niu Dongfeng, our board secretary, who collectively uphold rigorous financial discipline, compliance oversight and investor communication standards, reinforcing the trust of our stakeholders.

Our management philosophy is complemented by a distinctive corporate culture that emphasizes integrity, innovation, collaboration and social responsibility. Internally, we emphasize on promoting our corporate values, mission and vision throughout the organization, fostering a shared value-driven corporate culture across our workforce. We also place strong emphasis on giving back to society. Since our founding, we have actively fulfilled our corporate social responsibilities through various philanthropic and charitable initiatives. We have woven the timeless values of natural harmony, reverence for wisdom and filial commitment into the fabric of our corporate culture. These values not only guide our internal governance and interpersonal relationships but also shape our commitment to employee well-being, community development and long-term sustainability.

### **GROWTH STRATEGIES**

We intend to pursue the following key strategies to grow our business sustainably.

#### **Accelerate the commercialization of our dexterous hand and core drive modules for humanoid robots**

We are committed to accelerating the commercialization of our dexterous hand and core drive modules for humanoid robots.

With respect to our dexterous hand, we will deepen our investment across multiple technical dimensions, including the hardware front, the algorithmic capabilities, the sensing technologies and the cerebellum-like functionality. We believe that these endeavors will allow dexterous hand products to optimize repetitive tasks in industrial settings, such as assembly line pick-and-place, while retaining flexibility for dynamic environments, such as home service robotics. In addition, to enable broad adaptability, we plan to customize parameters, such as torque thresholds, motion trajectories and response speeds, to meet diverse commercial requirements, from precision surgical robots requiring micron-level control to logistics robots needing rapid payload adjustments. To that end, we expect that approximately 8.4% of the net proceeds, or HK\$159.6 million will be allocated to the development of dexterous hand products. For details, see the allocation to further develop self-branded, platform-based products in “Future Plans and Use of Proceeds—Use of Proceeds.”

While we have commenced global commercialization and carried out small-batch deliveries, we plan to secure orders and increase shipment volumes. At the same time, we will actively pursue additional potential customers and aim to enter the supply chains of leading industry players. Furthermore, we plan to strengthen our collaboration with leading companies, including those focused on embodied robotics and industrial-scale foundation models, through joint development and customization to enable greater synergy across the value chain. We also intend to deepen our cooperation with universities by establishing joint laboratories to promote industry-academia research collaboration. Meanwhile, we aim to further enrich our product portfolio and expand the application scenarios for our dexterous hand and core drive modules for humanoid robots. To that end, we expect that approximately 3.4% of the net proceeds, or HK\$65.5 million will be allocated to the commercialization efforts of dexterous hand products (which are included in the net proceeds of approximately 10.0%, or approximately HK\$189.2 million that will be allocated to expand our global service and sales network and strengthen global marketing efforts). For details, see the allocation to expand global service and sales network and strengthen global marketing efforts in “Future Plans and Use of Proceeds—Use of Proceeds.”

Moreover, we aspire to evolve from a product provider into a platform and ecosystem architect over the long term. We aim to further develop a dual-engine model that tightly integrates hardware and algorithms to power our human-machine interaction products and services, thereby enhancing the overall profitability of our products and offerings. For example, we plan to develop gesture recognition modules based on camera capture systems, with future extensions into multi-scene gesture modulation, and robotic VR control systems. Furthermore, we expect to establish an open algorithm platform accessible to external developers, offering scenario-based customization, algorithmic plug-ins, system-level integration tools and high-speed communication protocols. We believe this platform will not only strengthen our product performance but also foster a collaborative innovation ecosystem that expands the commercial reach of our dexterous hand products and other human-machine interface technologies. We intend to fund the implementation of these long-term strategies with other internal and external funding sources in the long run.

### **Further expand market share through proprietary brand development and deeper customer penetration**

We are committed to further expanding our market share through our dual-pronged strategy. We plan to deepen existing customer relationships, while accelerating the commercialization of core products under our proprietary brand, particularly in emerging high-growth verticals.

Capitalizing our tri-integrated strategy and comprehensive product portfolio, we are advancing the development and deployment of key proprietary brand products, particularly our dexterous hand products, high-performance servo motor series and drum motors. These signature offerings are designed to meet the requirements of high-growth application scenarios, including humanoid robotics, smart healthcare and consumer electronics. With deep know-how in micro motor and drive system design, we are well positioned to bring to market higher degree-of-freedom products. To that end, we expect that approximately 6.6% of the net proceeds, or HK\$124.3 million will be allocated to the development of self-branded products other than dexterous hands. For details, see the allocation to further develop self-branded, platform-based products in “Future Plans and Use of Proceeds—Use of Proceeds.”

Meanwhile, we intend to further strengthen these strategic partnerships. By closely aligning with our customers’ evolving needs and delivering highly customized, application-specific products, we aim to deepen integration across their product ecosystems and enhance customer lifetime value. In our core intelligent automotive segment, we will continue to diversify our product offerings and leverage our micro drive and transmission expertise to solidify our capabilities in electrification, autonomous features and automotive-grade precision modules. We will also deepen our penetration into other emerging verticals and application scenarios to capture a greater market share, such as smart healthcare, consumer electronics and living, through our customer-centric development. We expect that approximately 15.0% of the net proceeds, or HK\$283.9 million, will be allocated to further strengthen our R&D initiatives under our tri-integrated framework, with a focus on the continued development and optimization of our integrated micro transmission and drive system products. For details, see the allocation to further strengthen our R&D initiatives under our tri-integrated framework in “Future Plans and Use of Proceeds—Use of Proceeds.”

### **Invest in AI-powered digital innovation to reinforce our technological edge**

We are actively advancing the integration of AI and digital intelligence across our operations to solidify and enhance our competitive advantage in integrated micro transmission and drive technologies. By integrating AI technology across our R&D, production and entire operational workflows, we aim to enhance efficiency, precision and scalability.

We have established and will continue to expand our AI innovation division, recruiting talent from renowned institutions and leading tech firms. Moreover, our pilot project in AI-powered digital innovation has already demonstrated promising results, where an AI inspection system completes quality checks in minutes, which previously required a full day of manual labor, with comparable accuracy. We plan to scale this AI capability to streamline end-to-end workflows, from project management and design standardization to pricing, contract review, production scheduling, procurement planning and sales forecasting. For example, we plan to deploy AI algorithms to automate contract reviews, optimize pricing strategies and forecast sales volume. We will also establish a centralized AI knowledge base to codify our accumulative industry knowhow and engineering insights. In addition, we intend to automate a substantial portion of product design and component optimization tasks through AI technology, accelerating new product development. We believe such full-chain AI integration will support our transition toward more flexible, modular and responsive business models, ensuring we remain agile in a fast-changing market landscape.

Furthermore, we plan to develop domain-specific AI models tailored to the integrated relatively micro transmission and drive system industry and our targeted industry verticals and application scenarios. We will invest in in-house infrastructure and explore strategic collaborations with mature AI product providers. By embedding AI into the core of our operations, we aim to enhance productivity and build a robust and scalable digital foundation for our long-term growth.

In furtherance of the above strategies, we expect that approximately 5.0% of the net proceeds, or HK\$94.5 million, to advance the integration of AI and digital intelligence across our operations to solidify and enhance our competitive advantage. For details, see the allocation to advance the integration of AI and digital intelligence in “Future Plans and Use of Proceeds—Use of Proceeds.”

### **Expand production capacity to capture global growth opportunities**

As demand for micro drive systems continues to accelerate, particularly in high-growth sectors such as intelligent automotive electronics, smart home devices and medical equipment, we plan to expand our production capacity to support our long-term growth. The ongoing electrification and digitalization of downstream industries have significantly increased order volumes, while new applications continue to emerge, further reinforcing the urgency for scalable, efficient and regionally optimized manufacturing. During the Track Record Period, our existing manufacturing facilities generally maintained a high utilization rate of around 80%, reflecting the strong and growing market demand for our product offerings. To ensure that we remain responsive to customer needs and market dynamics, we are undertaking a multi-pronged expansion strategy.

Domestically, we have newly established our Zhaowei Drive Industrial Park, which comprises R&D hubs, new manufacturing facilities, and logistics hub and technical support center, with a gross floor area of approximately 106,296 square meters in Suzhou High-Tech district. We commenced its construction in 2022, and the main construction successfully passed its final inspection and acceptance at the end of 2024. We commenced operations at part of the Zhaowei Drive Industrial Park in mid 2025. We plan to equip the Suzhou production base with intelligent manufacturing technologies, such as advanced manufacturing automation technologies and machinery. By locating the plant in China’s Yangtze River Delta, we expect to reduce lead times for domestic customers while benefiting from regional supplier clusters.

In addition to our domestic expansion, we plan to establish overseas production bases in Southeast Asia, Europe or other strategically advantageous locations. This initiative is aimed at improving our responsiveness to international customers and optimizing global supply chain efficiency. By localizing manufacturing closer to overseas demand centers, we also expect to benefit from reduced logistics costs, shortened delivery cycles and enhanced service capabilities. We expect that approximately 30.0%, or approximately HK\$567.7 million will be allocated to expand our global production capacity worldwide and enhance production efficiency. Specifically, among this, we plan to establish overseas production bases in Thailand or other strategically advantageous locations to better serve our international customers and optimizing global supply chain efficiency. For details, see “Future Plans and Use of Proceeds—Use of Proceeds.”

### **Continue to expand our global footprint**

We are committed to further expanding our global footprint and accelerating the internationalization of our business. We aim to bring our micro drive technologies and products to a broader global audience, while positioning ourselves as a world-class partner in the era of intelligent digitalization.

We have selectively established a presence in certain overseas markets, including certain European and North American countries, which has provided us with crucial first-mover advantages and a solid foundation for global expansion. We have also established overseas subsidiaries in the United States and Germany, through which we primarily intend to carry out business expansion activities in the local markets, enhance our relationship management with major local customers, and provide local after-sales services. We are still at the business initiation stage with respect to these subsidiaries. During the Track Record Period, our revenue from our subsidiary in Germany accounted for less than 0.1% of our total revenue for each year/period during the Track Record Period, and we did not generate revenue from our subsidiary in the U.S. We intend to strategically expand into more overseas markets that demonstrate strong demand for our product offerings and offer a favorable local environment. We plan to deepen our collaborations with international partners and broaden our global sales and service networks to reach more customers in key markets. We will prioritize channel diversification and local responsiveness, ensuring we are well-positioned to serve diverse regional needs with agility and precision. By building an international presence with global insight and local execution, we are laying the foundation for long-term, diversified growth and sustainable value creation worldwide.

In particular, we plan to capitalize on the global expansion of our downstream customers, especially leading NEV manufacturers, as they extend their reach to international markets. We will follow their footprints to enhance our penetration in high-growth regions, such as Southeast Asia and other emerging markets. These regions not only offer robust demand potential but also present cost and trade advantages that align with our global production and sales strategies. Meanwhile, our engagements with top-tier XR device manufacturers validate our capacity to meet stringent international standards for precision and miniaturization. We expect to scale production of XR drive modules to support our customers’ product launches, with a focus on securing an increasing share in the global XR component market.

In furtherance of the above strategies, we expect that approximately 10.0%, or approximately HK\$189.2 million will be allocated to expand our global service and sales network and strengthen global marketing efforts.



### **Pursue global strategic alliances, investments and acquisitions and attract global talent**

We intend to selectively pursue strategic alliance, investment and acquisition opportunities to strengthen our global competitiveness in the integrated micro transmission and drive system industry, particularly with respect to high-growth industry verticals such as humanoid robotics. We will evaluate and execute alliance, investment and acquisition opportunities that complement and scale up our business, optimize our profitability, help us penetrate high-growing sectors, and add new capabilities to our company. As of the Latest Practicable Date, we had not identified any potential investment or acquisition targets. We expect that approximately 15.0%, or approximately HK\$283.8 million will be allocated to selectively pursue strategic alliances, investments and acquisitions globally. For details, see “Future Plans and Use of Proceeds—Use of Proceeds.”

Specifically, we will systematically evaluate high-value targets across the value chain, from upstream components such as coreless motors, electronic skin and precision sensors, to midstream robotic system integration and downstream vertical application scenarios, including industrial manufacturing, commercial services, extreme-environment robotics and domestic service robots. We will focus on identifying established industry players with proven technologies, as well as emerging startups with cutting-edge innovation and robust R&D capabilities. In addition, we will continue to explore cooperation with overseas customers and distribution channel partners, expanding our presence through collaborative go-to-market strategies and local alliances.

Furthermore, we will continue to invest in our talent strategy. We aim to build partnerships with top-tier R&D teams and attract global talent from well-known institutions and industry peers with relevant technical backgrounds and international perspectives through various incentive structures. These efforts will accelerate the formation of a core team capable of executing our hardware and software development strategy.

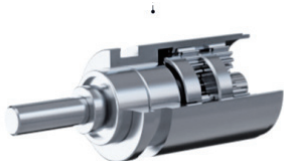
### **OUR PRINCIPAL PRODUCTS**

We specialize in the research, development and production of precision drive systems, providing customers with intelligent drive products design, as well as customized services for component manufacturing and assembly. Under our tri-integrated strategy, we leverage the synergistic integration of our transmission, micro motor and electronic control systems to create a comprehensive competitive edge across the entire value chain, from core components to intelligent integrated products.

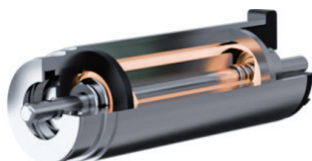
- **Transmission systems.** We offer a complete range of self-developed gear parts and micro gearbox series, which form a core part of our tri-integrated framework. Leveraging our injection molding and powder metallurgy capabilities, we manufacture core components, including plastic injection gears, powder-metallurgy gears, metal powder injection molded gears and machined metal gears, achieving high gear precision standards. Moreover, our proprietary planetary gearboxes are widely applied in fields requiring high precision and miniaturization, such as medical devices, embodied robotics and advanced manufacturing. Notably, we have successfully developed the world’s smallest 3.4mm planetary gearbox and has built out a full series of high-performance planetary gearboxes, including the zero-backlash gearbox.



- **Micro motor systems.** Our micro motor systems serve as the power core of our various micro drive products, offering high efficiency, compact size and outstanding torque characteristics. We have developed multiple proprietary product series, including brushed DC motors, brushless DC motors, and brushless coreless motors. These motors are engineered with high-performance neodymium-iron-boron (NdFeB) magnets, ensuring excellent power density, low cogging torque, strong overload capacity and enhanced thermal performance. Particularly, our brushless coreless motor series achieves a maximum efficiency of 90%, delivering long life, exceptional control performance, and smooth, low-noise operation.
- **Electronic control systems.** We have further independently developed high-precision micro electronic control systems, forming a critical third pillar of our integrated drive products. Our electronic drive modules feature a stable, reliable and modular design, making them suitable for a wide range of application scenarios. Featuring high performance standards, they can be tailored to the specific needs of various drive components. Particularly, we operate Siemens PCB surface-mount production lines and maintain rigorous quality control standards.



*Transmission Systems*



*Micro Motor Systems*



*Electronic Control Systems*

With respect to types of products, we provide micro transmission and drive systems and precision components, as well as customized molds based on specific customer requirements. Micro transmission and drive systems are the highly integrated systems delivered to customers, typically consisting of (1) the transmission system, as the functional core essential to each product offered to our customers; and (2) the micro motor system and/or (3) electronic control system, as the other functional modules requested by the customers for each product. These three functional systems together are combined into one consolidated system, to transform and transmit the power supplied by the power source to the actuator, thereby performing critical roles including power transmission, control, speed variation, and direction reversal. Precision components, made by molds from plastic and metal materials using our key techniques including plastic injection molding, powder metallurgy, metal powder injection molding and precision metal machining, are the key supporting parts for micro transmission and drive systems. These precision components come in extremely varied product forms in terms of sizes, shapes, complexity and application settings and are unstandardized. Precision components vary from wear-resistant precision parts for automotive braking and parking systems and high-precision components for ABS braking systems, to precision gears, worm wheels, meshes, valve bodies, and other parts for various micro transmission systems.

## BUSINESS

The following table sets forth a breakdown of our revenue by type of products during the Track Record Period.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands, except for percentages)										
(Unaudited)										
<b>Revenue</b>										
Micro transmission and drive systems . . . . .	707,850	61.4	753,314	62.5	965,733	63.3	668,859	63.2	803,827	64.0
Precision components . . .	383,793	33.3	375,423	31.1	467,480	30.7	323,115	30.6	394,111	31.4
Molds and other products .	60,816	5.3	77,208	6.4	91,386	6.0	65,484	6.2	57,251	4.6
<b>Total . . . . .</b>	<b>1,152,459</b>	<b>100.0</b>	<b>1,205,945</b>	<b>100.0</b>	<b>1,524,599</b>	<b>100.0</b>	<b>1,057,458</b>	<b>100.0</b>	<b>1,255,189</b>	<b>100.0</b>

In 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, (1) the gross profit of our micro transmission and drive systems was RMB179.4 million, RMB193.3 million, RMB276.6 million, RMB188.5 million and RMB228.3 million, respectively, representing a gross profit margin of 25.3%, 25.7%, 28.6%, 28.2% and 28.4% for the same periods, respectively; (2) the gross profit of our precision components was RMB144.9 million, RMB140.9 million, RMB190.2 million, RMB130.7 million and RMB170.2 million, respectively, representing a gross profit margin of 37.8%, 37.6%, 40.7%, 40.4% and 43.2% for the same periods, respectively; and (3) the gross profit of our molds and other products was RMB10.8 million, RMB14.8 million, RMB8.8 million, RMB9.2 million and RMB11.4 million, respectively, representing a gross profit margin of 17.8%, 19.2%, 9.6%, 14.0% and 20.0% for the same periods, respectively.

The following sets forth a summary of the general sales arrangement of each type of products:

- **Micro transmission and drive systems and precision components.** We sell the majority of these products directly to customers by delivering to the location designated by such customers, following which we recognize revenue upon acceptance. We also sell our products to certain customers under vendor-managed inventory (“VMI”) arrangements, where we deliver our inventories to the warehouse designated by such customers and recognize revenue and cost of sales at a later stage based on customers’ confirmation of their usage. For details, see “—Sales and Marketing—Sales Arrangements.” We may offer precision components together with micro transmission and drive systems or separately based on customer orders. For our micro transmission and drive systems and precision components, we primarily adopt a cost-plus pricing strategy, while we also take into consideration of market factors and customer relationship during the negotiations. As these products are deployed in customers’ business scenarios, our micro transmission and drive systems and precision components may be ordered together or separately by our customers, generally based on their specific requests and business needs.
- **Molds and other products.** Mold development is usually based on separate framework agreements, corresponding purchase orders and contracts with customers, which specify mold development and design fees. Revenue from the sales of molds is recognized at point in time when the molds are accepted and confirmed by the customer or when the bulk orders to manufacture the specified products are made by the customer. For the molds sold to our customers, as the provision of molds is not our principal business but ancillary to our major offerings mentioned above, we consider more comprehensive factors in determining our pricing through negotiations with customers, including non-cost factors such as customer relationship, the amount of other micro transmission and drive systems and precision components purchased by the relevant customer, and technical requirements.

## BUSINESS

By combining our deep expertise in mechanical transmission with advanced micro-motor engineering and precision electronic control, we were set to unlock greater potential and moved from supplying individual components to delivering integrated, industry-customized and high-performance drive products. To date, we have developed products featuring precision, miniaturization and ultra-thin design for several major industry verticals, including automotive, consumer and healthcare technology, industrial and manufacturing, and embodied robotics products. The following table sets forth a breakdown of our revenue by business line during the Track Record Period.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands, except for percentages)										
(Unaudited)										
<b>Revenue</b>										
Automotive products . . .	492,576	42.7	679,143	56.3	895,109	58.7	607,983	57.5	789,249	62.9
Consumer and healthcare technology products . . .	471,849	40.9	389,804	32.3	487,711	32.0	349,768	33.1	352,026	28.0
Industrial and manufacturing products .	180,155	15.6	126,298	10.5	126,326	8.3	89,072	8.4	96,593	7.7
Embodied robotics products . . . . .	2,534	0.2	3,131	0.3	6,014	0.4	4,076	0.4	15,530	1.2
Others <sup>(1)</sup> . . . . .	5,345	0.5	7,569	0.6	9,439	0.6	6,559	0.6	1,791	0.2
<b>Total . . . . .</b>	<b>1,152,459</b>	<b>100.0</b>	<b>1,205,945</b>	<b>100.0</b>	<b>1,524,599</b>	<b>100.0</b>	<b>1,057,458</b>	<b>100.0</b>	<b>1,255,189</b>	<b>100.0</b>

(1) Others primarily include products sold to enterprise customers operating in other technology sectors.

The following table sets forth a breakdown of our revenue by location of customers for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands, except for percentages)										
(Unaudited)										
<b>Revenue</b>										
China . . . . .	1,006,143	87.3	1,048,786	87.0	1,312,193	86.1	886,830	83.9	1,110,004	88.4
Other countries . . . . .	146,316	12.7	157,159	13.0	212,406	13.9	170,628	16.1	145,185	11.6
<b>Total . . . . .</b>	<b>1,152,459</b>	<b>100.0</b>	<b>1,205,945</b>	<b>100.0</b>	<b>1,524,599</b>	<b>100.0</b>	<b>1,057,458</b>	<b>100.0</b>	<b>1,255,189</b>	<b>100.0</b>

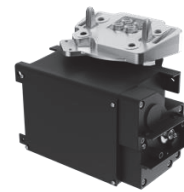
### Automotive Products

We have been dedicated to providing products for automotive electronics for over a decade. We have developed a comprehensive range of micro-drive products tailored for various automotive applications, covering the intelligent cockpit sector, the chassis sector and the automotive body electronics sector. The following chart illustrates our representative products under the automotive products along with their various application scenarios.

### *Intelligent Cockpit Sector*

#### Central Control Screen Actuators

We have developed tilting and rotation actuators for the central control screen. Our central control screen tilting actuator utilizes a combination of a DC motor, parallel transmission and worm gear transmission to achieve speed reduction and torque amplification. This mechanism drives the main shaft, which holds the screen, enabling the vehicle's central control screen to rotate 15° to the left or right, allowing it to face either the driver or the front passenger. Our central control screen rotation actuator uses a combination of a brushless DC motor, a single-stage worm gear and parallel transmission to drive the screen's 0-90° rotation between landscape and portrait orientations. A built-in buffer structure at the end-stop positions ensures smoother and more stable screen movement.



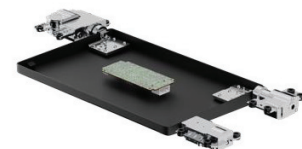
#### Sunshade Actuator

Our sunshade actuator features a planetary transmission design that integrates the motor with the rotating shaft. This allows for a high reduction ratio and high torque within a compact structure, enabling the visor to open and close around the motor's central axis. The design seamlessly combines practicality with entertainment functionality.



#### Rear Ceiling-Mounted Screen Actuator

Our rear ceiling-mounted screen actuator enables screen rotation through the motion of the product housing, offering multiple preset angles for optimal viewing adjustment. In addition, its integrated position-lock feature ensures stable screen positioning even on rough roads.



### Automotive Armrest Screen Drive Actuator

Our automotive armrest screen drive actuator utilizes a precision motor and gearbox to deliver optimal torque and rotation speed for smooth display deployment. The compact, lightweight product enables multi-angle positioning with silent operation while maintaining excellent vibration resistance.



### Automotive Refrigerator Actuator

Our automotive refrigerator actuator adopts a worm and helical gear design, integrating a motor module with the output shaft to achieve smooth, linear reciprocating motion for opening and closing the refrigerator. The actuator is equipped with a self-locking function, ensuring that the refrigerator remains securely closed even when the vehicle is on an incline, such as a ramp or slope, thereby enhancing safety and operational stability during transit.



### Automotive Air Vent Actuator

Our automotive air vent actuators are characterized by high efficiency, high precision and outstanding reliability. The core components are engineered to respond rapidly to driver commands, enabling precise control of air vent adjustments. They offer long service life, compact size, light weight and low noise operation. In addition, our actuators feature a strong static anti-drive force, allowing the air vent blades to maintain their position within a certain range even when powered off, and support multiple rotational speed modes. The actuator connectors can also be customized to meet the specific integration requirements of different customers.





### *Chassis Sector*

#### EPB System

Our EPB system addresses the challenge of generating high torque from a compact structure through optimized gear tooth profile design and multi-stage planetary transmission analysis. This ensures sufficient braking force to prevent vehicle rollback while maintaining a compact footprint. Additionally, the precise meshing of gears significantly reduces noise, enhancing overall user comfort.



#### Electric Steering Wheel Adjustment Actuator

Our electric steering wheel adjustment actuator is mounted on the steering column and utilizes a two-stage leadscrew mechanism to drive the rapid extension and retraction of the column. This enables the steering wheel to be efficiently retracted for storage purposes.



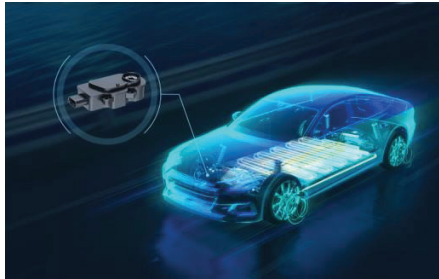
#### AGS Actuator

Our AGS actuator addresses the challenge of delivering high torque output with low noise in a compact design—while extending the service life of the clutch—through the analysis and design of a specialized gearbox for automotive clutch air valve systems. It is engineered to provide rapid response and high torque output under high current conditions.



### Thermal Management Actuator

Our thermal management actuator consists of a brushless DC motor and a gear transmission module. It drives a ball valve to regulate the flow distribution across different pipelines, maintaining the motor and battery within their optimal temperature range and enabling efficient thermal utilization.



### *Automotive Body Electronics Sector*

#### Automotive Tailgate Extension Actuator

Our automotive tailgate extension actuator uses a motor-driven planetary gear reduction system to rotate an output spline, which in turn applies torque to a leadscrew, driving the lift and lowering motion of the tailgate strut. Designed to deliver high support torque within limited space, this actuator is widely applicable for tailgate lift systems in SUVs, sedans and other passenger vehicles.



#### Automotive Rear Spoiler Drive System

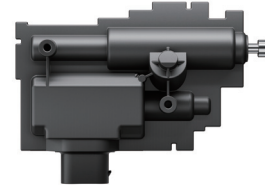
Our automotive rear spoiler drive system uses a compact worm gear transmission to enable multi-position spoiler adjustment with precise height control at multiple angles, self-locking at each position for stability, and enhanced high-speed aerodynamics.





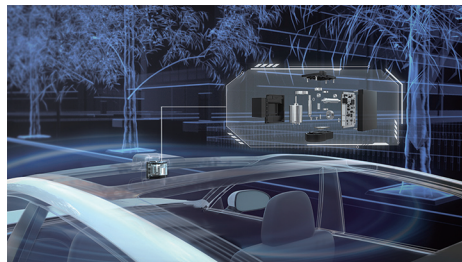
### Retractable Door Handle Actuator

Our retractable door handle actuator features a compact micro-drive design that delivers high torque output despite its small size, enabling the smooth extension and retraction of the vehicle's door handle. It features space-saving design for seamless vehicle integration and high torque output for consistent operation, and is precision-engineered for long lasting duty cycles.



### LiDAR Adjustment Module

Our LiDAR adjustment module utilizes a stepper motor combined with a worm and helical gear structure to enable dynamic positioning of LiDAR components—either deploying the radar emitter outward from the vehicle or retracting it inside. This design enhances the radar's detection range and flexibility, enabling 360-degree environmental sensing and improving driving safety in complex conditions.



## Consumer and Healthcare Technology Products

In today's fast-evolving landscape of consumer and healthcare technology sector, innovation, precision, compactness and responsiveness have become essential. As such, we are driven by the belief that micro drive systems are foundational to enabling smarter, more personalized and more efficient technology experiences. Whether it's delivering seamless motion control in wearables or ensuring the safety and precision of medical devices, our micro drive system products bridge the gap between mechanical performance and intelligent functionality. By focusing on miniaturization, high-precision transmission and integrated control, we empower our customers to create products that are not only smaller and smarter, but also more human-centric. The following chart illustrates our representative products under our consumer and healthcare technology products along with their various application scenarios.

### *Consumer Technology*

#### High-performance Servo Motor Series

Our high-performance servo motor series is capable of achieving instantaneous positional stops during high-speed rotation, while delivering continuous unidirectional rotational positioning during low-speed operation. Featuring powerful output capabilities, dynamic performance and efficiency, our motors provide robust power support across a wide range of application scenarios, including high-end consumer technology products. In addition, our servo motor series offers advantages such as strong overload capacity, long service life, ultra-low noise, instantaneous responsiveness, and a wide speed adjustment range, making it an ideal choice for demanding and precision-driven environment.



#### IPD Adjustment Drive Module

Our IPD adjustment drive module is designed to enhance the visual experience in VR headsets and similar devices. This system allows precise adjustment of the distance between the device's lenses to match the user's unique interpupillary distance, ensuring optimal visual clarity and comfort.

Utilizing integrated molding techniques, we have engineered the gearbox housing and support structure as a unified component. This design simplifies assembly processes, increases transmission efficiency and improves adjustment precision, all while reducing operational noise. We thereby provide a cost-effective product that enhances the user's viewing experience. Moreover, such streamlined and efficient product structure makes it suitable for integration into various VR headsets and smart eyewear.



### Learning Tablet Camera Module

We have optimized the external camera module for learning tablets by integrating the camera module into the tablet body, achieving a more streamlined and unified product design. With the pop-up camera mechanism, users can easily angle the camera downward to capture textbook content, enabling seamless hybrid learning experiences both online and offline. Our product not only enhances the user experience for students but also adds to the product's sense of technological sophistication.



### Smart Door Lock Gearbox

Our smart door lock gearbox utilizes a multi-stage parallel gear transmission system to drive the lock cylinder, enabling precise control of locking and unlocking functions. This design ensures high reliability, extended service life and fast unlocking speed. In addition, the gearbox features a self-locking mechanism, allowing the lock to be operated manually in the event of a power outage.



### Robotic Lawn Mower Drive System

Our robotic lawn mower drive system features a brushless motor paired with a multi-stage parallel gear transmission, enabling speed reduction and torque amplification. This system drives the rotation of the wheels, providing the necessary propulsion for forward and backward movement.



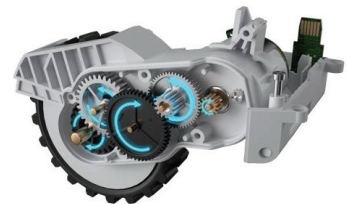
### Floor Scrubber Drive System

We have developed our floor scrubber drive system to address the limitations of existing floor cleaning devices, such as low cleaning efficiency and suboptimal cost-performance ratios. This drive module integrates a high-performance DC motor with a parallel gear transmission mechanism, effectively powering the scrubber's roller brush and suction components to enhance cleaning performance and operational efficiency. It can be equipped with a high-performance motor to work in coordination with third-party manufacturers' systems, enabling both roller brush cleaning and suction inlet self-cleaning functions. Moreover, to cater to diverse operational environments, we offer customizable features such as dustproof and waterproof capabilities, tailored to meet specific customer requirements. This flexibility ensures the drive module's durability and reliability in various usage scenarios, extending the lifespan of the floor scrubber.



### Robotic Vacuum Cleaner Drive System

Through transmission system design and anti-tangle optimization, we deliver a comprehensive set of drive modules for robotic vacuum cleaners. Our product features multi-motor coordination, covering main brush, side brush, mopping modules, and bi-directional drive wheels. Characterized by low noise, high torque and reliable performance, it offers customers a fully integrated and efficient drive product for robotic cleaning applications.



## *Healthcare Technology*

### Minimally Invasive Electric Surgical Stapler Drive System

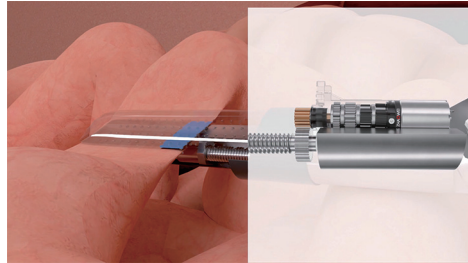
Recognizing the stringent performance requirements of surgical staplers, including factors such as suturing speed, force and noise levels, we have leveraged our expertise in transmission system design to develop our micro-invasive electric surgical stapler drive system. This system employs a motor-driven planetary gearbox transmission to control the forward and backward movement of the stapling mechanism, facilitating precise and efficient tissue suturing. The product offers flexible operation and enhances the overall functionality of surgical staplers, thereby supporting more precise and efficient surgical outcomes.

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## BUSINESS

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The drive system is characterized by its high torque output, compact structure and low noise operation. The integration of a high-performance motor with a planetary gearbox allows for significant torque generation within a minimal spatial footprint, making it well-suited for the constrained environments typical of minimally invasive surgeries. Additionally, the system's low noise and vibration levels contribute to a more comfortable operating experience for surgical personnel, potentially reducing fatigue during procedures.



### Orthopedic Surgical Wound Irrigation Pump System

Our orthopedic surgical wound irrigation pump system is engineered to enhance the efficiency and safety of orthopedic procedures by providing precise control over irrigation flow. Utilizing a combination of a DC motor and face gear transmission, this system offers multi-level flow regulation, allowing surgeons to adjust irrigation levels according to specific surgical requirements.

Our product features flow regulation, convenient operation and low noise operation. The system's multi-level adjustment capabilities enable tailored control over irrigation intensity, ensuring optimal cleaning of the surgical site. In addition, the user-friendly design simplifies intraoperative adjustments, allowing surgeons to focus more on the procedure. Moreover, the system operates quietly, contributing to a more comfortable and focused surgical environment.



### Insulin Injection Pump

We have developed our insulin injection pump system aimed at enhancing the precision and reliability of insulin delivery for diabetes management. This system utilizes a stepper motor paired with a parallel transmission mechanism, which drives a lead screw and nut assembly to control the injection piston. This configuration ensures accurate subcutaneous insulin delivery tailored to individual dosage requirements.



The system's compact and lightweight design makes it suitable for integration into a wide range of insulin injection devices, offering flexibility and convenience for users. Additionally, the drive system operates with low noise and delivers high torque, contributing to a comfortable user experience without compromising performance.



### Bone Driller Micro Drive System

We have developed our bone driller micro drive system aiming to enhance the performance and reliability of orthopedic surgical instruments. This system incorporates a high-frequency brushless motor that ensures the drill bit operates at high rotational speeds, facilitating precise bone drilling while maintaining low noise levels to improve the surgical environment.

Particularly, this system features the integration of synchronized irrigation channels on both sides of the drill bit. These channels are designed to spray cleaning fluid from the edges of the housing, independent of the drill's drive structure, enabling timely cleansing of bone debris from the surgical site. This function aids in maintaining a clear operative field and reducing the risk of infection.

Moreover, the compact design of the system allows for seamless integration into various bone drilling devices, addressing the increasing demand for orthopedic surgeries driven by an aging population. By offering precise control and ease of operation, our product contributes to the advancement of orthopedic surgical techniques and patient outcomes.



### Ophthalmic Care Eyewear Gearbox

Our ophthalmic care eyewear gearbox is designed to enhance the functionality of eye care devices, such as vision correction instruments. This drive system connects with our customer's lens magnets to control the movement distance of the slider, enabling intelligent focus adjustment when users wear the eyewear. This technology allows for precise lens positioning, providing users with a customized and comfortable visual experience.

The gearbox's compact and lightweight design ensures seamless integration into various ophthalmic care products without compromising their form factor or aesthetics. By facilitating accurate and automated lens adjustments, our product significantly enhances the effectiveness of eye care treatments and vision correction therapies.



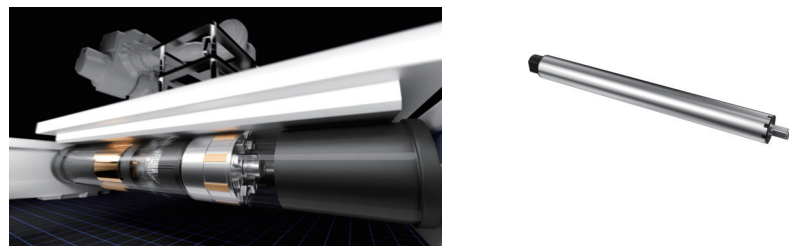
### Industrial and Manufacturing Products

The new wave of industrial revolution presents a crucial opportunity for the transformation and upgrading of China's manufacturing sector. Micro drive systems, which is one of the fundamental pillars of industrial development, are playing an increasingly vital role in advancing industrial innovation and upgrades.

We deeply understand the evolving applications and customer demands in industrial upgrades. Leveraging our years of technological expertise and a commitment to precision manufacturing, we have developed products tailored to market and customer needs. These include platform-based products such as drum motors, valve actuators and precision equipment, all designed to enhance industrial automation and efficiency. The following chart illustrates our representative products under our industrial and manufacturing products along with their various application scenarios.

#### Drum Motor Drive System

Our drum motor drive system is a fully integrated motorized roller that combines a motor, gearbox and electronic control system into a compact and efficient design. Featuring a small footprint, easy assembly and simple operation, it is widely used in food transportation, industrial automation and security screening systems at airports and high-speed rail stations. By addressing key industry pain points, we have developed a drum motor product that enhances performance and reliability. Particularly, our drum motor drive system features power outputs of up to 80W compared to common industry alternatives of 30W to 50W, thereby meeting the peak requirements of enterprises (such as logistic service providers) for high torque during their business peak hours, modular and maintenance-friendly design, enhanced durability with high-strength gearbox, and standardized product range for versatile applications.





### Air and Water Valve Actuators

Our air and water valve actuators feature an integrated design that combines electronic control, gearbox transmission and drive motor. They offer a certain degree of self-locking capability and are characterized by their compact size, high temperature resistance, strong load capacity, low noise, cost-effectiveness and long service life.



### Precision Dispensing Screw Valve Drive System

We have developed a precision dispensing screw valve drive system tailored for industrial dispensing machines, addressing the critical need for accurate and consistent material application. This system integrates a rotating screw planetary reduction gearbox with a brushless coreless motor, enabling the screw to rotate within the stator cavity to achieve precise, metered dispensing. This design ensures stable and uniform material flow, significantly enhancing the performance and reliability of dispensing machines. The system is characterized by low noise, high precision and long service life.



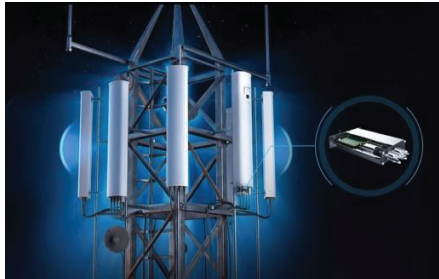
### Right-Angle Geared Motor

Our right-angle geared motor features a space-efficient design for easy integration. It is typically connected directly to the machine's output shaft and can be flexibly mounted in tight spaces. The output shaft and motor are positioned at a 90-degree angle, allowing for vertical installation of the motor on the driven shaft side, further saving installation space. Our product is widely applicable across various fields, including smart home systems, logistics, medical devices, automatic doors, industrial robots, and automotive systems.



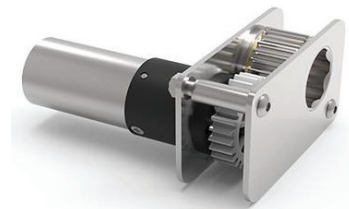
### RCU Module

We provide customers with a comprehensive RCU module that includes both hardware and drive module design. When integrated with the customer's software system, it enables remote adjustment of the downtilt angle of base station antenna radiation signals, allowing for precise control of network coverage position and range.



### Micro Transmission Module for Antenna Feed System

We have developed a micro transmission module for base station antenna systems, addressing the critical need for precise and reliable remote control of antenna parameters in modern telecommunications infrastructure. This module integrates a micro motor with a custom-designed gearbox, enabling accurate adjustments to the antenna's downtilt angle, thereby optimizing network coverage and performance. The micro motor offers a customizable current specification, accommodating various operational requirements. The gearbox features allow for tailored output speeds, ensuring compatibility with diverse antenna adjustment needs. Designed to withstand diverse environmental conditions, our micro transmission module ensures consistent performance across various climates, thereby enhancing the longevity and reliability of base station antennas. By transitioning from manual to electric adjustment mechanisms, this module significantly improves operational efficiency and precision in network management.



### Embodied Robotics Products

We have harnessed our expertise in micro drive systems to power real-world embodied robotic applications, driving advancements that enhance efficiency, precision and adaptability.

With a strong foundation in precision gear reducers, high-performance motors and sophisticated electronic control systems, we deliver customized products for robotic motion control. Our developments are particularly valuable in applications such as robotic heads and fingers, where compact size, lightweight design and precision are paramount. By seamlessly integrating these drive technologies, we empower modern robots to operate with greater dexterity, responsiveness and efficiency.

Our offerings primarily include the core drive module for humanoid robots and the dexterous hand product. Our core drive module for humanoid robots features an integrated electromechanical design and is equipped with a high-performance motor. It delivers a high transmission ratio within a compact space, enabling six degrees of freedom in the drive shaft. This allows the module to replicate complex human finger movements and execute refined, lifelike gestures with precision.

In November 2024, we officially launch *ZW Hand*, our proprietary dexterous hand. This product is primarily utilized in the humanoid robotics sector, where it can be paired with various flexible robots to perform complex and precise gripping actions. In July 2025, we launched our second-generation *ZW Hand*. This new product is ergonomically contoured for a natural grip and enhanced hand comfort, the core components of which are engineered for an operational lifespan exceeding 10,000 hours. The system of the new product incorporates multi-layered safety protection mechanisms, featuring end-to-end system design and reliability assurance spanning hardware to algorithm implementation. Moreover, the new product comes in two versions, including an underactuated version featuring high load capacity and strong gripping force with fewer actuators, making it a cost-efficient products for service robots.

*ZW Hand* offers the following key features, which enable intricate manipulations that closely mimic human hand movements.

- *Multiple degrees of freedom.* Built upon a highly integrated electromechanical architecture, our dexterous hand product features 17 degrees of freedom. As such, it is capable of full-range hand and finger movements, allowing it to perform complex and precise tasks.
- *High integration.* Our dexterous hand integrates motors, gearboxes, lead screws, electronic controls and electronic skin into a single system. Each finger joint is equipped with an independent high power density micro motor module, enabling precise and independent control. Among high-degree-of-freedom dexterous hands currently available in the market, our product ranks first in terms of integration and performance.
- *High durability and long lifespan.* Rigorously designed with precisely matched and low-wear gear configurations, our dexterous hand is built for long-term use in demanding environments for a service life of up to 10 years, making it No. 1 among its competitors in China.
- *Full actuation.* All finger joints in fully actuated product are individually motorized and controlled using multi-loop systems with a one-to-six driver control board, which enables rich and fluid gestures, thereby achieving backlash within  $1^{\circ}$  and motor control positioning accuracy of less than  $0.3^{\circ}$ . In contrast, tendon-driven systems, which are commonly used by other competitive peers, suffer from shortcomings such as shorter lifespan, greater control complexity and significant challenges in large-scale manufacturing.
- *High-precision gearbox.* Our high-precision gearbox integrates ball screws with our self-developed, self-manufactured high-performance motors and gearboxes. It features a compact structure, smooth operation, and high transmission efficiency.
- *Ball screw transmission.* Ball screw transmission converts rotary motion into linear motion with high precision, offering excellent positioning repeatability and typically achieving efficiencies above 90%. It is capable of bearing heavy loads, while delivering even wear for extended service life.

- *Integrated flexible electronic skin.* The built-in electronic skin fits ergonomically and offers superior three-dimensional tactile perception. It accurately detects and responds to subtle touches, supporting applications such as intelligent grasping, adaptive holding and safety feedback in human-robot interactions.
- *Integrated control board and high-speed communication.* Our dexterous hand is powered by a compact, multi-layer PCB architecture that consolidates all motor and sensor controls on a single control board, which allows for intelligent control of stepper and coreless motors and enabling seamless integration. Paired with drive chip operating at a frequency of up to 600MHz, which makes the internal communication speed reach up to 10Mbps, this system multi-finger synchronization and high-precision motion control.
- *Versatile interfaces.* Multiple external communication interfaces are provided for flexible system integration across use cases.

The versatility of *ZW Hand* makes it suitable for a range of high-end applications. For example, for humanoid robots, *ZW Hand* enables human-like interactions and precise object manipulation; for medical and rehabilitation devices, *ZW Hand* assists with motor recovery training and prosthetics; for industrial automation, *ZW Hand* facilitates delicate handling in electronics and assembly lines; and for service and companion robots, *ZW Hand* enhances interaction in care and education environments.



### OUR PRODUCT DEVELOPMENT TECHNOLOGY AND PROCESS

Our product development is guided by our tri-integrated strategy, which synergizes transmission systems, micro motor systems and electronic control systems into a unified framework. This framework is designed to meet the increasingly stringent demands of the intelligent era for system integration, rapid responsiveness and spatial efficiency in micro drive applications. By deeply fusing these three systems, we achieve drive control within a compact footprint, enabling us to address the market's growing requirements for precision, miniaturization and intelligent functionality, and to continuously advance the development of micro drive technologies. As advised by Frost & Sullivan, the speciality of our tri-integrated strategy primarily lies in the following aspects:

- ***System-level integration entails significant technical barriers.*** Transmission systems, micro motor systems, and electronic control systems span mechanical, electromagnetic, and algorithmic domains, require interdisciplinary collaboration or effective integration. Unlike traditional “stacked” solutions, the Company adopts a co-designed hardware-software architecture, embedding control logic and structural design from the outset to ensure system-wide optimization. This integration model significantly increases design complexity and establishes high entry barriers in the industry.
- ***The integrated architecture delivers substantial performance and reliability gains.*** By unifying mechanical structure, control electronics, and embedded algorithms, the tri-integrated strategy achieves marked improvements in energy efficiency, compactness, responsiveness, and intelligence. Native compatibility across modules reduces control latency, communication errors, and mechanical wear, ensuring high long-term stability and precision. Compared with conventional modular assemblies, this architecture is better suited for applications requiring miniaturization, high efficiency, and precise control.
- ***The integration model is scarce in the industry and enables differentiated advantages.*** Most industry players still focus on individual components and lack end-to-end integration or platform capabilities. The Company's tri-integrated innovation strategy provides customers with complete system products, significantly reducing integration costs and development cycles while enhancing customer stickiness and substitution barriers. Moreover, the architecture aligns closely with industry trends toward smaller, more integrated, and intelligent terminal devices, offering strong market scalability and long-term growth potential.

Given that our integrated micro transmission and drive systems are tailored for a wide range of industry verticals and specialized application scenarios, a significant portion of our products must be designed and manufactured based on specific requirements, with relatively low levels of standardization. As a result, advanced product design, precision development capabilities have become essential to our competitive edge.

Through years of industry accumulation, we have built our position in product design and process technologies, anchored by our “know-how” advantage. Developing and manufacturing integrated micro transmission and drive systems demands extensive practical experience. For example, micro transmission products require extremely small dimensions, tight tolerances, and precise meshing accuracy, placing high technical requirements on micro gear and gearbox design. Selecting optimal materials to meet stringent performance standards, as well as mastering complex gear structure design, requires deep expertise in motor and transmission engineering. Precision mold development also relies heavily on experience, as there are no established industry standards for calculating cavity parameters based on material shrinkage rates.



We regard talent as the cornerstone of our achievements, consistently increasing R&D headcount, strengthening career development pathways, investing heavily in R&D resources, and offering competitive compensation schemes. As of September 30, 2025, our dedicated R&D team comprised 518 members, representing 21.9% of our total workforce.

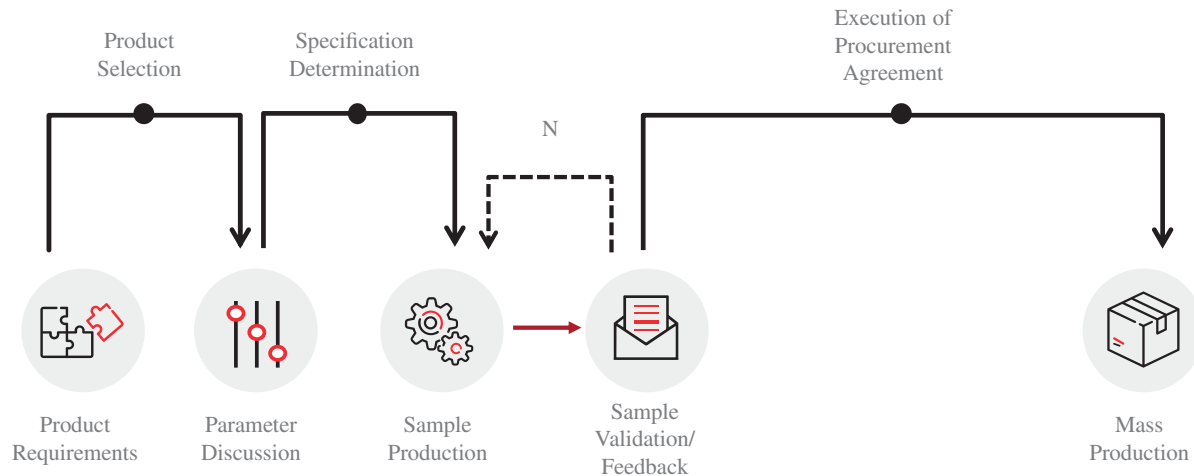
To further strengthen our capabilities, we have been actively building a platform-based product development system. We have independently developed a suite of proprietary design software specifically tailored for micro transmission systems, significantly enhancing the efficiency, accuracy and scalability of our R&D and manufacturing processes. Our software modules have received several computer software copyright registrations in China.

Our in-house software platform supports a wide range of functions, including transmission parameter optimization, 2D gear profile design and 3D precision modeling. It also enables complex simulations, such as gear error analysis, strength verification, lifetime estimation, and efficiency calculations for various micro gear systems. This capability allows for high-fidelity modeling and precise custom design for planetary gear systems, worm and helical transmissions, bevel gears, face gears, and other specialized configurations, including double-arc gears, cycloidal gears and toroidal worm drives. Beyond design, our platform also provides comprehensive visual analysis tools for gear precision, including measurement of chordal tooth thickness, small-module double-flank contact accuracy analysis and 3D gear accuracy visualization. These features are particularly valuable in optimizing micro gearboxes used in high-precision applications.

What sets our software platform apart from commercially available ones is its practicality, adaptability and deep integration with our real-world development needs. Built on years of internal design know-how, it enables real-time iteration and refinement based on evolving project demands. As such, in modeling accuracy and calculation results, our software has surpassed comparable commercial tools. As we continue advancing toward a platform-based model, we plan to establish a centralized AI knowledge base to further systematically codify our accumulative industry knowhow and engineering insights. By promoting platformization, we will further enhance standardization and modularization of each process, improving the transferability of our techniques and enabling the replication and expansion of our core know-how into a broader range of applications.

Our product development process follows a structured and rigorous workflow to ensure quality, efficiency and customer satisfaction. We begin by identifying specific product requirements based on customer needs, application scenarios and industry trends, ensuring a clear understanding of application needs. Based on these requirements, we conduct product selection and engage in detailed parameter discussions to refine and optimize technical specifications. Once the specifications are agreed upon, we prepare a formal specification sheet that serves as the basis for subsequent development stages. We then initiate sample production in accordance with the finalized specifications, followed by comprehensive sample validation and customer feedback collection. Should any sample fail to meet the required standards, we promptly revise and reinitiate the sample development process until full compliance is achieved. Once the samples are approved, we proceed to execute a procurement agreement with the customer to formalize the commercial terms, and subsequently commence mass production to ensure timely and high-quality delivery of products. The following chart illustrates our simplified product development process.





## OUR MANUFACTURING

We have established a manufacturing system that integrates flexibility, automation and digital precision, allowing us to deliver high-precision, high-quality micro drive systems at scale. Our manufacturing capabilities span the entire value chain, ranging from core component production to system integration, and form a key pillar of our competitive strength.

At the core of our manufacturing prowess is our one-stop micro drive manufacturing platform. This vertically integrated system allows us to independently produce key components, from gearboxes and micro motors to electronic control modules. Leveraging a diverse array of manufacturing processes, including injection molding, powder metallurgy, metal injection molding and precision metal machining, we are able to deliver products that meet the stringent precision and performance requirements of our customers across industries.

Moreover, we have implemented unmanned manufacturing to reduce labor costs and enhance efficiency. We have deployed robotic systems for automatic loading, machining and unloading for certain manufacturing processes, as well as multiple automation units, enabling fully unmanned night-shift operations.

To further enhance manufacturing efficiency and product traceability, we have implemented a MES support real-time monitoring, digital scheduling and process optimization. We have also established fully automated production lines, enabling us to reduce production variability, improve quality consistency and optimize lead times. Our efforts in manufacturing have been recognized through the award of the Level 3 Intelligent Manufacturing Maturity Certificate.

## Our Manufacturing Technologies and Equipment

Since the manufacturing process of our products requires substantial and varied technical expertise, we believe that our manufacturing capabilities are paramount to our success. In order to produce products for diverse industry verticals with high precision and premium quality, we have developed a number of key manufacturing technologies.

### *Injection molding technologies*

Precision manufacturing lies at the heart of our micro-drive system products. Over the years, we have continuously advanced our injection molding capabilities to meet the increasingly complex and high-precision requirements of our customers, particularly in the fields of automotive, consumer electronics and medical devices.

One of our core technological achievements is our central-gated injection molding technology for plastic gears, which enables us to achieve above-industry precision levels for glass-fiber-reinforced plastic gears. By allowing molten plastic to radiate uniformly from the center of the gear cavity, this method ensures consistent pressure distribution, reduces internal stress, and corrects the orientation of glass fibers within the gear structure. This not only minimizes radial anisotropy and dimensional distortion, but also significantly improves gear precision, mechanical strength and surface finish. Combined with fully automated multi-station de-gating and inner hole shaping processes, we are able to ensure high forming quality and high-yield mass production of precision plastic gears. We can achieve mass production of injection-molded gears with precision of up to ISO Grade 7, exceeding the industry average of IOS Grade 8 to ISO Grade 9, according to the F&S Report, as well as gears of module as small as 0.065 mm.

We have also developed a proprietary tooth profile correction technology for injection-molded gears, which is particularly effective in addressing irregular S-shaped tooth line distortions in molded gears. Using high-end profile measurement equipment and an internal knowledge database, our technical team calculates precise compensations to adjust gear tooth parameters and correct localized deviations. For example, in an automotive PEEK gear project, this approach reduced tooth profile error from 65μm to just 20μm, demonstrating our capability to meet the high-speed, high-load demands of top-tier automotive applications.

### *Powder metallurgy technologies*

Leveraging our decades of R&D efforts, industry knowhow accumulation and experience, we have developed a comprehensive precision powder metallurgy (“PM”) gear manufacturing system for small-module gears. Our achievements include high-performance powder formulations, optimized compaction and sintering techniques, and automated powder removal and distribution systems. Particularly, we utilize sinter hardening technology, which achieves mechanical properties equivalent to conventional heat treatment without the need for additional thermal processing. As the cooling rate is approximately 2°C per second, significantly slower than the typical 80°C per second in conventional heat treatment, product deformation is minimized, making this method especially suitable for the production of high-precision gears. Moreover, sinter hardening uses the residual heat from sintering, followed by rapid cooling with air jets, making it more energy-efficient, environmentally friendly and cleaner as oil-free. The parts can proceed directly to tempering, eliminating the cost and complexity of conventional heat treatment. These advances have enabled us to reach mass production accuracy up to ISO Grade 7, which is comparable to ground gears but with significantly higher production efficiency. We can also achieve mass production of PM gears with module sizes down to just 0.15 mm. With daily production capacity exceeding 400,000 units, our PM technology allows for highly stable, precise and scalable manufacturing of small-module gears.

### *MIM technology*

Metal injection molding (“MIM”) technology combines powder metallurgy and injection molding to break through the shape and strength limitations of traditional powder metallurgy, the strength limitations of die casting, the material flow limitations of press molding, the mass production limitations of precision casting and the high-cost limitations of turned parts.

We have advanced the development of MIM technology for ultra-small gears in collaboration with renowned institutions. Notably, we have successfully developed a 64-cavity mold for producing 0.753mm micro gears, achieving ultra-high-volume daily output of over two million units. We have also implemented closed-loop de-binding systems to improve batch consistency and introduced a white-light interferometry-based metrology solution for high-precision gear inspection. As a result, we became the first company in the world to achieve large-scale, high-quality and high-efficiency production of ultra-small MIM gears, according to the F&S Report. We can achieve mass production of MIM gears of up to ISO Grade 7, as well as gears with module sizes down to just 0.065 mm.

### ***Advanced manufacturing equipment***

We believe that maintaining advanced manufacturing facilities are essential for enhancing product quality and cost competitiveness. To meet the growing demands for product performance, precision and delivery efficiency, we have made significant investments in advanced manufacturing equipment. These investments ensure that we continue to meet the stringent performance expectations of our global customers.

Our equipment portfolio includes machinery manufactured by top-tier brands in Japan, Germany, Switzerland and the United States, such as FANUC and SODICK injection molding systems, ultra-high-speed machining centers from YASDA, Rödgers and Mikron, WAHLI gear processing centers, and Swiss GF AgieCharmilles wire-cutting and spark erosion machines. In the meantime, we have developed fully automated assembly lines, which leverage image recognition technology and servo robotic arms to assemble micro-drive systems with high accuracy and efficiency. As for our powder metallurgy division, we have developed in-house automation systems that handle automatic part retrieval, powder blowing, part placement, and other specialized tasks. These systems incorporate both 6-axis and 4-axis robotic arms, which significantly improve automation efficiency and reduce idle time between forming cycles. With only minimal manual intervention required for loading plates and operating turntables, a single operator can oversee multiple forming machines, substantially lowering labor costs. This setup also enables continuous 24-hour production, supporting both scalability and operational efficiency.

### **Our Testing Laboratories**

We have established three dedicated laboratories, namely, the Precision Measurement Center, the Micro Drive Integrated Testing Laboratory and the Intelligent Control Laboratory. Together, these facilities form the foundation of our comprehensive product validation system, enabling us to rigorously test and refine our products. Our testing team is composed of experienced professionals with deep technical expertise and practical insight into product evaluation.

Our Precision Measurement Center is primarily responsible for dimensional inspection, product characterization, material performance evaluation and reliability testing. The center is outfitted with equipment, such as the KLINGELNBERG gear measurement system, the Osaka gear double-flank tester, and the ZEISS Industrial CT. These high-precision instruments ensure that we can evaluate even the most complex micro-components with accuracy and consistency.

Our Micro Drive Integrated Testing Laboratory focuses on appearance, performance, environmental resistance and comprehensive system-level validation. Given the strict reliability standards required by automotive electronics, we have equipped this lab with a full suite of environmental and mechanical testing systems. These include chambers for high and low temperature cycling, salt spray, water and dust ingress, drop tests, pull tests, thermal shock, rapid temperature change, mechanical impact, and three-axis vibration. Additionally, we conduct full noise and durability testing in line with GB/T 2423 and IEC 60068 standards. This lab also enables us to analyze key operational parameters, such as electrical, acoustic and mechanical performance, under prolonged use, ensuring our micro drive systems meet the toughest endurance and environmental conditions.

Our Intelligent Control Laboratory is dedicated to testing electrical performance, signal integrity, reliability and electromagnetic compatibility (“EMC”). We utilize equipment, such as ultra-wideband high-precision oscilloscopes, electronic load testers, digital source meters, and a dedicated EMC testing facility. For automotive applications, we rely on high-end development tools like CANoe (VECTOR) for communication testing, as well as interference simulators, pulse generators, and power/signal line interruption emulators. These instruments support full verification in compliance with applicable standards. Through multi-dimensional validation, our lab ensures that every intelligent control product we deliver is robust, stable and aligned with customer performance expectations.

## BUSINESS

With these three testing labs, we are able to validate our products across mechanical, environmental and electronic dimensions, ensuring that we not only meet—but often exceed—the rigorous standards of our global customers.

### Production Bases

The following table sets forth the key information of our production bases as of September 30, 2025.

Production Facility	Year of Commencement of Operation	Primary Products/Activities	Designed Annual Production Capacity (unit in millions)	Total GFA (m <sup>2</sup> )
<b>Shenzhen Production Base</b> . . . . .	2017	components and drive assemblies	784.1	27,756
<b>Dongguan Production Base</b> . . . . .	2022	components and drive assemblies	1,097.2	112,645
<b>Suzhou Production Base</b> <sup>(1)</sup> . . . . .	2025	components and drive assemblies	N/A	106,296

- (1) We commenced the construction of the Zhaowei Drive Industrial Park in Suzhou in 2022, and the main construction successfully passed its final inspection and acceptance at the end of 2024. We commenced its operation at part of the production base in mid 2025. The project will serve as our primary R&D and production base in the Yangtze River Delta region, as well as our logistics hub and technical support center in East China, providing customers with more efficient and responsive services.

The following table sets forth the production capacity, production volume and utilization rate of our production bases in Shenzhen and Dongguan during the Track Record Period for the periods indicated.

	Year ended December 31,									Nine months ended September 30, 2025		
	2022			2023			2024			Designed Production Capacity <sup>(1)</sup>	Actual Production Volume <sup>(2)</sup>	Utilization Rate <sup>(3)</sup>
	Designed Production Capacity <sup>(1)</sup>	Actual Production Volume <sup>(2)</sup>	Utilization Rate <sup>(3)</sup>	Designed Production Capacity <sup>(1)</sup>	Actual Production Volume <sup>(2)</sup>	Utilization Rate <sup>(3)</sup>	Designed Production Capacity <sup>(1)</sup>	Actual Production Volume <sup>(2)</sup>	Utilization Rate <sup>(3)</sup>			
	(unit in millions)		%	(unit in millions)		%	(unit in millions)		%	(unit in millions)		%
Shenzhen Production Base . . . . .	1,042.1	856.5	82.2	630.6	507.2	80.4	521.4	421.5	80.8	477.3	386.6	81.0
Dongguan Production Base . . . . .	77.8	65.3	83.9	382.7	296.8	77.5	694.1	565.2	81.4	544.2	464.4	85.3

- (1) Designed production capacity is calculated by first determining the standard annual output time per workstation, and then adjusting it by the overall equipment effectiveness, which reflects the actual effective time considering availability, performance and quality. The designed production capacity of the Shenzhen production base gradually decreased during the Track Record Period, primarily because we gradually shifted our production capacity to the Dongguan production base.
- (2) Production volume refers to actual output for the relevant year/period.
- (3) The utilization rate is calculated by dividing actual production volume by the designed production capacity for the same year/period. The utilization rates fluctuated moderately in 2023, due in part to the uneven market recovery in the post-pandemic era, such that we did not adequately utilize the expanded production capacity at our Dongguan Production Base in 2023 based on our judgment of the market demand. In addition, the utilization rate of our Dongguan production base in 2022 was not directly comparable with later years, as the production capacity and volume were low at the production initiation stage.

We gradually shifted our production activities from Shenzhen production base to Dongguan production base during the Track Record Period, as the existing capacity of Shenzhen production base no longer met our higher production needs to effectively satisfy the increasing customer demand of our products and upgrade and expand our product offerings. Our Dongguan production base, which is based on our owned properties and more capacious, enables us to increase our overall capacity and improve the flexibility and efficiency of our production activities. Going forward, we expect to address the increases in the demand of our products by undertaking additional manufacturing activities principally at our Dongguan production base and Suzhou production base. As a result, we expect that Shenzhen production base will contribute less to our overall production output in the future. Our Suzhou Production Base commenced small-scale operations from mid 2025. We expect that upon the full commissioning of the entire production base in the second half of 2026, our Suzhou Production Base will increase our production capacity by approximately 70%.

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material or prolonged stoppage of production due to equipment failure, and we had not experienced any material accidents during our manufacturing process.

### **Production Process**

We generally commence production upon order placing by customers. We follow structured and standardized production processes across all major business lines. While the specifics vary slightly depending on the product type and industry application, the core manufacturing flow is built on a combination of precision machining, automated assembly, quality inspection and performance testing.

Each production process typically begins with component preparation, which may include gear machining, housing assembly or motor installation. This is followed by sequential assembly steps, where key components, such as gearboxes, motor modules and control units, are integrated using either manual or automated methods. We incorporate multiple quality checkpoints throughout the process. These inspections range from dimensional checks and torque calibration to noise testing and electrical verification, ensuring that every product meets our stringent technical standards. For automotive and high-reliability sectors, additional procedures such as aging tests, environmental simulations (e.g., temperature, humidity, salt spray), and EMC compliance testing are implemented.

### **QUALITY CONTROL**

Product quality is vital to our business, since any potential quality defect may cause significant risks to the end users of our customers. As such, we are committed to developing and producing high quality products in compliance with international and applicable domestic standards, regulations and directives.

We have built a comprehensive quality management system that spans the entire product lifecycle, ranging from supplier qualification and raw material procurement to product design, manufacturing, pilot testing and after-sales service. Each department follows our strict quality protocols to ensure consistency and accountability. We maintain rigorous quality control across every stage, including incoming inspection, in-process checks, first and last article inspections, routine patrol inspections, warehousing, and shipment. Our oversight extends to all key variables, including process methods, raw materials, equipment, operator practices, and product attributes such as dimensions, appearance, functionality, environmental compliance, material composition, color, labeling, and cleanliness. This all-encompassing approach helps us ensure that our products consistently meet the high standards expected by our customers.

To further support our quality objectives, we operate dedicated testing laboratories. See “—Our Manufacturing—Our Testing Laboratories” for details. These facilities allow us to conduct scientific testing and validation.

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## BUSINESS

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As of September 30, 2025, we had a dedicated quality control team of 148 members. Our quality control team is responsible for formulating and implementing our quality control policies, and overseeing the planning, implementation and supervision of our internal quality initiatives. We have also created a dedicated systems advancement department, which focuses on the introduction, execution and certification of quality management systems. Through their efforts, we have successfully obtained certifications under internationally recognized standards, including ISO 9001, ISO 14001, IATF 16949 and ISO 13485. These certifications reflect our ongoing commitment to maintaining a rigorous and systematic approach to quality in everything we do.

During the Track Record Period and up to the Latest Practicable Date, we had not received any material complaints about product quality and our products had not been subject to any material claim, litigation or investigation. In addition, during the Track Record Period and up to the Latest Practicable Date, there were no product recalls or fatal accidents related to our products that may cause material adverse impact to our operation.

### RESEARCH AND DEVELOPMENT

We believe that R&D is pivotal to our value creation, which has driven our rapid growth since our inception and will continue to lead our future development. We have made, and will continue to make, substantial investments in our R&D initiatives to continually upgrade our products and advance our technological competitive edge. In 2022, 2023, 2024 and the nine months ended September 30, 2025, we recorded research and development costs of RMB117.3 million, RMB128.7 million, RMB155.1 million and RMB127.9 million, respectively, accounting for 10.2%, 10.7%, 10.2% and 10.2% of our revenue for the same period, respectively.

The engagement of R&D talents with professional expertise and industry experience is crucial to the long-term success of our business. To that end, we have assembled a strong and well-qualified R&D team with backgrounds in relevant disciplines. As of September 30, 2025, our R&D team comprised 518 members, representing 21.9% of our total employees as of the same date. Particularly, our R&D team consists of four specialized teams, each focusing on structural and motor design, robotic technology, mold design and tooling, and automation design and in-house equipment development.

Our R&D capabilities are further supported by our specialized testing laboratories, namely, the Precision Measurement Center, the Micro Drive Integrated Testing Laboratory and the Intelligent Control Laboratory. See “—Our Manufacturing—Our Testing Laboratories” for details.

### SALES AND MARKETING

#### Sales Arrangements

We adopt a direct sales model, as most of our products are made to order and cater to the different needs of our customers. To enhance efficiency and optimize project execution, we have implemented a project-based approach to ensure a structured and streamlined workflow, covering the entire product lifecycle, from initial product development and realization to customer validation, trial production and mass production. Under this model, a dedicated project team is assembled, comprising a sales manager, a product manager, a project manager, an engineering and manufacturing specialist, and a quality control representative. Each team member has clearly defined responsibilities and decision-making roles, ensuring accountability throughout the process. Together, they are jointly responsible for the commercial success of the project, customer satisfaction and overall business outcomes. By combining a customer-centric direct sales approach with a structured project management framework, we ensure that our products meet the precise requirements of our customers.



We sell the majority of our products directly to customers by delivering to the location designated by such customers, following which we recognize revenue upon acceptance. We also sell our products to certain customers under VMI arrangements, where we deliver our inventories to the warehouse designated by such customers and recognize revenue and cost of sales at a later stage based on customers' confirmation of their usage. The control of the products is transferred when the products are used by the customers. During the Track Record Period, revenue attributable from VMI arrangements was RMB155.8 million, RMB238.0 million, RMB350.9 million and RMB328.0 million respectively, accounting for 13.5%, 19.7%, 23.0% and 26.1% for the same periods, respectively. As of December 31, 2022, 2023 and 2024 and September 30, 2025, the inventory balance of unsold goods under the VMI arrangement was RMB10.0 million, RMB21.7 million, RMB19.5 million and RMB25.3 million, respectively, accounting for 5.8%, 13.2%, 10.6% and 11.3% of the ending inventory balance as of the same dates, respectively. The turnover days of our inventories under VMI arrangements were 28, 35, 32 and 29 days for 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. We had not experienced any significant return of goods from customers under the VMI arrangements, nor had we experience any significant inventory obsolescence under VMI arrangements during the Track Record Period.

Our existing VMI arrangements are generally only related to large customers with proven cooperation record and credible business and financial profile, and we accommodate such customers' requests based on their established business practices that also apply to their other suppliers similar to us. We typically enter into framework VMI agreements with these customers, followed by delivery schedule or individual orders that specify the details of each delivery. As advised by our industry consultant, such VMI arrangements were common in the sectors that our customers operate in, such as the automotive sector. We have implemented internal control measures governing the management of our VMI arrangements (the "VMI Management Measures"), to ensure proper supervision and safeguard our interests. The VMI Management Measures stipulates that the maximum days of inventories for our customers is 60 days, after which the customers shall complete account reconciliation and invoicing procedures with us. We generally settle with our customers on a monthly basis. We also review our collaborations with these customers based on revenue contribution, transaction value and delinquency incidents, generally on an annual basis, to determine whether to renew our VMI arrangements.

Many of our framework VMI agreements have no fixed duration, and have payment, warranty, dispute resolution and termination terms similar to other ordinary sales agreements with the same customer. Although the exact contract terms vary among different customers, the VMI agreements and relevant orders and schedules generally have the following common arrangements:

- *Supplier obligations.* As the supplier under relevant contracts, we are responsible for manufacturing, supplying and delivering the amount of goods meeting the customer's specifications at the time and location specified in the relevant orders or schedules submitted by the customer.
- *Customer obligations.* The customer is responsible for product preservation and maintenance upon delivery and acceptance. The ownership of the products remains with us before usage.
- *Obsolete inventory.* The parties will negotiate for the measures to dispose of and settle any obsolete inventories occurring under VMI arrangements.

### **Marketing and Branding**

We believe that our early-mover advantages, ever-expanding product offerings, premium product quality, and accumulated industry experience and know-how have established a robust foundation for our marketing and branding initiatives. Our sales and marketing strategy is designed to enhance brand visibility and drive business growth through a diverse mix of online and offline channels. Particularly, as we aim to scale up our self-branded, platform-based products, we are enhancing market recognition of our “ZHAOWEI” brand.

We have developed an agile and efficient marketing strategy that consistently focuses on creating value for our customers. Guided by clear marketing strategy and comprehensive market insights, we conduct comprehensive industry research to develop business planning, swiftly identify and capitalize on business opportunities, which fuels the steady growth of our business. Moreover, we allocate considerable resources to expanding our presence in emerging application domains. We actively participate in a wide range of exhibitions, industry summits and forums, and organize annual product launch events as needed. Through these channels, we showcase our latest products and technological achievements to domestic and international customers, enhance our brand awareness and develop business relationships with potential customers. Additionally, our local sales teams conduct on-the-ground outreach efforts, organizing offline activities and customer interactions to boost brand recognition and market penetration.

Our marketing strategy is predominantly digital-first, with a strong focus on internet platforms and search engine optimization, to drive online traffic and customer engagement. We strategically utilize industry-specific digital media and keyword search advertising to enhance brand reach. Furthermore, we actively maintain a presence on social media platforms and self-publishing channels, including our official website, to keep our audience informed about company updates, product developments and industry trends.

### **After-sales Services**

We have a dedicated customer service team to ensure timely responses to our customers’ communications, reinforcing our stringent quality control standards and strengthening customer confidence in our products. Our team is equipped with vast technical knowledge and experience to provide accurate and timely assistance.

Our customer service team collects, keeps records and handles inquiries, feedback and complaints. In addressing customers’ complaints, we undertake to communicate and liaise with customers in a timely manner and to commence quality investigation procedures if necessary. Upon receiving a customer complaint, our customer quality management team promptly responds to the customer and forwards the complaint information to the internal handling team. The complaint handling team conducts a thorough investigation, develops temporary measures, analyzes root causes, identifies risk batches and their disposal plans and reaches an agreement with the customer. Simultaneously, the complaint handling team develops corrective and preventive measures, completes the complaint report, sends it to the customer and closes the complaint after the improvement measures are implemented.

We generally allow product exchange for quality issues. Upon receiving a request from customers for exchange, we would confirm the orders with customers and initiate product recall process. Our order management and logistics teams coordinate the exchange and return plan, submit it for approval, notify the customer to return the goods, arrange for logistics to pick up the goods and ultimately complete the return receipt. Moreover, our customer service team also conducts customer satisfaction evaluation on a regular basis by collecting and analyzing information from our customers in respective of their satisfaction towards our products. During the Track Record Period and up to the Latest Practicable Date, we had not encountered any incidents related to product recall, product exchange or product liability claims that would have a material adverse impact on our business, financial condition and results of operations.

## BUSINESS

### OUR CUSTOMERS

Our customers primarily consist of enterprises across a variety of industry verticals, such as automotive manufacturers, industrial companies, consumer electronic companies, medical device companies, and telecommunication companies. In 2022, 2023, 2024 and the nine months ended September 30, 2025, revenue generated from our top five customers in each year/period during the Track Record Period accounted for 38.2%, 50.7%, 46.6% and 44.2% of our total revenue for such year/period, respectively, and revenue generated from our largest customer in each year/period during the Track Record Period accounted for 13.0%, 16.3%, 17.6% and 16.6% of our total revenue for such year/period, respectively. The following table sets forth certain information of our top five customers in each year/period during the Track Record Period.

Customer	Transaction amount (RMB in millions)	Percentage of total revenue (%)	Year of commencement of business relationship	Credit terms	Principal business activity	Major products purchased
<i>For the nine months ended September 30, 2025</i>						
Customer A <sup>(1)</sup> . . . . .	207.9	16.6	2011	within 90 days after the invoice date	mobility, consumer goods, industrial technology and energy and building technology	automotive products
Customer B <sup>(2)</sup> . . . . .	126.5	10.1	2018	within 30 days after the invoice date	electronics, automotives, renewable energy and rail transit	automotive products; consumer and healthcare technology products
Customer C <sup>(3)</sup> . . . . .	93.4	7.4	2018	within 90 days after the invoice date	consumer electronics and smart manufacturing	consumer and healthcare technology products
Customer D <sup>(4)</sup> . . . . .	83.0	6.6	2012	within 90 days after the invoice date	telecommunications equipment, consumer electronics, electric vehicle autonomous driving systems	automotive products; industrial and manufacturing products
Customer E <sup>(5)</sup> . . . . .	44.4	3.5	2019	within 60 days after the invoice date	consumer electronics and smart manufacturing	consumer and healthcare technology products
<b>Total</b> . . . . .	<u>555.2</u>	<u>44.2</u>				

## BUSINESS

Customer	Transaction amount (RMB in millions)	Percentage of total revenue (%)	Year of commencement of business relationship	Credit terms	Principal business activity	Major products purchased
<i>For the year ended December 31, 2024</i>						
Customer A <sup>(1)</sup> . . . . .	269.1	17.6	2011	within 90 days after the invoice date	mobility, consumer goods, industrial technology and energy and building technology	automotive products
Customer B <sup>(2)</sup> . . . . .	147.2	9.7	2018	within 30 days after the invoice date	electronics, automotives, renewable energy and rail transit	automotive products; consumer and healthcare technology products
Customer D <sup>(4)</sup> . . . . .	128.1	8.4	2012	within 90 days after the invoice date	telecommunications equipment, consumer electronics, electric vehicle autonomous driving systems	automotive products; industrial and manufacturing products
Customer F <sup>(6)</sup> . . . . .	86.9	5.7	2019	within 60 days after the invoice date	consumer electronics and intelligent manufacturing	consumer and healthcare technology products
Customer G <sup>(7)</sup> . . . . .	79.4	5.2	2024	within 60 days after the invoice date	intelligent cleaning products	consumer and healthcare technology products
<b>Total</b> . . . . .	<u>710.6</u>	<u>46.6</u>				

## BUSINESS

Customer	Transaction amount  (RMB in millions)	Percentage of total revenue  (%)	Year of commencement of business relationship	Credit terms	Principal business activity	Major products purchased
<i>For the year ended December 31, 2023</i>						
Customer A <sup>(1)</sup> . . . . .	197.1	16.3	2011	within 90 days after the invoice date	mobility, consumer goods, industrial technology and energy and building technology	automotive products
Customer F <sup>(6)</sup> . . . . .	145.8	12.1	2019	within 60 days after the invoice date	consumer electronics and intelligent manufacturing	consumer and healthcare technology products
Customer B <sup>(2)</sup> . . . . .	99.6	8.3	2018	within 30 days after the invoice date	electronics, automotives, renewable energy and rail transit	automotive products; consumer and healthcare technology products
Customer D <sup>(4)</sup> . . . . .	89.2	7.4	2012	within 90 days after the invoice date	telecommunications equipment, consumer electronics, electric vehicle autonomous driving systems	industrial and manufacturing products
Customer H <sup>(8)</sup> . . . . .	79.4	6.6	2022	within 60 days after the invoice date	semiconductor and communications product integration	automotive products
<b>Total</b> . . . . .	<u>611.1</u>	<u>50.7</u>				

## BUSINESS

Customer	Transaction amount (RMB in millions)	Percentage of total revenue (%)	Year of commencement of business relationship	Credit terms	Principal business activity	Major products purchased
<i>For the year ended December 31, 2022</i>						
Customer A <sup>(1)</sup> . . . . .	149.6	13.0	2011	within 90 days after the invoice date	mobility, consumer goods, industrial technology and energy and building technology	automotive products
Customer F <sup>(6)</sup> . . . . .	89.3	7.8	2019	within 60 days after the invoice date	consumer electronics and intelligent manufacturing	consumer and healthcare technology products
Customer D <sup>(4)</sup> . . . . .	77.5	6.7	2012	within 90 days after the invoice date	telecommunications equipment, consumer electronics, electric vehicle autonomous driving systems	industrial and manufacturing products
Customer I <sup>(9)</sup> . . . . .	66.2	5.7	2019	within 60 days after the invoice date	computer equipment, telecommunication devices and various high-end electronic products	consumer and healthcare technology products
Customer B <sup>(2)</sup> . . . . .	57.7	5.0	2018	within 30 days after the invoice date	electronics, automotives, renewable energy and rail transit	automotive products
<b>Total</b> . . . . .	<u>440.3</u>	<u>38.2</u>				

- (1) Customer A is a multinational engineering and technology company focus on mobility, industrial technology, consumer goods and energy and building technology. Customer A is a private company headquartered in Germany, with more than 400,000 employees in aggregate.
- (2) Customer B is principally engaged in electronics, automotives, renewable energy and rail transit, headquartered in Shenzhen, China. Customer B is a public company listed on both the Stock Exchange and the Shenzhen Stock Exchange, with more than 900,000 employees in aggregate.
- (3) Customer C is a consumer electronics and smart manufacturing company with smartphones and smart hardware connected by an IoT platform at its core, headquartered in Beijing, China. Customer C is a wholly-owned PRC subsidiary of a public company listed on the Stock Exchange, with more than 40,000 employees in aggregate.
- (4) Customer D is a global provider of information and communications technology infrastructure and smart devices. Customer D is a private company headquartered in Shenzhen, China, with more than 200,000 employees in aggregate.
- (5) Customer E is a supply chain management and trading agency company specializing in consumer electronics sales, smart manufacturing and R&D. Customer E is a private company headquartered in Shenzhen, China, with a registered share capital of RMB1.0 million.



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## BUSINESS

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- (6) Customer F is a high-end consumer electronics and intelligent manufacturing company specializing in high-speed digital motors, intelligent algorithms, and motion control technologies. Customer F is a private company headquartered in Suzhou, China, with a registered share capital of RMB310.0 million.
- (7) Customer G is an intelligent technology manufacturing company specializing in innovative design, research and development, production, sales and operation of intelligent cleaning products. Customer G is a private company headquartered in Suzhou, China, with a registered share capital of RMB9.9 million.
- (8) Customer H is principally engaged in semiconductor and communications product integration, headquartered in Jiaxing, China. Customer H is a public company listed on the Shanghai Stock Exchange, with more than 29,000 employees in aggregate.
- (9) Customer I is a technology company specializing in the R&D, manufacturing and sales of computer equipment, telecommunication devices and various high-end electronic products, headquartered in Shenzhen, China. Customer I is a public company listed on the Shenzhen Stock Exchange, with approximately 20,000 employees in aggregate.

We typically enter into framework agreements with major customers, who place orders based on actual demand under the framework agreements. Many of our framework agreements have unlimited duration. Although the contract terms vary among different customers, they usually include the following key terms:

- *Quality control.* The quality of the products shall be in compliance with the specific standards designated by our customers, or in compliance with applicable national, local or industry standards.
- *Price.* The prices of the product are generally specified in each purchase order in the case where the main sales agreement is a framework agreement.
- *Payment terms.* We generally grant our major customers a credit period of 30 to 150 days, and generally do not require prepayments from major customers.
- *Liability.* We undertake that our products shall meet the product specifications and quality standards of the customers. If our products do not meet such requirements, we may be required to redeliver compliant products and compensate losses incurred by the relevant customers.
- *Confidentiality.* We usually set confidentiality clauses with our customers and such obligation shall continue to exist for a certain period of time after the termination of the agreement.
- *Delivery and packing.* We follow the delivery and packing requirements set out in each purchase order. We may accommodate the customer's request to advance or delay delivery, provided that any reasonable costs incurred are borne by the customer.
- *Warranty.* We usually set out warranty periods depending on the products and the sales agreement. During the warranty period, our customers may request that we replace or repair defective parts and components free of charge.
- *Dispute resolution.* Our framework agreements with major customers are generally governed by PRC laws. Parties to the framework agreements shall prioritize negotiations in the event of any disputes. The framework agreements also typically includes a forum selection clause and designate a local court in the PRC for dispute resolution.
- *Termination.* Either party may terminate the framework agreement in the event of material breach of the other party, subject to varying cure periods (if any). The customer reserves the right to terminate the framework agreement with us under advance notice, subject to certain conditions, such as compensation to us and due performance of existing obligations before termination.

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## BUSINESS

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All of our top five customers in each period during the Track Record Period were Independent Third Parties. As of the Latest Practicable Date, none of our Directors, their close associates or any Shareholders which, to the best knowledge of our Directors, owned more than 5% of our issued share capital as of the Latest Practicable Date, had any interest in any of our top five customers in each period during the Track Record Period.

During the Track Record Period and up to the Latest Practicable Date, very few customers settled payments with us through accounts that do not belong to the contractual parties under the corresponding sales and purchase agreements. In 2022, 2023, 2024 and the nine months ended September 30, 2025, we recorded six, eight, five and one Relevant Customers, respectively. The aggregate amount settled under the Third-party Payment Arrangements was approximately RMB35,000, RMB59,000, RMB49,000 and RMB49,000 in 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively, which accounted for 0.003%, 0.005%, 0.003% and 0.004% of our total revenue in the same periods, respectively, which were insignificant as compared to our total revenue during such periods. We had ceased all Third-party Payment Arrangements in June 2025.

The Third-party Payment Arrangements primarily arose in isolated and practical circumstances based on customer-side needs, rather than at our suggestion. These arrangements were typically proposed by Relevant Customers to expedite payment processes or overcome procedural constraints. During the Track Record Period and up to the Latest Practicable Date, third-party payors primarily consisted of (1) persons affiliated or associated with the Relevant Customers, such as their chairpersons and procurement managers, and entities controlled by the Relevant Customers' shareholders; (2) authorized third-party payors; and (3) one salesperson.

We have established strict internal control measures to prevent unauthorized Third-party Payment Arrangements going forward. According to our funds management policy, third-party payments are explicitly prohibited. In addition, we have built system-level controls into its CRM system, which is designed to match the payer with the original contracting party. If a payment is made by an entity other than the one listed in the commercial agreement, the system will flag the transaction as unpaid. As a result, the order will be held and shipment will be suspended until the discrepancy is resolved.

As advised by our PRC Legal Advisors, the risk that the Third-party Payment Arrangements would be deemed as acts of concealing or disguising the proceeds, source, or nature of any criminal offense under Article 191 of the Criminal Law of the PRC, and thereby constitute the crime of money laundering subject to criminal liability, is remote, based on the following grounds: (1) all transactions settled through Third-Party Payment Arrangements were supported by genuine business dealings, and we maintain records regarding the origin and nature of the funds received through these arrangements, with no intention to cover up or conceal any details; (2) we confirmed that it was able to verify the identities of third-party payors and, in certain cases, also obtained written confirmations from Relevant Customers regarding the Third-party Payment Arrangements; (3) in compliance with the Anti-Money Laundering Law of PRC, financial institutions facilitating third-party payment arrangements and fund settlements implement stringent anti-money laundering prevention and monitoring measures across their customer base, thereby substantially mitigating associated risks; and (4) during the Track Record Period and up to the Latest Practicable Date, we had not been subject to any criminal liabilities, administrative sanctions, or pending investigations pertaining to the Third-party Payment Arrangements.

## **RAW MATERIALS AND SUPPLIERS**

### **Raw Materials and Procurement**

Our raw materials primarily include standard motors, plastics, gears, shafts, brackets, mold materials, bearings, housings, electronic components, and packaging materials. We view raw material procurement as a critical part of both our quality control and cost management strategies. We primarily procure raw materials from China, and, to a lesser extent, other countries such as Japan and Germany. In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchase from suppliers located in countries/regions outside of China in each year/period during the Track Record Period accounted for 0.7%, 1.0%, 0.6% and 0.5% of our total purchases for such year/period, respectively. To ensure the stability and reliability of our supply chain, we adopt a forward-looking approach by extending our quality management system upstream to our suppliers. We actively support our suppliers through technical collaboration, helping them innovate and upgrade their products. This approach not only reduces the risk of quality issues in later production stages but also fosters long-term, stable partnerships built on mutual growth.

Given the nature of our products, we primarily follow a made-to-order procurement model, in which materials are purchased based on confirmed customer orders or order forecasts. Except for a few general-use materials, nearly all raw materials are procured specifically to match customer project needs. This model allows us to control inventory, optimize costs and respond efficiently to market demand.

To ensure consistency and transparency in our sourcing process, we have implemented procurement control procedure, which applies to the procurement of raw materials, machinery, outsourced processing services and spare parts. Our procurement department is responsible for supplier onboarding, evaluations and day-to-day management. The quality department oversees supplier assessments and incoming material inspections. Our R&D team provides technical support and participates in supplier evaluations, while the machining team is responsible for outsourcing the processing of certain molds and components. Our production and material control team are responsible for warehouse management and coordinating the receipt and dispatch of externally processed parts. We believe that this cross-functional procurement framework enables us to maintain high standards of material quality, ensure timely delivery, and uphold the overall performance and integrity of our manufacturing system.

We performed substantially all of the key manufacturing activities of our molds and components in house, and we only outsource ancillary manufacturing steps to third parties, such as electroplating, spray painting, baking finish and coloring. As of December 31, 2022, 2023 and 2024 and September 30, 2025, outsourced processing materials only accounted for less than 1% of our total inventories. In 2022, 2023, 2024 and the nine months ended September 30, 2025, our outsourced manufacturing costs amounted to RMB6.3 million, RMB7.1 million, RMB8.8 million and RMB7.8 million, respectively, representing 0.8%, 0.8%, 0.8% and 0.9% of our total cost of sales for the same periods, respectively. We enter into written contracts with respect to the outsourced manufacturing of molds and components, based on our production needs for relevant products from time to time, the salient terms of which are set forth as below:

- *Product specification.* We specify the name, quantity, specification, price, delivery timeframe and other detailed items in the contract.
- *Payment term.* We generally settle with these manufacturers by installment, including prepayment upon contract execution and installment upon passing trial production.
- *Logistics.* Where logistics arrangements are involved, suppliers shall deliver the products under our requirements and bear relevant costs.
- *Warranty.* The supplier typically provide a warranty period, which varies depending on product type. During the warranty period, the supplier shall be responsible for maintenance and repairs, and, if necessary, replacements.

- *Liability.* The supplier is liable for delay in delivery and quality issues with the products served.
- *Termination.* The parties reserves the right to terminate the arrangements through negotiation or otherwise upon the occurrence of default.

### Our Suppliers

We have enacted supply management policy and procedures to maintain effective control of our suppliers and the quality, costs and delivery process of our supplies. We adopt a rigorous supplier selection process to evaluate their business qualifications, supply quality and pricing, production and delivery capability, technical capability, equipment condition, operational and financing health, and industry reputation. We also conduct comprehensive on-site audits and sample validations for potential suppliers to ensure quality standards from the outset. Our procurement department will then purchase from eligible suppliers in accordance with our procurement plans and procedures. In addition, we regularly evaluate the performance of our suppliers to ensure their continuing compliance with our standards, taking into consideration the nature of supplies involved, multifaceted quality performance metrics, R&D and technical support capabilities and their commercial terms with us.

We generally procure raw materials from suppliers through non-exclusive supply contracts. We proactively adopt supplier management policies including maintaining two or more suppliers, securing stock in advance and having alternative suppliers to ensure the stable supply of raw materials. We maintain close and proactive communication with our suppliers, providing them with periodically forecast updates. Suppliers are required to prepare materials based on our projected demand to ensure stable, timely and reliable supply throughout our production cycle.

We typically enter into framework supply agreements with suppliers, the salient terms of which are set out below:

- *Term and renewal.* The agreement generally has a term of one year and will be automatically renewed upon expiration unless either party raises an objection.
- *Product specification.* We specify the product name, manufacturer or brand, specification, price, quantity, delivery timeline and other detailed items in each purchase order we send to our suppliers.
- *Payment and credit term.* Payment and credit terms are typically separately included in each order that we place with the supplier.
- *Logistics.* We are responsible for making timely payments to our suppliers, who are responsible for delivering qualifying products to our designated warehouses.
- *Quality guarantee.* Products are typically accepted in accordance with our specifications, as well as national, local and industry standards. Should any quality issues arise during the warranty period, the supplier shall be responsible for replacement.
- *Termination.* The agreement can be terminated without cause upon written consent from both parties. Either party can also terminate the agreement upon material breach by the other party.

## BUSINESS

In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchase from our top five suppliers in each year/period during the Track Record Period accounted for 12.4%, 14.2%, 13.1% and 14.8% of our total purchases for such year/period, respectively, and purchase from our largest supplier in each year/period during the Track Record Period accounted for 3.7%, 4.0%, 3.3% and 3.4% of our total purchases for such year/period, respectively. The following table sets forth certain information of our top five suppliers in each year/period during the Track Record Period.

Supplier	Transaction amount  (RMB in millions)	Percentage of total purchases  (%)	Year of commencement of business relationship	Credit terms	Principal business activity	Major products or services procured
<i>For the nine months ended September 30, 2025</i>						
Supplier A <sup>(1)</sup> . . . . .	30.0	3.4	2023	within 30 days after the invoice date	application and development of engineering plastics	plastics
Supplier B <sup>(2)</sup> . . . . .	29.2	3.3	2022	within 60 days after the invoice date	R&D, production and sales of small DC motors	motors
Supplier C <sup>(3)</sup> . . . . .	24.7	2.8	2022	within 60 days after the invoice date	R&D, production and sales of micro motors	motors
Supplier D <sup>(4)</sup> . . . . .	24.6	2.8	2022	within 60 days after the invoice date	R&D, manufacturing and sales of brushless motors and related products	motors
Supplier E <sup>(5)</sup> . . . . .	21.9	2.5	2022	within 90 days after the invoice date	development and production of micro and special motors	motors
<b>Total</b> . . . . .	<u>130.4</u>	<u>14.8</u>				
<i>For the year ended December 31, 2024</i>						
Supplier B <sup>(2)</sup> . . . . .	37.7	3.3	2022	within 60 days after the invoice date	R&D, production and sales of small DC motors	motors
Supplier C <sup>(3)</sup> . . . . .	32.3	2.8	2022	within 60 days after the invoice date	R&D, production and sales of micro motors	motors
Supplier A <sup>(1)</sup> . . . . .	31.0	2.7	2023	within 30 days after the invoice date	application and development of engineering plastics	plastics

## BUSINESS

Supplier	Transaction amount (RMB in millions)	Percentage of total purchases (%)	Year of commencement of business relationship	Credit terms	Principal business activity	Major products or services procured
Supplier D <sup>(4)</sup> . . . . .	25.8	2.3	2022	within 60 days after the invoice date	R&D, manufacturing and sales of brushless motors and related products	motors
Supplier F <sup>(6)</sup> . . . . .	22.6	2.0	2022	within 90 days after the invoice date	R&D, production and sales of precision shafts and precision machined components	machined parts
<b>Total</b> . . . . .	<u>149.3</u>	<u>13.1</u>				
<i>For the year ended December 31, 2023</i>						
Supplier G <sup>(7)</sup> . . . . .	36.6	4.0	2022	within 60 days after the invoice date	R&D, production, and sales of intelligent controllers and smart products	PCBA and PFCA
Supplier B <sup>(2)</sup> . . . . .	32.4	3.6	2022	within 60 days after the invoice date	R&D, production and sales of small DC motors	motors
Supplier C <sup>(3)</sup> . . . . .	27.3	3.0	2022	within 60 days after the invoice date	R&D, production and sales of micro motors	motors
Supplier F <sup>(6)</sup> . . . . .	16.7	1.8	2022	within 90 days after the invoice date	R&D, production and sales of precision shafts and precision machined components	machined parts
Supplier D <sup>(4)</sup> . . . . .	16.1	1.8	2022	within 60 days after the invoice date	R&D, manufacturing and sales of brushless motors and related products	motors
<b>Total</b> . . . . .	<u>129.2</u>	<u>14.2</u>				
<i>For the year ended December 31, 2022</i>						
Supplier G <sup>(7)</sup> . . . . .	36.7	3.7	2022	within 60 days after the invoice date	R&D, production, and sales of intelligent controllers and smart products	PCBA and PFCA
Supplier C <sup>(3)</sup> . . . . .	26.2	2.7	2022	within 60 days after the invoice date	R&D, production and sales of micro motors	motors



## BUSINESS

Supplier	Transaction amount (RMB in millions)	Percentage of total purchases (%)	Year of commencement of business relationship	Credit terms	Principal business activity	Major products or services procured
Supplier E <sup>(5)</sup> . . . . .	20.3	2.1	2022	within 90 days after the invoice date	development and production of micro and special motors	motors
Supplier H <sup>(8)</sup> . . . . .	20.1	2.0	2022	within 60 days after the invoice date	manufacturing of electrical machinery and equipment	motors
Supplier I <sup>(9)</sup> . . . . .	18.1	1.8	2022	within 30 days after the invoice date	R&D, production and sales of chemical products	plastics
<b>Total</b> . . . . .	<u>121.4</u>	<u>12.4</u>				

- (1) Supplier A is a trading company specializing in the application and development of engineering plastics. Supplier A is a private company headquartered in Shanghai, China, with a registered share capital of RMB10.0 million.
- (2) Supplier B is a subsidiary of a Japanese motor company in China, specializing in the R&D, production and sales of small DC motors, with approximately 5,000 employees in aggregate.
- (3) Supplier C is primarily engaged in the R&D, production and sales of micro motors. Supplier C is a private company headquartered in Dongguan, China, with a registered share capital of RMB500,000.
- (4) Supplier D specializes in the R&D, manufacturing and sales of brushless motors and related products. Supplier D is a private company headquartered in Shenzhen, China, with a registered share capital of RMB5.4 million.
- (5) Supplier E is primarily engaged in the development and production of micro and special motors. Supplier E is a private company headquartered in Shenzhen, China, with a registered share capital of RMB20.0 million.
- (6) Supplier F is a technology company specializing in the R&D, production and sales of precision shafts and precision machined components, headquartered in Dalian, China. Supplier F is public company listed on the Shenzhen Stock Exchange, with more than 1,000 employees in aggregate.
- (7) Supplier G is primarily engaged in the R&D, production, and sales of intelligent controllers and smart products, headquartered in Shenzhen, China. Supplier G is quoted on NEEQ, with more than 1,000 employees in aggregate.
- (8) Supplier H is primarily engaged in the manufacturing of electrical machinery and equipment. Supplier H is a private company headquartered in Shaoguan, China, with a registered share capital of US\$47.0 million.
- (9) Supplier I is a multinational chemical company headquartered in Germany, focusing on chemicals, plastics, performance products, functional solutions, agricultural solutions, and oil and gas. Supplier I is a public company listed on the Frankfurt Stock Exchange, the London Stock Exchange and the Zurich Stock Exchange, with more than 110,000 employees in aggregate.

All of our top five suppliers in each period during the Track Record Period were Independent Third Parties. As of the Latest Practicable Date, none of our Directors, their close associates or any Shareholders which, to the best knowledge of our Directors, owned more than 5% of our issued share capital as of the Latest Practicable Date, had any interest in any of our top five suppliers in each period during the Track Record Period.

**OVERLAPPING CUSTOMERS AND SUPPLIERS**

During the Track Record Period, certain of our major customers/suppliers were also our suppliers/customers. Specifically, in 2024, Customer A provided consulting services to us. Purchase from Customer A accounted for approximately 0.001% of our total purchases in 2024.

In addition, in 2022, Supplier G, Supplier E and Supplier H purchased certain components from us, such as gears. In 2023, Supplier G, Supplier B and Supplier D purchased certain components from us, such as gears and insulation tubes. In 2024, Supplier B purchased insulation tubes from us. In the nine months ended September 30, 2025, Supplier B and Supplier E purchased certain components from us, such as end covers. In 2022, 2023, 2024 and the nine months ended September 30, 2025, revenues from the above-mentioned suppliers accounted for approximately 0.1%, 0.001%, 0.001% and 0.04% of our total revenue for the same period in aggregate, respectively.

Negotiations of the terms of our sales to and purchases from such overlapping customers/suppliers were conducted on an individual basis, and the sales and purchases were neither inter-connected nor inter-conditional with each other. All of our sales to and purchases from such overlapping customers/suppliers were conducted in the ordinary course of business under normal commercial terms and in arm's length transactions. Our Directors confirmed that, save as disclosed herein, none of our major customers was also a supplier, and vice versa, during the Track Record Period.

**BUSINESS ACTIVITIES IN RELATION TO CERTAIN REGIONS AND ENTITIES**

During the Track Record Period, we have sold our products to certain China-based customers that have been designated by the BIS to the Entity List, with revenue amounting to RMB11.5 million, RMB2.6 million, RMB0.6 million and RMB0.4 million for 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. All transactions were denominated in Renminbi and did not involve any items or technologies that are subject to the EAR. As advised by our International Sanctions Legal Advisor who have performed procedures they deem necessary, such transactions with these Entity List customers do not represent a violation of the U.S. export control rules applicable to these Entity List customers. During the Track Record Period, we have also sold our products to a customer domestically in China (i.e., the sale did not involve exports or transactions outside the Chinese border). The said customer was subsequently designated by OFAC as an SDN and by BIS to the Entity List (i.e., these transactions took place before the designation of such customer). During the Track Record Period, revenue generated from the said customer amounted to nil, nil, RMB0.2 million and nil for 2022, 2023, 2024 and the nine months ended September 30, 2025, respectively. All transactions with the said customer were denominated in Renminbi. We confirm that none of the materials, equipment, technologies or software we used to produce the said products are of U.S.-origin or otherwise subject to the EAR. After the said customer's inclusion in the Entity List and designation as an SDN, we ceased all transactions with the said customer. As advised by our International Sanctions Legal Advisor who have performed procedures they deem necessary, these transactions do not represent a violation of the applicable International Sanctions and U.S. export controls applicable to the said customer, because the last transaction between us and the said customer occurred prior to both its designation to the Entity List and as an SDN, and we did not engage in any exports or transactions of any item or technology subject to the EAR to the said customer.

Based on the foregoing, including the fact that we have not been involved in any violations of International Sanctions and U.S. export control rules by virtue of the sales transactions mentioned above, and as advised by our International Sanctions Legal Advisor, our Directors are of the view that the International Sanctions and U.S. export control rules do not have a material adverse impact on our business operations and financial performance. We have taken internal control measures to prevent future violations of International Sanctions and U.S. export control rules. With respect to customers, we conduct background search and risk assessment of new customers, which collects information regarding the

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## BUSINESS

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countries and sectors of such customers, and whether they are named in any international or domestic sanction lists. Our general manager, finance department and/or marketing department shall review such information and make relevant risk evaluations for customer engagement and retention. With respect to suppliers, our procurement control procedures require that we perform background search and risk assessment of new suppliers and that our suppliers shall execute undertaking with us for their compliance with applicable sanction laws.

We derived the substantial majority of our revenue from customers located in China. In 2022, 2023, 2024 and the nine months ended September 30, 2025, our revenue from customers located in China was RMB1,006.1 million, RMB1,048.8 million, RMB1,312.2 million and RMB1,110.0 million, respectively, representing 87.3%, 87.0%, 86.1% and 88.4% of our total revenue for the same periods, respectively. Currently, we do not consider customers located in the U.S. as our primary business focus and we do not expect such customers will become our major business focus in the near future. In 2022, 2023, 2024 and the nine months ended September 30, 2025, revenue from customers located in the U.S. was RMB29.0 million, RMB44.5 million, RMB74.0 million and RMB12.1 million, respectively, representing 2.5%, 3.7%, 4.9% and 1.0% of our total revenue for the same periods, respectively. Despite the ongoing tariff impositions between the U.S. and China recently (for details, see “Risk Factors—Risks Relating to Our Business and Industry—Changes in international trade policies, geopolitics and trade protection measures, export control and economic or trade sanctions may materially and adversely affect our business, results of operations and financial condition”), we are able to sustain revenue growth and remain relatively intact from such negative impacts. To the best knowledge of our Directors, the major customers of our Company currently do not have any strong presence in the U.S. market. Specifically, our revenue continued to increase from RMB1,057.5 million in the nine months ended September 30, 2024 to RMB1,255.2 million in the nine months ended September 30, 2025. We also procured the substantial majority of our supplies from suppliers located in China. In 2022, 2023, 2024 and the nine months ended September 30, 2025, purchase from suppliers located in countries/regions outside of China in each year/period during the Track Record Period accounted for 0.7%, 1.0%, 0.6% and 0.5% of our total purchases for such year/period, respectively. During the Track Record Period, we also did not procure any raw materials from suppliers located in the U.S. While geopolitical factors had minimal impact on us in the past, we have selectively taken certain early measures to manage potential geopolitical risks, including (1) selectively expanding our global production capacity, such as in Thailand; (2) implementing risk management policies of our supply chain, including diversifying our supplier pool; and (3) seeking alliances with and acquisition of overseas companies to diversify our operations.

Based on the foregoing, including the fact that the historical sales transactions with customers located in the U.S. and procurement from the U.S. were limited, and our measures to manage future geopolitical risks, and assuming that there are no future developments of relevant laws, regulations and policies that are more adverse to us, our Directors are of the view that the trade restrictions and tariff policies have not imposed and will not in the future impose a material adverse effect on our procurement and export activities.

We will not use the proceeds from the Global Offering, as well as any other funds raised through the Stock Exchange, to finance or facilitate, directly or indirectly, activities or business with, or for the benefit of, any Comprehensively Sanctioned Countries or any other government, individual or entity sanctioned by the U.S., the EU, the UN, the UK, the United Kingdom overseas territories or Australia, including, without limitation, any government, individual or entity that is specifically identified on the SDN List maintained by OFAC or other restricted parties lists maintained by the U.S., the EU, the UN, the UK, the United Kingdom overseas territories and Australia that would cause us to violate International Sanctions. Further, we have undertaken not to use the proceeds from the Global Offering to pay any damages for terminating or transferring any contract that violates International Sanctions. In addition, we have undertaken not to enter into any future business that would cause us, the Stock Exchange, HKSCC, HKSCC Nominees or our Shareholders and investors to violate or become a target of international

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## BUSINESS

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sanctions laws by the U.S., the EU, the UN, the UK, the United Kingdom overseas territories or Australia. While we currently do not have a plan to engage any external counsels or consultants to review and advise on our procurement and export activities on an on-going basis, we may, in the future, engage such counsel when we deem necessary and beneficial to us. We will also disclose on the respective websites of the Stock Exchange and our Group if we believe that the transactions our Group entered into in Countries subject to International Sanctions or with Sanctioned Targets would put our Group or our Shareholders and investors to risks of being sanctioned, and in our annual reports or interim reports (1) details of any new activities in Countries subject to International Sanctions or with Sanctioned Targets; (2) our efforts on monitoring our business exposure to sanctions risks; and (3) the status of, and the anticipated plans for any new activities in Countries subject to International Sanctions or with Sanctioned Targets. If we were in breach of such undertakings to the Stock Exchange, we would be subject to the risk of possible delisting of our Shares on the Stock Exchange.

After undertaking relevant due diligence and taking into accounts (i) as advised by our International Sanctions Legal Advisor on the fact that we have not been involved in any violations of International Sanctions and U.S. export control rules by virtue of the sales transactions mentioned above; and (ii) our measures to manage future geopolitical risks, nothing has come to the Joint Sponsors' attention that would reasonably cause the Joint Sponsors to cast doubt on the views of the Directors mentioned above.

### LOGISTICS ARRANGEMENT

We have established a flexible and reliable logistics arrangement to ensure timely delivery of our products. For deliveries within a two-hour radius, we utilize our own insured vehicle fleet. For longer-distance deliveries, we engage qualified third-party logistics service providers based on the agreements with customers. We set strict standards for the transportation of our products that these third-party logistics service providers are required to follow, and we evaluate the third-party logistics service providers periodically on their compliance and performance to ensure smooth delivery of products to customers. These third-party logistics services are typically covered by insurance, and additional insurance for the transported products may be arranged depending on specific circumstances. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any significant delay or inappropriate handling of goods that materially and adversely affected our business operations.

### INVENTORY MANAGEMENT

Our inventories mainly include raw materials, work-in-progress, finished goods and goods in transit. As we primarily adopt a made-to-order production model and, accordingly, a procurement model, we generally are able to minimize our inventory buildup and improve capital turnover. In 2022, 2023, 2024 and the nine months ended September 30, 2025, our inventory turnover days in was 73 days, 72 days, 61 days and 63 days, respectively. See “Financial Information—Discussion of Major Balance Sheet Items—Inventories” for details.

### COMPETITION

China's micro transmission and drive industry is highly competitive. We face competition from other comprehensive market players of different sizes and business modes. Moreover, the industry competition may continue to intensify along with the evolving technologies and customer needs, as well as the changing market landscape in terms of the types and number of competitors and degree of market adoption. The principal factors driving the competition in our industry include the functionalities and performance of our products, technological and R&D capabilities, accumulated industry expertise and know-how, pricing and ability to maintain and grow relationships with customers. We believe that we are well-positioned to compete effectively based on the foregoing factors.

## BUSINESS

However, some of our competitors may have a longer operating history, greater financial, technological and other resources, or higher brand recognition than us. For details, see “Risk Factors—Risks Relating to Our Business and Industry—We may fail to maintain or improve our market position or respond successfully to changes in the competitive landscape.” For information on competition in the relevant markets where we operate, see “Industry Overview.”

### SEASONALITY

Certain aspects of our business are subject to seasonal effects. We generally recognize a higher portion of our revenue in the fourth quarter of our fiscal year than other quarters, primarily because certain of our customers tend to schedule their procurement in advance of the major holidays in China, to avoid potential supply chain issues. In contrast, the first quarter is usually our low season, due to the holidays in China. For instance, revenue from the three months ended March 31, 2024 accounted for 20.5% of our revenue for the year ended December 31, 2024. The degree of seasonality could still vary from time to time due to conditions in the industry, the demand of our customers, and other factors over which we have limited control. To the extent there are any significant seasonal fluctuations different from our prior experience, we must arrange for relevant supplies and manufacturing capacity in an effective manner, to ensure we can dynamically meet the market demand.

### LICENSES, PERMITS AND APPROVALS

Our PRC Legal Advisors have advised that during the Track Record Period and up to the Latest Practicable Date, we had obtained all licenses, permits and approvals necessary to conduct our operations in all material respects from the relevant government authorities in China, and such licenses, permits and approvals remained in full effect.

The following table sets out a list of material licenses, permits and approvals currently held by us.

License/Permit/Approval	Holder	Grant date	Expiry date
Customs Registration Certificate of the PRC for Declaration Unit (中華人民共和國海關報關單位註冊登記證書) . . . . .	Our Company	November 14, 2018	long term
Customs Import/Export Goods Consignor/Consignee Filing Acknowledgement (海關進出口貨物收發貨人備案回執) . . .	Our Company	March 27, 2008	long term
Radiation Safety Permit (輻射安全許可證) . . . . .	Our Company	December 29, 2025	December 28, 2030
Fixed Pollution Source Emission Registration Receipt (固定污染源排污登記回執) . .	Songgang Branch of Our Company	July 28, 2023	July 27, 2028
Customs Import/Export Goods Consignor/Consignee Filing Acknowledgement (海關進出口貨物收發貨人備案回執) . . .	Dongguan Zhaowei	May 16, 2022	July 31, 2068
Fixed Pollution Source Emission Registration Receipt (固定污染源排污登記回執) . .	Dongguan Zhaowei	August 2, 2025	August 1, 2030
Fixed Pollution Source Emission Registration Receipt (固定污染源排污登記回執) . .	Suzhou Drive Co., Ltd	March 19, 2025	March 18, 2030

## BUSINESS

License/Permit/Approval	Holder	Grant date	Expiry date
Customs Import/Export Goods Consignor/Consignee Filing Acknowledgement (海關進出口貨物收發貨人備案回執) . . .	Suzhou Drive Co., Ltd	March 28, 2025	long term
Customs Import/Export Goods Consignor/Consignee Filing Acknowledgement (海關進出口貨物收發貨人備案回執) . . .	Suzhou Zhaowei Industrial Technology Co., Ltd.	May 28, 2025	long term

During the Track Record Period and up to the Latest Practicable Date, our business operations had not involved any cross-border data transmission. Our PRC Legal Advisors have advised that during the Track Record Period and up to the Latest Practicable Date, we had complied with applicable laws and regulations on data privacy and security in the PRC in all material respects. According to the Article 7 of Cybersecurity Review Measures (2021), online platform operators possessing personal information of more than one million users must report to the cybersecurity review office for a cybersecurity review before going public abroad. Our PRC Legal Advisors made a telephone consultation with the China Cybersecurity Review, Certification and Market Regulation Big Data Center (the “CCRC”) which is the competent authority entrusted by the CAC to set up cybersecurity review consultation hotline, on June 3, 2025. The CCRC confirmed that the term “listing in a foreign country” under the Cybersecurity Review Measures (2021) does not apply to listings in Hong Kong, and thus the obligation to proactively apply for cybersecurity review by an entity seeking listing in a foreign country shall not be applicable to the proposed Listing.

### INTELLECTUAL PROPERTY

Intellectual property rights are fundamental to our business, and we devote significant time and resources to their development and protection. We rely on a combination of contractual restrictions, confidentiality procedures, and intellectual property registration to establish and protect our proprietary technologies. We have set up an intellectual property department to curate and implement our intellectual property strategies, coordinate related internal trainings and monitor and protect against risks relating to our intellectual properties. We also set up intellectual property review committee to evaluate our intellectual property status regularly.

As of September 30, 2025, we had registered 123 trademarks, 405 patents, including 89 patents for invention, 63 software copyrights and nine domain names in China, together with 167 pending patent applications. For details, see “Statutory and General Information—B. Further Information about Our Business—2. Our Material Intellectual Property Rights” in Appendix IV to this prospectus.

During the Track Record Period and up to the Latest Practicable Date, we had not identified breaches of our intellectual property rights which, viewed alone or in the aggregate, had a material impact on our business, results of operations or financial condition, nor had we had any material dispute or legal proceeding concerning intellectual property rights with third parties.

### EMPLOYEES

Our success depends on our ability to attract, retain and motivate qualified personnel with background and experience in the relevant industries. As of September 30, 2025, we had 2,366 full-time employees. The following table sets forth a breakdown of our full-time employees by function as of September 30, 2025.



## BUSINESS

Function	As of September 30, 2025	
	Number of employees	% of total
Management and general administration . . . . .	253	10.7%
R&D . . . . .	518	21.9%
Technology . . . . .	153	6.5%
Manufacturing . . . . .	1,152	48.7%
Quality control . . . . .	148	6.3%
Sales and marketing . . . . .	142	6.0%
<b>Total</b> . . . . .	<b>2,366</b>	<b>100.0%</b>

We recruit our employees through different channels, including online recruitment, job fairs, referrals and recruitment agencies. As part of our human resource strategy, we offer employees competitive salaries, performance-based bonuses and other incentives. We also strive to enhance our talent base and human resource management through organizing systematic training programs and improving our employee performance evaluation system.

As required under PRC labor laws, we enter into individual employment contracts with our employees covering matters such as wages, bonuses, employee benefits, workplace safety and grounds for termination. In addition, we generally enter into standard confidentiality with our key employees. In compliance with PRC regulations, we participate in and make contributions to social insurance, including pension, medical, maternity, work-related injury and unemployment, and housing provident fund.

We believe that we maintain a good working relationship with our employees, and we had not experienced any material labor dispute or any difficulty in recruiting staff for our operations during the Track Record Period and up to the Latest Practicable Date.

### PROPERTIES

As of the Latest Practicable Date, we operated our businesses through 22 owned properties and nine leased properties in Shenzhen, Dongguan and Suzhou. Our owned properties have a total gross floor area of approximately 244,395 square meters. Our leased properties have a total gross floor area of approximately 13,741 square meters. All of our leased properties have been used for non-property activities as defined under Rule 5.01(2) of the Listing Rules and are primarily used as office premises and R&D facilities for our business operations. Our lease agreements in respect of the abovementioned nine properties generally had expiration dates ranging from March 15, 2026 to July 24, 2028. We plan to renew our leases or negotiate new terms when the existing leases expire. All lessors are independent third parties. We did not experience material difficulties in negotiating renewal of our leases with our lessors during the Track Record Period and up to the Latest Practicable Date. We believe that there is sufficient supply of such properties in China. As advised by our PRC Legal Advisors, during the Track Record Period, we had complied with the PRC property laws and regulations in all material respects. For potential risks relating to our usage of certain properties, see “Risk Factors—Risks Relating to Our Business and Industry—Failure to protect our leasehold interests could adversely affect our business operations.”

### INSURANCE

We consider our insurance coverage to be adequate as we have in place all the mandatory insurance policies required by PRC laws and regulations and in accordance with the commercial practice in our industry. Our employee-related insurance includes the social insurance and housing provident fund as required by PRC laws and regulations.

## BUSINESS

However, in line with general market practice, we do not maintain any business interruption insurance or keyman life insurance, which are not mandatory under PRC laws. During the Track Record Period and up to the Latest Practicable Date, we had not made or been the subject of any material insurance claims. Any uninsured occurrence of business disruption, litigation or natural disaster could have a material adverse effect on our results of operations. For details, see “Risk Factors—Risks Relating to Our Business and Industry—The insurance coverage we have may not adequately protect us against all operating risks.”

### AWARDS AND RECOGNITION

We have established strong brand and reputation with our technological capabilities and trustworthy products and services. The following table sets forth certain significant awards and recognition we have received.

Awarding Year	Award/Recognition	Issuing Organization
2025 . . . . .	8th Guangdong Provincial Government Quality Award (第八屆廣東省政府質量獎)	People’s Government of Guangdong Province
2025 . . . . .	2024 Robotics Core Technology Innovation Award (2024年度機器人核心技術創新獎)	Shenzhen Robotics Association
2024 and 2020 . . . . .	National Manufacturing Champion Enterprise (國家製造業單項冠軍企業)	Ministry of Industry and Information Technology
2024 . . . . .	10th Red Sail Award—Leading Enterprise in New Quality Productivity for Industrial Equipment of the Year (第十屆紅帆獎年度新質生產力工業裝備領軍企業)	Shenzhen Electronic Equipment Industry Association & Shenzhen Intelligent Equipment Industry Association
2024 . . . . .	National Center for Enterprise Technology (國家企業技術中心)	National Development and Reform Commission
2023 . . . . .	National Green Factory (國家級綠色工廠)	Ministry of Industry and Information Technology
2022 . . . . .	2022 National Intellectual Property Advantageous Enterprise (2022年度國家知識產權優勢企業)	China National Intellectual Property Administration
2022 . . . . .	Key Robotics Enterprise of Guangdong Province (廣東省機器人骨幹企業)	Department of Industry and Information Technology of Guangdong Province
2022 . . . . .	First Prize of Guangdong Provincial Science and Technology Progress Award (廣東省科技進步一等獎)	People’s Government of Guangdong Province
2022 . . . . .	“Huazhong CNC Cup” National Machinery Industry Product Quality Innovation Competition (Gold Award) (「華中數控」杯全國機械工業產品質量創新大賽(金獎))	China Machinery Industry Federation
2022 . . . . .	Shenzhen Engineering Research Center for Micro Drive Systems of Intelligent Robots (深圳市智能機器人微型驅動系統工程研究中心)	Development and Reform Commission of Shenzhen Municipality

**LEGAL PROCEEDINGS AND COMPLIANCE****Legal Proceedings**

We are subject to legal proceedings, investigations and claims arising in the ordinary course of our business from time to time. As of the Latest Practicable Date, we were not involved in any litigation, arbitration or administrative proceeding pending or, to our knowledge, threatened against us or any of our Directors that could have a material and adverse effect on our business, results of operations and financial condition.

**Compliance**

We are subject to a number of regulatory requirements and guidelines issued by the regulatory authorities in China. During the Track Record Period and up to the Latest Practicable Date, we did not commit any material non-compliance of the laws and regulations, or experience any systemic non-compliance incident which, taken as a whole, in the opinion of our Directors, is likely to have a material adverse effect on our business, results of operations and financial condition. As advised by our PRC Legal Advisors, during the Track Record Period and up to the Latest Practicable Date, we had complied with the relevant PRC laws and regulations in all material respects.

***Lease registration***

Under the applicable PRC laws and regulations, the parties to a lease are required to register and file such lease with the relevant government authorities. The registration of such leases will require cooperation of our lessors. As of the Latest Practicable Date, nine of our leased properties had not been registered or filed, primarily due to the difficulty of procuring our lessors' cooperation to register such leases. While the lack of registration will not affect the validity of the leases under PRC laws and regulations, we may be ordered by the relevant government authorities to register the relevant leases within a prescribed period, failing which we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each non-registered lease. The maximum potential penalties associated with the nine unregistered leases mentioned above were RMB90,000. Our leased properties subject to non-registration was primarily used as office premises and R&D facilities. As advised by our industry consultant, there were abundant alternative premises that suit such operating needs of the Company. Based on the view of the industry consultant, our Directors are of the view that there is no material issue with the availability of alternative premises in the market. The expected relocation costs, if incurred in rare cases, will be limited due to such availability of alternative premises for our general operations, and will be covered by our working capital. As a result, our Directors are of the view that the relocation will not have a material disruption to our operations.

***Social insurance and housing provident funds contribution***

Pursuant to the relevant PRC laws and regulations, employers are obligated to contribute to the social insurance and housing provident funds for their employees. During the Track Record Period, we did not make adequate social insurances and housing provident fund contributions for certain employees. In 2022, 2023, 2024 and the nine months ended September 30, 2025, the aggregate shortfall amount of social insurances and housing provident fund contributions to our employees was RMB26.9 million, RMB34.7 million, RMB30.1 million and RMB24.8 million, respectively. As advised by our PRC Legal Advisors, if any of the relevant social insurance authorities is of the view that the social insurance contributions we made for our employees do not comply with the requirements under the relevant PRC laws and regulations, it may order us to pay the outstanding balance within a prescribed time period plus a late fee of 0.05% of the total outstanding balance per day. The maximum potential late fees for which we may be liable in connection with the inadequate contributions to the social insurances would be approximately RMB3.1 million, RMB7.7 million, RMB5.1 million and RMB1.2 million for the same periods, respectively. If we fail to do so within the prescribed period as requested by the relevant social insurance authorities, we may

be subject to a fine ranging between one to three times of the total outstanding balance. In addition, if any of the relevant housing provident fund authorities is of the view that our contributions to the housing provident funds do not satisfy the requirements under the relevant PRC laws and regulations, it may order us to pay the outstanding balance within a prescribed period. If we fail to do so within the prescribed period, the relevant housing provident fund authority may apply to a PRC court for an order of mandatory payment.

During the Track Record Period, no material administrative action, fine or penalty had been imposed by relevant regulatory authorities with respect to our social insurance or housing provident fund contributions. In addition, we did not receive any notice from judicial or administrative authorities on any material claim from our current and former employees regarding any inadequate contributions. As advised by our PRC Legal Advisors, in the absence of any material employee claims and significant changes in the current policies, regulations, regulatory practices and implementation requirements regarding social insurance and housing fund contributions, the likelihood that we would be subject to material administrative penalties due to failure to make full contributions is remote, based on the fact that (1) we have obtained confirmations from the relevant government authorities, which as advised by our PRC Legal Advisors are the competent authorities as to such matter, confirming that no administrative penalty was imposed on us in relation to our social insurance and housing provident fund contributions during the Track Record Period; (2) during the Track Record Period, we had not received any administrative penalty in relation to social insurance and housing provident fund contributions nor any notifications from the relevant competent government authorities requiring us to pay the shortfalls; (3) we were not aware of any material employee complaints or claims with respect to inadequate social insurance and/or housing provident fund contributions; and (4) we undertake that, in the event that competent government authorities require us to make contributions within a stipulated time period or make supplementary contributions and late fees, we will duly comply in a timely manner. As a result, we did not make any provisions in connection with the foregoing incident during the Track Record Period and up to the Latest Practicable Date. However, we cannot assure you that the relevant government authorities will not require us to pay the shortfall and late fees or impose fines on us, in which case our business, results of operations and financial condition could be adversely affected.

We plan to achieve full compliance with the applicable PRC laws and regulations on social insurance and housing provident funds by implementing required rectification measures in time. We commit to promptly fulfilling our obligations as required as soon as practicable in the event that we receive the notification from the relevant government authorities, if any, to require us to rectify, make timely payments, or pay the outstanding amounts due to any deficiencies in our social insurance and housing provident funds in full cooperation with relevant competent government authorities, so that we will not receive administrative penalties due to such deficiencies.

## ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

We believe that strong management on environmental, social and corporate governance (“ESG”) is essential to the sustainability of our business. We have made numerous ESG endeavors to create value not only for our customers and us but also for our employees, our communities and the society. We recognize the importance of robust ESG policies and practices in fulfilling our corporate mission and goals, which in turn drives enduring value for our stakeholders.

We strictly comply with laws and regulations, including the Environmental Protection Law of the People’s Republic of China (中華人民共和國環境保護法), as well as other applicable requirements. See “Regulatory Overview—Laws and Regulations on Production Safety, Environment Protection and Fire Safety.” We are committed to advocating the principles of green, low-carbon and circular development, consistently employing environmentally friendly operational methodologies, and striving to minimize the environmental impact of our daily activities. To this end, we have implemented a standardized environmental management system. As of the Latest Practicable Date, we had operated our production facilities in use in compliance with the ISO 14001 environmental management system certification requirements.

We have taken measures to facilitate the environmental-friendliness of our workplace by encouraging, among other things, an energy-saving culture within our Company. We have implemented internal policies to reduce our carbon footprint through a number of measures, such as (1) switching off lights and powers for electronic devices when not used, (2) examining water supply devices regularly and turning off water taps if not in use to save water, (3) using double-sided printing of documents to the extent possible and developing a paperless office, (4) replacing retired fuel-powered vehicles with NEVs, and (5) using energy-efficient air compressors in place of older conventional models to help reduce emissions.

### **ESG Policy**

Our ESG policy is built on three pillars: efficient transmission, sustainable materials, and talent-driven development. We prioritize energy efficiency in our core products, promote the use of renewable and recyclable materials through responsible sourcing, and foster a safe, inclusive, and growth-oriented environment for our employees. Under our ESG Policy, we aim to build a sustainable community with our employees, communities and other stakeholders by supporting initiatives that aim to create effective and lasting benefits. Our employees are crucial to our success, and we aim to foster a corporate culture that not only empowers innovation and achievements, but also contributes to the individual development and wellness of our employees. We invest heavily in employee training programs, including new employee onboard training, internal procedure and management training, and product and technology related training, covering the important aspects of their work. We also value the health, safety and wellness of our employees, and continue to arrange various activities to help them enjoy a better quality of life and contribute to our success. We strictly abide by applicable laws, regulations and internationally recognized practices in conducting our operations and have implemented work safety guidelines setting out safety practices, accident prevention and accident reporting procedures to protect our employees.

### **ESG Targets**

We are dedicated to advancing the micro-drive industry and contributing to the creation of a smarter, more fulfilling lifestyle. By focusing on theoretical and technological research in the micro-drive field, we continuously innovate and break new ground. This commitment supports the development of the micro-drive ecosystem and the broader Internet of Things, enabling high-quality intelligent applications across diverse scenarios. Ultimately, we aim to enhance convenience, comfort, and quality of life for people through its technological contributions. Our core values are centered around four key principles: creating value, embracing innovation, striving for continuous effort, and pursuing excellence.

We have developed a five-year ESG roadmap to progressively embed ESG principles into governance, operations, and strategic decision-making.

- By 2025, the focus is on establishing an internal ESG governance framework and aligning ESG responsibilities and KPIs across departments.
- From 2026 to 2027, ESG practices will be deepened at the operational level, with reference to global best practices and extended KPI mechanisms across subsidiaries.

By 2030, ESG will be fully integrated into our strategic planning, with sustainability considerations embedded in decision-making and performance evaluations.

## BUSINESS

### ESG KPIs

The following table sets forth our key environmental metrics during the Track Record Period.

				For the nine months ended September 30,		
		For the year ended December 31,				
Environmental Performance Data <sup>(13)</sup>	Unit	2022	2023	2024	2025	
<b><u>Air Emissions</u></b>						
Ammonia . . . . .	kg	–	12.90	3.30	2.59	
Nitrogen Oxides . . . . .	kg	–	453.00	519.00	205.2	
Non-Methane Hydrocarbon . . . . .	kg	351.00	1,949.16	933.00	1,645.92	
Particulates . . . . .	kg	434.00	1,482.00	1,860.00	1,723.68	
Sulphur Dioxide . . . . .	kg	–	182.70	177.00	164.16	
Volatile Organic Compounds . . . . .	kg	–	66.00	66.00	233.28	
<b><u>Energy Consumption</u></b>						
<i>Total energy consumption . . . . .</i>	<i>MWh</i>	<i>23,937.17</i>	<i>30,460.66</i>	<i>36,971.63<sup>(1)</sup></i>	<i>31,720.96</i>	
<b>Direct energy consumption . . . . .</b>	<b>MWh</b>					
• <i>Energy of Mobile Fuels (Gasoline)<sup>(2)</sup> . . . . .</i>	MWh	837.66	839.82	117.77	224.73	
• <i>Energy of Mobile Fuels (Diesel)<sup>(3)</sup> . . . . .</i>	MWh	2,458.30	3,005.15	3,301.33	1,939.97	
• <i>Energy of Stationary Fuels (Natural Gas) . . . . .</i>	MWh	121.50	221.75	261.50	867.79	
<b>Indirect energy consumption . . . . .</b>	<b>MWh</b>					
• <i>Purchased electricity . . . . .</i>	MWh	20,519.71	26,393.94	33,291.03	28,688.47	
<b><u>Intensity</u></b>						
• <i>By size of workforce . . . . .</i>	MWh per employee	12.29	13.99	16.20	13.41	
<b><u>Greenhouse Gas (“GHG”) Emissions</u></b>						
<i>Total GHG emissions . . . . .</i>	<i>tCO<sub>2</sub>e (“tonne of carbon dioxide equivalent”)</i>	<i>39,397.92</i>	<i>86,167.22</i>	<i>106,170.85</i>	<i>73,212.37</i>	
• <i>Scope 1 . . . . .</i>	tCO <sub>2</sub> e	20,158.34	36,300.39 <sup>(4)</sup>	42,895.41	39,433.58	
• <i>Scope 2 . . . . .</i>	tCO <sub>2</sub> e	19,129.08	49,630.48	62,813.74 <sup>(5)</sup>	33,425.02	
• <i>Scope 3 . . . . .</i>	tCO <sub>2</sub> e	110.50 <sup>(7)</sup>	236.35	461.70 <sup>(6)</sup>	353.77	
<b><u>Intensity</u></b>						
• <i>By size of workforce . . . . .</i>	tCO <sub>2</sub> e per employee	20.24	39.58	46.53	30.94	
<b><u>Water Consumption</u></b>						
<i>Freshwater . . . . .</i>	<i>m<sup>3</sup> (“Cubic metre”)</i>	<i>113,565.00</i>	<i>121,471.00</i>	<i>154,422.00</i>	<i>125,651.00</i>	
<b><u>Intensity</u></b>						
• <i>By size of workforce . . . . .</i>	m <sup>3</sup> per employee	58.33	55.80	67.67 <sup>(7)</sup>	53.11	
<b><u>Wastewater Discharge</u></b>						
<i>Total wastewater discharge . . . . .</i>	<i>m<sup>3</sup></i>	<i>113,565.00</i>	<i>121,471.00</i>	<i>154,422.00</i>	<i>125,651.00</i>	
<b><u>Intensity</u></b>						
• <i>By size of workforce . . . . .</i>	m <sup>3</sup> per employee	58.33	55.80	67.67 <sup>(8)</sup>	53.11	
<b><u>Refrigerant</u></b>						
<i>Total refrigerant consumption . . . . .</i>	<i>kg</i>	<i>76.00</i>	<i>78.00</i>	<i>113.50<sup>(9)</sup></i>	<i>64.00</i>	
<b><u>Intensity</u></b>						
• <i>By size of workforce . . . . .</i>	kg per employee	0.04	0.04	0.05	0.03	



## BUSINESS

For the year ended December 31,					For the nine months ended September 30, 2025
Environmental Performance Data <sup>(13)</sup>	Unit	2022	2023	2024	
<b>Hazardous Waste<sup>(10)</sup></b>					
<i>Total hazardous waste . . . . .</i>	<i>tonne</i>	<i>12.59</i>	<i>14.30</i>	<i>16.74</i>	<i>16.37</i>
<b>Intensity</b>					
• <i>By size of workforce . . . . .</i>	tonne per employee	0.006	0.007	0.007	0.002
<b>Non-hazardous Waste<sup>(11)</sup></b>					
<i>Total non-hazardous waste . . . . .</i>	<i>tonne</i>	<i>237.04</i>	<i>448.18</i>	<i>496.62</i>	<i>349.72</i>
<b>Intensity</b>					
• <i>By size of workforce . . . . .</i>	tonne per employee	0.12	0.21	0.22	0.15
<b>Paper Consumption</b>					
<i>Office paper . . . . .</i>	<i>kg</i>	<i>7.88</i>	<i>9.07</i>	<i>8.90</i>	<i>2.39</i>
<b>Intensity</b>					
• <i>By size of workforce . . . . .</i>	kg per employee	0.004	0.004	0.004	0.001
<b>Packaging Materials</b>					
• <i>Total packaging materials . . . . .</i>	<i>tonne</i>	<i>1,264.18</i>	<i>1,162.32</i>	<i>2,351.44<sup>(12)</sup></i>	<i>1,159.55</i>
• Wrapping paper . . . . .	tonne	369.41	324.76	562.80	179.67
• Carton box . . . . .	tonne	748.55	709.41	1,363.93	691.11
• Linerboard . . . . .	tonne	97.21	85.46	148.10	47.28
• Stretch film . . . . .	tonne	–	14.08	44.05	41.22
• Plastic container box . . . . .	tonne	49.01	28.60	232.56	200.28
<b>Intensity</b>					
• <i>By size of workforce . . . . .</i>	tonne per employee	0.65	0.53	1.03	0.67
<b>Stationary Fuels</b>					
<i>Total amount of stationary fuels . . . . .</i>	<i>m<sup>3</sup></i>	<i>13,017.00</i>	<i>23,759.27</i>	<i>28,017.80<sup>(14)</sup></i>	<i>25,827.01</i>
<b>Intensity</b>					
• <i>By size of workforce . . . . .</i>	m <sup>3</sup> per employee	6.69	10.91	12.28	10.92
<b>Investment in Environmental Compliance<sup>(15)</sup></b>					
<i>Total amount . . . . .</i>		<i>RMB2.2 million</i>	<i>RMB0.7 million</i>	<i>RMB0.3 million</i>	<i>RMB0.4 million</i>

- (1) The increase in energy consumption is due to our growing business scale from 2022 to 2024, as well as the commencement of our Dongguan Production Base in 2022, leading to the increase in energy intensity.
- (2) The increase in mobile fuel energy consumption (gasoline) from 2022 to 2024 was due to our growing business scale, as well as the commencement of our Dongguan Production Base in 2022.
- (3) The increase in the energy consumption of mobile fuel (diesel) from 2022 to 2024 was due to our growing business scale, as well as the commencement of our Dongguan Production Base in 2022.
- (4) The increase in scope 1 emission from 2022 to 2023 is due to a major increase use of stationary fuel by Dongguan Zhaowei.
- (5) The increase in scope 2 emission is due to the increase in electricity as explained in footnote 1.
- (6) The increase in scope 3 from 2023 to 2024 is due to our increased needs of business travel.
- (7) The increase in water consumption from 2023 to 2024 is due to our growing business scale.
- (8) The increase in wastewater discharge from 2023 to 2024 is due to our growing business scale.
- (9) The increase in refrigerant consumption from 2023 to 2024 is due to our increased needs for refrigerant.

## BUSINESS

- (10) The hazardous wastes in we include waste oil tank, waste catalyst, oil-containing metal scraps, waste cleaning tank, ethanol waste liquid, scraps from spray tower, waste cleaning agent, waste oil, waste cleaning liquid, waste empty container, cutting fluid and sludge, etc. The increase in hazardous waste from 2022 to 2024 is due to the growing business projects, leading to a slight increase in its intensity.
- (11) The non-hazardous wastes in we include domestic waste, wastepaper, waste plastic and waste metals. The increase in non-hazardous waste from 2022 to 2023 is due to our growing business scale.
- (12) The increase in total packaging materials from 2023 to 2024 is due to our increased sales and production volume, leading to an increase in its intensity.
- (13) We have set environmental targets and a five-year plan, aiming to reduce the environmental impacts of our business in the next five years. See “—ESG Targets” for details.
- (14) The increase in stationary fuels is due to the increased production volume from 2022 to 2024, leading to an increase in its intensity.
- (15) Fee items include air pollutants, drinking water, noise monitoring, hazardous waste treatment, activated carbon replacement, three wastes testing (refers to testing of waste gas, wastewater, and solid waste), environmental radiation testing fees for CT testers, domestic sewage, and cooking fume testing fees etc.

The following table sets for our social data during the Track Record Period. The social data include employee data, employee training data, and health and safety data. During the Track Record Period, our employees in the table below are full-time employees.

		As of December 31,			As of September 30,
		2022	2023	2024	2025
<b>Employee data</b>					
<b>Total number of employees . . .</b>		<b>1,952</b>	<b>2,185</b>	<b>2,318</b>	<b>2,366</b>
By gender . . . . .	Male	1,162 (59.53%)	1,294 (59.22%)	1,422 (61.35%)	1,461 (61.75%)
	Female	790 (40.47%)	891 (40.78%)	896 (38.65%)	905 (38.25%)
By age group . . . . .	Below 30	687 (35.19%)	748 (34.23%)	799 (34.47%)	791 (33.43%)
	30-50	1,210 (61.99%)	1,380 (63.16%)	1,453 (62.68%)	1,494 (63.14%)
	Over 50	55 (2.81%)	57 (2.61%)	66 (2.85%)	81 (3.42%)
By geographical region . . . . .	China	1,951 (99.95%)	2,184 (99.95%)	2,317 (99.96%)	2,364 (99.92%)
	Germany	1 (0.05%)	1 (0.05%)	1 (0.04%)	2 (0.08%)
By employment type . . . . .	Senior management	47 (2.41%)	54 (2.47%)	53 (2.29%)	64 (2.70%)
	Middle management	50 (2.56%)	52 (2.38%)	63 (2.72%)	80 (3.38%)
	General staff	1,855 (95.03%)	2,079 (95.15%)	2,202 (94.99%)	2,222 (93.91%)

## BUSINESS

			Year ended December 31,		Nine months ended
			2022	2023	September 30, 2025
<b>Employee training data</b>					
Total training hours . . . . .			15,539	19,072	25,201
Average training hours per employee <sup>(1)(2)</sup>			7.96	8.73	10.87
(% of employees who received training) . . . . .			(100.00%)	(100.00%)	(100.00%)
By gender . . . . .	Male		8.11	9.32	11.35
			(100.00%)	(100.00%)	(100.00%)
	Female		7.74	7.87	10.11
			(100.00%)	(100.00%)	(100.00%)
By Employment Type . . . . .	Senior management		11.28	12.22	16.04
			(100.00%)	(100.00%)	(100.00%)
	Middle management		10.00	11.15	15.87
			(100.00%)	(100.00%)	(100.00%)
	General staff		7.72	8.42	10.45
			(100.00%)	(100.00%)	(100.00%)
<b>Employee health and safety data</b>					
Number of lost day due to work-related injuries . . . .			18	48	180
Rate of work-related fatalities . . . . .			0.00%	0.00%	0.00%
Number of work-related fatalities . . . . .			0	0	0
Work-related accidents . . . . .			3	3	5

(1) The percentage of employees who received training does not include employees who left the Group during the Track Record Period.

(2) The average training hours per employee is calculated by dividing training hours received by employees in the specified category by the total number of employees in the specified category during the Track Record Period.

The following table sets for our anti-corruption data the Track Record Period.

			Year ended December 31,		Nine months ended
			2022	2023	September 30, 2025
Number of concluded legal cases regarding corruption practices brought against the issuer or its employees during the Track Record Period . . . . .					
			—	—	—
Total anti-corruption training hour for employees (excluding directors) . .			960.00	1,210.00	1,350.00
Total anti-corruption training hour for employees for directors . . . . .			4.00	4.00	4.00

## BUSINESS

The following table sets for our product responsibility data the Track Record Period.

	Year ended December 31,			Nine months ended
	2022	2023	2024	September 30, 2025
<b>Product responsibility data</b>				
The number of products recalled due to safety and health reasons (pieces) . . . . .	—	—	—	—
Percentage of products recalled due to safety and health reasons (%) . .	—	—	—	—

The following table sets for our community investment data the Track Record Period.

<u>Community Investment</u>	<u>Focus areas of contribution</u>	<u>Total number of activities participated/organised</u>	<u>Total number of Service hour(s) of volunteer</u>	<u>Total amount of donation (RMB)</u>
2022 . . . . .	- Health and safety	4	—	370,000
	- Poverty alleviation			
2023 . . . . .	- Poverty alleviation	5	—	3,180,000
	- Arts and culture			
	- Rural revitalisation			
2024 . . . . .	- Poverty alleviation	6	—	326,585
	- Infrastructure development and rural revitalisation			
	- Environmental and sustainability initiatives			
Nine months ended September 30, 2025 . . . . .	—	2	—	14,779

### ESG Measures

To strengthen ESG governance and ensure effective implementation, we have established robust internal mechanisms, including a reporting system and a performance evaluation framework.

- *Reporting mechanism.* The ESG Committee convenes annually to review ESG achievements, assess progress toward ESG goals, and approve the annual ESG report. Meanwhile, the ESG Task Force meets twice a year to evaluate departmental ESG performance, review and update existing ESG policies, and recognize outstanding ESG initiatives, departments, and individuals. These regular meetings ensure transparency, accountability, and continuous improvement in ESG management.
- *Performance evaluation mechanism.* We have developed a dual-layered ESG performance assessment system, covering both annual and term-based evaluations. Annual assessments are aligned with the yearly ESG strategic plan, while term-based evaluations reflect long-term ESG objectives. The evaluation criteria include both quantitative indicators and qualitative milestones, which are assessed based on completion rates and weighted scoring.

### ESG Strategy and Topic Management

Our ESG strategy emphasizes the full integration of ESG considerations into daily operations and management practices. Each department is responsible for formulating implementation plans based on its functional responsibilities, refining execution mechanisms, embedding ESG into internal systems and workflows, and incorporating ESG responsibilities into job roles. A performance evaluation and monitoring system has been established to track progress, ensure accountability, and support continuous improvement through regular disclosure and feedback loops, forming a closed-loop ESG management system.

Our ESG topic framework is composed of two main parts: comprehensive ESG governance planning topics and specialized management topics. The governance planning topics cover six key areas: operations management, information disclosure, external communication, innovation and development planning, investment and asset management, and brand building and promotion. Each area is supported by designated departments responsible for driving ESG initiatives within their scope, ensuring that ESG is embedded across all levels of the organization.

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any material claim or penalty in relation to health, safety, social and environmental protection, or been involved in any significant workplace accident or fatality. As advised by our PRC Legal Advisor, during the Track Record Period and up to the Latest Practicable Date, we were in compliance with all health, safety, social and environmental protection laws in the PRC applicable to our business operations in all material aspects.

### INTERNAL CONTROL AND RISK MANAGEMENT

#### Internal Control

We have designated responsible personnel in our Company to monitor the ongoing compliance by our Company with the relevant PRC laws and regulations that govern our business operations and oversee the implementation of necessary measures. In addition, we plan to provide our Directors, senior management and relevant employees with continuing training programs and/or updates regarding the relevant PRC laws and regulations on a regular basis with a view to proactively identify any concern and issue relating to any potential non-compliance.

We have adopted internal rules and policies governing various aspects of our business operations and management, including information system, physical assets, procurement, sales and marketing, financial reporting and human resources. For example, we have designed and implemented a series of internal control policies and procedures relating to our information system, such as encryption and authorization procedures, and data security practice guidelines for our employees. In addition, we have established internal control policies covering various aspects of human resource management such as recruiting, training, work ethics and legal compliance. Furthermore, we have adopted a set of policies and procedures in connection with our financial reporting management, such as financial and accounting policies, budget management procedures and financial statement preparation procedures.

During the Track Record Period, our Directors did not identify any material internal control weakness or failure. We have also engaged an independent internal control consultant to evaluate our internal control system in connection with the Listing. The internal control consultant conducted review procedures on our internal control system in April 2025, covering entity-level controls and business process level controls. Our internal control consultant did not identify any material internal control weakness or failure in reviewing our internal control system. Our internal control consultant put forward recommendations in May 2025 based on such review. We have implemented rectification and improvement

measures, as the case may be, in response to their findings and recommendations. The internal control consultant performed follow-up procedures on our remedial measures in May 2025 and did not identify any material deficiency in our internal control system. Having considered the report prepared by our internal control consultant, the Directors confirmed that all of the major recommendations provided by the internal control consultant have been followed and corrective actions were taken accordingly to address our internal control deficiencies and weaknesses. Our Directors are of the view that our enhanced internal control measures are adequate and effective to ensure compliance with relevant laws and regulations going forward.

In addition, we have also appointed Guosen Securities (HK) Capital Company Limited as our external compliance advisor with effect from the date of the Listing to advise on ongoing compliance with the Listing Rules and other applicable securities laws and regulations in Hong Kong.

### **Risk Management**

We are exposed to various risks in the operations of our business and we believe that risk management is important to our success. Key operational risks faced by us include, among others, our ability to retain and grow our customer base and usage, our ability to respond to technological changes, competition in the relevant industries, and our ability to successfully expand to and develop market recognition in various industry sectors. See “Risk Factors” for disclosures on various risks we face. In addition, we also face numerous market risks, such as interest risk, foreign currency risk, credit risk and liquidity risk that arise in the ordinary course of our business. See “Financial Information—Quantitative and Qualitative Disclosures about Market Risks” for details.

We have implemented various policies and procedures to ensure effective risk management at each aspect of our operations, including administration of daily operations, data security, financial reporting procedures, and compliance with applicable laws and regulations. Our Board oversees and manages the overall risks associated with our operations. We have established an Audit Committee to review and supervise the financial reporting process and internal control system of our Group. See “Directors and Senior Management—Board Committees—Audit Committee” for the qualifications and experience of these committee members as well as a detailed description of the responsibility of our audit committee. We have adopted written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.



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## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

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### OVERVIEW

As of the Latest Practicable Date, our Company was controlled by (i) Mr. Li, our executive Director and chairman of the Board, together with Zhaowei Investment, an entity controlled by him, and (ii) Ms. Xie, our executive Director and the spouse of Mr. Li, through Qingmo Partnership where she acted as the general partner (together with Mr. Li and Zhaowei Investment, collectively as the “Controlling Shareholders”).

As of the Latest Practicable Date, our group of Controlling Shareholders collectively owned 62.40% voting rights of our Company, comprising (i) 18.14% of the voting rights held by Mr. Li, (ii) 35.36% of the voting rights held by Zhaowei Investment, and (iii) 8.91% of the voting rights held by Mr. Li and Ms. Xie through Qingmo Partnership.

Immediately following the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), our group of Controlling Shareholders will collectively own 56.16% of voting rights of our Company, comprising (i) 16.32% of the voting rights held by Mr. Li, (ii) 31.82% of the voting rights held by Zhaowei Investment, and (iii) 8.02% of the voting rights held by Mr. Li and Ms. Xie through Qingmo Partnership. Accordingly, our Controlling Shareholders will remain as our Controlling Shareholders upon completion of the Global Offering.

### COMPETITION

Our Controlling Shareholders confirm that as of the Latest Practicable Date, he/she/it or any of his/her/its close associates did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules.

### INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Our Directors consider that we are capable of carrying out our business independently from our Controlling Shareholders and their respective close associates after the Listing, taking into account the following factors:

#### Management Independence

Our business is primarily managed and conducted by our Board and senior management. Upon the Listing, our Board will consist of eight Directors, comprising four executive Directors, three independent non-executive Directors and one employee representative Director. For more information, see “Directors and Senior Management.”

Our Directors believe that our Board and senior management are able to manage our business and function independently from our group of Controlling Shareholders based on the following reasons:

- (i) except for Mr. Li and Ms. Xie, the other six Directors are independent of our Controlling Shareholders, comprising two executive Directors, three independent non-executive Directors, and one employee representative Director, all of whom possess sufficient knowledge, experience and competence in respect of management and corporate governance affairs. Accordingly, they are able to discharge their duties independently from our Controlling Shareholders. Each Director is aware of his fiduciary duties as a Director of our Company which requires, among other things, that he or she acts for the benefit and in the best interests of our Company and does not allow any conflict between his or her duties as a Director and his or her personal interest;

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## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

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- (ii) in the event that there is a potential conflict of interest arising out of any contract or arrangement or any other proposal in which any of the Controlling Shareholders or any of his/her/its close associates have a material interest, the interested Director(s) shall abstain from voting at the relevant Board meetings of our Company in respect of such proposal, and shall not be counted in the quorum;
- (iii) our Board will comprise eight Directors upon Listing, and three of them will be independent non-executive Directors, which represent over one-third of the members of the Board. Our independent non-executive Directors have extensive experience in different areas and have been appointed in accordance with the requirements of the Listing Rules to ensure that the decisions of the Board are made after due consideration of independent and impartial opinions. We believe our independent non-executive Directors will bring independent judgment to the decision-making process of our Board;
- (iv) we have established clear reporting systems among the management team of our Company and between our management team and the Board, and our management team reports to the executive Directors, who are responsible for reporting to the Board. The Board supervises and monitors the performance of our Company's management team generally through receiving reports from our executive Directors, attending meetings and other ad hoc meetings of our Board to consider, deliberate and approve material matters which exceed the delegated authorities of our management team, as well as through the regular updates provided to our Directors of our operational and financial information;
- (v) as an A-share listed company, we have formulated and adopted a comprehensive internal control and management system in compliance with the relevant requirements of the rules of the Shenzhen Stock Exchange. The Articles of Association has also included relevant provisions to manage conflict of interest, pursuant to which our Directors are prohibited from voting in any Board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates has a material interest, and shall not be counted in the quorum present at the particular Board meeting; and
- (vi) our Company has established internal control mechanisms to manage conflict of interests, including, among others, the policies and procedures to identify connected transactions and material interests of our Directors, senior management and Shareholders to ensure that our Shareholders, Directors or senior management with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions. See “—Corporate Governance Measures.”

Based on the above, our Directors are satisfied that our Board as a whole together with our senior management team are able to perform the managerial role in our Group independently.

### **Operational Independence**

Our Group is operationally independent of our Controlling Shareholders. We have established our own organizational structure, and each department is assigned to specific areas of responsibilities. Our Group holds or enjoys the benefits of material relevant licenses and intellectual properties necessary to carry on our business. We have our own facilities, equipment and employees to operate our business independent from our Controlling Shareholders. We also have independent access to our customers and suppliers.

Based on the above, our Directors are of the view that we are able to operate independently of our Controlling Shareholders and their respective close associates.

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## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

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### Financial Independence

We have a financial department which is independent of our Controlling Shareholders and such financial department is responsible for the Group's finance, accounting, reporting, credit and internal control. We can make financial decisions independently without interference from our Controlling Shareholders and their associates. We maintain bank accounts with banks independently and do not share any bank accounts with our Controlling Shareholders and their associates. We also have sufficient capital to operate our business independently, and have adequate internal resources and a strong credit profile to support our daily operations. We believe that we are capable of obtaining financing from third parties without relying on any guarantee or security provided by our Controlling Shareholders or their associates.

There was no loan, advance or guarantee provided by our Controlling Shareholders or their associates during the Track Record Period and as of the Latest Practicable Date. We have sufficient capital, facilities, equipment and employees to operate our business independently from our Controlling Shareholders.

Based on the above, our Directors are of the view that we are able to maintain financial independence from our Controlling Shareholders and their respective close associates.

### CORPORATE GOVERNANCE MEASURES

Our Company will comply with the provisions of the Corporate Governance Code in Appendix C1 to the Listing Rules, which sets out principles of good corporate governance. Our Directors recognize the importance of good corporate governance in protection of our Shareholders' interests. We will adopt the following corporate governance measures to manage potential conflicts of interest:

- (i) as part of our preparation for the Global Offering, we have adopted our Articles of Association in compliance with the Listing Rules. In particular, our Articles of Association provided that, unless otherwise stipulated;
  - (a) a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his/her associates have a material interest nor shall such Director be counted in the quorum present at the meeting; and
  - (b) when the Shareholders' general meeting deliberates on connected transactions, connected Shareholders who hold significant interests in the relevant connected transactions or arrangements shall not participate in voting, and the number of voting shares they represent shall not be counted in the effective voting; the announcement of the Shareholders' general meeting resolution shall fully disclose the voting status of the non-connected Shareholders;
- (ii) we are committed to ensure that our Board shall have a sufficiently balanced composition of executive Directors and independent non-executive Directors that can facilitate the exercise of independent judgment. We believe that the independent non-executive Directors have the necessary expertise to form and exercise independent judgment in the event of any conflict of interest between our Company and our Controlling Shareholders. Further, the independent non-executive Directors will be able to seek independent professional advice from external parties in appropriate circumstances at our Company's cost. See "Directors and Senior Management—Board of Directors—Independent Non-executive Directors";

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## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

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- (iii) in the event that the independent non-executive Directors are requested to review any conflicts of interests circumstances between our Group on the one hand and our Controlling Shareholders and/or our Directors on the other hand, our Controlling Shareholders and/or our Directors shall provide the independent non-executive Directors with all necessary information and our Company shall disclose the decisions of the independent non-executive Directors either through our annual report or by way of announcements;
- (iv) we have appointed Guosen Securities (HK) Capital Company Limited as our compliance advisor, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules, including but not limited to various requirements relating to Directors' duties and corporate governance;
- (v) our Company has formulated and adopted policies and mechanisms in relation to (i) internal controls and decision-making procedures for related party transactions and connected transactions, (ii) the prevention of appropriation of funds by Controlling Shareholders, actual controllers and other related parties, (iii) provision of external guarantee, and (iv) internal audit;
- (vi) if our Group and our Controlling Shareholders or any of their associates intend to engage in any connected transaction, our Company will comply with the relevant requirements relating to connected transactions under the Listing Rules; and
- (vii) as required by the Listing Rules, our independent non-executive Directors shall review all connected transactions annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interest of our Shareholders as a whole.

## DIRECTORS AND SENIOR MANAGEMENT

### OVERVIEW

Upon the Listing, the Board of Directors will consist of eight Directors, including four executive Directors, one employee representative Director and three independent non-executive Directors. The Board is responsible for, and has general authority over, the management and operations of our Company.

Our senior management consists of four members who are responsible for the day-to-day operations of our Company. All of the Directors and senior management have met the qualification requirements under the relevant PRC laws and regulations and the Listing Rules for their respective positions.

The following table sets forth the key information about our Directors and senior management as of the Latest Practicable Date.

### Directors and Senior Management

The following table sets forth certain information regarding the Directors and members of senior management:

Name	Age	Position	Date of joining our Company	Date of appointment as a Director	Responsibility	Relationship with other Directors and senior management
<b><i>Executive Directors</i></b>						
Li Haizhou (李海周)	55	Chairman of the Board and executive Director	April 19, 2001	April 19, 2001	Responsible for the Group's strategic direction and market development business	Spouse of Ms. Xie Yanling
Xie Yanling (謝燕玲)	50	Vice chairwoman of the Board and executive Director	April 19, 2001	August 16, 2016	Responsible for the Group's internal audit supervision and related matters	Spouse of Mr. Li Haizhou
Ye Shubing (葉曙兵)	55	Executive Director and general manager	August 2, 2004	August 16, 2016	Responsible for the Group's daily management and operations, and implementation of the Board's relevant production and operation decisions	N/A
Li Ping (李平)	57	Executive Director and deputy general manager	July 4, 2002	December 26, 2017	Responsible for the Group's research and development management and related works	N/A

## DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of joining our Company	Date of appointment as a Director	Responsibility	Relationship with other Directors and senior management
<b><i>Employee Representative Director</i></b>						
Lu Zhiqiang (陸志強)	44	Employee representative Director and the head of Parts Centre (零件中心)	March 1, 2010	May 19, 2025	Responsible for the business management of the Group's Parts Centre	N/A
<b><i>Independent non-executive Directors</i></b>						
Guo Xinmei (郭新梅)	54	Independent non-executive Director	May 8, 2024	May 8, 2024	Responsible for supervising and providing independent advice on the operations and management of our Group	N/A
Zhou Changjiang (周長江)	51	Independent non-executive Director	February 25, 2021	February 25, 2021	Responsible for supervising and providing independent advice on the operations and management of our Group	N/A
Lin Sen (林森)	49	Independent non-executive Director	May 19, 2025	May 19, 2025	Responsible for supervising and providing independent advice on the operations and management of our Group	N/A



## DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of joining our Group	Date of appointment as a member of senior management	Responsibility	Relationship with other Directors and senior management
<b>Senior Management</b>						
Ye Shubing (葉曙兵)	55	Executive Director and general manager	August 2, 2004	August 2, 2004	Responsible for the Group's daily management and operations, and implementation of the Board's relevant production and operation decisions	N/A
Li Ping (李平)	57	Executive Director and deputy general manager	July 4, 2002	August 16, 2016	Responsible for the Group's research and development management and related works	N/A
Zuo Mei (左梅)	53	Chief financial officer	February 4, 2017	December 26, 2017	Responsible for the Group's strategic decisions, fund management and budget oversight	N/A
Niu Dongfeng (牛東峰)	33	Joint company secretary and the secretary of the Board	June 12, 2024	August 26, 2024	Responsible for the Group's information disclosure management, internal control, legal and investor relations	N/A

### BOARD OF DIRECTORS

#### Executive Directors

**Li Haizhou (李海周)**, aged 55, has been an executive Director of our Company since April 2001. He has been the chairman of the Board since August 2016. Mr. Li is primarily responsible for the Group's strategic direction and market development business.

Mr. Li served as the director of Zhao Wei Enterprise (H.K.) Company Limited (兆威企業(香港)有限公司) from February 2013 to August 2017, director of Huizhou Zhaowei Machinery & Electronics Co., Ltd.\* (惠州市兆威機電有限公司), from August 2014 to December 2018. He served as the general partner of Gongqingcheng Juzhaode Investment Management Partnership Enterprise (Limited Partnership)\* (共青城聚兆德投資管理合夥企業(有限合夥)), one of our Shareholders, from August 2016 to December 2017.

Mr. Li worked as the executive director of Zhaowei Investment from March 2015 to April 2022 and has been a general manager of Zhaowei Investment since March 2015, the director of ZhaoWei Machinery & Electronics (HongKong) Co., Limited (兆威機電(香港)有限公司), one of our subsidiaries, since October 2015, executive director of Dongguan Zhaowei since October 2018, executive director of Suzhou Drive Co., Ltd.\* (蘇州兆威驅動有限公司), one of our subsidiaries, since May 2021, supervisor of Suzhou Zhaowei Venture Capital Co., Ltd.\* (蘇州兆威創業投資有限公司), one of our subsidiaries, since May 2021 and supervisor of Wuhan Digital Design and Manufacturing Innovation Co., Ltd.\* (武漢數字化設計與製造創新中心有限公司) since July 2018.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Li was selected as a Technological Innovation and Entrepreneurship Talent\* (科技創新創業人才) in the Innovation Talent Promotion Scheme\* (創新人才推進計劃) organized by the Ministry of Science and Technology of the PRC in October 2018. He was selected as one of the New Leading Talents in Technological Innovation\* (科技創新領軍人才) in the Fourth Batch of National “Ten Thousand People’s Scheme” Selected Personnel\* (第四批國家“萬人計劃”入選人員) by the Leadership Group of the National Special Support Plan for High-level Talents\* (國家高層次人才特殊支持計劃領導小組) in February 2019. He received a Special Prize for Scientific and Technological Progress\* (特等科技進步獎) for his innovations related to micro transmission technology in the Chinese Mechanical Industry Science and Technology Award Scheme\* (中國機械工業科學技術獎) co-organized by the Chinese Mechanical Industry Union\* (中國機械工業聯合會) and the Chinese Mechanical Engineering Society (中國機械工程學會) in October 2019. Mr. Li received a Gold Award\* (金獎) for his mobile phone camera lift module design in the Good Design (好設計) award scheme organized by the Innovation Design Alliance of China (中國創新設計產業戰略聯盟) in December 2019. Mr. Li was recognized as a China Machinery and Electric Industry Annual Innovation Figure\* (2021中國機電工業年度創新人物) by the China Machinery and Electric Industry Magazine\* (中國機電工業雜誌社) in January 2022. In addition, he was awarded a Tier-One Prize\* (一等獎) for his innovations related to small module powder metallurgy gear in the Guangdong Province Science and Technology Progress Award Scheme\* (廣東省科技進步獎) organized by the People’s Government of Guangdong Province in March 2022.

Mr. Li is pursuing a master of business administration degree from Cheung Kong Graduate School of Business (長江商學院) of the PRC.

**Xie Yanling (謝燕玲)**, aged 50, has been a Director and the vice chairwoman of the Board of our Company since August 2016 and December 2017, respectively. Ms. Xie worked as the chief financial officer of our Company from April 2001 to February 2017. She has been re-designated as an executive Director in April 2025. Ms. Xie is primarily responsible for the Group’s internal audit supervision and related matters.

Ms. Xie served as the director of Zhao Wei Enterprise (H.K.) Company Limited (兆威企業(香港)有限公司) from February 2013 to August 2017.

Ms. Xie has been serving as the director of ZhaoWei Machinery & Electronics (HongKong) Co., Limited (兆威機電(香港)有限公司), one of our subsidiaries, since October 2015, and the general partner of Qingmo Partnership since August 2016. She has also been serving as the executive director of Suzhou Zhaowei Venture Capital Co., Ltd.\* (蘇州兆威創業投資有限公司), one of our subsidiaries, since May 2021 and the executive director of Zhaowei Investment since April 2022.

Ms. Xie graduated from Guilin University of Aerospace Technology (桂林航天工業學院) (formerly known as Guilin Aerospace Technology School of Higher Professional Education\* (桂林航天工業高等專科學校)) of the PRC with a college diploma in computer application in June 1998, and from Cheung Kong Graduate School of Business (長江商學院) of the PRC in September 2021 with a master’s degree in executive master of business administration.

**Ye Shubing (葉曙兵)**, aged 55, has been a Director and general manager of our Company since August 2016 and January 2010, respectively. He served as a deputy general manager of our Company from August 2004 to December 2009. He has been re-designated as an executive Director in April 2025. Mr. Ye is primarily responsible for the Group’s daily management and operations, and implementation of the Board’s relevant production and operation decisions.

Mr. Ye has been serving as a general manager of Dongguan Zhaowei since October 2018.

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## DIRECTORS AND SENIOR MANAGEMENT

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Prior to joining the Group, Mr. Ye successively worked as an assistant engineer in Guangzhou Fishing Vessel Company\* (廣州漁輪船舶公司) and as a division chief in Dongguan Mabuchi Industrial Co., Ltd. (東莞市萬寶至實業有限公司).

Mr. Ye graduated from Zhanjiang Fisheries College\* (湛江水產學院) of the PRC in July 1992 with a bachelor's degree in thermal power machinery and equipment. Mr. Ye has been elected as a deputy to the seventh session of the Shenzhen Municipal People's Congress (深圳市第七屆人民代表大會) since May 2021.

Mr. Ye was recognized as a High-Level Industrial Talent (Business Management Field) (高層次產業類人才(經營管理領域)) by the Human Resources Administration of Bao'an District, Shenzhen Municipality\* (深圳市寶安區人力資源局) of the PRC in August 2019. Mr. Ye received a Special Prize for Scientific and Technological Progress\* (特等科技進步獎) for his innovations related to micro transmission technology in the Chinese Mechanical Industry Science and Technology Award Scheme\* (中國機械工業科學技術獎) co-organized by the Chinese Mechanical Industry Union\* (中國機械工業聯合會) and the Chinese Mechanical Engineering Society (中國機械工程學會) in October 2019. Mr. Ye received a Gold Award\* (金獎) for his mobile phone camera lift module design in the Good Design (好設計) award scheme organized by the Innovation Design Alliance of China (中國創新設計產業戰略聯盟) in December 2019. He was awarded a Tier-One Prize\* (一等獎) for his innovations related to small module powder metallurgy gear in the Guangdong Province Science and Technology Progress Award Scheme\* (廣東省科技進步獎) organized by the People's Government of Guangdong Province in March 2022. He is an associate senior engineer (副高級工程師) specializing in automation certified by the Human Resources and Social Security Administration of Shenzhen Municipality (深圳市人力資源和社會保障局) of the PRC since June 2023.

**Li Ping (李平)**, aged 57, has been a Director and deputy general manager of our Company since December 2017 and August 2016, respectively. Mr. Li joined our Company in July 2002 and worked in different positions of our Group. He has been re-designated as an executive Director in April 2025. Mr. Li is primarily responsible for the Group's research and development management and related works.

Mr. Li has been serving as a general manager of Suzhou Drive Co., Ltd.\* (蘇州兆威驅動有限公司), one of our subsidiaries, since May 2021, and a director of Lingke Huizhi Technology Co., Ltd.\* (領科匯智科技有限公司) since July 2022.

Prior to joining the Group, Mr. Li successively worked as an engineer in Qingfeng Machinery Factory\* (青峰機械廠), as an engineer in Shiyong Electric Appliance Factory\* (實用電器廠), as an engineer in Chunhechang Electric Appliance (Shenzhen) Co., Ltd.\* (春合昌電器(深圳)有限公司) and as an engineer in Shenzhen Bao'an District Fuyong Junda Manufacturing Factory\* (深圳市寶安區福永駿達製造廠).

Mr. Li graduated from Anhui Polytechnic University (安徽工程大學) (formerly known as Anhui Mechanical and Electrical College\* (安徽機電學院)) of the PRC in July 1992 with a bachelor's degree in thermal processing technology and equipment.

Mr. Li was recognized as a local-level talent (地方級領軍人才) by the Human Resources and Social Security Administration of Shenzhen Municipality (深圳市人力資源和社會保障局) of the PRC in July 2019. Mr. Li received a Special Prize for Scientific and Technological Progress\* (特等科技進步獎) for his innovations related to micro transmission technology in the Chinese Mechanical Industry Science and Technology Award Scheme\* (中國機械工業科學技術獎) co-organized by the Chinese Mechanical Industry Union\* (中國機械工業聯合會) and the Chinese Mechanical Engineering Society (中國機械工程學會) in October 2019. Mr. Li received a Gold Award\* (金獎) for his mobile phone camera lift module design in the Good Design (好設計) award scheme organized by the Innovation Design Alliance of China (中國創新設計產業戰略聯盟) in December 2019. He was awarded a Tier-One Prize\* (一等獎) for his innovations

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## DIRECTORS AND SENIOR MANAGEMENT

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related to small module powder metallurgy gear in the Guangdong Province Science and Technology Progress Award Scheme\* (廣東省科技進步獎) organized by the People's Government of Guangdong Province in March 2022. He is an associate senior engineer (副高級工程師) specializing in mechanical engineering certified by the Human Resources and Social Security Administration of Shenzhen Municipality (深圳市人力資源和社會保障局) of the PRC since July 2022. Mr. Li was appointed as an expert in the Expert Database of the Chinese Association of Automation\* (中國自動化學會專家庫) in December 2023.

### Employee Representative Director

**Lu Zhiqiang (陸志強)**, aged 44, has been an employee representative Director of our Company since May 2025. He served as a mold design engineer of our Company from March 2010 to June 2014, and later as a manager of the engineering department of our Company from June 2014 to December 2024. He has been the head of Parts Centre since December 2024. Mr. Lu is primarily responsible for the business management of the Group's Parts Centre.

Prior to joining the Group, Mr. Lu served as a structural engineer of PROS Product Factory\* (富路素製品廠) from June 2003 to October 2007, and the head of the design department of Rimai Mould Dongguan Co., Ltd.\* (日邁模具東莞有限公司) from October 2007 to March 2010.

Mr. Lu graduated from Hubei Polytechnic University (湖北理工學院) (formerly known as Huangshi School of Higher Professional Education\* (黃石高等專科學校)) of the PRC in June 2003 with a college diploma in mold design and manufacturing, and from Huazhong University of Science and Technology (華中科技大學) of the PRC in January 2014 with a bachelor's degree in mechanical design, manufacturing and automation through an online course. He is also an associate senior engineer (副高級工程師) specializing in mechanical engineering certified by the Human Resources and Social Security Administration of Shenzhen Municipality (深圳市人力資源和社會保障局) of the PRC since August 2024. Mr. Lu was also rewarded as "2019 Bao'an Great Craftsman (2019年寶安大工匠)" by Shenzhen Bao'an District Federation of Trade Unions (深圳市寶安區總工會), Shenzhen Bao'an District Bureau of Industry and Information Technology (深圳市寶安區工業和信息化局), Shenzhen Bao'an District Bureau of Science and Technology Innovation (深圳市寶安區科技創新局), Shenzhen Bao'an District Human Resources Bureau (深圳市寶安區人力資源局), and Shenzhen Bao'an District Talent Work Bureau (深圳市寶安區人才工作局). He also accredited as "National Labor Model (全國勞動模範)" by Central Committee of the Communist Party of China (中國共產黨中央委員會) and the State Council of the People's Republic of China (中華人民共和國國務院) in April 2025.

### Independent Non-executive Directors

**Guo Xinmei (郭新梅)**, aged 54, has been an independent non-executive Director of our Company since May 2024. Ms. Guo is primarily responsible for supervising and providing independent advice on the operations and management of our Group.

Ms. Guo served as an accountant and director of the settlement department of Agricultural Bank of China Limited (中國農業銀行) in Dangyang City, Hubei Province from September 1993 to July 2001, a financial manager of Shenzhen ESUN Display Co., Ltd. (深圳市易尚展示器材有限公司) from August 2001 to September 2003, a financial director of Shenzhen Yamei Import and Export Trading Co., Ltd.\* (深圳市亞美進出口貿易有限公司) from September 2003 to February 2008, an accounting manager of ViewSCM Corporation Ltd.\* (深圳新合程供應鏈股份有限公司) from March 2008 to March 2009, a financial director of Ever Joy Group Limited (悅豐集團有限公司) from April 2009 to May 2012 and a financial director of Shenzhen Danbond Technology Co., Ltd. (深圳丹邦科技股份有限公司) from June 2012 to May 2015.



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## DIRECTORS AND SENIOR MANAGEMENT

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Ms. Guo previously served as an independent director of Moso Power Supply Technology Co., Ltd. (茂碩電源科技股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 002660) from April 2017 to February 2021, an independent director of Shenzhen CDL Precision Technology Co., Ltd. (深圳市智動力精密技術股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 300686) from February 2019 to July 2022, an independent director of NUODE New Materials Co., Ltd. (諾德新材料股份有限公司) (a company listed on Shanghai Stock Exchange, stock code: 600110) from September 2018 to May 2022 and an independent director of Huizhou Huiderui Lithium Battery Technology Co., Ltd. (惠州市惠德瑞鋰電科技股份有限公司) (a company listed on Beijing Stock Exchange, stock code: 833523) from November 2017 to November 2023.

Ms. Guo has been serving as a director, chief financial officer and secretary of the board of Genrui Biotech Inc. (深圳市錦瑞生物科技股份有限公司) since May 2015, and an independent director of Shenzhen Fluence Technology PLC. (深圳市超頻三科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300647) since November 2023.

Ms. Guo graduated from Hubei Open University (湖北開放大學) (formerly known as Hubei Radio and Television University (湖北省廣播電視大學)) of the PRC in July 1993 with a college diploma in rural finance, and from Shanghai University of Finance and Economics (上海財經大學) of the PRC in January 2009 with a master's degree in business administration. Ms. Guo obtained the qualification as a senior accountant of the PRC in September 2013.

**Zhou Changjiang** (周長江), aged 51, has been an independent non-executive Director of our Company since February 2021. Dr. Zhou is primarily responsible for supervising and providing independent advice on the operations and management of our Group.

Dr. Zhou served as an engineer at Guang-mei-shan Railway Co., Ltd (廣梅汕鐵路有限責任公司), and a visiting scholar at Queensland University of Technology from January 2015 to December 2015.

Dr. Zhou has been serving as a professor since December 2017 and a doctoral supervisor of Hunan University (湖南大學). Dr. Zhou also held several positions in Hunan University (湖南大學) previously, including a lecturer from 2004 to 2007, a dean assistant from 2008 to 2013, an associate professor from June 2008 to October 2017 and a postdoctoral fellow from August 2014 to June 2017.

Dr. Zhou graduated from Central South University (中南大學) (previously known as Changsha Railway Institute (長沙鐵道學院)) of the PRC in June 1998 with a bachelor's degree in mechanical manufacturing and automation and in June 2004 with a master's degree in mechanical design and theory. Dr. Zhou graduated from Hunan University (湖南大學) of the PRC in June 2013 with a doctorate's degree in mechanical engineering.

**Lin Sen** (林森), aged 49, has been an independent non-executive Director of our Company since May 2025. Mr. Lin is primarily responsible for supervising and providing independent advice on the operations and management of our Group.

Mr. Lin has over 20 years of extensive experience in accounting, auditing, corporate finance and financial management. Mr. Lin worked as an auditor at Ernst & Young. Mr. Lin worked at PricewaterhouseCoopers International Limited from February 2001 to November 2006. Mr. Lin served as the chief financial officer of Palm Commerce Information Technology (China) Co., Ltd.\* (掌信彩通信息科技(中國)有限公司). From June 2017 to April 2019, Mr. Lin served as the chief financial officer of 7Road Holdings Limited (第七大道控股有限公司) (stock code: 797), a company listed on the Stock Exchange. From July 2017 to September 2022, Mr. Lin served as an independent non-executive Director of Crypto Flow Technology Limited (加冕科技有限公司) (formerly known as Loto Interactive Limited) (stock code: 8198), a company listed on the Stock Exchange. From March 2021 to August 2022, Mr. Lin served as the

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## DIRECTORS AND SENIOR MANAGEMENT

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chief financial officer of Shenzhen Thunderstone Technology Co., Ltd. (深圳雷炎科技有限公司). From December 2021 to December 2024, Mr. Lin served as an independent director of Shenzhen Jiang & Associates Creative Design Co., Ltd. (深圳市傑恩創意設計股份有限公司) (stock code: 300668), a company listed on the Shenzhen Stock Exchange. From September 2022 to December 2023, Mr. Lin served as the chief capital officer of AsiaLinq Investments Pte. Ltd.

Mr. Lin currently serves as an independent director of each of (i) Metalpha Technology Holding Limited (NASDAQ: MATH), a company listed on NASDAQ, since December 2021, (ii) Pintec Technology Holdings Limited (NASDAQ: PT), a company listed on NASDAQ, since January 2023, as well as (iii) Bright Future Technology Holdings Limited (輝煌明天科技控股有限公司) (stock code: 01351), a company listed on the Stock Exchange, since December 2023. He currently serves as the financial director of Sinohope Hong Kong Limited (新火科技香港公司), a wholly-owned subsidiary of Sinohope Technology Holdings Limited (新火科技控股有限公司) (stock code: 1611), a company listed on the Stock Exchange, since December 2023.

Mr. Lin obtained a bachelor's degree in international business administration from Central University of Finance and Economics (中央財經大學) in 1998 and a master's degree of business administration from China Europe International Business School (中歐國際工商學院) in 2011. Mr. Lin has recently obtained a master's degree of business administration from National University of Singapore (新加坡國立大學) in January 2025. Mr. Lin is also a member of the Chinese Institute of Certified Public Accountants since October 2002.

### SENIOR MANAGEMENT

**Ye Shubing (葉曙兵)**, see “—Board of Directors—Executive Directors” for his biographical details.

**Li Ping (李平)**, see “—Board of Directors—Executive Directors” for his biographical details.

**Zuo Mei (左梅)**, aged 53, has been the chief financial officer of our Company since December 2017. She worked as a financial controller of our Company from February 2017 to December 2017. She is primarily responsible for strategic decisions, fund management and budget oversight of our Group.

Prior to joining our Group, Ms. Zuo served as the chief accountant, Youth League Committee Secretary and Party Office Director of Chongqing Metal Materials Co., Ltd.\* (重慶金屬材料股份有限公司) from July 1992 to February 2002. Ms. Zuo served as a financial manager of Shenzhen Haikuotiankong Industrial Co., Ltd.\* (深圳市海闊天空實業有限公司) from February 2002 to September 2002. She also held several positions in Shenzhen Maxonic Automation Control Co., Ltd. (深圳萬訊自控股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 300112), including as a financial supervisor and deputy financial manager from September 2002 to December 2008, as a financial manager from December 2008 to October 2010, as an audit manager from October 2010 to June 2013, and as a senior financial manager from June 2013 to February 2017.

Ms. Zuo graduated from Chongqing University (重慶大學) (formerly known as Chongqing Institute of Architectural Engineering (重慶建築工程學院)) of the PRC in July 1992 with a college diploma in architectural financial accounting, and from Zhongnan University of Economics and Law (中南財經政法大學) in 2012 with a master's degree in business administration. Ms. Zuo obtained the qualification as an intermediate accountant of the PRC in May 2000. Ms. Zuo also holds the board secretary qualification conferred by the Shenzhen Stock Exchange (深圳證券交易所) since May 2011. Ms. Zuo was appointed as a member of the Professional Committee of Financial Controller of Shenzhen Public Companies Association\* (深圳上市公司協會財務總監專業委員會) since October 2023.

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## DIRECTORS AND SENIOR MANAGEMENT

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**Niu Dongfeng (牛東峰)**, aged 33, has been the secretary of the Board of our Company since August 2024 and has been appointed as one of our joint company secretaries since April 2025. He served as a chairman assistant of our Company from June 2024 to August 2024. He is primarily responsible for information disclosure management, internal control, legal and investor relations of our Group.

Prior to joining our Group, Mr. Niu served as a senior manager of the investment banking division of China Merchants Securities Co., Ltd. (招商證券股份有限公司) (a company listed on the Stock Exchange, stock code: 6099 and Shenzhen Stock Exchange, stock code: 600999) from December 2015 to April 2022, and a vice president of the investment banking division of Huatai United Securities Co., Ltd. (華泰聯合證券有限責任公司) from April 2022 to June 2024.

Mr. Niu graduated from Nankai University (南開大學) of the PRC in June 2013 with a bachelor's degree in economics and management, and in June 2015 with a master's degree in finance. He is a non-practising member of the Chinese Institute of Certified Public Accountants. He obtained the qualification certificate for the secretary of the board of directors of a public company in June 2024.

### MANAGEMENT PRESENCE

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This will normally mean that at least two of its executive directors must be ordinarily resident in Hong Kong.

We do not have sufficient management presence in Hong Kong for the purposes of Rules 8.12 and 19A.15 of the Listing Rules. Accordingly, we have applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Rule 8.12 of the Listing Rules. See “Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance—Management Presence in Hong Kong.”

### OTHER INFORMATION

Save as disclosed in this section and in “Statutory and General Information—C. Further Information About Our Directors and Substantial Shareholders” in Appendix IV to this prospectus:

- (1) each of our Directors and members of senior management does not hold and has not held any other positions in our Company and any other members of our Group as at the Latest Practicable Date;
- (2) each of our Directors and members of senior management has not 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 prior to the Latest Practicable Date and as at the Latest Practicable Date;
- (3) none of our Directors and members of the senior management is related to other Directors and members of the senior management;
- (4) each of our Directors did not have any interest in our Shares within the meaning of Part XV of the SFO;
- (5) 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 and no other matters are required to be brought to the attention of Shareholders as of the Latest Practicable Date;



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## DIRECTORS AND SENIOR MANAGEMENT

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- (6) 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 on June 17, 2025, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules; and
- (7) 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) that he/she has no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our 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.

### JOINT COMPANY SECRETARIES

**Niu Dongfeng** (牛東峰), aged 33, is the secretary of the Board of our Company, and has been appointed as one of our joint company secretaries with effect from the Listing Date. For biographical details of Mr. Niu, see “—Board of Directors—Senior Management.”

**Cheng Choi Ha** (鄭彩霞), has been appointed as one of our joint company secretaries in April 2025, with effect from the Listing Date.

Ms. Cheng has over 15 years of experience in the corporate secretarial services field and providing professional corporate services to Hong Kong listed companies, as well as multinational, private and offshore companies. She is a senior manager of the Company Secretarial Services of Tricor Services Limited, a member of Vistra group, which is a global professional services provider specializing in integrated business, corporate and investor services.

Ms. Cheng obtained her bachelor's degree in business administration from Hong Kong Baptist University in December 2003. She is a Chartered Secretary, a Chartered Governance Professional, an Associate of The Hong Kong Chartered Governance Institute and an Associate of The Chartered Governance Institute in the United Kingdom.

### BOARD COMMITTEES

The Company has established four committees under the Board, namely the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy and ESG Committee.

#### Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Ms. Guo Xinmei, Dr. Zhou Changjiang and Mr. Lin Sen, with Ms. Guo Xinmei currently serving as the chairperson. Each has the appropriate professional qualification and experiences as required under Rules 3.10(2) and 3.21 of the Listing Rules. The Audit Committee is mainly responsible for reviewing and overseeing the financial reporting procedure, risk management and internal control system of our Group and has terms of reference in compliance with the relevant PRC laws and regulations, Rule 3.21 of the Listing Rules and paragraph D.3 of part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

#### Remuneration and Appraisal Committee

The Remuneration and Appraisal Committee consists of three Directors, namely Dr. Zhou Changjiang, Ms. Guo Xinmei and Mr. Ye Shubing, with Dr. Zhou Changjiang currently serving as the chairperson. The Remuneration and Appraisal Committee is mainly responsible for evaluating the remuneration policies for Directors and senior management of our Group and making recommendations thereon to the Board of Directors and has terms of reference in compliance with relevant laws and regulations of the PRC and paragraph E.1 of part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

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## DIRECTORS AND SENIOR MANAGEMENT

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### Nomination Committee

The Nomination Committee consists of three Directors, namely Ms. Guo Xinmei, Dr. Zhou Changjiang and Mr. Li Haizhou, with Ms. Guo Xinmei currently serving as the chairperson. The Nomination Committee is mainly responsible for identifying, screening and recommending to the Board of Directors qualified candidates to serve as the Directors and senior management and monitoring the procedures for evaluating the performance of the Board of Directors and has terms of reference in compliance with the relevant laws and regulations of the PRC and paragraph B.3 of part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

### Strategy and ESG Committee

We have established the Strategy and ESG Committee, which consists of five Directors, namely Mr. Li Haizhou, Ms. Xie Yanling, Mr. Ye Shubing, Mr. Li Ping and Dr. Zhou Changjiang, with Mr. Li Haizhou being the chairperson of the Strategy and ESG Committee according to the relevant laws and regulations of the PRC. The main duties of the Strategy and ESG Committee are to make recommendations to our Board on the long-term development strategy and major investments and projects of our Company.

### DIVERSITY POLICY OF THE BOARD OF DIRECTORS

The Board of Directors has adopted a board diversity policy (the “Board Diversity Policy”) in order to enhance the effectiveness of our Board and to maintain high standard of corporate governance. The Board Diversity Policy sets out the criteria in selecting candidates to our Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Our Directors have a balanced mix of knowledge and skills, including but not limited to overall business management, finance and accounting and material science. They obtained degrees in diversified majors including business administration, thermal power machinery and equipment, thermal processing technology and equipment, rural finance and mechanical engineering.

In addition, our Board has a wide range of age, ranging from 43 years old to 56 years old. Two of our Directors are also female Directors. Our Board is of the view that our Board satisfies the Board Diversity Policy. Our Board will also ensure that appropriate balance of gender diversity is achieved with reference to investors’ expectation, and international and local recommended best practices.

The Nomination Committee is responsible for reviewing the diversity of our Board. After the Listing, the Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. The Nomination Committee will also include in successive annual reports a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

### CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, our Company intends to comply with Corporate Governance Code set out in Appendix C1 to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules after the Listing.

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## DIRECTORS AND SENIOR MANAGEMENT

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### NON-COMPETITION

Each of our Directors confirms that as of the Latest Practicable Date, they are not interested in any business, apart from our business, which competes or is likely to compete, either directly or indirectly, with our business and requires disclosure under Rules 8.10(2) and 19A.14 of the Listing Rules.

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The compensation and remuneration of the Directors and members of the senior management of our Company are determined by the Shareholders' meetings and our Board as appropriate. Our Company also reimburses them for expenses which are necessary and reasonably incurred in providing services to our Company or discharging their duties in relation to the operations of our Company. Our Board will review and determine the remuneration and compensation packages of our Directors and senior management which, following the Listing, will receive recommendation from the Remuneration and Appraisal Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and senior management and performance of our Group. As required by the relevant PRC laws and regulations, our Company also participates in various defined contribution plans organized by relevant provincial and municipal government authorities and welfare schemes for employees of our Company, including medical insurance, injury insurance, unemployment insurance, pension insurance, maternity insurance and housing provident fund.

Our Company offers executive Directors and senior management members, who are our employees, compensation in the form of fees, salaries, allowances, performance related bonuses, share-based payment expenses, pension scheme contribution and other benefits. Our independent non-executive Directors receive compensation based on their responsibilities.

The aggregate amounts of remuneration paid to the Directors for the three years ended December 31, 2022, 2023, 2024 and nine months ended September 30, 2025 were RMB4.34 million, RMB4.76 million, RMB7.90 million and RMB5.92 million, respectively.

The aggregate amounts of remuneration (including salaries, allowances, performance related bonuses, share-based payment expenses, pension scheme contribution and other benefits) paid to the five highest paid individuals, including 4, 4, 4 and 4 Directors, for the three years ended December 31, 2022, 2023 and 2024 and nine months ended September 30, 2025, were RMB4.91 million, RMB5.20 million, RMB9.29 million and RMB6.38 million, respectively.

It is estimated that remuneration (including fees, salaries, contribution to pension schemes, housing allowances, other allowances and benefits-in-kind and discretionary bonuses) equivalent to approximately RMB8.19 million in aggregate will be paid to the Directors by our Company for the year ending December 31, 2026, based on the arrangements in force as of the date of the prospectus.

No remuneration was paid by our Company to the Directors or the five highest paid individuals as inducement to join or upon joining our Company or as a compensation for loss of office during the Track Record Period. Furthermore, none of the Directors had waived or agreed to waive any remuneration during the Track Record Period. Further information on the remuneration of our Directors and the five highest paid individuals during the Track Record Period is set out in the Accountants' Report in Appendix I to this prospectus. See "Statutory and General Information—A. Further Information About Our Group—5. 2024 Share Incentive Scheme" in Appendix IV to this prospectus for more information on the share incentive plans applicable to our Directors and/or senior management.

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## DIRECTORS AND SENIOR MANAGEMENT

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### COMPLIANCE ADVISOR

Our Company appointed Guosen Securities (HK) Capital Company Limited as the compliance advisor pursuant to Rule 3A.19 of the Listing Rules, and the compliance advisor will advise our Company in the following circumstances pursuant to Rule 3A.23 of the Listing Rules:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (iii) where our Company proposes to use the proceeds of the Global Offering in a manner that is different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecasts, estimates or other information in this prospectus; and
- (iv) responding to inquiries made by the Stock Exchange to the Company pursuant to Rule 13.10 of the Listing Rules.

Meanwhile, pursuant to Rule 3A.24 of the Listing Rules, the compliance advisor shall inform us on a timely basis of any amendment or supplement to the Listing Rules issued by the Stock Exchange from time to time and any new or amended laws and regulations in Hong Kong applicable to our Company. The compliance advisor shall also provide advice to us as to compliance with the Listing Rules and applicable laws and regulations.

The terms of the appointment of the compliance advisor will commence on the Listing Date and end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date.

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\* The English names of these entities in the PRC represent the best effort made by the Directors to translate the Chinese names as these entities have not been registered with any official English names.

## SUBSTANTIAL SHAREHOLDERS

### SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), the following persons will have, or be deemed, or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company:

					Immediately after the Global offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing)	
Name of substantial Shareholder	Nature of interest	Description of Shares	Number of Shares interested in under the SFO	Approximately % of the issued Shares of our Company as of the Latest Practicable Date	Approximate % of the A Shares of our Company	Approximate % of the issued Shares of our Company
Mr. Li . . . . .	Beneficial interest	A Shares	43,657,600	18.14%	18.14%	16.32%
	Interest in controlled corporations <sup>(2)(5)</sup>	A Shares	106,560,000	44.26%	44.26%	39.84%
	Interest of spouse <sup>(3)</sup>	A Shares	106,560,000	44.26%	44.26%	39.84%
	Interest in controlled corporations <sup>(2)(4)</sup>	A Shares	106,560,000	44.26%	44.26%	39.84%
Ms. Xie . . . . .	Interest of spouse <sup>(3)</sup>	A Shares	150,217,600	62.40%	62.40%	56.16%
Zhaowei Investment . . . . .	Beneficial interest <sup>(2)</sup>	A Shares	85,120,000	35.36%	35.36%	31.82%
Qingmo Partnership . . . . .	Beneficial interest <sup>(4)(5)</sup>	A Shares	21,440,000	8.91%	8.91%	8.02%

(1) All interests stated are long positions.

(2) Zhaowei Investment is owned as to 55% and 45% by Mr. Li and Ms. Xie, respectively. Therefore, Mr. Li and Ms. Xie are deemed to be interested in all the Shares held by Zhaowei Investment for the purpose of the SFO.

(3) Ms. Xie is the spouse of Mr. Li. Accordingly, they are deemed to be interested in the same number of Shares of each other for the purpose of the SFO.

(4) Ms. Xie is the general partner of Qingmo Partnership and holds 50% of the interests therein. Therefore, Ms. Xie is deemed to be interested in the interests held by Qingmo Partnership.

(5) Mr. Li is the limited partner of Qingmo Partnership and holds 50% of the interests therein. Therefore, Mr. Li is deemed to be interested in the interests held by Qingmo Partnership.

Save as disclosed herein and in “Statutory and General Information—C. Further Information About Our Directors and Substantial Shareholders—1. Disclosure of Interests” in Appendix IV to this prospectus, our Directors are not aware of any person who will, immediately following the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), have an interest or short position in the Shares or underlying Shares which will be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company.

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## SUBSTANTIAL SHAREHOLDERS

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### SHARE PLEDGES BY MR. LI

In order to obtain financing for his personal needs, Mr. Li has from time to time pledged the A Shares he owned to certain PRC financial institutions as collateral. As of September 30, 2025, Mr. Li has pledged 2,300,000 A Shares, representing approximately 0.96% of the total issued share capital of our Company as security in favour of certain PRC financial institutions regulated by the NFRA and/or the CSRC (collectively, the “PRC Regulated Financial Institutions”) which will continue to subsist after Listing.

The loan of Mr. Li secured by share pledges in respect of the A Shares he holds are subject to margin call, close-out or loan-to-value ratio requirements that would be triggered by a material variation in value of our A Shares. Nevertheless, Mr. Li can opt to repay a portion of the relevant outstanding loans and/or provide additional margin funds in the event such margin call or loan-to-value ratio requirement is triggered to avoid having to pledge additional Shares in respect of such loan or credit facilities. Mr. Li will only pledge additional Shares to the extent permissible under the Listing Rules and further announcement(s) will be made by the Company as and when appropriate and required under the Listing Rules.

Compliance by Mr. Li with Rule 10.07 of the Listing Rules is further ensured through the following measures:

- (a) Mr. Li has undertaken to the Stock Exchange that it will comply with the relevant lock-up requirements under Rule 10.07 of the Listing Rules; and
- (b) as required by the relevant rules of the Shenzhen Stock Exchange, Mr. Li shall periodically publish on the website of the Shenzhen Stock Exchange reports on updates relating to the share pledges.

To the best knowledge of our Directors having made all reasonable enquiries, there has not been any adverse credit records against Mr. Li in respect of any breach of repayment obligations under its indebtedness.



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## SHARE CAPITAL

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### BEFORE THE GLOBAL OFFERING

As of the Latest Practicable Date, the total issued share capital of our Company was RMB240,734,400, comprising 240,734,400 A Shares of nominal value RMB1.00 each, all of which are listed on the Shenzhen Stock Exchange.

Description of Shares	Number of Shares	Approximate percentage of issued share capital
A Shares . . . . .	240,734,400	100.00%
<b>Total</b> . . . . .	240,734,400	100.00%

### UPON COMPLETION OF THE GLOBAL OFFERING

Immediately following the completion of the Global Offering, assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing, the share capital of the Company will be as follows.

Description of Shares	Number of Shares	Approximate percentage of issued share capital
A Shares in issued . . . . .	240,734,400	90.00%
H Shares to be issued pursuant to the Global Offering . . . . .	26,748,300	10.00%
<b>Total</b> . . . . .	267,482,700	100.00%

The above table assumes that the Global Offering has become unconditional and the H Shares are issued pursuant to the Global Offering.

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## SHARE CAPITAL

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### OUR SHARES

Our H Shares in issue upon completion of the Global Offering, and our A Shares, are ordinary Shares in our share capital and are considered as one class of Shares. Shenzhen-Hong Kong Stock Connect has established a stock connect mechanism between mainland China and Hong Kong. Our A Shares can be subscribed for and traded by mainland Chinese investors, qualified foreign institutional investors or qualified foreign strategic investors and must be traded in Renminbi. As our A Shares are eligible securities under the Northbound Trading Link, they can also be subscribed for and traded by Hong Kong and other overseas investors pursuant to the rules and limits of Shenzhen-Hong Kong Stock Connect. Our H Shares can be subscribed for or traded by Hong Kong and other overseas investors and qualified domestic institutional investors. If our H Shares are eligible securities under the Southbound Trading Link, they can also be subscribed for and traded by mainland Chinese investors in accordance with the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

### RANKING

Our H Shares and our A Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this prospectus. All dividends in respect of our H Shares are to be paid by us in Hong Kong dollars whereas all dividends in respect of our A Shares are to be paid by us in RMB. In addition to cash, dividends may also be distributed in the form of Shares. Holders of our H Shares will receive share dividends in the form of H Shares, and holders of our A Shares will receive share dividends in the form of A Shares.

### APPROVAL FROM HOLDERS OF A SHARES REGARDING THE GLOBAL OFFERING

We have obtained approval from our holders of A Shares to issue H Shares and seek the listing of H Shares on the Stock Exchange. Such approval was obtained at the general meeting of our Company held on May 19, 2025 upon, among other things, the following major terms:

**(i) Size of the offer**

The proposed number of H Shares to be offered under the Global Offering shall not exceed 20% of the total issued share capital of our Company as enlarged by the H Shares to be issued pursuant to the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).

**(ii) Method of offering**

The method of offering shall be by way of a public offer for subscription in Hong Kong and an international offering to institutional and professional investors.

**(iii) Target investors**

The H Shares shall be issued to overseas professional organizations, institutions, individual investors and other eligible investors.

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## SHARE CAPITAL

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### **(iv) Price determination basis**

The issue price of the H Shares will be determined, among others, after due consideration of the interests of existing Shareholders, the acceptance of investors and issuance risks and in accordance with international practices through the demands for orders and book building process, subject to the domestic and overseas capital market conditions and by reference to the valuation level of comparable companies in domestic and overseas markets.

### **(v) Valid period**

The issue of H Shares and listing of H Shares on the Stock Exchange shall be completed within 24 months from the date when the Shareholders' meeting was held on May 19, 2025.

There is no other approved offering plan for any other shares except for the Global Offering.

### **SHAREHOLDERS' APPROVAL FOR THE GLOBAL OFFERING**

For details of circumstance under which our Shareholders' general meeting is required, see "Summary of Articles of Association—Shareholders and Shareholders' Meetings" in Appendix III to this prospectus.

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## FINANCIAL INFORMATION

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*You should read the following discussion and analysis in conjunction with our audited consolidated financial statements, including the notes thereto included in the Accountants' Report set out in Appendix I to this prospectus. You should read the entire Accountants' Report in Appendix I to this prospectus and not rely merely on the information contained in this section. The Accountants' Report has been prepared in accordance with the IFRSs, which may differ in material aspects from generally accepted accounting principles in other jurisdictions.*

*Our historical results do not necessarily indicate results expected for any future periods. The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on our assumptions and analysis in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties. In evaluating our business, you should carefully consider the information provided in the sections headed "Forward-looking Statements" and "Risk Factors" in this prospectus.*

### OVERVIEW

We are the No. 1 provider of integrated micro transmission and drive system products in China and No. 4 provider globally as measured by revenue in 2024, according to the F&S Report, with a respective market share of 3.9% and 1.4% in the fragmented market. We are dedicated to driving our development through our tri-integrated strategy, which synergizes transmission systems, micro motor systems and electronic control systems into a unified framework. We primarily provide integrated micro transmission and drive system products tailored to the specific needs of high-growth verticals, ranging from intelligent automotive and embodied robotics to consumer technology, healthcare technology and advanced industrial manufacturing, where we have built deep technical expertise and long-standing customer partnerships.

We experienced significant growth during the Track Record Period. We generate revenue primarily from the provision of integrated micro transmission and drive system products. Our revenue increased from RMB1,152.5 million in 2022 to RMB1,205.9 million in 2023, and further to RMB1,524.6 million in 2024. Our revenue further increased from RMB1,057.5 million in the nine months ended September 30, 2024 to RMB1,255.2 million in the nine months ended September 30, 2025. Furthermore, our net profit was RMB150.5 million, RMB179.9 million, RMB225.4 million, RMB159.2 million and RMB182.1 million in 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, representing a net profit margin of 13.1%, 14.9%, 14.8%, 15.1% and 14.5% for the same periods, respectively. Our adjusted net profit (non-IFRS measure) increased from RMB152.8 million in 2022 to RMB170.6 million in 2023 and further to RMB230.7 million in 2024. Our adjusted net profit (non-IFRS measure) further increased from RMB160.5 million in the nine months ended September 30, 2024 to RMB193.3 million in the nine months ended September 30, 2025.

### KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business, results of operations and financial condition are affected by a number of general factors influencing the integrated micro transmission and drive industry. These factors include macroeconomic trends, industry development, downstream demands, competitive landscape and government policies. Specifically, the development of China's integrated micro drive products industry has been driven by surging demand for upgraded intelligent automotive configurations, continued growth of the XR device market, technology innovations, expansion of physical AI applications and policy support.

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## FINANCIAL INFORMATION

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In addition to these general factors, our results of operations are affected by the following company-specific factors:

### **Our Ability to Constantly Offer Products that Address Customer Demands**

We specialize in the research, development and production of precision drive systems, providing customers with intelligent drive product design, as well as customized services for component manufacturing and assembly. We leverage the synergistic integration of our transmission, micro motor and electronic control systems to create a comprehensive competitive edge across the entire value chain, from core components to intelligent integrated products. To date, we have developed products featuring precision, miniaturization and ultra-thin design for several major industry verticals, including automotive, consumer and healthcare technology, industrial and manufacturing, and embodied robotics. Given the relatively sophisticated nature of our products, which involve dedicated technology, know-how and manufacturing techniques, and the peculiar business needs of our customers, our ability to constantly and efficiently offer satisfactory products is fundamental to our results of operations and market competitiveness. Specifically, the perceived benefits of our products are crucial to customers' willingness to procure from us and our ability to price effectively.

Our ability to offer satisfactory products in turn depends on, among others, (1) our ability to optimize and upgrade our products to effectively serve existing demands from customers, and innovate with new products that align with industry trends, technology developments, and changes in the preferences and requirements of our customers, some of which may be from new verticals that we have limited prior experience with; (2) our ability to precisely and timely identify, understand and cater to our customers' business needs; (3) the effectiveness and agility of our product development process; and (4) our manufacturing capabilities to ensure the successful delivery of our products with desired functionality and quality. In addition, as we proactively expand our customer base and diversify our sector coverage, the demand of our products is also increasingly influenced by changes in the industries and markets that our customers operate in. We expect to continue to offer attractive products to drive our revenue growth.

### **Our Ability to Reinforce Our Customer Relationship and Develop Our Customer Base**

Our products are made to order and cater to the different needs of our customers. Therefore, our results of operations have been and are expected to continue to be affected by our ability to solidify and deepen our relationship with our customers. We have undertaken a customer-centric direct sales approach, coupled with a project-based approach from initial product development to full-scale manufacturing, to fit with customer demands and optimize our delivery and execution. We expect to further such approaches, which enable us to closely work with our customers, address their demands in a satisfactory and agile manner and, ultimately, anchor their collaborations with us to drive our growth. Our relationship with customers depends on a wide array of factors, including the attractiveness of our products based on their benefits and costs to customers, the availability and relative advantages of alternative products from our competitors, and the specific demand of our customers, over which we have limited control. We must continually reinforce our customer relationship in view of such factors, so that we can ensure their procurement from us, maintain our market share and competitive advantages and price our products effectively.

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## FINANCIAL INFORMATION

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Moreover, our results of operations and sustainable growth are also influenced by the breadth and depth of our customer base. Our customers currently consist of enterprises across a variety of industry verticals, such as automotive manufacturers, industrial companies, consumer electronic companies, medical device companies and telecommunication companies, while we derived a significant portion of our revenue from certain key customers from each of these verticals during the Track Record Period. For instance, in 2022, 2023, 2024 and the nine months ended September 30, 2025, revenue generated from our top five customers in each period during the Track Record Period accounted for 38.2%, 50.7%, 46.6% and 44.2% of our total revenue for such period, respectively. Therefore, our ability to maintain favorable and stable relationship with such customers is important to our financial performance. We expect to further expand our customer base along with the proliferation of each business line, which could diversify our revenue streams and improve our resilience.

### **Effectiveness of Our Research and Development Efforts**

We believe that research and development is pivotal to our long-term development. Under our tri-integrated strategy, we leverage the synergistic integration of our transmission, micro motor and electronic control systems to create a comprehensive competitive edge across the entire value chain, from core components to intelligent integrated products. Given that our integrated micro transmission and drive systems are tailored for a wide range of industry verticals and specialized application scenarios, a significant portion of our products must be designed and manufactured based on specific requirements, with relatively low levels of standardization. We have accumulated advanced product design and precision development capabilities and developed a series of key manufacturing technologies that enable us to produce products for diverse industry verticals with high precision and premium quality. These efforts have contributed to the success of our products and our competitive advantages, and, in turn, our historical performance. We have steadily invested and will commit to investing in our research and development efforts to upgrade our products and advance our technological competitive edge. In 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, our research and development costs amounted to RMB117.3 million, RMB128.7 million, RMB155.1 million, RMB108.4 million and RMB127.9 million, respectively, accounting for 10.2%, 10.7%, 10.2%, 10.3% and 10.2% of our total revenue for the same periods, respectively. Specifically, we have made significant investment into our research and development personnel, to drive our technological advancements. In 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, the employee benefit expenses of our research and development personnel accounted for 69.8%, 70.1%, 69.2%, 67.8% and 72.3% of our total research and development costs, respectively. Going forward, we expect to continue to invest in our research and development efforts in a prudent and efficient manner that closely aligns with our business objectives and enables us to capture industry trends.

### **Our Ability to Manage Costs and Expenses and Maintain Operational Efficiency**

Our ability to control our cost of sales is crucial to our financial performance, in particular our profitability. Specifically, cost of sales accounted for 70.9%, 71.1%, 68.8%, 68.9% and 67.3% of our total revenue for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, thereby representing the most significant proportion of our total costs and expenses. We believe that we have achieved effective cost management during the Track Record Period, as demonstrated by our stable gross profit margin. Our cost management in turn depends on our ability to control each of the major cost components, including (1) costs of materials of our products; (2) direct labor costs; and (3) manufacturing overhead costs. In particular, cost of materials represented the most significant portion of our total costs, accounting for 71.7%, 70.0%, 70.8%, 71.4% and 73.5% of our total cost of sales for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. Given the nature of our products, we primarily follow a made-to-order procurement model, in which materials are purchased based on confirmed customer orders or order forecasts. As a result, our cost of materials depends in part on the particular needs of customers for the products ordered, and our ability to maintain a robust, resilient and



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## FINANCIAL INFORMATION

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efficient supply chain and harness our relationship with suppliers, and is also affected changes in the supply chain, such as the price fluctuations and availability of the raw materials. In addition, to the extent that there are any material fluctuations of our labor costs and manufacturing overhead costs, such as due to changes in the supply and demand of the labor market, the improvements of manufacturing techniques and upgrades of production lines and purchase and implementation of new manufacturing equipment, our cost of sales may also be affected.

Our profit margin is also affected by our operating expenses, which primarily comprised selling and marketing expenses, administrative expenses and research and development costs during the Track Record Period. We formulate, implement and constantly monitor the execution of financial budgets that enable us to accomplish effective control of our operating expenses in parallel with the growth of our business scale. As we continue to expand our business, we expect to continually maintain our operating expenses at reasonable levels corresponding to our growth, and, in the long term, realize greater economies of scale that further optimizes our cost structure and improves our profitability.

### **BASIS OF PREPARATION**

The historical financial information has been prepared in accordance with IFRS Accounting Standards. All IFRS Accounting Standards effective for the accounting period commencing from January 1, 2025, together with the relevant transitional provisions, have been early adopted by us in the preparation of the historical financial information throughout the Track Record Period and in the period covered by the interim comparative financial information.

The historical financial information has been prepared under the historical cost convention except for equity investments designated at FVTOCI, debt investments at FVTOCI, financial assets at FVTPL and financial liabilities at FVTPL which have been measured at fair value at the end of each period during the Track Record Period and in the period covered by the interim comparative financial information.

### **MATERIAL ACCOUNTING POLICIES, JUDGEMENTS AND ESTIMATES**

We have identified certain accounting policies that are material to the preparation of our consolidated financial statements. Some of our accounting policies require us to apply estimates and assumptions as well as complex judgements related to accounting items. The estimates and assumptions we use and the judgements we make in applying our accounting policies have a significant impact on our financial position and operational results. Results may differ from these estimates under different assumptions and conditions.

Our management continually evaluates such estimates, assumptions and judgements based on historical experience and other assumptions which our management believes to be reasonable under the circumstances.

We set forth below accounting policies that we believe involve the most significant estimates, assumptions and judgements used in the preparation of our financial statements. Our material accounting policies, as well as our key source of estimation uncertainties, which are important for understanding our financial condition and results of operations, are set forth in Notes 2.3 and 3 to the Accountants' Report in Appendix I to this prospectus.

#### **Revenue Recognition**

##### ***Revenue from contracts with customers***

Revenue from contracts with customers is recognized when control of goods or services is transferred to the customers at an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services.

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## FINANCIAL INFORMATION

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When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which we will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

### *Sales of products*

Revenue from the sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the products for export sales and acceptance of the products for domestic sales.

A portion of the sales of products is on consignment arrangements where the products are delivered to the customers' locations for their use. The control of the products is transferred when the products are used by the customers.

Some customers signed contract for the molds manufactured by us specifically to satisfy the promise to deliver products to the customers at stand-alone selling prices. Revenue from the sales of molds is recognised at point in time when the molds are accepted and confirmed by the customer or when the bulk orders to manufacture the specified products are made by the customer.

### **Fair Value Measurement**

We measure certain financial instruments at fair value at the end of each year/period during the Track Record Period. 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 us. 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.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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.

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## FINANCIAL INFORMATION

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For assets and liabilities that are recognized in the financial information during the Track Record Period on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each year/period during the Track Record Period.

### Property, Plant and Equipment and Depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to 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 capitalized 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, we recognize 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:

Buildings . . . . .	4.5%
Machine equipment . . . . .	9.70% to 19.40%
Electronic equipment . . . . .	32.33%
Transportation equipment . . . . .	24.25%
Other equipment . . . . .	19.40%
Renovation and leasehold improvement . . . . .	Shorter of remaining lease terms and estimated useful lives

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 each year/period during the Track Record Period.

An item of property, plant and equipment including any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

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## FINANCIAL INFORMATION

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### Investments and Other Financial Assets

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVTOCI, and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and our business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which we have applied the practical expedient of not adjusting the effect of a significant financing component, we initially measure a financial asset at its fair value plus in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which we have applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" above.

In order for a financial asset to be classified and measured at amortized cost or FVTOCI, 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 FVTPL, irrespective of the business model.

Our business model for managing financial assets refers to how we manage our 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 amortized 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 FVTOCI 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 FVTPL.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognized on the trade date, that is, the date that we commit to purchase or sell the asset.

#### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

##### *Financial assets at amortized cost (debt instruments)*

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

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## FINANCIAL INFORMATION

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### *Financial assets at FVTOCI (debt instruments)*

For debt investments at FVTOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in profit or loss and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in other comprehensive income. Upon derecognition, the cumulative fair value change recognized in other comprehensive income is recycled to profit or loss.

### *Financial assets designated at FVTOCI (equity investments)*

Upon initial recognition, we can elect to classify irrevocably our equity investments as equity investments designated at FVTOCI 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 profit or loss. Equity investments designated at FVTOCI are not subject to impairment assessment.

### *Financial assets at FVTPL*

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in 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 derecognized (i.e., removed from our consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- we have transferred our 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) we have transferred substantially all the risks and rewards of the asset, or (b) we have neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When we have transferred our rights to receive cash flows from an asset or have 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, we continue to recognize the transferred asset to the extent of our continuing involvement. In that case, we also recognize an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that we have 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 we could be required to repay.

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## FINANCIAL INFORMATION

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### **Judgements**

#### ***Classification of financial assets***

The classification of financial assets at initial recognition depends on our business model for managing the financial assets. In determining the business model, we consider how the performance of the business model and the financial assets held within that business model are evaluated and reported to our key management personnel, the risks that affect the performance of the business model (and the financial assets held within) and, the way those risks are managed. In determining whether cash flows are going to be realized by collecting the financial assets' contractual cash flows, it is necessary for us to consider the reason, timing, frequency, and value of sales prior to the maturity date.

### **Estimation Uncertainty**

#### ***Fair value of unlisted equity investments***

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in Note 41 to the Accountants' Report in Appendix I in this prospectus. The valuation requires us to determine the comparable public companies (peers) and select the price multiple, make estimates about the discount for lack of marketability, and/or adjust quoted prices in active markets. In addition, we make estimates about the discount for illiquidity and size differences. We classify the fair value of these investments as level 3. For details, see Note 17 to the Accountants' Report in Appendix I in this prospectus.

#### ***Provision for expected credit losses on trade and notes receivables***

We use a provision matrix to calculate expected credit losses ("ECLs") for trade and notes receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on our historical observed default rates. We will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each period during the Track Record Period, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. Our historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on our trade and notes receivables is disclosed in Note 21 to the Accountants' Report in Appendix I to this prospectus.



## FINANCIAL INFORMATION

### RESULTS OF OPERATIONS

The following table set forth a summary of our consolidated statements of profit or loss and other comprehensive expense/income for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands except for percentages)										
(Unaudited)										
Revenue . . . . .	1,152,459	100.0	1,205,945	100.0	1,524,599	100.0	1,057,458	100.0	1,255,189	100.0
Cost of sales . . . . .	(817,349)	(70.9)	(856,854)	(71.1)	(1,049,031)	(68.8)	(729,093)	(68.9)	(845,252)	(67.3)
<b>Gross profit . . . . .</b>	<b>335,110</b>	<b>29.1</b>	<b>349,091</b>	<b>28.9</b>	<b>475,568</b>	<b>31.2</b>	<b>328,365</b>	<b>31.1</b>	<b>409,937</b>	<b>32.7</b>
Other income and gains . . . . .	67,742	5.9	100,192	8.3	94,356	6.2	69,046	6.5	58,644	4.7
Selling and marketing expenses . . . . .	(45,141)	(3.9)	(42,058)	(3.5)	(60,275)	(4.0)	(42,085)	(4.0)	(51,600)	(4.1)
Administrative expenses . . . . .	(73,102)	(6.3)	(75,210)	(6.2)	(93,623)	(6.1)	(64,584)	(6.1)	(84,024)	(6.7)
Research and development costs . .	(117,342)	(10.2)	(128,714)	(10.7)	(155,136)	(10.2)	(108,394)	(10.3)	(127,914)	(10.2)
Impairment losses on financial assets, net .	(3,961)	(0.3)	(6,304)	(0.5)	(6,334)	(0.4)	(1,350)	(0.1)	2,026	0.2
Other expenses . . . . .	(1,523)	(0.1)	(2,171)	(0.2)	(2,038)	(0.1)	(3,233)	(0.3)	(836)	(0.1)
Finance costs . . . . .	(3,132)	(0.3)	(3,334)	(0.3)	(2,411)	(0.2)	(2,290)	(0.2)	(2,498)	(0.2)
Share of profits and losses of an associate . . . . .	99	0.0	683	0.1	(5,391)	(0.4)	(3,742)	(0.4)	(4,497)	(0.4)
<b>Profit before tax . . .</b>	<b>158,750</b>	<b>13.8</b>	<b>192,175</b>	<b>15.9</b>	<b>244,716</b>	<b>16.1</b>	<b>171,733</b>	<b>16.2</b>	<b>199,238</b>	<b>15.9</b>
Income tax expense . .	(8,254)	(0.7)	(12,252)	(1.0)	(19,297)	(1.3)	(12,568)	(1.2)	(17,128)	(1.4)
<b>Profit for the year/period . . . . .</b>	<b>150,496</b>	<b>13.1</b>	<b>179,923</b>	<b>14.9</b>	<b>225,419</b>	<b>14.8</b>	<b>159,165</b>	<b>15.1</b>	<b>182,110</b>	<b>14.5</b>
<b>Other comprehensive income</b>										
Exchanges differences on translation of foreign operations . .	896	0.1	112	0.0	(25)	(0.0)	(13)	0.0	(23)	0.0
Equity investments designated at FVTOCI: Changes in fair value . . . . .	3,907	0.3	(1,008)	(0.1)	(639)	(0.0)	(1,004)	(0.1)	(2,987)	(0.2)
Other comprehensive income/(loss) for the year/period, net of tax . . . . .	4,803	0.4	(896)	(0.1)	(664)	(0.0)	(1,017)	(0.1)	(3,010)	(0.2)
<b>Total comprehensive income for the year/period . . . . .</b>	<b>155,299</b>	<b>13.5</b>	<b>179,027</b>	<b>14.8</b>	<b>224,755</b>	<b>14.7</b>	<b>158,148</b>	<b>15.0</b>	<b>179,100</b>	<b>14.3</b>

## FINANCIAL INFORMATION

### NON-IFRS MEASURE

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

We define adjusted net profit (non-IFRS measure) as profit for the period adjusted for share-based payment expenses. Share-based payment expenses are non-cash expenses arising from granting share options and restricted A Shares to employees. The following table sets out a reconciliation from adjusted net profit (non-IFRS measure) to profit for the period which is presented in accordance with IFRS Accounting Standards.

	Year ended December 31,			Nine months ended September 30,	
	2022	2023	2024	2024	2025
	(RMB in thousands)			(Unaudited)	
<b>Profit for the year/period . .</b>	<b>150,496</b>	<b>179,923</b>	<b>225,419</b>	<b>159,165</b>	<b>182,110</b>
Add:					
Share-based payment expenses . . . . .	2,319	(9,309)	5,264	1,316	11,142
<b>Adjusted net profit (non-IFRS measure) . . . . .</b>	<b>152,815</b>	<b>170,614</b>	<b>230,683</b>	<b>160,481</b>	<b>193,252</b>

### KEY COMPONENTS OF OUR RESULTS OF OPERATIONS

#### Revenue

During the Track Record Period, we primarily generated revenue from the sales of integrated drive products in multiple sectors, including (1) automotive products; (2) consumer and healthcare technology products; (3) industrial and manufacturing products; and (4) embodied robotics products. We recorded total revenue of RMB1,152.5 million, RMB1,205.9 million, RMB1,524.6 million, RMB1,057.5 million and RMB1,255.2 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. The following table sets forth our total revenue by business line for the periods indicated, both in absolute amount and as a percentage of our total revenue.

## FINANCIAL INFORMATION

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(RMB in thousands except for percentages) (Unaudited)									
Automotive products . .	492,576	42.8	679,143	56.3	895,109	58.7	607,983	57.5	789,249	62.9
Consumer and healthcare technology products . . . . .	471,849	40.9	389,804	32.3	487,711	32.0	349,768	33.1	352,026	28.0
Industrial and manufacturing products . . . . .	180,155	15.6	126,298	10.5	126,326	8.3	89,072	8.4	96,593	7.7
Embodied robotics products . . . . .	2,534	0.2	3,131	0.3	6,014	0.4	4,076	0.4	15,530	1.2
Others <sup>(1)</sup> . . . . .	5,345	0.5	7,569	0.6	9,439	0.6	6,559	0.6	1,791	0.2
<b>Total . . . . .</b>	<b>1,152,459</b>	<b>100.0</b>	<b>1,205,945</b>	<b>100.0</b>	<b>1,524,599</b>	<b>100.0</b>	<b>1,057,458</b>	<b>100.0</b>	<b>1,255,189</b>	<b>100.0</b>

(1) Others primarily include products sold to enterprise customers operating in other technology sectors.

The following table sets forth information about the sales volume of our products sold and average selling price for each of the business lines for the periods indicated. Due to the nature of our products, we have a highly broad variety of products with different product specifications, complexity and prices and, therefore, our ASP could vary significantly across product types, customers, business lines and periods. In addition, the ASP of our products was generally low during the Track Record Period, as the sales volume of our products is calculated based on the pieces of parts and units comprising a system in the specifications of relevant orders or contracts with customers. Due to the technical requirements of our offerings, such specifications will provide for the details of the system delivered, which tend to include a large number of underlying parts of units that each individually may have a relatively low price.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	Sales volume	ASP	Sales volume	ASP	Sales volume	ASP	Sales volume	ASP	Sales volume	ASP
	(Sales volume in thousand units, ASP in RMB per unit)									
Automotive products . .	489,506	1.0	483,367	1.4	599,119	1.5	406,668	1.5	576,375	1.4
Consumer and healthcare technology products . . . . .	94,016	5.0	73,474	5.3	70,669	6.9	52,272	6.7	33,438	10.5
Industrial and manufacturing products . . . . .	36,607	4.9	23,136	5.5	22,132	5.7	17,732	5.0	13,498	7.2
Embodied robotics products . . . . .	147	17.2	146	21.5	225	26.7	110	60.8	350	44.4
Others . . . . .	106	50.5	208	36.4	150	62.8	25	62.4	127	14.1
<b>Total . . . . .</b>	<b>620,382</b>	<b>1.9</b>	<b>580,331</b>	<b>2.1</b>	<b>692,296</b>	<b>2.2</b>	<b>476,807</b>	<b>2.2</b>	<b>623,788</b>	<b>2.0</b>

## FINANCIAL INFORMATION

During the Track Record Period, we primarily entered into sales contracts with customers located in the PRC, and, to a lesser extent, in other countries such as India, Czech Republic, France, Mexico, Germany and the U.S. The following table sets forth a breakdown of our revenue by location of customers for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands, except for percentages)										
(Unaudited)										
China . . . . .	1,006,143	87.3	1,048,786	87.0	1,312,193	86.1	886,830	83.9	1,110,004	88.4
Other countries/regions . .	146,316	12.7	157,159	13.0	212,406	13.9	170,628	16.1	145,185	11.6
<b>Total . . . . .</b>	<b>1,152,459</b>	<b>100.0</b>	<b>1,205,945</b>	<b>100.0</b>	<b>1,524,599</b>	<b>100.0</b>	<b>1,057,458</b>	<b>100.0</b>	<b>1,255,189</b>	<b>100.0</b>

### Cost of Sales

Our cost of sales consisted of (1) costs of materials of our products, such as standard motors, plastics, gears, shafts, brackets, mold materials, bearings, housings, electronic components, and packaging materials; (2) direct labor costs of our manufacturing personnel; and (3) manufacturing overhead costs, such as depreciation and amortization and indirect labor costs. We recorded cost of sales of RMB817.3 million, RMB856.9 million, RMB1,049.0 million, RMB729.1 million and RMB845.3 million for 2022, 2023 and 2024 and the nine months ended September 30, 2024 and 2025, respectively. The following table sets forth a breakdown of our cost of sales by nature, both in absolute amount and as a percentage of the total cost of sales, for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands except for percentages)										
(Unaudited)										
Cost of materials . . . .	585,504	71.6	599,432	70.0	743,120	70.8	520,297	71.4	621,719	73.5
Direct labor costs . . . .	67,514	8.3	64,802	7.5	78,416	7.5	55,057	7.5	63,975	7.6
Manufacturing overhead costs . . . . .	164,331	20.1	192,620	22.5	227,495	21.7	153,739	21.1	159,558	18.9
<b>Total . . . . .</b>	<b>817,349</b>	<b>100.0</b>	<b>856,854</b>	<b>100.0</b>	<b>1,049,031</b>	<b>100.0</b>	<b>729,093</b>	<b>100.0</b>	<b>845,252</b>	<b>100.0</b>

### Gross Profit and Gross Profit Margin

Our gross profit was RMB335.1 million, RMB349.1 million, RMB475.6 million, RMB328.4 million and RMB409.9 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, representing a gross profit margin of 29.1%, 28.9%, 31.2%, 31.1% and 32.7% for the same periods, respectively.

## FINANCIAL INFORMATION

The following table sets forth our gross profit and gross profit margin by use cases for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)
(RMB in thousands, except for percentages)										
(Unaudited)										
Automotive products . .	160,282	32.5	208,499	30.7	290,979	32.5	193,087	31.8	272,038	34.5
Consumer and healthcare technology products . . . . .	118,274	25.1	99,758	25.6	141,863	29.1	101,540	29.0	98,389	27.9
Industrial and manufacturing products . . . . .	54,600	30.3	36,412	28.8	35,979	28.5	29,000	32.6	31,990	33.1
Embodied robotics products . . . . .	358	14.1	820	26.2	1,837	30.5	1,638	40.2	7,109	45.8
Others . . . . .	1,596	29.9	3,602	47.6	4,910	52.0	3,100	47.3	411	22.9
<b>Total . . . . .</b>	<b>335,110</b>	<b>29.1</b>	<b>349,091</b>	<b>28.9</b>	<b>475,568</b>	<b>31.2</b>	<b>328,365</b>	<b>31.1</b>	<b>409,937</b>	<b>32.7</b>

The following table sets forth a breakdown of our gross profit and gross profit margin by location of customers for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)	Gross profit (RMB)	Gross profit margin (%)
(RMB in thousands, except for percentages)										
(Unaudited)										
China . . . . .	272,772	27.1	290,381	27.7	382,336	29.1	257,281	29.0	345,709	31.1
Other countries/ regions . . . . .	62,338	42.6	58,710	37.4	93,232	43.9	71,084	41.7	64,228	44.2
<b>Total . . . . .</b>	<b>335,110</b>	<b>29.1</b>	<b>349,091</b>	<b>28.9</b>	<b>475,568</b>	<b>31.2</b>	<b>328,365</b>	<b>31.1</b>	<b>409,937</b>	<b>32.7</b>

## FINANCIAL INFORMATION

### Other Income and Gains

Our other income primarily consisted of (1) government grants, which primarily represented incentives and awards granted for our research and development initiatives and manufacturing upgrades that were recognized in profit or loss during the relevant periods; (2) additional deduction of VAT and other tax reliefs; (3) bank interest income; (4) other interest income from debt investment at FVTOCI, which mainly represented our negotiable certificate of deposit; (5) investment income from and fair value gains on financial assets at FVTPL, mainly in connection with our wealth management products; and (6) foreign exchange gains, net, which mainly arose from our cash and cash equivalents, trade receivables and trade payables denominated in U.S. Dollars.

Our other income and gains amounted to RMB67.7 million, RMB100.2 million, RMB94.4 million, RMB69.0 million and RMB58.6 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. The following table sets forth a breakdown of our other income and gains for the periods indicated.

	Year ended December 31,			Nine months ended September 30,	
	2022	2023	2024	2024	2025
				(Unaudited)	
<u>Other income</u>					
Government grants . . . . .	12,230	17,181	12,569	6,630	8,666
Additional deduction of VAT and other tax reliefs . . . . .	1,257	5,678	8,367	7,146	5,687
Bank interest income . . . . .	14,629	6,524	9,439	7,070	5,932
Other interest income from debt investment at FVTOCI . . . . .	21,984	31,585	25,306	18,279	19,796
Investment income from financial assets at FVTPL . . . . .	10,004	21,061	17,427	11,879	8,882
Dividend income from equity investment at FVTOCI . . . . .	—	50	—	—	—
Others . . . . .	1,167	766	304	249	336
<b>Total other income . . . . .</b>	<b>61,271</b>	<b>82,845</b>	<b>73,412</b>	<b>51,253</b>	<b>49,299</b>
<u>Gains</u>					
Foreign exchange gains, net . . . . .	2,821	566	1,048	—	845
Fair value gains on financial assets at FVTPL . . . . .	3,650	15,317	19,896	17,793	8,500
Gain on disposal of items of right-of-use, net . . . . .	—	1,464	—	—	—
<b>Total gains . . . . .</b>	<b>6,471</b>	<b>17,347</b>	<b>20,944</b>	<b>17,793</b>	<b>9,345</b>
<b>Total other income and gains . . . . .</b>	<b>67,742</b>	<b>100,192</b>	<b>94,356</b>	<b>69,046</b>	<b>58,644</b>

## FINANCIAL INFORMATION

### Selling and Marketing Expenses

Our selling and marketing expenses primarily consisted of (1) employee benefit expenses, which primarily represented the salaries, bonuses and other benefits for our sales and marketing personnel, including share-based payment expenses; (2) traveling and business development expenses incurred by our sales and marketing personnel; and (3) advertising and market promotion expenses.

We incurred selling and marketing expenses of RMB45.1 million, RMB42.1 million, RMB60.3 million, RMB42.1 million and RMB51.6 million for 2022, 2023 and 2024 and the nine months ended September 30, 2024 and 2025, respectively. The following table sets forth a breakdown of our selling and marketing expenses by nature, both in absolute amount and as a percentage of our total selling and marketing expenses, for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(RMB in thousands except for percentages) (Unaudited)									
Employee benefit expenses . . . . .	29,415	65.2	28,353	67.4	39,510	65.5	26,973	64.1	33,920	65.7
Traveling and business development expenses . . . . .	8,277	18.3	7,054	16.8	7,817	13.0	5,661	13.5	4,764	9.2
Advertising and market promotion expenses . . . . .	3,953	8.8	3,238	7.7	6,966	11.6	5,028	11.9	7,639	14.8
Depreciation and amortization . . . . .	566	1.2	812	1.9	689	1.1	421	1.0	815	1.6
Others <sup>(1)</sup> . . . . .	2,930	6.5	2,601	6.2	5,293	8.8	4,002	9.5	4,462	8.7
<b>Total . . . . .</b>	<b>45,141</b>	<b>100.0</b>	<b>42,058</b>	<b>100.0</b>	<b>60,275</b>	<b>100.0</b>	<b>42,085</b>	<b>100.0</b>	<b>51,600</b>	<b>100.0</b>

(1) Others primarily include marketing consulting service fees, rentals, office expenses, testing fees, utility costs and other miscellaneous expenses.



## FINANCIAL INFORMATION

### Administrative Expenses

Our administrative expenses primarily consisted of (1) employee benefit expenses, which primarily represented the salaries, bonuses and other benefits for our administrative personnel, including share-based payment expenses; (2) depreciation and amortization; (3) taxes and surcharges; (4) consulting and other professional service fees, such as fees for engaging third-party consultants for professional advice on areas of improvements of our business, and audit fees; (5) traveling and business activities expenses incurred by our administrative personnel; and (6) office expenses. We incurred administrative expenses of RMB73.1 million, RMB75.2 million, RMB93.6 million, RMB64.6 million and RMB84.0 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. The following table sets forth a breakdown of our administrative expenses by nature, both in absolute amount and as a percentage of our total administrative expenses, for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(RMB in thousands except for percentages)										
(Unaudited)										
Employee benefit expenses . . . . .	39,187	53.6	37,677	50.1	48,490	51.8	31,715	49.1	41,993	50.0
Depreciation and amortization . . . . .	9,029	12.4	14,127	18.8	15,937	17.0	11,049	17.1	17,445	20.8
Taxes and surcharges . .	10,035	13.7	9,738	12.9	12,094	12.9	7,876	12.2	12,317	14.7
Consulting and other professional service fees . . . . .	6,422	8.8	4,734	6.3	6,686	7.1	6,523	10.1	3,469	4.1
Traveling and business activities expenses . .	1,899	2.6	2,145	2.9	3,589	3.8	2,645	4.1	2,752	3.3
Office expenses . . . . .	1,992	2.7	1,630	2.2	1,339	1.4	1,005	1.6	906	1.0
Others <sup>(1)</sup> . . . . .	4,538	6.2	5,159	6.8	5,488	6.0	3,771	5.8	5,142	6.1
<b>Total . . . . .</b>	<b>73,102</b>	<b>100.0</b>	<b>75,210</b>	<b>100.0</b>	<b>93,623</b>	<b>100.0</b>	<b>64,584</b>	<b>100.0</b>	<b>84,024</b>	<b>100.0</b>

(1) Others primarily include repairment expenses, insurance fees, bank transaction service fees, transportation expenses, utility costs and other miscellaneous expenses.

## FINANCIAL INFORMATION

### Research and Development Costs

Our research and development costs primarily consisted of (1) employee benefit expenses, which primarily represented the salaries, bonuses and other benefits for our research and development personnel, including share-based payment expenses; (2) research materials costs involved in our research and development activities, which also include the costs of prototypes and molds; (3) depreciation and amortization; and (4) research processing expenses, representing outsourced service fees for manufacturing and processing products in our R&D process. We incurred research and development costs of RMB117.3 million, RMB128.7 million, RMB155.1 million, RMB108.4 million and RMB127.9 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. The following table sets forth a breakdown of our research and development costs by nature, both in absolute amount and as a percentage of our total research and development costs, for the periods indicated.

	Year ended December 31,						Nine months ended September 30,			
	2022		2023		2024		2024		2025	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(RMB in thousands except for percentages) (Unaudited)									
Employee benefit expenses . . . . .	81,956	69.8	90,216	70.1	107,416	69.2	73,550	67.8	92,522	72.3
Research materials costs . . . . .	17,724	15.1	21,004	16.3	21,589	13.9	15,479	14.3	12,680	9.9
Depreciation and amortization . . . . .	6,934	5.9	8,392	6.5	11,281	7.3	7,541	7.0	9,689	7.6
Research processing expenses . . . . .	2,006	1.7	2,720	2.1	4,126	2.7	2,618	2.4	2,191	1.7
Others <sup>(1)</sup> . . . . .	8,722	7.5	6,382	5.0	10,724	6.9	9,206	8.5	10,832	8.5
<b>Total . . . . .</b>	<b>117,342</b>	<b>100.0</b>	<b>128,714</b>	<b>100.0</b>	<b>155,136</b>	<b>100.0</b>	<b>108,394</b>	<b>100.0</b>	<b>127,914</b>	<b>100.0</b>

(1) Others primarily include patent fees, testing fees, traveling expenses, utility costs and other miscellaneous expenses.

### Impairment Losses on Financial Assets, Net

We recorded impairment losses on financial assets during the Track Record Period, primarily in connection with our trade and notes receivables. We incurred impairment losses on financial assets of RMB4.0 million, RMB6.3 million, RMB6.3 million and RMB1.4 million for 2022, 2023, 2024 and the nine months ended September 30, 2024, respectively, and we recorded a reversal of impairment losses on financial assets at RMB2.0 million for the nine months ended September 30, 2025.

### Finance Costs

Finance costs consisted of interest expenses on our borrowings and lease liabilities. We incurred finance costs of RMB3.1 million, RMB3.3 million, RMB2.4 million, RMB2.3 million and RMB2.5 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

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## FINANCIAL INFORMATION

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### Income Tax Expense

We recorded income tax expense of RMB8.3 million, RMB12.3 million, RMB19.3 million, RMB12.6 million and RMB17.1 million for 2022, 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively, representing an effective tax rate of 5.2%, 6.4%, 7.9%, 7.3% and 8.6% for the same periods, respectively. Our effective tax rate was lower than the statutory rate for enterprise income tax, primarily due to the effect of additional deductible allowance for qualified research and development expenses.

During the Track Record Period and up to the Latest Practicable Date, we had paid all relevant taxes when due and there were no matters in dispute or unresolved with the relevant tax authorities.

We are subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of our Group are domiciled and operate. The following description sets forth a summary of our major income tax exposures in relevant jurisdictions.

#### Hong Kong

Our subsidiary incorporated in Hong Kong is subject to Hong Kong profits tax at a rate of 16.5% on any estimated assessable profits arising in Hong Kong during the Track Record Period.

#### PRC

The provision for enterprise income tax in the PRC is based on the statutory rate of 25% of the taxable profits determined in accordance with the EIT Law, which was approved and became effective on January 1, 2008, except for certain subsidiaries of our Group in the PRC which are granted tax concession and are taxed at preferential tax rates.

Our Company was qualified as an HNTE to enjoy a preferential income tax rate of 15% from 2022 to 2024. Dongguan Zhaowei was qualified as an HNTE to enjoy a preferential income tax rate of 15% from 2023 to 2025. These qualifications are subject to review by the relevant tax authority in the PRC for every three years. The renewal of above qualifications of the Company for 2025 to 2027 has been obtained.

Pursuant to Caishui [2022] No. 13 “Announcement on Further implementing the income Tax Preferential Policies for Small Meagre-profit Enterprises” (關於進一步實施小微企業所得稅優惠政策的公告), Caishui [2023] No. 6 “Announcement on the Income Tax Preferential Policies for Small Meagre-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), and Caishui [2023] No. 12 “Announcement on the Income Tax Preferential Policies for Small Meagre-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), certain of our subsidiaries were qualified for Small Meagre-profit Enterprises and entitled to a preferential income tax rate of 20% on the 25% of portion of taxable income generally not exceeding RMB3.0 million during the Track Record Period. In addition, from 2022 to 2024, certain small and low-profit subsidiaries enjoyed a 75% discount on taxable income between RMB1.0 million and RMB3.0 million, and total taxable income were taxed at a preferential tax rate of 20%. Moreover, our Company and our subsidiaries were entitled to additional deduction of qualified research and development expenses from the taxable income at an additional deduction percentage of 100% from January 1, 2022 to December 31, 2027.

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## FINANCIAL INFORMATION

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### PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

#### Nine months Ended September 30, 2025 Compared to Nine months Ended September 30, 2024

##### *Revenue*

Revenue increased by 18.7% from RMB1,057.5 million for nine months ended September 30, 2024 to RMB1,255.2 million for nine months ended September 30, 2025, primarily due to the increase in revenue from our automotive products for the reasons discussed below.

- ***Automotive products.*** Our revenue from automotive products increased by 29.8% from RMB608.0 million for the nine months ended September 30, 2024 to RMB789.2 million for the nine months ended September 30, 2025, primarily driven by the growing demand from certain major customers operating in the automotive sector for various kinds of our products to be integrated into their end products, such as screen movement actuators, tailgate actuators and chassis sector products, as we were able to satisfy their increasing business and manufacturing needs with these products.
- ***Consumer and healthcare technology products.*** Our revenue from consumer and healthcare technology products remained relatively stable at RMB349.8 million and RMB352.0 million for the nine months ended September 30, 2024 and 2025, respectively.
- ***Industrial and manufacturing products.*** Our revenue from industrial and manufacturing products increased by 8.4% from RMB89.1 million for the nine months ended September 30, 2024 to RMB96.6 million for the nine months ended September 30, 2025, as we fulfilled certain major orders for our drum motor products.
- ***Embodied robotics products.*** Our revenue from embodied robotics products increased by 278.0% from RMB4.1 million for the nine months ended September 30, 2024 to RMB15.5 million for the nine months ended September 30, 2025, primarily due to our extended reach to new customers operating in the embodied robotics sector and increase in demand from existing customers, driven in part by the rapid development of the embodied robotics industry. These robotics sector players have a growing demand of various types of our products to be integrated into their end products (e.g., cobots and service robots), such as planetary reduction gearboxes and right-angle geared motors, for functions such as torque amplification and speed reduction.

##### *Cost of sales*

Our cost of sales increased by 15.9% from RMB729.1 million for nine months ended September 30, 2024 to RMB845.3 million for nine months ended September 30, 2025, primarily due to (1) an increase in cost of materials of RMB101.4 million, (2) an increase in direct labor costs of RMB8.9 million, and (3) an increase in manufacturing overhead costs of RMB5.9 million, generally in line with the growth of our sales revenue over the same periods.

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## FINANCIAL INFORMATION

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### ***Gross profit***

Our gross profit increased by 24.8% from RMB328.4 million for nine months ended September 30, 2024 to RMB409.9 million for nine months ended September 30, 2025, primarily driven by the increase in gross profit from our automotive products, generally in line with the increase in revenue for the reasons discussed above. Our gross profit margin increased from 31.1% for the nine months ended September 30, 2024 to 32.7% for the nine months ended September 30, 2025, primarily driven by the increase in gross profit margin of automotive products. Specifically, the gross profit margin of our automotive products increased from 31.8% for the nine months ended September 30, 2024 to 34.5% for the nine months ended September 30, 2025, primarily due to the nature of different products delivered to relevant customers during these periods.

### ***Other income and gains***

Other income and gain decreased from RMB69.0 million for the nine months ended September 30, 2024 to RMB58.6 million for nine months ended September 30, 2025, primarily due to the decrease in fair value gains on and investment income from financial assets at FVTPL, driven by the decrease in interest rates of relevant products.

### ***Selling and marketing expenses***

Selling and marketing expenses increased by 22.6% from RMB42.1 million for nine months ended September 30, 2024 to RMB51.6 million for nine months ended September 30, 2025, primarily due to the increase in employee benefit expenses from RMB27.0 million for nine months ended September 30, 2024 to RMB33.9 million for nine months ended September 30, 2025, mainly attributable to (1) the increase in the performance-based compensation to and the headcount of our sales and marketing personnel, as well as an increase in share-based payment expenses; and (2) the increase in advertising and market promotion expenses from RMB5.0 million for the nine months ended September 30, 2024 to RMB7.6 million for the nine months ended September 30, 2025 driven by our new product launch events.

### ***Administrative expenses***

Administrative expenses increased by 30.1% from RMB64.6 million for nine months ended September 30, 2024 to RMB84.0 million for nine months ended September 30, 2025, primarily due to (1) an increase in employee benefit expenses from RMB31.7 million for nine months ended September 30, 2024 to RMB42.0 million for nine months ended September 30, 2025, mainly attributable to the increase in compensation to and headcount of administrative personnel, as well as an increase in share-based payment expenses; (2) an increase in depreciation and amortization from RMB11.0 million for nine months ended September 30, 2024 to RMB17.4 million for nine months ended September 30, 2025, as certain of our construction in progress in connection with our Suzhou production base was transferred to buildings upon construction completion in late 2024 and we began to recognize relevant depreciation expenses under administrative expenses before the production base is put into use; and (3) an increase in taxes and surcharges from RMB7.9 million for the nine months ended September 30, 2024 to RMB12.3 million for the nine months ended September 30, 2025, mainly attributable to the property tax arising from Suzhou production base, as well as increases in surcharges driven by increased sales.

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## FINANCIAL INFORMATION

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### *Research and development costs*

Research and development costs increased by 18.0% from RMB108.4 million for nine months ended September 30, 2024 to RMB127.9 million for nine months ended September 30, 2025, primarily due to (1) an increase in employee benefit expenses from RMB73.6 million for nine months ended September 30, 2024 to RMB92.5 million for nine months ended September 30, 2025, mainly as a result of the overall increase in the headcount and compensation level of our research and development personnel, including an increase in share-based payment expenses; and (2) an increase in depreciation and amortization from RMB7.5 million for nine months ended September 30, 2024 to RMB9.7 million for nine months ended September 30, 2025, primarily due to the increase in depreciation attributable to Zhaowei Drive Industrial Park in Suzhou along with the relocation of certain our R&D personnel.

### *Share of losses of an associate*

Share of losses of an associate increased from RMB3.7 million for nine months ended September 30, 2024 to RMB4.5 million for nine months ended September 30, 2025, primarily due to the increase in loss of Linked Intelligent Technology Co., Ltd., our associate. For details, see “—Discussion of Major Balance Sheet Items—Investment in An Associate.”

### *Income tax expense*

Income tax expense increased by 35.7% from RMB12.6 million for nine months ended September 30, 2024 to RMB17.1 million for nine months ended September 30, 2025, primarily due to the increase in profit before tax.

### *Profit for the period*

As a result of the foregoing, our profit for the period increased by 14.4% at RMB159.2 million and RMB182.1 million for nine months ended September 30, 2024 and 2025, respectively, representing a net profit margin of 15.1% and 14.5% for the same periods, respectively. Our adjusted net profit (non-IFRS measure) increased from RMB160.5 million for the nine months ended September 30, 2024 to RMB193.3 million for the nine months ended September 30, 2025, due to the adjustment of share-based payment expenses.

## **Year Ended December 31, 2024 Compared to Year Ended December 31, 2023**

### *Revenue*

Revenue increased by 26.4% from RMB1,205.9 million for 2023 to RMB1,524.6 million for 2024, primarily due to the increases in revenue from automotive products and consumer and healthcare technology products.

- **Automotive products.** Our revenue from automotive products increased by 31.8% from RMB679.1 million for 2023 to RMB895.1 million for 2024, primarily driven by the increase in demand from certain major customers operating in the automotive sector, in particular certain existing customers that had relatively long collaborative relationship with us (including certain of our top five customers, details of which are set forth in “Business—Our Customers” for Customer A, Customer B and Customer D), as we were able to continually satisfy their business and manufacturing needs with our products. This was in turn driven in part by the growth of the downstream automotive sector over the same period. Specifically, the market size of China’s intelligent automotive sector increased from RMB857.8 billion in 2023 to RMB922.2 billion in 2024, according to the F&S Report.

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## FINANCIAL INFORMATION

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- **Consumer and healthcare technology products.** Our revenue from consumer and healthcare technology products increased by 25.1% RMB389.8 million for 2023 to RMB487.7 million for 2024, primarily due to the increase in demand from certain major customers operating in the consumer electronics sector, including both existing customers that had relatively long collaborative relationship with us, as well as certain new major customer that we had anchored (e.g. Customer G in “Business—Our Customers”) due to the close fit of our products with their business and manufacturing needs.
- **Industrial and manufacturing products.** Our revenue from industrial and manufacturing products was relatively stable at RMB126.3 million and RMB126.3 million for 2023 and 2024, respectively.
- **Embodied robotics products.** Our revenue from embodied robotics products increased by 92.1% from RMB3.1 million for 2023 to RMB6.0 million for 2024, primarily due to the growing demand from new customers, driven in part by the rapid development of the downstream embodied robotics industry. Specifically, the market size of global robotics market increased from RMB290.1 billion in 2023 to RMB394.5 billion in 2024, according to the F&S Report.

### ***Cost of sales***

Cost of sales increased by 22.4% from RMB856.9 million for 2023 to RMB1,049.0 million for 2024, primarily due to (1) an increase in cost of materials of RMB143.7 million, (2) an increase in direct labor costs of RMB13.6 million, and (3) an increase in manufacturing overhead costs of RMB34.9 million, generally in line with the growth of our sales revenue over the same periods.

### ***Gross profit***

Our gross profit increased by 36.2% from RMB349.1 million for 2023 to RMB475.6 million for 2024, primarily due to the increases in gross profit from automotive products and consumer and healthcare technology products, generally in line with the increases in revenue for the reasons discussed above.

Our gross profit margin increased from 28.9% for 2023 to 31.2% for 2024, primarily due to the increases in gross profit margin of our automotive products and consumer and healthcare technology products. Specifically, as to relevant business lines, (1) the gross profit margin of our automotive products was 32.5% for 2024, compared with 30.7% for 2023, as we adjusted our pricing for the orders from certain major customers in 2023, in light of the significant amount of their procurement from us, and our profit margin resumed to normal level in 2024; and (2 ) the gross profit margin of our consumer and healthcare technology products increased from 25.6% for 2023 to 29.1% for 2024, as we continued to recognize revenue during 2024 for providing customized products under a major customer’s orders with relatively high profit margin, due to our ability to meet the specific requirements of such customer.

### ***Other income and gains***

Other income and gains decreased by 5.8% from RMB100.2 million for 2023 to RMB94.4 million for 2024, primarily due to (1) a decrease in government grants from RMB17.2 million for 2023 to RMB12.6 million for 2024, generally in line with the recognition schedule of the government grants into our profit and loss; and (2) a decrease in other interest income from debt investment at FVTOCI from RMB31.6 million for 2023 to RMB25.3 million for 2024, primarily due to the relatively low interest rate environment in China for 2024, partially offset by an increase in bank interest income from RMB6.5 million for 2023 to RMB9.4 million for 2024, driven by the increase in the balance of our cash and cash equivalents.



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## FINANCIAL INFORMATION

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### *Selling and marketing expenses*

Selling and marketing expenses increased by 43.3% from RMB42.1 million for 2023 to RMB60.3 million for 2024, primarily due to (1) the increase in employee benefit expenses from RMB28.4 million for 2023 to RMB39.5 million for 2024, mainly as a result of the increase in performance-based compensation as we met our financial performance objectives in 2024; and (2) the increase in advertising and market promotion expenses from RMB3.2 million for 2023 to RMB7.0 million for 2024, as we increased our advertising and marketing investments to promote our new products.

### *Administrative expenses*

Administrative expenses increased by 24.5% from RMB75.2 million for 2023 to RMB93.6 million for 2024, primarily due to (1) an increase in employee benefit expenses from RMB37.7 million for 2023 to RMB48.5 million for 2024, mainly as a result of (i) the increase in performance-based compensation as we met our financial performance objectives in 2024, and (ii) the share-based payment expenses for 2024, compared with a reversal of share-based payment expenses for 2023, as the performance conditions of the relevant share awards were not met for 2023; (2) an increase in taxes and surcharges from RMB9.7 million for 2023 to RMB12.1 million for 2024, generally in line with our growing business scale; (3) an increase in consulting and other professional service fees from RMB4.7 million for 2023 to RMB6.7 million for 2024, as we engaged certain third-party consultants for professional advice on areas of improvements of our business.

### *Research and development costs*

Research and development costs increased by 20.5% from RMB128.7 million for 2023 to RMB155.1 million for 2024, primarily due to (1) an increase in employee benefit expenses from RMB90.2 million for 2023 to RMB107.4 million for 2024, mainly as a result of the overall increase in the compensation level and headcount of our research and development personnel; (2) an increase in depreciation and amortization from RMB8.4 million for 2023 to RMB11.3 million for 2024, primarily due to the addition of underlying machines and equipment for research and development purposes; and (3) an increase in research processing expenses from RMB2.7 million for 2023 to RMB4.1 million for 2024, in line with the needs of our new product development.

### *Share of profits and losses of an associate*

Share of profits and losses of an associate changed from share of profits of RMB0.7 million for 2023 to share of losses of RMB5.4 million for 2024, primarily due to the fluctuations of the financial performance of Linked Intelligent, our associate. For details, see “—Discussion of Major Balance Sheet Items—Investment in An Associate.”

### *Income tax expense*

Income tax expense increased by 56.9% from RMB12.3 million for 2023 to RMB19.3 million for 2024, primarily due to the increase in our taxable income.

### *Profit for the year*

As a result of the foregoing, our profit for the year increased by 25.3% from RMB179.9 million for 2023 to RMB225.4 million for 2024, representing a stable net profit margin of 14.9% and 14.8% for the same periods, respectively. Correspondingly, our adjusted net profit (non-IFRS measure) increased from RMB170.6 million for 2023 to RMB230.7 million for 2024.

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## FINANCIAL INFORMATION

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### Year Ended December 31, 2023 Compared to Year Ended December 31, 2022

#### *Revenue*

Revenue increased by 4.6% from RMB1,152.5 million for 2022 to RMB1,205.9 million for 2023, primarily due to the increase in revenue from our automotive products, partially offset by the decreases in revenues from consumer and healthcare technology products and industrial and manufacturing products.

- ***Automotive products.*** Our revenue from automotive products increased by 37.9% from RMB492.6 million for 2022 to RMB679.1 million for 2023, primarily driven by the increase in demand from certain major customers operating in the automotive sector, in particular certain existing customers that had relatively long collaborative relationship with us (including certain of our top five customers, details of which are set forth in “Business—Our Customers” for Customer A, Customer B and Customer H), as we were able to continually satisfy their business and manufacturing needs with our products. This was in turn driven in part by the growth of the downstream automotive sector over the same period. Specifically, the market size of China’s intelligent automotive sector increased from RMB801.7 billion in 2022 to RMB857.8 billion in 2023, according to the F&S Report.
- ***Consumer and healthcare technology products.*** Our revenue from consumer and healthcare technology products decreased by 17.4% from RMB471.8 million for 2022 to RMB389.8 million for 2023, primarily due to the relatively low demand from our customers operating in the consumer technology sector in 2023, as they adjusted their procurement plans in light of the uncertainties of downstream consumer demand. Specifically, the market size of China’s consumer technology sector in 2023 had yet recovered to the pre-pandemic level in 2021, according to the F&S Report.
- ***Industrial and manufacturing products.*** Our revenue from industrial and manufacturing products decreased by 29.9% from RMB180.2 million for 2022 to RMB126.3 million for 2023, primarily due to the fluctuations of orders from certain customers operating in the telecommunications sector driven by changes in their own business and procurement planning.
- ***Embodied robotics products.*** Our revenue from embodied robotics products increased by 23.6% from RMB2.5 million for 2022 and RMB3.1 million for 2023, as we gradually expanded our business to the embodied robotics sector and developed relevant products.

#### *Cost of sales*

Cost of sales increased by 4.8% from RMB817.3 million for 2022 to RMB856.9 million for 2023, primarily due to (1) an increase in cost of materials of RMB13.9 million, and (2) an increase in manufacturing overhead costs of RMB28.3 million, generally in line with the growth of our revenue over the same periods.

#### *Gross profit*

Our gross profit increased by 4.2% from RMB335.1 million for 2022 to RMB349.1 million for 2023, primarily due to the increase in gross profit from automotive products, partially offset by the decreases in gross profit from consumer and healthcare technology products and industrial and manufacturing products, generally in line with the changes in revenue for the reasons discussed above. Gross profit margin remained relatively stable at 29.1% and 28.9% for 2022 and 2023, respectively. Specifically, the gross profit margin of our automotive products was 32.5% for 2022, compared with 30.7% for 2023, as we adjusted our pricing for the orders from certain major customers in 2023, in light of the significant amount of their procurement from us in 2023.

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## FINANCIAL INFORMATION

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### *Other income and gains*

Other income and gains increased by 47.9% from RMB67.7 million for 2022 to RMB100.2 million for 2023, primarily due to (1) an increase in investment income from financial assets at FVTPL from RMB10.0 million for 2022 to RMB21.1 million for 2023 and an increase in fair value gains on financial assets at FVTPL from RMB3.7 million for 2022 to RMB15.3 million for 2023, primarily due to the overall increase in the balance of our wealth management products; (2) an increase in government grants from RMB12.2 million for 2022 to RMB17.2 million for 2023, generally in line with the recognition schedule of the government grants into our profit and loss; (3) an increase in other interest income from debt investment at FVTOCI from RMB22.0 million for 2022 to RMB31.6 million for 2023, primarily due to the overall increase in the balance of our negotiable certificate of deposit; and (4) an increase in additional deduction of VAT and other tax reliefs from RMB1.3 million for 2022 to RMB5.7 million for 2023 for certain value-added tax, partially offset by a decrease in bank interest income from RMB14.6 million for 2022 to RMB6.5 million for 2023, mainly due to decrease in the balance of cash and cash equivalents and time deposits in 2023.

### *Selling and marketing expenses*

Selling and marketing expenses decreased by 6.7% from RMB45.1 million for 2022 to RMB42.1 million for 2023, primarily due to (1) a decrease in traveling and business development costs from RMB8.3 million for 2022 to RMB7.1 million for 2023, as we exerted stronger control over relevant expenditures in 2023; and (2) a decrease in employee benefit expenses from RMB29.4 million for 2022 to RMB28.4 million for 2023, mainly as a result of the decrease in performance-based compensation for 2023.

### *Administrative expenses*

Administrative expenses increased by 2.9% from RMB73.1 million for 2022 to RMB75.2 million for 2023, primarily due to an increase in depreciation and amortization from RMB9.0 million for 2022 to RMB14.1 million for 2023, as a result of the increase in buildings and other equipment for administrative purposes in connection with our Dongguan production base.

### *Research and development costs*

Research and development costs increased by 9.7% from RMB117.3 million for 2022 to RMB128.7 million for 2023, primarily due to (1) an increase in employee benefit expenses from RMB82.0 million for 2022 to RMB90.2 million for 2023, mainly as a result of the increase in the headcount and compensation level of our research and development personnel; and (2) an increase in research materials costs from RMB17.7 million for 2022 to RMB21.0 million for 2023, driven by the needs of our research and development initiatives.

### *Impairment losses on financial assets, net*

Impairment losses on financial assets, net increased by 59.2% from RMB4.0 million for 2022 to RMB6.3 million for 2023, primarily due to the increase in impairment of trade and notes receivables, generally in line with the increase in our trade and notes receivables over the same periods.

### *Income tax expense*

Income tax expense increased by 48.2% from RMB8.3 million for 2022 to RMB12.3 million for 2023, primarily due to (1) the increase in our taxable income; and (2) an additional tax expense deduction for scientific and technological innovation of RMB2.2 million that we received in 2022.

## FINANCIAL INFORMATION

### *Profit for the year*

As a result of the foregoing, our profit for the year increased by 19.5% from RMB150.5 million for 2022 to RMB179.9 million for 2023, along with an increase in net profit margin from 13.1% for 2022 to 14.9% for 2023. Correspondingly, our adjusted net profit (non-IFRS measure) increased from RMB152.8 million for 2022 to RMB170.6 million for 2023.

### DISCUSSION OF MAJOR BALANCE SHEET ITEMS

The following table sets forth summary of our consolidated statements of financial position as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30, 2025
	(RMB in thousands)			
<b>Non-current assets</b>				
Property, plant and equipment . . . . .	747,405	937,918	1,023,773	1,066,972
Intangible assets . . . . .	13,361	12,715	12,571	11,587
Right-of-use assets . . . . .	52,915	40,726	47,309	43,229
Investments in an associate . . . . .	67,321	68,003	62,613	58,078
Equity investments designated at FVTOCI . . . . .	17,767	17,659	17,020	35,560
Financial assets at FVTPL . . . . .	252,085	97,705	1,500	1,500
Deferred tax assets . . . . .	26,268	14,718	198	3,210
Other non-current assets . . . . .	8,509	11,526	17,530	23,650
<b>Total non-current assets . . . . .</b>	<b>1,185,631</b>	<b>1,200,970</b>	<b>1,182,514</b>	<b>1,243,786</b>
<b>Total current assets . . . . .</b>	<b>2,372,842</b>	<b>2,603,074</b>	<b>2,939,396</b>	<b>2,992,588</b>
<b>Total current liabilities . . . . .</b>	<b>528,258</b>	<b>636,791</b>	<b>802,768</b>	<b>748,187</b>
<b>Net current assets . . . . .</b>	<b>1,844,584</b>	<b>1,966,283</b>	<b>2,136,628</b>	<b>2,244,401</b>
<b>Total assets less current liabilities . . . . .</b>	<b>3,030,215</b>	<b>3,167,253</b>	<b>3,319,142</b>	<b>3,488,187</b>
<b>Non-current liabilities</b>				
Lease liabilities . . . . .	7,288	284	7,189	4,189
Deferred tax liabilities . . . . .	41,762	40,024	32,649	29,999
Deferred income . . . . .	34,074	39,263	53,093	47,033
<b>Total non-current liabilities . . . . .</b>	<b>83,124</b>	<b>79,571</b>	<b>92,931</b>	<b>81,221</b>
<b>Net assets . . . . .</b>	<b>2,947,091</b>	<b>3,087,682</b>	<b>3,226,211</b>	<b>3,406,966</b>
<b>Equity</b>				
Share capital . . . . .	171,302	171,008	240,204	240,708
Treasury shares . . . . .	(14,911)	(7,783)	(26,959)	(13,047)
Reserves . . . . .	2,790,700	2,924,457	3,012,966	3,179,305
<b>Total equity . . . . .</b>	<b>2,947,091</b>	<b>3,087,682</b>	<b>3,226,211</b>	<b>3,406,966</b>

## FINANCIAL INFORMATION

The following table sets forth our current assets, current liabilities and net current assets as of the dates indicated.

	As of December 31,			As of	As of
	2022	2023	2024	September 30,	January 15,
				2025	2026
	(RMB in thousands)				(Unaudited)
<b>Current assets</b>					
Inventories . . . . .	172,638	164,468	184,124	207,328	223,609
Trade and notes receivables . .	383,515	433,725	577,495	553,035	594,226
Prepayments, other receivables and other assets . . . . .	23,296	32,080	40,737	70,318	65,055
Financial assets at FVTPL . .	472,951	849,957	902,726	781,012	779,927
Debt investments at FVTOCI .	599,354	911,225	928,701	1,154,391	1,135,783
Restricted bank deposits . . . .	2,438	39,864	62	62	35,017
Time deposits . . . . .	573,636	80,021	80,734	15,130	—
Cash and cash equivalents . .	145,014	91,734	224,817	211,312	243,417
<b>Total current assets . . . . .</b>	<b>2,372,842</b>	<b>2,603,074</b>	<b>2,939,396</b>	<b>2,992,588</b>	<b>3,077,034</b>
<b>Current liabilities</b>					
Trade and notes payables . . . .	346,345	408,678	434,335	447,013	426,980
Contract liabilities . . . . .	20,774	21,409	19,257	13,298	11,876
Other payables and accruals . .	110,128	159,329	178,543	138,022	148,592
Financial liabilities at FVTPL . . . . .	—	—	21,536	—	—
Interest-bearing bank borrowings . . . . .	39,739	40,981	140,980	144,494	169,733
Lease liabilities . . . . .	9,881	3,841	4,434	4,124	4,071
Tax payable . . . . .	1,391	2,553	3,683	1,236	4,198
<b>Total current liabilities . . . .</b>	<b>528,258</b>	<b>636,791</b>	<b>802,768</b>	<b>748,187</b>	<b>765,450</b>
<b>Net current assets . . . . .</b>	<b>1,844,584</b>	<b>1,966,283</b>	<b>2,136,628</b>	<b>2,244,401</b>	<b>2,311,584</b>

Net current assets increased from RMB1,844.6 million as of December 31, 2022 to RMB1,966.3 million as of December 31, 2023, primarily due to the increases in certain current asset items, mainly including (1) the current portion of our financial assets at FVTPL, mainly representing wealth management products; and (2) debt investments at FVTOCI, mainly representing negotiable certificate of deposits, partially offset by the decrease in time deposits, as we reallocated our existing funds and new cash inflows to different types of products to enhance our cash management. Net current assets further increased to RMB2,136.6 million as of December 31, 2024, primarily due to the increases in certain current asset items, mainly including (1) our cash and cash equivalents, trade and notes receivables and inventories, generally in line with our sales growth and business expansion over the same period; and (2) financial assets at FVTPL as we increased our investments in certain wealth management products, partially offset by an increase in the current portion of interest-bearing bank borrowings. Our net current assets increased slightly to RMB2,244.4 million as of September 30, 2025 and RMB2,311.6 million as of January 15, 2026.

## FINANCIAL INFORMATION

### Property, Plant and Equipment

Our property and equipment during the Track Record Period primarily consisted of (1) buildings, primarily in connection with our Shenzhen production base and Dongguan production base, as well as Suzhou production base by the end of 2024; (2) construction in progress, primarily in connection with the Zhaowei Drive Industrial Park at our Suzhou production base as of the end of each year, as well as certain machine equipment that we installed from time to time in the ordinary course of our operations; (3) machine equipment; (4) electronic equipment; (5) other equipment, such as tools, furniture and mold; and (6) renovation and leasehold improvement. The following table sets forth the components of our property, plant and equipment as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30, 2025
	(RMB in thousands)			
Buildings . . . . .	440,083	428,067	689,804	663,458
Machine equipment . . . . .	198,471	214,117	272,153	304,056
Transportation equipment . . . . .	1,612	1,240	2,018	3,796
Electronic equipment . . . . .	6,897	5,280	3,621	3,442
Other equipment . . . . .	17,580	20,936	23,264	28,206
Renovation and leasehold improvement . . . . .	11,104	14,633	14,900	15,188
Construction in progress . . . . .	71,658	253,645	18,013	48,826
<b>Total . . . . .</b>	<b>747,405</b>	<b>937,918</b>	<b>1,023,773</b>	<b>1,066,972</b>

Property, plant and equipment increased from RMB747.4 million as of December 31, 2022 to RMB937.9 million as of December 31, 2023, primarily due to (1) an addition to construction in progress of RMB223.8 million in 2023, in connection with the construction of Zhaowei Drive Industrial Park at our Suzhou production base; and (2) additions to machine equipment of RMB22.8 million and other equipment of RMB9.5 million in 2023, as we procured new equipment to meet the growing needs of our production and operational activities, partially offset by the depreciation of property, plant and equipment during 2023. In addition, construction in progress of RMB41.8 million was transferred into machine equipment and buildings in 2023.

Property, plant and equipment further increased to RMB1,023.8 million as of December 31, 2024, primarily (1) additions to machine equipment of RMB78.9 million and other equipment of RMB9.6 million in 2024, as we procured new equipment to meet the growing needs of our production and operational activities; and (2) an addition to construction in progress of RMB71.7 million in 2024, in connection with the further construction of our Suzhou production base, partially offset by the depreciation of property, plant and equipment. In addition, construction in progress of RMB307.3 million was transferred into machine equipment and buildings in 2024, generally in line with the construction progress of Zhaowei Drive Industrial Park at our Suzhou production base.

Property, plant and equipment then increased to RMB1,067.0 million as of September 30, 2025, primarily due to (1) an addition to construction in progress of RMB47.3 million in the nine months ended September 30, 2025, primarily due to the decoration and furnishings of our Suzhou production base; and (2) additions to machine equipment of RMB51.8 million and other equipment of RMB10.9 million in the nine months ended September 30, 2025, as we procured new equipment to meet the growing needs of our production and operational activities. In addition, construction in progress of RMB16.5 million was transferred into machine equipment and renovation and leasehold improvement during the nine months ended September 30, 2025.



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## FINANCIAL INFORMATION

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### Intangible Assets

Our intangible assets during the Track Record Period primarily consisted of computer software. Intangible assets decreased from RMB13.4 million as of December 31, 2022 to RMB12.7 million as of December 31, 2023, and further to RMB12.6 million as of December 31, 2024, primarily due to amortization, partially offset by procurement of certain software to meet our operational needs. Intangible assets then decreased to RMB11.6 million as of September 30, 2025, primarily due to amortization.

### Right-of-use Assets

Our right-of-use assets during the Track Record Period primarily consisted of our interests in (1) leasehold land, representing certain land use rights underlying our Dongguan production base and Suzhou production base; and (2) leased properties in several cities including Shenzhen, Dongguan and Shanghai, which were used as dormitories, offices or facilities, as well as certain leased offices in Germany and the United States. Right-of-use assets decreased from RMB52.9 million as of December 31, 2022 to RMB40.7 million as of December 31, 2023, primarily due to (1) a disposal of certain leased properties of RMB8.1 million in 2023; and (2) the depreciation of right-of-use assets. Right-of-use assets further increased to RMB47.3 million as of December 31, 2024, primarily due to an addition to leased properties of RMB12.4 million in 2024, primarily due to the new or renewed leases of properties used for dormitories, offices or facilities to meet our business needs, partially offset by the depreciation of right-of-use assets. Right-of-use assets then decreased to RMB43.2 million as of September 30, 2025, primarily due to the depreciation of right-of-use assets.

### Investment in An Associate

Our investment in an associate during the Track Record Period primarily represented our investment in Linked Intelligent. As of September 30, 2025, we held 14.22% of the equity interests in Linked Intelligent. We had significant influence over Linked Intelligent, pursuant to which we accounted for our relevant interests as investment in an associate and recorded our proportionate share of its net assets (less impairment loss of goodwill, if any) on our consolidated statement of financial position under the equity method of accounting.

Our investment in an associate remained relatively stable at RMB67.3 million and RMB68.0 million as of December 31, 2022 and 2023, respectively. Investment in an associate then decreased to RMB62.6 million as of December 31, 2024, primarily due to our share of losses of Linked Intelligent of RMB5.4 million for 2024. Our investment in an associate then decreased to RMB58.1 million as of September 30, 2025, primarily due to our share of losses of Linked Intelligent of RMB4.5 million for the nine months ended September 30, 2025.

For details of our investment in an associate, including our interests in and share of net assets and results of the associate, see Note 18 to the Accountants' Report in Appendix I to this prospectus. For details of our internal procedures and policies for investments, see “—Financial Assets at FVTPL—Our investment policies.”



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## FINANCIAL INFORMATION

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### Equity Investments Designated at FVTOCI

Our equity investments designated at FVTOCI throughout the Track Record Period primarily represented our equity investments in the unlisted shares of Wuhan Digital Design and Manufacturing Innovation Co., Ltd. Our equity investments designated at FVTOCI as of December 31, 2023 and 2024 and September 30, 2025 also included our investment in Shenzhen Guochuang Embodied Intelligent Robot Co., Ltd. Our equity investments designated at FVTOCI as of September 30, 2025 also included our investment in Tujian Technology (Beijing) Co., Ltd. We accounted for our equity interests in these entities as equity investments designated at FVTOCI as we consider these equity investments as strategic in nature.

Equity investments designated at FVTOCI decreased from RMB17.8 million as of December 31, 2022 to RMB17.7 million as of December 31, 2023, primarily due to the fair value loss of Wuhan Innovation of RMB1.0 million, partially offset by our new investments in Shenzhen Guochuang of RMB0.9 million. Our equity investments designated at FVTOCI further decreased to RMB17.0 million as of December 31, 2024, primarily due to the fair value loss of Wuhan Innovation of RMB0.7 million. Our equity investments designated at FVTOCI increased to RMB35.6 million as of September 30, 2025, primarily due to our new investment into Tujian Technology of RMB20.0 million in early 2025.

We recorded fair value gain of equity investments designated at FVTOCI of RMB3.9 million for 2022, and fair value loss of equity investments designated at FVTOCI of RMB1.0 million, RMB0.6 million and RMB3.0 million for 2023, 2024 and the nine months ended September 30, 2025, respectively, primarily representing the fair value changes of Wuhan Innovation.

The fair value measurements of our equity investments designated at FVTOCI involve using significant unobservable inputs under level 3 of the fair value hierarchy. For details of the fair value measurement, see Note 41 to the Accountants' Report in Appendix I to this prospectus. For details of our equity investments designated at FVTOCI, see Note 17 to the Accountants' Report in Appendix I to this prospectus. For details of our internal procedures and policies for investments, see “—Financial Assets at FVTPL—Our investment policies.”

### Financial Assets at FVTPL

Our financial assets at FVTPL during the Track Record Period primarily represented our investments in wealth management products issued by several certified financial institutions in the PRC. We accounted for our investments in these products as financial assets at FVTPL, as their contractual cash flows are not SPPI.

Financial assets at FVTPL increased from RMB725.0 million as of December 31, 2022 to RMB947.7 million as of December 31, 2023, and then decreased to RMB904.2 million as of December 31, 2024 and RMB782.5 million as of September 30, 2025, the fluctuations of which were primarily due to the purchase and redemption of wealth management products as part of our cash management of our existing funds and new cash inflows from our operations. Moreover, we recorded financial liabilities at FVTPL of nil, nil, RMB21.5 million as of December 31, 2022, 2023 and 2024, respectively, which arises from the liability position of certain underlying wealth management products. Financial liabilities at FVTPL then decreased to nil as of September 30, 2025, as we had settled all such financial liabilities at FVTPL related to our wealth management products.

For details of our financial assets at FVTPL, see Note 23 to the Accountants' Report in Appendix I to this prospectus.

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## FINANCIAL INFORMATION

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### *Our investment policies*

We have formulated investment management policies (“Investment Management Policies”) to regulate the investing activities across our Group, effectively execute our investment strategies and preserve and improve the return on our capital. Our shareholders’ meeting and our Board of Directors are generally responsible for the decision-making process of our investments. The approval procedures of our investing activities shall strictly comply with applicable laws and regulations, and shall abide by the authority and meeting procedures of our shareholders’ meeting and our Board of Directors. Specifically, our Investment Management Policies provide for the circumstances under which our Shareholders or our Board of Directors shall be responsible for approving certain investments, such as based on the value of the underlying transaction(s) as a percentage of our total/net assets, revenue or net profit. Our finance department is responsible for the financial management of our investments.

Specifically, pursuant to our Investment Management Policies, we have formulated operation guidelines of wealth management products (the “Operation Guidelines”). According to the Operation Guidelines, we shall establish a working group with the relevant financial institutions that offer wealth management products. Our finance personnel shall collect information related to the wealth management products within such working group and then perform a preliminary screening of the products. Our finance director shall review the preliminary screening results, which are then submitted to the vice chairman of our Board for approval before arranging the purchase. Upon receiving the arrangement, our finance personnel shall submit purchase request within our system, with information such as the product name, term, purchase amount, and performance benchmark, and upload relevant product documents. Upon receiving approval, our finance personnel shall submit an application to transfer relevant funds to our designated bank account. Upon the expiration of such products, our finance personnel shall apply for redemption, submit information including actual return to our system, and timely redeem and transfer relevant funds back to our designated bank account. Our investment in such wealth management products after the Listing will be subject to compliance with Chapter 14 of the Listing Rules.

### **Debt Investments at FVTOCI**

Our debt investments in FVTOCI during the Track Record Period primarily represented our investments in negotiable certificate of deposit, and to a lesser extent, bank acceptance notes. Our negotiable certificate of deposit during the Track Record Period was denominated in Renminbi and issued by banks in China, with expected yield rates from 1.65% to 3.85%. Our bank acceptance notes are issued by reputable banks in the PRC. These negotiable certificate of deposit and bank acceptance notes bills are classified as financial assets at FVTOCI as they are held within a business model with the objective of both collecting contractual cash flows and selling. The fair value of these financial assets approximates their carrying value due to the short maturity.

Debt investments at FVTOCI increased from RMB599.4 million as of December 31, 2022 to RMB911.2 million as of December 31, 2023, and further to RMB928.7 million as of December 31, 2024 and RMB1,154.4 million as of September 30, 2025, primarily due to the increase in our investments in negotiable certificate of deposit as part of our cash management.

For details of our debt investments at FVTOCI, see Note 24 to the Accountants’ Report in Appendix I to this prospectus. For details of our internal procedures and policies for investments, see “—Financial Assets at FVTPL—Our investment policies.”

## FINANCIAL INFORMATION

### Deferred Tax Assets

Our deferred tax assets during the Track Record Period primarily arose from the temporary differences between the tax basis of deferred income representing government grants, impairment of trade and other receivables and impairment of inventories and their book value, as well as certain tax losses. Deferred tax assets decreased from RMB26.3 million as of December 31, 2022 to RMB14.7 million as of December 31, 2023, primarily due to the decrease in tax losses. Deferred tax assets further decreased to RMB0.2 million as of December 31, 2024, primarily due to the offset by deferred tax liabilities. Deferred tax assets then increased moderately to RMB3.2 million as of September 30, 2025.

### Other Non-current Assets

Our other non-current assets during the Track Record Period primarily consisted of prepayments for property, plant and equipment. Other non-current assets increased from RMB8.5 million as of December 31, 2022 to RMB11.5 million as of December 31, 2023, and further to RMB17.5 million as of December 31, 2024 and RMB23.7 million as of September 30, 2025, primarily due to our increased procurement of equipment to enhance our manufacturing capacity and other increased operational needs.

### Inventories

Our inventories consisted of (1) raw materials, representing the various kinds of supplies that we procure for manufacturing our products, (2) work in progress, (3) finished goods, (4) goods in transit, and (5) outsourced processing materials. The following table sets forth a breakdown of our inventories as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30, 2025
	(RMB in thousands)			
Raw materials . . . . .	80,536	67,868	82,863	101,161
Work in progress . . . . .	19,274	20,460	25,005	38,590
Finished goods . . . . .	55,778	43,024	50,787	35,301
Goods in transit . . . . .	16,095	31,842	23,796	30,680
Outsourced processing materials . . . .	955	1,274	1,673	1,596
<b>Total . . . . .</b>	<b>172,638</b>	<b>164,468</b>	<b>184,124</b>	<b>207,328</b>

Inventories decreased from RMB172.6 million as of December 31, 2022 to RMB164.5 million as of December 31, 2023, primarily due to the decrease in raw materials in 2023 as we strengthened our raw material management. Inventories further increased to RMB184.1 million as of December 31, 2024, primarily due to (1) the increase in raw materials in 2024, representing our increased procurement; and (2) the increase in work in progress in 2024, both due to the need of our production activities driven by the increased market demand of our products. Inventories then increased to RMB207.3 million as of September 30, 2025, primarily due to (1) the increase in raw materials and work in progress, due to the need of our production activities driven by the increased market demand of our products, and (2) the increase in goods in transit in the ordinary course of our sales and delivery operations.

## FINANCIAL INFORMATION

The following table sets forth the number of our inventory turnover days for the periods indicated.

	Year ended December 31,			Nine months ended
	2022	2023	2024	September 30, 2025
Inventory turnover days <sup>(1)</sup> . . . . .	73	72	61	63

(1) Inventory turnover days were calculated based on the average of opening and closing inventory balance (net of impairment allowances) for the relevant period divided by the cost of sales for the same period, and multiplied by the number of days for that period (365 days for a given year and 274 days for a nine-month period).

Our inventory turnover days were relatively stable at 73 days and 72 days for 2022 and 2023, respectively. Our inventory turnover days decreased to 61 days for 2024, primarily due to our expedited inventory consumption driven by increased sales. Our inventory turnover days then increased to 63 days for nine months ended September 30, 2025, primarily due to the increases in raw materials, work in progress and goods in transit for the reasons discussed above.

The following table sets forth an aging analysis of our inventories as of the dates indicated.

	December 31,			September 30,
	2022	2023	2024	2025
	(RMB in thousands)			
Within 1 year . . . . .	173,027	164,296	193,590	207,145
1 to 2 years . . . . .	10,932	12,858	6,833	10,421
2 to 3 years . . . . .	4,571	3,933	4,088	4,487
Over 3 years . . . . .	1,665	1,349	1,132	1,503
	<b>190,195</b>	<b>182,436</b>	<b>205,643</b>	<b>223,556</b>
Less: write-down of inventories . . . .	(17,557)	(17,968)	(21,519)	(16,228)
<b>Total . . . . .</b>	<b>172,638</b>	<b>164,468</b>	<b>184,124</b>	<b>207,328</b>

We have considered the following factors to determine the write-down provision of our inventories: (1) during the Tracking Record Period, our gross profit margin was approximately 30%. Raw materials generally have no expiration date and the upgrades of our products usually take long period of time. In light of such nature of our raw materials and products, as well as the increasing market demand, we consider that there is no significant recoverability issue for inventories; and (2) in accordance with IAS 2, inventories are stated at the lower of cost and NRV. Our management performed NRV tests at the end of each period during the Track Record Period. When estimating NRV, we consider the following: (a) the most reliable evidence available at the time the estimates are made; (b) fluctuation of price or cost directly relating to events occurring after the end of the period to the extent that such events confirm the conditions existing at the end of the period; and (c) the purpose for which the inventory is held.

Based on the above considerations, the write-down provision of inventories was RMB17.6 million, RMB18.0 million, RMB21.5 million and RMB16.2 million as of December 31, 2022, 2023 and 2024 and September 30, 2025, respectively, representing 9.2%, 9.8% 10.5% and 7.3% of inventory balance as of the same dates, respectively. Our management believes that there is no impairment issue for our inventories, and based on our subsequent usage status, sufficient provision has been made at the end of each of the reporting periods.

## FINANCIAL INFORMATION

As of January 15, 2026, approximately RMB172.7 million, or 77.3%, of the gross amount of our inventories as of September 30, 2025 had been consumed or sold.

### Trade and Notes Receivables

The following table sets forth a breakdown of our trade and notes receivables as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(RMB in thousands)			
Notes receivables . . . . .	14,883	13,636	30,995	40,919
Trade receivables . . . . .	388,154	445,957	579,686	543,196
<b>Subtotal</b>	<b>403,037</b>	<b>459,593</b>	<b>610,681</b>	<b>584,115</b>
Less: impairment of notes receivables . . . . .	—	(144)	(874)	(553)
Less: impairment of trade receivables . . . . .	(19,522)	(25,724)	(32,312)	(30,527)
<b>Trade and notes receivables, net. . .</b>	<b>383,515</b>	<b>433,725</b>	<b>577,495</b>	<b>553,035</b>

We mainly settle with our customers on credit. For large and medium-sized customers with large scale and good reputation, we generally grant a credit period of 30 to 150 days. For mold sales, we usually require part of the payment in advance after signing the mold contract, and collect the remaining amount after the product is finally confirmed by the customer or having received a large number of orders.

Trade and notes receivables increased from RMB383.5 million as of December 31, 2022 to RMB433.7 million as of December 31, 2023, and further to RMB577.5 million as of December 31, 2024, generally in line with our sales growth during the same periods. Trade and notes receivables then decreased slightly to RMB553.0 million as of September 30, 2025, as we collected certain amount due as of the prior year end.

The following table sets forth an aging analysis of our trade and notes receivables, based on revenue recognition date and net of loss allowance, as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(RMB in thousands)			
Within 1 year . . . . .	383,233	432,946	577,369	552,507
Over 1 year . . . . .	282	779	126	528
<b>Total. . . . .</b>	<b>383,515</b>	<b>433,725</b>	<b>577,495</b>	<b>553,035</b>

We perform an impairment analysis at the end of each of period during the Track Record Period using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available during the Track Record Period about past events, current conditions and forecasts of future economic conditions. Trade receivables for which the counterparties failed to make the demanded repayments are defaulted receivables. We have provided full impairment for the defaulted receivables. For details of the impairment provision of our trade receivables and the credit risk exposure of our trade receivables, see Note 21 to the Accountants' Report in Appendix I to this prospectus.

## FINANCIAL INFORMATION

The following table sets forth the number of our trade receivables turnover days for the periods indicated.

	Year ended December 31,			Nine months ended
	2022	2023	2024	September 30, 2025
Trade receivables turnover days <sup>(1)</sup> . . .	111	124	121	123

(1) Trade receivables turnover days were calculated based on the average of opening and closing balance of trade and notes receivables, net of allowance for credit losses, for the relevant period, divided by the revenue for the same period, and multiplied by the number of days for that period (365 days for a given year and 274 days for a nine-month period).

Our trade receivables turnover days increased from 111 days in 2022 to 124 days in 2023, primarily due to the increased sales of our automotive products, as the relevant customers typically have a longer payment period in line with their industry practice. Our trade receivables turnover days were relatively stable at 124 days, 121 days and 123 days for 2023, 2024 and the nine months ended September 30, 2025, respectively.

As of January 15, 2026, approximately RMB434.6 million, or 80.0%, of our trade receivables as of September 30, 2025 had been settled.

Our management believes that there is no material recoverability issue for our trade receivables, and based on our subsequent settlement status, sufficient provision has been made at the end of each of the period during the Track Record Period.

### Prepayments, Other Receivables and Other Assets

Our prepayment, other receivables and other assets primarily consisted of value-added tax recoverable, prepayments and other receivables. Value-added tax recoverable was primarily in connection with the procurement for undertaking the further construction of the Zhaowei Drive Industrial Park at our Suzhou production base. Prepayments primarily represent our prepayments for various types of raw materials and supplies. Other receivables primarily represent the guarantee deposits and other miscellaneous receivables incurred in the ordinary course of our business operations. The following table sets forth the breakdown of our prepayment, deposits and other receivables by nature as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30, 2025
	(RMB in thousands)			
Prepayments . . . . .	8,252	6,112	10,861	9,346
Deferred listing expenses . . . . .	—	—	—	11,432
Value-added tax recoverable . . . . .	12,467	19,036	25,039	30,598
Prepaid income tax . . . . .	4	4,085	—	6,506
Receivables from employees for share option exercises . . . . .	—	—	—	8,271
Other receivables . . . . .	4,510	4,737	5,742	5,150
<b>Subtotal . . . . .</b>	<b>25,233</b>	<b>33,970</b>	<b>41,642</b>	<b>71,303</b>
Less: impairment of other receivables . . . . .	(1,937)	(1,890)	(905)	(985)
<b>Total . . . . .</b>	<b>23,296</b>	<b>32,080</b>	<b>40,737</b>	<b>70,318</b>

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## FINANCIAL INFORMATION

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Prepayments, other receivables and other assets increased from RMB23.3 million as of December 31, 2022 to RMB32.1 million as of December 31, 2023, primarily due to the increase in value-added tax recoverable, in line with our procurement for the further construction of our Suzhou production base. Prepayments, other receivables and other assets further increased to RMB40.7 million as of December 31, 2024, primarily due to (1) the increase in prepayments, as we increased our procurement for raw materials and other supplies to meet the needs of our manufacturing activities and business operations; and (2) the increase in value-added tax recoverable, in line with our procurement for the further construction of our Suzhou production base. Prepayments, other receivables and other assets increased to RMB70.3 million as of September 30, 2025, primarily due to (1) the increase in deferred listing expenses in connection with the Listing and Global Offering; (2) the increase in receivables from employees for share option exercises; (3) the increase in value-added tax recoverable driven by the increase in property, plant and equipment; and (4) the increase in prepaid income tax.

As of January 15, 2026, approximately RMB22.9 million, or 32.1%, of the prepayments, other receivables and other assets as of September 30, 2025 had been received or otherwise settled.

### **Restricted Bank Deposits**

We recorded restricted bank deposits during the Track Record Period primarily in connection with our guarantee deposits with banks to secure our notes payables. Restricted bank deposits increased from RMB2.4 million as of December 31, 2022 to RMB39.9 million as of December 31, 2023, and then decreased to RMB62,000 as of December 31, 2024, due to the fluctuations of the balances of relevant underlying notes payables as of such dates, in line with the ordinary fluctuations of our capital needs. Restricted bank deposits then remained relatively stable at RMB62,000 as of September 30, 2025.

### **Deferred Income**

Our deferred income during the Track Record Period primarily consisted of government grants. Deferred income increased from RMB34.1 million as of December 31, 2022 to RMB39.3 million as of December 31, 2023, and further to RMB53.1 million as of December 31, 2024, primarily due to certain new government grants received, partially offset by the amounts released to profit or loss. Deferred income then decreased to RMB47.0 million as of September 30, 2025, as the amounts were released to profit or loss.

### **Deferred Tax Liabilities**

Our deferred tax liabilities during the Track Record Period primarily arose from the temporary differences between the tax basis of depreciation, right-of-use assets and accrued interest income. Deferred tax liabilities remained relatively stable at RMB41.8 million and RMB40.0 million as of December 31, 2022 and 2023, respectively. Deferred tax liabilities further decreased to RMB32.6 million as of December 31, 2024 and to RMB30.0 million as of September 30, 2025, primarily due to the offset by deferred tax assets.



## FINANCIAL INFORMATION

### Trade and Notes Payables

The following table sets forth a breakdown of our trade and notes payables as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(RMB in thousands)			
Trade payables . . . . .	191,613	200,611	251,757	246,441
Notes payables . . . . .	154,732	208,067	182,578	200,572
<b>Total . . . . .</b>	<b>346,345</b>	<b>408,678</b>	<b>434,335</b>	<b>447,013</b>

Trade and notes payables increased from RMB346.3 million as of December 31, 2022 to RMB408.7 million as of December 31, 2023, and further to RMB434.3 million as of December 31, 2024 and RMB447.0 million as of September 30, 2025, primarily due to our increased procurement of raw materials and other supplies to meet the needs of our manufacturing activities, in line with the increased demand of our products. Trade and notes payables increased slightly to RMB447.0 million as of September 30, 2025.

Our trade payables are normally settled on 180-day term. The following table sets forth an aging analysis of our trade payables, based on the invoice dates, as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(RMB in thousands)			
Within 1 year . . . . .	345,367	405,976	433,607	445,981
1 to 2 years . . . . .	789	1,874	37	341
2 to 3 years . . . . .	186	639	73	28
Over 3 years . . . . .	3	189	618	663
<b>Total . . . . .</b>	<b>346,345</b>	<b>408,678</b>	<b>434,335</b>	<b>447,013</b>

The following table sets forth the number of our trade payables turnover days for the periods indicated.

	Year ended December 31,			Nine months ended September 30,
	2022	2023	2024	2025
Trade payable turnover days <sup>(1)</sup> . . . . .	125	161	147	143

(1) Trade payables turnover days were calculated based on the average of opening and closing balance of trade and notes payables for the relevant period, divided by the cost of sales for the same period, multiplied by the number of days for that period (365 days for a given year and 274 days for a nine-month period).

Our trade payable turnover days increased from 125 days for 2022 to 161 days for 2023, as we were able to secure longer credit terms with certain suppliers due to the greater scale of our procurement. Our trade payable turnover days then decreased to 147 days for 2024, as we expanded our procurement from certain new suppliers for product development, which imposed a relatively short settlement period due to the shorter cooperation history and smaller amount of procurement. Our trade payable turnover days remained relatively stable at 143 days in the nine months ended September 30, 2025.

## FINANCIAL INFORMATION

As of January 15, 2026, approximately RMB239.0 million, or 97.0%, of our trade payables as of September 30, 2025 had been settled.

### Contract Liabilities

We recognize contract liabilities when a payment from customers is received or a payment is due (whichever is earlier) from a customer before we transfer the related goods or services. Our contract liabilities amounted to RMB20.8 million, RMB21.4 million, RMB19.3 million and RMB13.3 million as of December 31, 2022, 2023 and 2024 and September 30, 2025, respectively.

As of January 15, 2026, approximately RMB8.8 million, or 66.2%, of our contract liabilities as of September 30, 2025 had been recognized as revenue.

### Other Payables and Accruals

Our other payables and accruals during the Track Record Period primarily consisted of (1) payroll payable, representing accrued salaries and other benefits for our employees; (2) employee share scheme repurchase obligation, which arose from our obligation to redeem certain restricted A Shares granted to employees who had paid for relevant consideration in cash pursuant to our 2021 restricted share scheme and 2024 Share Incentive Scheme, as we were obligated to redeem such awards granted if certain performance conditions are not met; (3) other taxes payable, mainly including VAT payable, individual income tax withheld and stamp duty; and (4) other payables, which primarily represented payables for our construction project and accrued expenses. The following table sets forth a breakdown of our other payables and accruals as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30,
				2025
	(RMB in thousands)			
Payroll payable . . . . .	44,285	52,042	69,004	58,156
Employee share scheme repurchase obligation . . . . .	14,911	7,783	26,959	13,047
Payable for endorsed notes receivable that are not derecognized <sup>(1)</sup> . . . . .	—	300	1,556	5,701
Dividend payables <sup>(2)</sup> . . . . .	429	294	—	265
Other taxes payable . . . . .	4,171	7,733	9,274	18,139
Other payables . . . . .	46,332	91,177	71,750	42,714
<b>Total</b> . . . . .	<b>110,128</b>	<b>159,329</b>	<b>178,543</b>	<b>138,022</b>

(1) We endorsed certain notes receivable accepted by banks in China (“Endorsed Notes”) to certain of its suppliers in order to settle the trade payables due to such suppliers (the “Endorsement”). In the opinion of the directors, we have retained the substantial risks and rewards, which include default risks relating to such Endorsed Notes, and we continued to recognize the full carrying amounts of the Endorsed Notes and the associated trade payables settled accordingly. The related Endorsed Notes and the related settled trade payables not derecognized are presented as “notes receivables” and “payable for endorsed notes receivable that are not derecognized” under “other payables and accruals” in the statement of financial position.

(2) Our dividend payable as of September 30, 2025 represents those accrued for our restricted shares, comprising RMB86,000 to be settled before the Listing and RMB179,000 to be settled upon the vesting date in August 2026.

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## FINANCIAL INFORMATION

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Other payables and accruals increased from RMB110.1 million as of December 31, 2022 to RMB159.3 million as of December 31, 2023, primarily due to (1) the increase in other payables, mainly due to the increase in payables for our construction project of our Suzhou production base; (2) the increase in payroll payable due to the overall increase of our employee headcount; and (3) the increase in other taxes payable for certain VAT, partially offset by the decrease in employee share scheme repurchase obligation, as we fulfilled relevant repurchase obligations. Other payables and accruals further increased to RMB178.5 million as of December 31, 2024, primarily due to (1) the increase in payroll payable due to the overall increase of our employee headcount and compensation level, including certain performance-based compensation for 2024; and (2) the increase in employee share scheme repurchase obligation, mainly due to the grant of new awards. Other payables and accruals then decreased to RMB138.0 million as of September 30, 2025, primarily due to (1) the decrease in payroll payable as we paid for certain accrued salaries and bonuses in early 2025; (2) the decrease in employee share scheme repurchase obligation, as we fulfilled relevant repurchase obligations; and (3) the decrease in other payables, mainly due to repayment.

As of January 15, 2026, approximately RMB61.3 million, or 44.4%, of our other payables and accruals as of September 30, 2025 had been paid or otherwise settled.

### **Tax Payable**

Our tax payable during the Track Record Period primarily consisted of enterprise income tax payable. Tax payable increased from RMB1.4 million as of December 31, 2022 to RMB2.6 million as of December 31, 2023, and further to RMB3.7 million as of December 31, 2024, generally in line with our increased taxable income and income tax expenses. Our tax payable then decreased to RMB1.2 million as of September 30, 2025, primarily due to the decrease enterprise income tax as a result of the offsetting of share-based compensation to employees.

## **LIQUIDITY AND CAPITAL RESOURCES**

### **Sources of Liquidity and Working Capital**

Our primary use of cash is to fund our working capital requirements and payment for the purchase of property, plant and equipment for production. During the Track Record Period, we financed our capital expenditures and working capital requirements primarily through our existing cash, cash generated from our operations, and, to a much lesser extent, through bank borrowings. Going forward, we believe that our liquidity requirements will be satisfied with cash generated from our operations, net proceeds from the Global Offering, and other debt and equity financing from time to time according to our needs. Taking into account the financial resources available to us, including cash and cash equivalents and operating cash inflows, our Directors are of the view that we have sufficient working capital to meet our present requirements and for the next 12 months from the date of this prospectus.

## FINANCIAL INFORMATION

### Cash Flows

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

	Year ended December 31,			Nine months ended September 30,	
	2022	2023	2024	2024	2025
	(RMB in thousands)			(Unaudited)	
Operating cash flows before movement of working capital . . .	193,281	188,536	279,213	186,280	248,246
Changes in working capital . . . . .	30,996	8,915	(153,510)	(25,819)	(140,722)
Cash generated from operations . .	224,277	197,451	125,703	160,461	107,524
Interest received . . . . .	6,150	4,062	4,553	3,020	4,479
Income tax paid . . . . .	(6,070)	(5,533)	(6,574)	(4,853)	(9,768)
<b>Net cash from operating activities . . . . .</b>	<b>224,357</b>	<b>195,980</b>	<b>123,682</b>	<b>158,628</b>	<b>102,235</b>
<b>Net cash (used in)/from investing activities . . . . .</b>	<b>(533,362)</b>	<b>(181,309)</b>	<b>(69,781)</b>	<b>51,090</b>	<b>(79,437)</b>
<b>Net cash from/(used in) financing activities . . . . .</b>	<b>27,048</b>	<b>(64,116)</b>	<b>77,330</b>	<b>(71,595)</b>	<b>(36,071)</b>
Net (decrease)/increase in cash and cash equivalents . . . . .	(281,957)	(49,445)	131,231	138,123	(13,273)
<b>Cash and cash equivalents at beginning of the period . . . . .</b>	<b>421,849</b>	<b>145,014</b>	<b>91,734</b>	<b>91,734</b>	<b>224,817</b>
Effects of foreign exchange rate changes . . . . .	5,122	(3,835)	1,852	(1,013)	(232)
<b>Cash and cash equivalents at end of the period . . . . .</b>	<b>145,014</b>	<b>91,734</b>	<b>224,817</b>	<b>228,844</b>	<b>211,312</b>

### *Net cash from operating activities*

Net cash from operating activities was RMB102.2 million in the nine months ended September 30, 2025, primarily due to our profit before tax of RMB199.2 million, income tax paid of RMB9.8 million and interest received of RMB4.5 million as adjusted by (1) certain non-cash and non-operating items, primarily including other interest income from debt investments at FVTOCI of RMB19.8 million, depreciation of property, plant and equipment of RMB70.2 million, investment income from financial assets at FVTPL of RMB8.9 million, and share-based payment expenses of RMB11.1 million, and (2) changes in working capital that positively affected our cash flows, primarily including a decrease in trade and notes receivables of RMB26.6 million; partially offset by changes in working capital that negatively affected our cash flows, primarily including (i) a decrease in other payables and accruals of RMB50.6 million, mainly due to the settlement of certain payroll payable and other payables; (ii) a increase in trade and notes payables of RMB5.2 million; and (iii) an increase in bank acceptance notes of RMB86.7 million.

Net cash from operating activities was RMB123.7 million in 2024, primarily due to our profit before tax of RMB244.7 million, income tax paid of RMB6.6 million and interest received of RMB4.6 million as adjusted by (1) certain non-cash and non-operating items, primarily including bank interest income of RMB9.4 million, depreciation of property, plant and equipment of RMB74.9 million, depreciation of right-of-use assets of RMB5.2 million, share of losses of an associate (i.e., Linked Intelligent) of RMB5.4 million, impairment of trade and notes receivables, net of RMB7.3 million, investment income from financial assets at FVTPL of RMB17.4 million, fair value gains on financial assets at FVTPL, net of

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## FINANCIAL INFORMATION

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RMB19.9 million, and share-based payment expenses of RMB5.3 million, and (2) changes in working capital that positively affected our cash flows, primarily including an increase in trade and notes payables of RMB25.8 million and an increase in deferred income of RMB13.8 million representing certain new government grants; partially offset by changes in working capital that negatively affected our cash flows, primarily including (i) an increase in trade and notes receivables of RMB151.1 million; (ii) an increase in inventories of RMB23.2 million; and (iii) an increase in prepayments, other receivables and other assets of RMB10.8 million, mainly due to our prepayments for various types of raw materials and supplies.

Net cash from operating activities was RMB196.0 million in 2023, primarily due to our profit before tax of RMB192.2 million, income tax paid of RMB5.5 million and interest received of RMB4.1 million, as adjusted by (1) certain non-cash and non-operating items, primarily including bank interest income of RMB6.5 million, depreciation of property, plant and equipment of RMB65.7 million, depreciation of right-of-use assets of RMB4.1 million, impairment of trade and notes receivables, net of RMB6.4 million, fair value gains on financial assets at FVTPL, net of RMB15.3 million, and a reversal of share-based payment expenses of RMB9.3 million, and (2) changes in working capital that positively affected our cash flows, primarily including an increase in trade and notes payables of RMB74.4 million and a decrease in inventories of RMB7.8 million; partially offset by changes in working capital that negatively affected our cash flows, primarily including an increase in trade and notes receivables of RMB56.6 million and a decrease in other payables and accruals of RMB22.5 million.

Net cash from operating activities was RMB224.4 million in 2022, primarily due to our profit before tax of RMB158.8 million, interest received of RMB6.2 million and income tax paid of RMB6.1 million, as adjusted by (1) certain non-cash and non-operating items, primarily including bank interest income of RMB14.6 million, depreciation of property, plant and equipment of RMB53.1 million, depreciation of right-of-use assets of RMB12.0 million, write-down of inventories to net realizable value, of RMB7.5 million, impairment of trade and notes receivables, net of RMB3.8 million and investment income from financial assets at FVTPL, net of RMB10.0 million, and (2) changes in working capital that positively affected our cash flows, primarily including an increase in trade and notes payables of RMB117.8 million, and an increase in prepayments, other receivables and other assets of RMB34.0 million; partially offset by changes in working capital that negatively affected our cash flows, primarily including (i) an increase in trade and notes receivables of RMB77.8 million; (ii) an increase in inventories of RMB28.0 million; and (iii) a decrease in other payables and accruals of RMB11.6 million.

### *Net cash (used in)/from investing activities*

Net cash flows used in investing activities was RMB79.4 million in the nine months ended September 30, 2025, primarily due to purchases of property, plant and equipment of RMB122.7 million, as well as the impacts of various investment items and proceeds therefrom, including (1) purchases of debt investments at FVTOCI of RMB292.3 million, partially offset by proceeds from the same of RMB173.0 million, in connection with negotiable certificate of deposits; (2) proceeds from time deposits of RMB82.2 million; and (3) purchases of financial assets at FVTPL of RMB784.8 million, partially offset by proceeds from sales of the same of RMB901.8 million, in connection with certain wealth management products.

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## FINANCIAL INFORMATION

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Net cash flows used in investing activities was RMB69.8 million in 2024, primarily due to purchases of property, plant and equipment of RMB166.0 million, as well as the impacts of various investment items and proceeds and investment income therefrom, including (1) purchases of debt investments at FVTOCI of RMB311.4 million, partially offset by proceeds from the same of RMB279.3 million in connection with negotiable certificate of deposits; (2) purchases of time deposits of RMB30.0 million, partially offset by proceeds from the same of RMB81.2 million; and (3) purchases of financial assets at FVTPL of RMB1,071.7 million, partially offset by proceeds from sales of the same of RMB1,152.3 million, mainly in connection with certain wealth management products.

Net cash flows used in investing activities was RMB181.3 million in 2023, primarily due to purchases of property, plant and equipment of RMB204.6 million, as well as the impacts of various investment items and proceeds and investment income therefrom, including (1) purchases of debt investments at FVTOCI of RMB444.3 million, partially offset by proceeds from the same of RMB581.8 million, mainly in connection with negotiable certificate of deposits; (2) purchases of time deposits of RMB130.0 million, partially offset by proceeds from the same of RMB201.4 million; and (3) purchases of financial assets at FVTPL of RMB1,087.4 million, partially offset by proceeds from sales of the same of RMB904.5 million, mainly in connection with certain wealth management products.

Net cash flows used in investing activities was RMB533.4 million in 2022, primarily due to purchases of property, plant and equipment of RMB246.6 million, and purchase of equity in Linked Intelligent of RMB67.2 million, as well as the impacts of various investment items and proceeds and investment income therefrom, including (1) purchases of debt investments at FVTOCI of RMB365.4 million, partially offset by proceeds from the same of RMB399.7 million, mainly in connection with negotiable certificate of deposits; (2) purchases of time deposits of RMB604.0 million, partially offset by proceeds from the same of RMB469.1 million; and (3) purchases of financial assets at FVTPL of RMB902.1 million, partially offset by proceeds from sales of the same of RMB794.1 million, mainly in connection with certain wealth management products.

### *Net cash from/(used in) financing activities*

Net cash flows used in financing activities was RMB36.1 million in the nine months ended September 30, 2025, primarily due to (1) interest on bank borrowings of RMB0.1 million; (2) repayment of bank borrowings of RMB289.0 million; (3) dividends paid of RMB68.0 million; and (4) listing expense paid of RMB8.7 million, partially offset by new bank borrowings of RMB320.9 million.

Net cash flows from financing activities was RMB77.3 million in 2024, primarily due to new bank borrowings of RMB192.9 million and proceeds from issue of restricted shares of RMB27.0 million, partially offset by dividends paid of RMB93.5 million and repayment of bank borrowings of RMB35.0 million.

Net cash flows used in financing activities was RMB64.1 million in 2023, primarily due to (1) receipt of deposits of RMB1.1 million; (2) repayment of bank borrowings of RMB29.0 million; and (3) dividends paid of RMB28.9 million, partially offset by new bank borrowings of RMB50.4 million.

Net cash flows from financing activities was RMB27.0 million in 2022, primarily due to new bank borrowings of RMB52.8 million and receipt of deposits of RMB25.8 million, partially offset by dividends paid of RMB34.1 million and lease payments of RMB12.4 million.

## FINANCIAL INFORMATION

### CAPITAL EXPENDITURES AND COMMITMENTS

#### Capital Expenditures

Our capital expenditures during the Track Record Period were primarily related to purchases of property, plant and equipment, and, to a much lesser extent, additions of other intangible assets (i.e., software). The following table sets forth our capital expenditures during the Track Record Period.

	Year ended December 31,			Nine months ended September 30,
	2022	2023	2024	2025
	(RMB in thousands)			
Purchases of property, plant and equipment . . . . .	246,562	204,634	165,957	122,657
Additions of other intangible assets . .	5,346	1,464	2,687	1,199
Addition of right-of-use assets . . . . .	8,659	—	—	—
<b>Total . . . . .</b>	<b>260,567</b>	<b>206,098</b>	<b>168,644</b>	<b>123,856</b>

We funded our capital expenditure requirements during the Track Record Period mainly from a combination of cash generated from our operating activities, proceeds from our equity financing and borrowings. We plan to fund our planned capital expenditure with a combination of cash generated from our operating activities and net proceeds from the Global Offering, and other debt and equity financing from time to time according to our needs. See “Future Plans and Use of Proceeds” for the portion of capital expenditures to be funded by the proceeds from the Global Offering.

#### Capital Commitments

Our capital commitments primarily related to the procurement of property, plant and equipment. The following sets forth a summary of our capital commitments as of the dates indicated.

	As of December 31,			As of September 30,
	2022	2023	2024	2025
	(RMB in thousands)			
Contracted but not provided for in the consolidated financial statements				
– Items of property, plant and equipment . . . . .	324,814	144,146	116,950	84,773



## FINANCIAL INFORMATION

### INDEBTEDNESS

Our indebtedness during the Track Record Period consisted of lease liabilities and interest-bearing bank borrowings. The following table sets forth the balances of our indebtedness items as of the dates indicated.

	As of December 31,			As of	As of
	2022	2023	2024	September 30,	January 15,
				2025	2026
	(RMB in thousands)				
					(Unaudited)
<b>Current</b>					
Interest-bearing bank					
borrowings . . . . .	39,739	40,981	140,980	144,494	169,733
Lease liabilities . . . . .	9,881	3,841	4,434	4,124	4,071
	49,620	44,822	145,414	148,618	173,804
<b>Non-current</b>					
Lease liabilities . . . . .	7,288	284	7,189	4,189	2,881
	7,288	284	7,189	4,189	2,881
<b>Total . . . . .</b>	<b>56,908</b>	<b>45,106</b>	<b>152,603</b>	<b>152,807</b>	<b>176,685</b>

### Interest-bearing Bank Borrowings

Our interest-bearing bank borrowings primarily consisted of bank loans, discounted notes receivable and discounted letter of credit. Our discounted notes receivable arose from certain notes receivables accepted by PRC banks, for which we retained substantial risks and rewards (including default risks), and continued to recognize the full carrying amounts of the discounted notes and the associated borrowings. See Note 40 to the Accountants' Report in Appendix I to the prospectus for details of the transfer of relevant financial assets.

We recorded interest-bearing bank borrowings of RMB39.7 million, RMB41.0 million, RMB141.0 million and RMB144.5 million, as of December 31, 2022, 2023 and 2024 and September 30, 2025, respectively. Our banking facilities mainly include loans and bank acceptance bills. As of January 15, 2026, we had total banking facilities of RMB1,150.0 million, of which RMB947.1 million were unutilized. Our unutilized bank facilities as of January 15, 2026 were backed by credit agreements. The following table sets forth the breakdown of our borrowings as of the dates indicated.

	As of December 31,			As of
	2022	2023	2024	September 30,
				2025
	(RMB in thousands)			
Bank loans – unsecured . . . . .	29,027	35,027	9,006	—
Discounted notes receivable – unsecured . .	10,712	5,954	82,171	144,494
Discounted letter of credit – unsecured . . .	—	—	49,803	—
<b>Total . . . . .</b>	<b>39,739</b>	<b>40,981</b>	<b>140,980</b>	<b>144,494</b>

During the Track Record Period, the effective interest rates of our bank loans and discounted notes receivable ranged from 1% to 3%, 0.9% to 2.55%, 0.65% to 2.27%, and 0.63% to 1.05% per annum as of December 31, 2022, 2023, 2024 and September 30, 2025, respectively. For details of our borrowings, see Note 26 to the Accountants' Report in Appendix I to this prospectus. Our discounted letter of credit as of December 31, 2024 had an effective interest rate of 0.92% per annum.

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## FINANCIAL INFORMATION

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Our bank borrowing agreements contain standard terms, conditions and covenants that are customary for commercial bank loans. Our Directors confirm that we did not experience any difficulty in obtaining bank borrowings, default in payment of bank borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date. Given our credit history and our current credit status, we believe that we will not encounter any major difficulties in obtaining additional bank borrowings in the future.

### Lease Liabilities

Our lease liabilities were primarily related to our leased properties. We recorded lease liabilities of RMB17.2 million, RMB4.1 million, RMB11.6 million and RMB8.3 million as of December 31, 2022, 2023 and 2024 and September 30, 2025, respectively.

### Statement of Indebtedness

Saved as disclosed above in this “Indebtedness” Section, as of January 15, 2026, we had no bank loans, or any other loan capital issued and outstanding or agreed to be issued, bank overdrafts, borrowings or similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchases, guarantees or other material contingent liabilities. Our Directors confirm that there had not been any material change in our indebtedness since January 15, 2026 and up to the Latest Practicable Date.

### CONTINGENT LIABILITIES

During the Track Record Period and up to the Latest Practicable Date, we did not have any material contingent liabilities or guarantees.

### LISTING EXPENSES

We did not record listing expenses during the Track Record Period. We expect to incur a total of approximately RMB69.7 million (HK\$78.5 million) of listing expenses in connection with the Global Offering, representing approximately 4.0% of the proceeds from the Global Offering (assuming an Offer Price of HK\$73.68), including (1) sponsor fees and underwriting commissions, SFC transaction levy, Stock Exchange trading fees and AFRC transaction levy for all Offer Shares of approximately RMB49.4 million (HK\$55.7 million), and (2) non-underwriting expenses of approximately RMB20.3 million (HK\$22.8 million), which consist of (a) fees and expenses of legal advisors and accountants of approximately RMB14.6 million (HK\$16.4 million), and (b) other fees and expenses of approximately RMB5.7 million (HK\$6.4 million). Approximately RMB3.0 million of our listing expenses is expected to be charged to our consolidated statements of profit or loss, and approximately RMB66.7 million is expected to be deducted from equity. The listing expenses above are the best estimate as of the Latest Practicable Date and for reference only. The actual amount may differ from this estimate.

## FINANCIAL INFORMATION

### KEY FINANCIAL RATIOS

	As of/for the year ended December 31,			As of/for the nine months ended September 30,	
	2022	2023	2024	2024	2025
Gross profit margin . . . . .	29.1%	28.9%	31.2%	31.1%	32.7%
Net profit margin . . . . .	13.1%	14.9%	14.8%	15.1%	14.5%
Current ratio (times) <sup>(1)</sup> . . . . .	4.5	4.1	3.7	N/A	4.0
Quick ratio (times) <sup>(2)</sup> . . . . .	4.2	3.8	3.4	N/A	3.7
Gearing ratio <sup>(3)</sup> . . . . .	1.9%	1.5%	4.7%	N/A	4.5%

(1) Current assets divided by current liabilities as of year/period end.

(2) Current assets less inventories divided by current liabilities as of year/period end.

(3) Total interest-bearing bank borrowings and lease liabilities divided by total equity as of year/period end.

### Analysis of Key Financial Ratios

#### *Gross profit margin and net profit margin*

See “—Period to Period Comparison of Results of Operations” for a discussion of the factors affecting our gross profit margin and net profit margin during the Track Record Period.

#### *Current ratio and quick ratio*

Our current ratio decreased from 4.5 as of December 31, 2022 to 4.1 as of December 31, 2023, and our quick ratio decreased from 4.2 as of December 31, 2022 to 3.8 as of December 31, 2023, primarily due to (1) the increase in trade and notes payables; and (2) the increase in the current portion of other payables and accruals, partially offset by the increases in certain current asset items, in particular financial assets at FVTPL and debt investments at FVTOCI. Our current ratio further decreased to 3.7 as of December 31, 2024, and our quick ratio further decreased to 3.4 as of December 31, 2024, primarily due to (1) the increase in the current portion of interest-bearing borrowings; and (2) the increase in trade and notes payable, partially offset by the increases in certain current asset items, in particular the increases in cash and cash equivalents, trade and notes receivables and financial assets at FVTPL. Our current ratio and quick ratio then increased to 4.0 and 3.7 as of September 30, 2025, respectively, primarily due to the decrease in certain current liabilities items, including financial liabilities at FVTPL and other payables and accruals. See “—Discussion of Major Balance Sheet Items” for a discussion of the factors affecting our current assets and current liabilities during the Track Record Period.

#### *Gearing ratio*

Our gearing ratio decreased from 1.9% as of December 31, 2022 to 1.5% as of December 31, 2023, primarily due to the increase in our reserves from RMB2,790.7 million as of December 31, 2022 to RMB2,924.5 million as of December 31, 2023, driven by our profitability over the same periods. Our gearing ratio increased to 4.7% as of December 31, 2024, primarily due to the increase in interest-bearing bank borrowings to fund the construction of the Zhaowei Drive Industrial Park at our Suzhou production base. Our gearing ratio then decreased to 4.5% as of September 30, 2025.

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## FINANCIAL INFORMATION

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### RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time during our ordinary course of business and on terms of transactions similar to terms with other entities that are not related parties. During the Track Record Period, we entered into a number of related party transactions concerning Linked Intelligent and its subsidiary, which involves miscellaneous purchases and sales of products. For details of our related party transactions, see Note 38 to the Accountants' Report in Appendix I to this prospectus. Our Directors are of the view that each of the related party transactions was conducted in the ordinary and usual course of business and on normal commercial terms between the relevant parties and does not distort our Track Record Period results or make our historical results not reflective of future performance.

### OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet transactions.

### QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Our principal financial instruments comprise interest-bearing bank borrowings, financial assets at FVTPL and cash and cash equivalents. The main purpose of these financial instruments is to finance for our operations. We also have various other financial assets and liabilities which arise directly from our operations.

The main risks arising from our financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. Our Board of Directors reviews and agrees on policies for managing each of these risks, as summarized below.

#### Interest Rate Risk

Our exposure to the risk of changes in market interest rates relates primarily to our interest-bearing bank and other borrowings with floating interest rates. Our policy is to manage its interest cost using variable rate debts. Our Directors believe that the cash flow risk exposure arising from floating-rate bank borrowings is not significant. We continuously monitor interest rate levels and, in the event that market expectations for interest rate hikes are clear or interest rates are expected to rise, we will leverage our credit rating and differentiated financing advantages to replace floating-rate debt facing interest rate hike risks with other financing instruments.

#### Foreign Currency Risk

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between Renminbi and other currencies in which we conduct business may affect our financial condition and results of operations. For details of our foreign currency risk exposure, including a sensitivity analysis to changes in foreign exchange rates, see Note 42 to the Accountants' Report in Appendix I to this prospectus.

#### Credit Risk

We trade only with recognized and creditworthy counterparties. 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. The credit risk of our other financial assets, which comprise cash and cash equivalents, pledged deposits, financial assets included in prepayments, other receivables and other assets, and financial assets included in other non-current assets, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

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## FINANCIAL INFORMATION

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For financial assets included in prepayments, other receivables and other assets, our management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. We believe that there is no material credit risk inherent in our outstanding balance of other receivables.

We applied the simplified approach for impairment for our trade receivables as of the end of each year/period during the Track Record Period. For details of the provision matrix used, see Note 21 to the Accountants' Report in Appendix I to this prospectus. For details of the credit quality and maximum exposure to credit risk, including the year/period-end staging classification of relevant financial assets during the Track Record Period, see Note 42 to the Accountants' Report in Appendix I to this prospectus.

### Liquidity Risk

We monitor our risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both our financial instruments and financial assets (e.g., trade and notes receivables) and projected cash flows from operations. Our objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings and lease liabilities. For details of the maturity profile of our financial liabilities as at the end of each year/period during the Track Record Period, see Note 42 to the Accountants' Report in Appendix I to this prospectus.

### DIVIDEND POLICY

Our Articles and Association provides for our dividend policy and dividend ratio. Pursuant to our Articles of Association, our Board may declare dividends by cash and/or by stock in the future after taking into account our profitability, cash flow conditions, corporate development and capital needs. We may declare cash dividends provided that our distributable profits of the relevant fiscal year are positive, and that we do not have significant investment plans or cash expenditures in the next 12 months, assuming that such annual dividend is made, our capital requirements for ordinary business can still be met in the light of such investments or cash expenditures. We shall distribute cash dividends in an aggregate amount of not less than 30% of the average annual distributable profits over each consecutive three-year period. Furthermore, provided that the specific conditions for cash dividends are met, we shall distribute annual cash dividends of not less than 20% of the distributable profits generated in the relevant fiscal year. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents, applicable PRC laws and approval by our Shareholders.

In 2022, 2023, 2024 and the nine months ended September 30, 2025, our Company paid cash dividends of RMB34.1 million, RMB28.9 million, RMB93.5 million and RMB68.0 million, respectively. See Note 11 to the Accountants' Report included in Appendix I to this prospectus for details.

### DISTRIBUTABLE RESERVES

As of September 30, 2025, our Company's retained profits amounted to RMB1,069.7 million, which represented our distributable reserves as of the same date.

### DISCLOSURE REQUIRED UNDER CHAPTER 13 OF THE LISTING RULES

In order to obtain financing for his personal needs, Mr. Li has from time to time pledged the A Shares he owned to certain PRC financial institutions as collateral. As of September 30, 2025, Mr. Li has pledged 2,300,000 A Shares, representing approximately 0.96% of the total issued share capital of our Company as security in favour of certain PRC financial institutions regulated by the NFRA and/or the CSRC, which will continue to subsist after Listing. For details, see "Substantial Shareholders—Share Pledges by Mr. Li." Our Directors have confirmed that, as of the Latest Practicable Date, save for Mr. Li's pledge of such

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## FINANCIAL INFORMATION

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A Shares, there were no circumstances which, had we been required to comply with Rules 13.13 to 13.19 in Chapter 13 of the Listing Rules, would have given rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

### **NO MATERIAL ADVERSE CHANGE**

Our Directors confirm that, up to the date of this prospectus, there has been no material adverse change in our financial or trading position since September 30, 2025 (being the date on which the latest audited consolidated financial information of our Group was prepared) and there is no event since September 30, 2025 which would materially affect the information shown in our consolidated financial statements included in the Accountants' Report in Appendix I to this prospectus.

### **UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS**

See Appendix IIA to this prospectus for details.

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## CORNERSTONE INVESTORS

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### 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 Cornerstone Investors have agreed to, subject to certain conditions, subscribe, or cause its designated entities to subscribe, at the Offer Price for such number of Offer Shares (rounded down to the nearest whole board lot of 100 Shares) that may be purchased for an aggregate amount of approximately RMB578.6 million (or approximately HK\$651.6 million, calculated based on an exchange rate of RMB0.8879 to HK\$1.00) (assuming an Offer Price of HK\$73.68 per Share (being the maximum Offer Price) and exclusive of brokerage fee, the SFC transaction levy, the AFRC transaction levy and the Stock Exchange trading fee) (the “Cornerstone Placing”).

Based on the Offer Price of HK\$73.68 per Share, being the maximum Offer Price set out in this prospectus, the total number of Offer Shares to be subscribed by Cornerstone Investors would be 8,842,900 Offer Shares. The table below reflects the shareholding percentage immediately after the completion of the Global Offering.

Approximate % of the Offer Shares	Approximate % of the total issued share capital
<u>33.06%</u>	3.31%

We believe that the Cornerstone Placing signifies our Cornerstone Investors’ confidence in our Company and its business prospect, and that the Cornerstone Placing will help to raise the profile of our Company. Our Company became acquainted with each of the Cornerstone Investors during its ordinary course of operations, either through the Group’s business network or through introduction by the Company’s business partners or the Overall Coordinators.

The Cornerstone Placing will form part of the International Offering, and the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through qualified domestic institutional investor (“QDII”), the QDIIs) and their respective close associates will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the Cornerstone Investment Agreements). The Offer Shares to be subscribed by the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) will rank pari passu in all respects with the fully paid H Shares in issue following the Global Offering of the Company and will be counted towards the public float of our Company under Rule 19A.13A(2) of the Listing Rules. Immediately following the completion of the Global Offering, the Cornerstone Investors or their close associates will not, by virtue of their cornerstone investments, have any Board representation in our Company; and none of the Cornerstone Investors and their close associates will become a substantial Shareholder of our Company, and equity interests in the Company being beneficially owned by the three largest public Shareholders will be less than 50% for the purpose of Rule 8.08(3) of the Listing Rules. Other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price, the Cornerstone Investors do not have any preferential rights under each of their respective Cornerstone Investment Agreements, as compared with other public Shareholders. There are no side arrangements or agreements 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 Listing, other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price, following the principles as set out in Chapter 4.15 of the Guide.



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## CORNERSTONE INVESTORS

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To the best knowledge of our Company, each of the Cornerstone Investors (and, for Cornerstone Investors who will subscribe for our Offer Shares through a QDII, each of such QDIIs) is (i) not accustomed to take instructions from our Company or any of our Directors, Supervisors, chief executive, our Controlling Shareholders, substantial Shareholders or existing Shareholders or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Shares registered in their name or otherwise held by them; (ii) not financed by our Company or any of our Directors, Supervisors, chief executive of our Company, our Controlling Shareholders, substantial Shareholders, existing Shareholders or any of its subsidiaries or their respective close associates; and (iii) independent of the other Cornerstone Investors, our Group, our connected persons and their respective associates, and is not an existing Shareholder or a close associate of our Group.

As confirmed by Cornerstone Investors, there are no side arrangements or agreements between the Company and Cornerstone Investors or any benefit, direct or indirect, conferred on Cornerstone Investors, by virtue of or in relation to the Listing other than a guaranteed allocation of the relevant Offer Shares at the Offer Price, following the principles as set out in Chapter 4.15 of the Guide.

To the best knowledge of the Company and as confirmed by each of the Cornerstone Investors, their subscriptions under the Cornerstone Investment would be financed by their own internal resources, resources of their shareholders or (in the case of the Cornerstone Investor which is funds or investment manager) the assets managed for their investors, and each of them has sufficient funds to settle its respective investment under the Cornerstone Placing. Each of the Cornerstone Investors has confirmed that all necessary approvals have been obtained with respect to the Cornerstone Placing.

The total number of Offer Shares to be subscribed for by Cornerstone Investors (and, for any Cornerstone Investors who will subscribe for our Offer Shares through QDII, the QDIIs) under the Cornerstone Placing may be affected by reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering, as described in the paragraphs headed “Structure of the Global Offering—The Hong Kong Public Offering—Reallocation” in this prospectus. Details of the actual number of Offer Shares to be allocated to Cornerstone Investors will be disclosed in the allotment results announcement of our Company to be published on or around March 6, 2026. The Cornerstone Investors have agreed to pay in full for the relevant Offer Shares that they have subscribed before dealings in the Company’s H Shares commence on the Stock Exchange. Since there is no over-allotment option in the International Offering, there will be no delayed delivery or deferred settlement of Offer Shares to be subscribed by the Cornerstone Investors.

## CORNERSTONE INVESTORS

The table below sets forth the details of the Cornerstone Placing:

Name of Cornerstone Investor		Total investment amount  (in millions)	Number of Offer Shares to be subscribed <sup>(3)</sup>	Approximate % of the Offer Shares	Approximate % of our total issued share capital immediately upon completion of the Global Offering
<b>Based on the Offer Price of HK\$73.68 (being the maximum Offer Price)</b>					
HHLRA <sup>(1)</sup> . . . . .	USD	15.0	1,591,200	5.95%	0.59%
Mirae Asset Securities HK <sup>(1)</sup> . . .	USD	5.0	530,400	1.98%	0.20%
Perseverance Asset Management <sup>(1)</sup> . . . . .	USD	6.0	636,400	2.38%	0.24%
Da Cheng International <sup>(1)</sup> . . . . .	USD	3.5	371,200	1.39%	0.14%
GF Fund HK <sup>(1)</sup> . . . . .	USD	3.0	318,200	1.19%	0.12%
Oakwise Growth Fund <sup>(1)</sup> . . . . .	USD	5.0	530,400	1.98%	0.20%
Jump Trading <sup>(1)</sup> . . . . .	USD	3.0	318,200	1.19%	0.12%
VVC Technology <sup>(1)</sup> . . . . .	USD	2.0	212,100	0.79%	0.08%
FMF <sup>(1)</sup> . . . . .	USD	2.0	212,100	0.79%	0.08%
Taihu Golden Valley <sup>(1)</sup> . . . . .	USD	5.0	530,400	1.98%	0.20%
Topstar Worldwide <sup>(1)</sup> . . . . .	RMB	30.0	458,500	1.71%	0.17%
Virtues Capital and China Securities (International) Investment Company Limited (in connection with the OTC Swaps) <sup>(1)</sup> . . . . .	USD	4.0	424,300	1.59%	0.16%
Hengbang and China Galaxy International Investment Company Limited (in connection with the Hengbang OTC Swaps) <sup>(2)</sup> . . . . .	RMB	20.0	302,600	1.13%	0.11%
W Investment <sup>(1)</sup> . . . . .	USD	3.6	381,800	1.43%	0.14%
BeingBoom Capital <sup>(1)</sup> . . . . .	USD	3.0	318,200	1.19%	0.12%
Mr. He Maoling <sup>(1)</sup> . . . . .	USD	3.0	318,200	1.19%	0.12%
Mr. Luo Jie <sup>(1)</sup> . . . . .	USD	3.0	318,200	1.19%	0.12%
Bridge Zone Group <sup>(2)</sup> . . . . .	USD	2.5	262,500	0.98%	0.10%
CMBC International <sup>(1)</sup> . . . . .	USD	2.5	265,200	0.99%	0.10%
RIME <sup>(1)</sup> . . . . .	HKD	20.0	271,400	1.01%	0.10%
Main Source Capital <sup>(1)</sup> . . . . .	HKD	20.0	271,400	1.01%	0.10%
		Total	8,842,900	33.06%	3.31%

*Notes:*

- (1) Exclusive of brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee.
- (2) Inclusive of brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee.
- (3) Subject to rounding down to the nearest whole board lot of 100 Shares. Calculated based on the exchange rate set out in the section headed “Information about this Prospectus and the Global Offering—Exchange Rate Conversion.”

### THE CORNERSTONE INVESTORS

The information about our Cornerstone Investors set forth below has been provided by the Cornerstone Investors in connection with the Cornerstone Placing.

### 1. HHLRA

HHLR Advisors, Ltd. (“HHLRA”), part of the Hillhouse Group, is an exempted company incorporated in the Cayman Islands that acts as the investment manager of investment funds (collectively the “HHLRA Funds”), which are limited partnerships formed under the laws of the Cayman Islands. There is no individual limited partner investor who holds an economic interest of 30% or more in the HHLRA Funds. HHLRA intends to hold the Offer Shares through one of the HHLRA Funds, namely HACF, L.P.

HHLRA collaborates with industry-defining enterprises, aiming to establish alignment with sustainable, forward-thinking companies across industrial, consumer, healthcare and business services sectors. HHLRA manages capital for global institutions, including non-profit foundations, endowments, and pensions. HHLRA is entering the cornerstone investment agreement with the Company in its capacity as an investment manager and on behalf of the HHLRA Funds.

### 2. Mirae Asset Securities HK

Mirae Asset Securities (HK) Limited (“Mirae Asset Securities HK”), a wholly owned subsidiary of Mirae Asset Securities Co., Ltd. (“Mirae Asset Securities”), was established in Hong Kong in July 2005 and is licensed by the SFC to carry on type 9 (asset management) regulated activity. 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. Mirae Asset Securities HK is the fund manager of, and subscribe for the Offer Shares on behalf of, a discretionary fund, Mirae Asset Visionary X Fund. All of the investors in such fund are independent third parties and none of the investors hold 30% or more interest in the fund.

### 3. 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. Each of the Perseverance Funds is an Independent Third Party. 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. The Perseverance Funds’ investment into the Company is advised by Mr. Qiu Guolu. 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.

#### **4. Da Cheng International**

Established in Hong Kong on March 19, 2009 with registered capital of HK\$200 million, Da Cheng International Asset Management Company Limited (“Da Cheng International”), a wholly-owned subsidiary of Dacheng Fund Management Company Limited (“Dacheng Fund”), strives to provide comprehensive and integrated asset management and investment consultancy services for its clients. No single ultimate beneficial owner holds 30% or more interest in Dacheng Fund. Pursuant to the SFO, Da Cheng International was licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities, and it obtained the qualification as an investment manager of the National Social Security Fund in 2015 to serve as an investment manager of the National Council for Social Security Fund of the People’s Republic of China (全國社會保障基金理事會). Da Cheng International acts as the investment manager or investment advisor, with discretionary investment power for Da Cheng China Balanced Fund which is managed or sub-managed by Da Cheng International. No single ultimate beneficial owner holds 30% or more interests in Da Cheng China Balanced Fund. Da Cheng International has a mature product line, which consists of public funds (including investments in China’s securities markets and overseas securities markets), private funds and portfolios of discretionary accounts. Da Cheng International is one of the eleven Hong Kong subsidiaries with QFII/RQFII qualifications issued by CSRC and one of the only four holders of the National Social Security Fund Overseas Investment Manager qualification. In October 2018, Da Cheng International became one of the first batch to obtain the Hong Kong Stock Connect Overseas Investment Consultant Qualification.

#### **5. GF Fund HK**

GF Management Co., Ltd. (廣發基金管理有限公司) (“GF Fund Management”) was established on August 5, 2003. As of December 31, 2025, the company’s assets under management exceeded 2 trillion yuan with comprehensive product lines, and covering active equity, bonds, currencies, overseas investment, passive investments, FOF, quantitative hedging, etc., in order to meet the diversified investment needs of domestic and foreign clients. The controlling shareholder of GF Fund Management is GF Securities Co., Ltd. (廣發證券股份有限公司) (“GF Securities”), a limited company listed on the Stock Exchange (stock code: 1776) and Shenzhen Stock Exchange (stock code: 000776), which owns 54.53% shareholding in GF Fund Management. Apart from GF Securities, no other shareholder has a 30% or more shareholding in GF Fund Management.

GF International Investment Management Limited (廣發國際資產管理有限公司) (“GF Fund HK”) is a wholly owned subsidiary of GF Fund Management. GF Fund HK (central number in the Hong Kong Securities and Futures Commission license: AXL121) was incorporated in Hong Kong in December 2010. GF Fund HK is licensed by SFC to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities in Hong Kong. GF Fund HK serves as the global investment and business platform for its parent company, GF Fund Management. As GF Fund Management’s window company overseas, GF Fund HK strategically connects China and the overseas market. GF Fund HK capitalizes the investment and research capabilities of GF Fund Management and its competitive advantage in the overseas market to provide comprehensive quality service to its clients.

The subscription of the Offer Shares as a cornerstone investor will be made by GF Fund HK in their capacity as the discretionary investment manager of certain funds under their management, including (1) GF Luminous Fund SP, (2) GF Venus Fund SP and (3) Golden Stone Fund SP. Based on the best knowledge of GF Fund HK, each fund is an Independent Third Party, and no ultimate beneficial owner holds 30% or more interest.

**6. Oakwise Growth Fund**

Oakwise Growth Fund SPC — Global Select Opportunities Fund SP (“Oakwise Growth Fund”), a segregated portfolio incorporated in the Cayman Islands, is managed by Oakwise Capital Management Ltd. (“Oakwise Capital”). The ultimate beneficiary of the Oakwise Growth Fund and Oakwise Capital is Dr. Wang Fengyu. With a global investment perspective, the Oakwise Growth Fund focuses on strategic emerging industries such as new technology, biotech pharmaceuticals, new consumption, new materials, high-end manufacturing, and new energy. Each of Oakwise Growth Fund, Oakwise Capital and Dr. Wang Fengyu is an Independent Third Party.

**7. Jump Trading**

JUMP TRADING PACIFIC PTE. LTD. (“Jump Trading”) is part of Jump Trading Group. Founded in 1999, Jump Trading Group is one of the largest global financial trading groups. Jump Trading Group is headquartered in Chicago and has offices in Chicago, New York, London, Hong Kong, Shanghai, Singapore, India, Amsterdam in addition to other major financial centers. As part of its investment activities, Jump Trading Group, Capital Markets Investment Team engages and invests in high-quality companies through equity raisings, and relies on the firm’s best-in-class execution and strong corporate governance to make strategic investments. The Capital Markets Investments team is based in Hong Kong and consists of seasoned investment professionals with strong focus and understanding of company fundamentals. The team focuses and invests extensively across the Asia Pacific region. Jump Trading is controlled by two revocable trusts. No single ultimate beneficial owner holds 30% or more interests in Jump Trading. Each of Jump Trading and Jump Trading Group is an Independent Third Party. Jump Trading will subscribe for our Offer Shares on a proprietary investment basis.

**8. VVC Technology**

VVC Technology Fund Ltd. (“VVC Technology”) is an exempted company incorporated with limited liability under the laws of the Cayman Islands in December 2025 and has been registered with the Cayman Islands Monetary Authority as a mutual fund. As of February 9, 2026, VVC Technology was wholly-owned by Vertex China TM Ltd., a business company incorporated with limited liability under the laws of the British Virgin Islands. Vertex China TM Ltd. is backed by a sovereign fund from Singapore. Each of Vertex China TM Ltd. and VVC Technology is an Independent Third Party.

**9. FMF**

Factorial Master Fund (“FMF”) is managed by Factorial Management Limited (“FML”) in its capacity as the investment manager on a discretionary basis. FML is domiciled in Hong Kong and is licensed by the SFC for the regulated activity of asset management (Type 9 license). FML is wholly owned by its founder and chief investment officer, Mr. Barun Agarwal. Save for Mr. Barun Agarwal, no other ultimate beneficial owner of each of Factorial and FML holds 10% or more of beneficial interest. Each of FMF, FML and Mr. Barun Agarwal is an Independent Third Party.

**10. Taihu Golden Valley**

Suzhou Taihu Golden Valley Construction Development Co., Ltd. (蘇州太湖金谷建設發展有限公司) (“Taihu Golden Valley”) is a company incorporated in December 2016 under the PRC laws, which is ultimately controlled by Suzhou National Hi-Tech Industrial Development Zone Administrative Committee (蘇州國家高新技術產業開發區管理委員會) (“Suzhou Industrial Development Zone”). Taihu Golden Valley focuses on investment in high-tech projects and enterprises, including but not limited to GoodWe Technologies Co., Ltd. (固德威技術股份有限公司) (stock code: 688390.SH) and Suzhou Cheersson Precision Industry Group Co., Ltd. (蘇州瑞瑪精密工業集團股份有限公司) (stock code: 002976.SZ). Each of Taihu Golden Valley and Suzhou Industrial Development Zone is an Independent Third Party. Taihu Golden Valley will subscribe for our Offer Shares through QDII.

**11. Topstar Worldwide**

TOPSTAR WORLDWIDE GROUP LIMITED (拓斯達環球集團有限公司) (“Topstar Worldwide”) is a company incorporated in Hong Kong with limited liability in November 2017, a wholly-owned subsidiary of Guangdong Topstar Technology Co., Ltd. (廣東拓斯達科技股份有限公司) (stock code: 300607.SZ) (“Topstar Technology”). Topstar Technology primarily centered on industrial robots and automation application systems and supported by high-end 5-axis linkage CNC machining centers and injection molding equipment. To the best of our Directors’ knowledge, information and belief after making all reasonable enquiries and as confirmed by Topstar Worldwide, approval from the Shenzhen Stock Exchange is not required for the subscription for the Offer Shares by Topstar Worldwide pursuant to the relevant Cornerstone Investment Agreement. Each of Topstar Worldwide and Topstar Technology is an Independent Third Party.

**12. Virtues Capital and China Securities (International) Investment Company Limited (in connection with the OTC Swaps)**

CSC Financial Co., Ltd. (中信建投証券股份有限公司) (“CSC”) (stock code: 601066.SH and 6066.HK) and China Securities (International) Investment Company Limited (建投(海外)投資有限公司) (“CSCI Investment”) will enter into a series of cross border delta-one OTC equity swap transactions (collectively, the “OTC Swaps”) with each other and Virtues Experiment No. 2 Private Securities Investment Fund (雙城實驗2號私募證券投資基金) (the “CSC Ultimate Client”), pursuant to which CSCI Investment will hold the Offer Shares on a non-discretionary basis to hedge the OTC Swaps while the economic risks and returns of the underlying Offer Shares are passed to the CSC Ultimate Client, subject to customary fees and commissions. The OTC Swaps will be fully funded by the CSC Ultimate Client. During the terms of the OTC Swaps, all economic returns of the Offer Shares subscribed by CSCI Investment will be passed to the CSC Ultimate Client and all economic loss shall be borne by the CSC Ultimate Client through the OTC Swaps, and CSCI Investment will not take part in any economic return or bear any economic loss in relation to the Offer Shares. The OTC Swaps are linked to the Offer Shares and the CSC Ultimate Client may, after expiration of the lock-up period beginning from the date of the cornerstone agreement entered into between CSCI Investment and the Company and ending on the date which is six months from the Listing Date, request to early terminate the OTC Swaps at their own discretions, upon which CSCI Investment may dispose of the Offer Shares and settle the OTC Swaps in cash in accordance with the terms and conditions of the OTC Swaps. Despite that CSCI Investment will hold the legal title of the Offer Shares by itself, it will not exercise the voting rights attaching to the relevant Offer Shares during the terms of the OTC Swaps. To the best of CSCI Investment’s knowledge having made all reasonable inquiries, the CSC Ultimate Client is an independent third party of CSCI Investment, China Securities (International) Corporate Finance Company Limited (“CSCI”) and the companies which are members of the same group of CSCI, and no single ultimate beneficial owner holds 30% or more interests in the CSC Ultimate Client.

The CSC Ultimate Client is managed by Zhuhai Virtues United Investment Management Co., Ltd. (“Zhuhai Virtues”), an affiliate of Virtues Capital, is a private fund management company registered with the Asset Management Association of China, which acts as the fund manager of several domestic private equity funds. Virtues Capital, together with its affiliates (including but not limited to Zhuhai Virtues), is a private equity investment management firm established in 2016, with a focus on fundamental research and value investing, and striving for a deep understanding of entrepreneurs and a strong respect for entrepreneurial spirit, with primary investment interests in the consumer, technology, and healthcare sectors in the Greater China region. Mr. FENG YE, an independent third party, is the principal shareholder and ultimate beneficial owner of Virtues Capital and has more than 25 years of experience in financial institutions in mainland China and Hong Kong. No other shareholder holds 30% or more of the equity interests in Virtues Capital. As confirmed by Virtues Capital, the subscription for Offer Shares as a cornerstone investor will be made by Virtues Capital, acting in its capacity as the fund manager of domestic private funds, through a total return swap arrangement.



**13. Hengbang and China Galaxy International Investment Company Limited (in connection with the Hengbang OTC Swaps)**

China Galaxy International Investment Company Limited (“CGII”) and China Galaxy Securities Co., Ltd. (“CGS”) will enter into a series of cross border delta-one OTC equity swap transactions (collectively, the “Hengbang OTC Swaps”) with each other and Hengbang Yuqing Multi-Strategy Fund I Private Securities Investment Fund (恒邦余慶複合策略一號私募證券投資基金) (the “Hengbang Yuqing”), Hengbang Technology Pioneer Private Securities Investment Fund (恒邦科技先鋒私募證券投資基金) (the “Hengbang Pioneer”), Hengbang Technology Advanced Private Securities Investment Fund (恒邦科技先進私募證券投資基金) (the “Hengbang Advanced”, together with Hengbang Yuqing and Hengbang Pioneer, the “CGII Ultimate Clients”), pursuant to which CGII will hold the Offer Shares on a non-discretionary basis to hedge the Hengbang OTC Swaps while the economic risks and returns of the underlying Offer Shares are ultimately borne by Hengbang, subject to customary fees and commissions. The Hengbang OTC Swaps will be fully funded by CGII Ultimate Clients. During the terms of the Hengbang OTC Swaps, all economic returns of the Offer Shares subscribed by CGII will be passed to the CGII Ultimate Clients and all economic loss shall be borne by CGII Ultimate Clients through the Hengbang OTC Swaps, and CGII will not take part in any economic return or bear any economic loss in relation to the Offer Shares. The Hengbang OTC Swaps are linked to the Offer Shares and CGII Ultimate Clients may, after expiration of the lock-up period beginning from the date of the relevant cornerstone agreement entered into between CGII and the Company and ending on the date which is six months from the Listing Date, request to early terminate the Hengbang OTC Swaps at its own discretion, upon which CGII may dispose of the Offer Shares and settle the Hengbang OTC Swaps in cash in accordance with the terms and conditions of the Hengbang OTC Swaps. To the best of CGII’s knowledge after having made all reasonable inquiries, each of the CGII Ultimate Clients is an independent third party of CGII, and the companies which are members of the same group of CGII, and no single ultimate beneficial owner holds 30% or more interests in the CGII Ultimate Clients.

The CGII Ultimate Clients are managed by Shenzhen Hengbang Zhaofeng Private Securities Investment Fund Management Co., Ltd. (深圳市恒邦兆豐私募證券基金管理有限公司) (“Shenzhen Hengbang”). Shenzhen Hengbang is a limited liability company established in the PRC, a fund management company focusing on equity and alternative investments, with particular interest in micro transmission industry, including opportunities in the Hong Kong capital market. The ultimate beneficial owner of Shenzhen Hengbang is Mr. Zhu Heliang (祝赫良). No other shareholder holds 30% or more of the equity interests in Shenzhen Hengbang. Each of Shenzhen Hengbang and the CGII Ultimate Clients is an Independent Third Party.

**14. W Investment**

W Investment Company Limited (“W Investment”) is a company incorporated under the laws of Hong Kong in December 2024, and wholly owned by Mr. Lin Guangliang. W Investment primarily focuses on investments in the industrial automation sector. Each of W Investment and Mr. Lin Guangliang is an Independent Third Party.

**15. BeingBoom Capital**

BeingBoom Capital Limited (存然資本有限公司) (“BeingBoom Capital”) is a company incorporated in Hong Kong with limited liability in June 2025, which is wholly owned by Mr. Liu Xinyuan. BeingBoom Capital is a family office with a focus on investments across traditional financial products, including bonds, equities, derivatives, funds of funds, and technology unicorn funds, managing assets over US\$600 million. Each of BeingBoom Capital and Mr. Liu Xinyuan is an Independent Third Party.



**16. Mr. He Maoling (何茂靈)**

Mr. He Maoling has over 30 years of experience in the new materials industry, particularly in sectors such as automotive, functional adhesive tapes for artificial leather, RFID chip mounting tapes, GB200 chip connection harness tapes for AI applications by Invida, TPU automotive paint protection films, and automotive window films. Mr. He has also extensive investment experience, he invested in Shenzhen Qianhai Changmao Financial Holdings Co., Ltd. (深圳前海昌茂金融控股有限公司), Kunshan Changmao Electronic Materials Co., Ltd. (昆山昌茂電子材料有限公司), Shenzhen Cheermo Innovative Adhesive Materials Co., Ltd. (深圳昌茂黏膠新材料有限公司), and Guangdong Changmao Photoelectric Technology Co., Ltd. (廣東昌茂光電科技有限公司). Mr. He is an Independent Third Party.

**17. Mr. Luo Jie (羅傑)**

Mr. Luo Jie is an individual investor and an Independent Third Party. Mr. Luo has over a decade of experience in investment in funds and stocks. His investment portfolio includes but not limited to, Gan & Lee Pharmaceuticals (603087.SH), Beijing Tantai Technology Co., Ltd. (北京坦泰科技有限公司), Ningbo Yucheng Investment Management Co., Ltd. (寧波煜程投資管理公司), Chengdu Xunlian Technology Co., Ltd. (成都訊聯科技股份有限公司), and Mibao Century (Beijing) E-commerce Co., Ltd. (邁寶世紀(北京)電子商務有限公司). His investments span sectors including healthcare and technology, with particular attention to technology-driven and innovation-oriented companies.

**18. Bridge Zone Group**

Bridge Zone Group Limited (聯域集團有限公司) (“Bridge Zone Group”) is a company incorporated in Hong Kong in July 2024 with limited liability, focusing on cross-border investment and financing, asset management and consulting services. Bridge Zone Group is wholly owned by Mr. Bi Xuewen (畢學文), with extensive experience in the capital markets and providing solid support to the investment strategies of Bridge Zone Group. Each of Bridge Zone Group and Mr. Bi Xuewen is an Independent Third Party.

**19. CMBC International**

CMBC INTERNATIONAL INVESTMENT (HK) LIMITED (“CMBC International”) is a company incorporated under the laws of Hong Kong. It is directly wholly owned by CMBC International Holdings Limited, which is in turn wholly-owned by China Minsheng Bank Corp., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600016) and the Stock Exchange (stock code: 1988).

**20. RIME**

RIME Capital Limited (“RIME”) is incorporated in Hong Kong with limited liability and licensed by the SFC to carry on type 1, 4, 9 regulated activities, which is ultimately owned by Ms. Zhuo Ying, who owns 64% shares of RIME. RIME is a discretionary investment manager of Sino Opulence Multi-Value Strategy Fund SPC (“Sino Opulence SPC”) and Sino Opulence SPC is a segregated portfolio company holding various portfolios. RIME has agreed to procure Sino Opulence Multi-Value Strategy Fund SPC-Stable Growth Fund SP (the “Sino Opulence Fund”), which is a fund portfolio under Sino Opulence SPC to subscribe for the Offer Shares. Sino Opulence SPC is ultimately controlled by Ms. Zhuo Ying. The largest limited partner of Sino Opulence Fund is Leo Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002131). There is no other ultimate beneficial owner holding 30% or more interest in Sino Opulence Fund. Each of RIME, Ms. Zhuo Ying, Sino Opulence SPC and Sino Opulence Fund is an Independent Third Party.

**21. Main Source Capital**

Main Source Capital Limited (“Main Source Capital”) is a company incorporated under the laws of Hong Kong in December 2022 and primarily focuses on financial investments. Main Source Capital is wholly owned by Mr. Xue Shouguang (薛守光), who is a veteran investor and has invested in a series of listed companies. Each of Main Source Capital and Mr. Xue Shouguang is an Independent Third Party.

**CLOSING CONDITIONS**

The obligation of each Cornerstone Investor or each QDII (as applicable) to subscribe for the Offer Shares under the respective Cornerstone Investment Agreement is subject to, among other things and as applicable, the following closing conditions

- (i) the Hong Kong Underwriting Agreement and the International Underwriting Agreement 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 Hong Kong Underwriting Agreement and the International Underwriting Agreement, and neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement having been terminated;
- (ii) the Offer Price having been agreed pursuant to underwriting agreements and price determination agreement to be signed among the Company and the Overall Coordinators (for themselves and on behalf of the underwriters of the Global Offering);
- (iii) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the H Shares (including the Shares under the Cornerstone Placing) 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 Shares on the Stock Exchange;
- (iv) no laws shall have been enacted or promulgated by any governmental authorities which prohibits the consummation of the transactions contemplated in the Global Offering or the Cornerstone Investment Agreement, and there being no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (v) the respective agreements, representations, warranties, undertakings, confirmations and acknowledgements of Cornerstone Investors under the Cornerstone Investment Agreements are (as of the date of the Cornerstone Investment Agreements) and will be (as of the Closing (as defined in the Cornerstone Investment Agreements)) accurate, true and complete in all respects and not misleading or deceptive and that there is no material breach of the Cornerstone Investment Agreement on the part of Cornerstone Investors.

**RESTRICTIONS ON THE CORNERSTONE INVESTOR**

Cornerstone Investors has agreed that without the prior written consent of our Company, the Joint Sponsors and the Overall Coordinators, it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date (the “Lock-up Period”), dispose of, in any way, any of the Offer Shares it has purchased, pursuant to the Cornerstone Investment Agreement, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of Cornerstone Investors, including the Lock-up Period restriction.

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## FUTURE PLANS AND USE OF PROCEEDS

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### FUTURE PLANS

See “Business—Growth Strategies” for a detailed description of our future plans.

### USE OF PROCEEDS

We estimate that the net proceeds of the Global Offering, after deducting the estimated underwriting commissions and other fees and expenses payable by us in connection with the Global Offering, will be approximately HK\$1,892.3 million, assuming the maximum Offer Price at HK\$73.68 per H Share).

We currently intend to use the net proceeds of the Global Offering for the purposes and in the amounts as set out below:

- ***Global technology R&D and expansion of our product portfolio:*** approximately 35.0% of the net proceeds, or HK\$662.3 million, for global technology R&D and expansion of our product portfolio. We will expand our R&D team around the world, attracting and retaining R&D talents with excellent academic backgrounds and extensive industry experience by offering competitive compensation packages. Specifically:
  - (1) ***Further develop self-branded, platform-based products:*** approximately 15.0% of the net proceeds, or HK\$283.9 million, to further develop our self-branded, platform-based products. For example, for our dexterous hand products, we will deepen our investment across multiple technical dimensions, such material selection, motor miniaturization, mechanical design, algorithmic capabilities, and sensing technologies. We plan to customize parameters of our dexterous hand products, such as torque thresholds, motion trajectories and response speeds, to meet diverse commercial requirements, from precision surgical robots requiring micron-level control to logistics robots needing rapid payload adjustments. To that end, we expect that approximately 8.4% of the net proceeds, or HK\$159.6 million will be allocated to the development of dexterous hand products. In addition, leveraging our tri-integrated framework and our accumulated technological and industry knowhow, we plan to develop additional standardized, platform-based products to further drive our growth. We expect that approximately 6.6% of the net proceeds, or HK\$124.3 million will be allocated to the development of other self-branded, platform-based products;
  - (2) ***Further strengthen our R&D initiatives under our tri-integrated framework:*** approximately 15.0% of the net proceeds, or HK\$283.9 million, to further strengthen our R&D initiatives under our tri-integrated framework, with a focus on the continued development and optimization of our integrated micro transmission and drive system products. In particular, we aim to enhance product design and manufacturing processes, improve product performance and energy efficiency, and develop new products tailored to potential customers’ application scenarios and unmet needs; and

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## FUTURE PLANS AND USE OF PROCEEDS

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- (3) ***Advance the integration of AI and digital intelligence:*** approximately 5.0% of the net proceeds, or HK\$94.5 million, to advance the integration of AI and digital intelligence across our operations to solidify and enhance our competitive advantage. We will continue to expand our AI innovation division, recruiting talent from renowned institutions and leading tech firms. We will invest in in-house infrastructure and explore strategic collaborations with mature AI solution providers. We will also establish a centralized AI knowledge base to codify our accumulative industry knowhow and engineering insights. In addition, we intend to automate a substantial portion of product design and component optimization tasks through AI technology, accelerating new product development;

The following table sets forth the recruitment plan of relevant R&D personnel.

Position	Headcount	Major selection criteria and standard	Ideal years of experience	Net proceeds allocated
Hardware Engineer	12	Degree in electronic information engineering, electronic science and technology, automation, or related fields. Ideal candidates should possess a solid foundation in analog and digital circuits, and be proficient in embedded ARM platforms, among others.	3-8	HK\$50.7 million
Embedded Software Engineer	12	Degree in automation, electronic information engineering, control engineering or related disciplines. Ideal candidates should be familiar with stepper motor and brushless DC control algorithms, and demonstrate expertise in microstepping control and field-oriented control.	3-8	HK\$50.7 million
AI Algorithm Engineer	12	Degree in computer science, communication engineering, electronic information engineering, AI or related fields. Ideal candidates shall have strong programming skills, proficiency in various algorithmic frameworks, and a sound theoretical foundation in deep learning and related areas.	5-10	HK\$50.7 million

## FUTURE PLANS AND USE OF PROCEEDS

Position	Headcount	Major selection criteria and standard	Ideal years of experience	Net proceeds allocated
Structural Engineer	12	Degree in mechanical engineering, engineering mechanics, materials forming or related disciplines, with more than five years of relevant experience. Ideal candidates should be familiar with product structure design and development processes, and possess strong capabilities in independently analyzing and resolving product anomalies and quality issues.	5-10	HK\$50.7 million
Gear Technology Development Engineer	12	Degree in mechanical engineering, engineering mechanics, materials forming or related fields, with more than five years of relevant experience. Ideal candidates should have deep theoretical knowledge of gear meshing, and be familiar with the manufacturing processes of plastic gears and powder metallurgy gears.	5-10	HK\$50.7 million

- Expand our global production capacity worldwide and enhance production efficiency:** approximately 30.0%, or approximately HK\$567.7 million, to expand our global production capacity worldwide and enhance production efficiency. We aim to improve our responsiveness to international customers and optimizing global supply chain efficiency. By localizing manufacturing closer to overseas demand centers, we also expect to benefit from reduced logistics costs, shortened delivery cycles and enhanced service capabilities. Specifically, we plan to establish overseas production bases in Thailand or other strategically advantageous locations to better serve our international customers and optimizing global supply chain efficiency. We expect to incur costs primarily relating to construction and renovation of our overseas facilities, procurement of production equipment, and recruitment and training of local production personnel. We expect to lease the land and/or properties underlying the proposed manufacturing facilities in Thailand. We expect to commence the construction work from mid 2026 and complete by mid 2027. We will obtain the requisite licences and/or approvals from the relevant authorities for the proposed manufacturing facilities in Thailand;
- Pursue strategic alliances, investments and acquisitions globally:** approximately 15.0%, or approximately HK\$283.9 million, to selectively pursue strategic alliances, investments and acquisitions globally, with a view to enhancing our international competitiveness in integrated micro transmission and drive systems and high-growth application scenarios, such as humanoid robotics. Specifically, we will systematically assess high-potential targets across the value chain, including component manufacturers, robotic system integrators, and companies engaged in key application scenarios, such as industrial automation, commercial robotics, extreme-environment operations and domestic service robotics. The ideal candidates shall generate fiscal year revenue of RMB5.0 million. These acquisitions and investments may expand our

## FUTURE PLANS AND USE OF PROCEEDS

technological know-how (including in those downstream sectors), enhance our vertical integration, sharpen our product development and customer service capabilities, and broaden our market access. In particular, such strategic investments could strengthen our position across crucial value chains, such as the robotics value chain, and enable us to better capture emerging growth opportunities in future technology breakthroughs, which can drive our long-term revenue growth. When identifying potential targets for acquisitions or investments arrangements, we take into account various criteria, including (1) the quality of the products and their market potential; (2) historical operational and financial performance; (3) the expertise and capabilities of the management team; and (4) the potential to create strategic and operational synergies with our existing business. In relation to acquisitions and investments, we generally prefer to acquire a minority interest in the target company. However, we may also consider acquiring a controlling interest when suitable opportunities arise. As advised by our industry consultant based on its industry research as of the Latest Practicable Date, there were over 200 enterprises in China and overseas markets which may be considered as potential targets for investment and acquisition, subject to further commercial consideration and assessment. Based on (1) the diversity of targets that we may pursue due to the wide range of downstream scenarios that our current products serve for, including high-growth sectors such as the robotics and automotive sectors; (2) the abundance of such potential targets as per the results of the industry consultant's research; and (3) the flexibility of the form of investments or acquisitions that we may be involved in, our Directors and industry consultant are of the view that there is sufficient number of targets. As of the Latest Practicable Date, we had not identified any potential target company for investment or acquisition;

- ***Expand global service and sales network and strengthen global marketing efforts:*** approximately 10.0%, or approximately HK\$189.2 million, to expand our global service and sales network and strengthen global marketing efforts. Specifically:
  - approximately 4.0% of the net proceeds, or HK\$75.7 million will be used to fund targeted initiatives aimed at enhancing overseas customer engagement, sales and marketing efforts. These initiatives include strengthening global marketing campaigns and brand recognition, conducting global customer visits, exploring global partnership opportunities, participating in major international industry exhibitions, and organizing localized marketing events to drive regional market penetration.
  - approximately 1.0% of the net proceeds, or HK\$18.9 million will be used to establish additional overseas offices. We plan to establish new offices in Thailand along with the expansion of our production capacity there; and
  - approximately 5.0% of the net proceeds, or HK\$94.6 million will be used to develop international sales network. The following table sets forth the recruitment plan of relevant sales and marketing personnel.

Position	Headcount	Major selection criteria and standard	Ideal years of experience	Net proceeds allocated
Sales Manager (Automotive Electronics)	5	Degree in international economics and trade, marketing, business administration or related fields. Familiar with specifications and technical requirements of automotive electronic actuators.	5-10	HK\$23.7 million

## FUTURE PLANS AND USE OF PROCEEDS

Position	Headcount	Major selection criteria and standard	Ideal years of experience	Net proceeds allocated
Sales Manager (Dexterous Hand)	5	Degree in international economics and trade, marketing, business administration or related fields. Familiar with specifications and technical requirements of embodied robotics or dexterous hand products.	5-10	HK\$23.7 million
Sales Manager (Industrial Sector)	5	Degree in international economics and trade, marketing, business administration or related fields. Well-versed in specifications and technical standards of electric rollers, electric control valves, or similar industrial products.	5-10	HK\$23.7 million
Sales Manager (Consumer Electronics)	5	Degree in international economics and trade, marketing, business administration or related fields. Familiar with specifications and technical requirements of consumer electronic actuators.	5-10	HK\$23.7 million

- approximately 10.0%, or approximately HK\$189.2 million, for working capital and general corporate purposes.

The following table sets forth the expected timeline of our major expansion plans above with regards to our use of relevant proceeds.

Use of proceeds	Year					Total
	2026	2027	2028	2029	2030	
Global technology R&D and expansion of our product portfolio . . . . .	HK\$156.0 million	HK\$128.4 million	HK\$172.5 million	HK\$114.4 million	HK\$91.0 million	<b>HK\$662.3 million</b>
Expand our global production capacity worldwide and enhance production efficiency. . . . .	HK\$202.9 million	HK\$131.4 million	HK\$83.1 million	HK\$75.2 million	HK\$75.0 million	<b>HK\$567.7 million</b>
Expand global service and sales network and strengthen global marketing efforts. . . . .	HK\$55.0 million	HK\$50.2 million	HK\$37.9 million	HK\$25.6 million	HK\$20.5 million	<b>HK\$189.2 million</b>



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## **FUTURE PLANS AND USE OF PROCEEDS**

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To the extent that the net proceeds are not immediately applied to the above purposes or if we are unable to put into effect any part of our development plan as intended, we will only deposit the net proceeds into interest-bearing account at licensed commercial banks and/or other authorized financial institutions as defined under the Securities and Futures Ordinance or the applicable laws and regulations in other jurisdictions. In such event, we will comply with the appropriate disclosure requirements under the Listing Rules. We will issue an appropriate announcement if there is any material change to the above proposed use of proceeds.

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## UNDERWRITING

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### HONG KONG UNDERWRITERS

China Merchants Securities (HK) Co., Limited  
Deutsche Bank AG, Hong Kong Branch  
CLSA Limited  
ABCI Capital Limited  
ABCI Securities Company Limited  
BOCOM International Securities Limited  
Futu Securities International (Hong Kong) Limited  
Yellow River Securities Limited  
Open Securities Limited  
I Win Securities Limited

### UNDERWRITING ARRANGEMENTS AND EXPENSES

#### Hong Kong Public Offering

##### *Hong Kong Underwriting Agreement*

Pursuant to the Hong Kong Underwriting Agreement, our Company has agreed to offer the Hong Kong Offer Shares for subscription by the public in Hong Kong on and subject to the terms and conditions of the Hong Kong Underwriting Agreement and this prospectus.

Subject to (a) the Stock Exchange granting approval for the listing of, and permission to deal in, our H Shares in issue and to be issued pursuant to the Global Offering on the Main Board as mentioned in this prospectus and such approval not having been withdrawn prior to the commencement of trading of the H Shares on the Stock Exchange; and (b) certain other conditions set out in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have agreed, severally but not jointly, to subscribe, or procure subscribers to subscribe, for their respective applicable proportions of the Hong Kong Offer Shares which are being offered but are not taken up under the Hong Kong Public Offering on the terms and subject to the conditions set out in this prospectus and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional on and subject to, among other things, the International Underwriting Agreement having been executed and becoming unconditional and not having been terminated in accordance with its terms.

##### *Grounds for Termination*

The 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 if at any time prior to 8:00 a.m. on the Listing Date:

- (1) there develops, occurs, exists or comes into effect:
  - (a) any local, national, regional, or international event or circumstance in the nature of force majeure (including, without limitation, any acts of government, declaration of a national or international emergency or war, calamity, crisis, epidemic, pandemic, outbreak of infectious disease (including contagious coronavirus (COVID-19), SARS, swine or avian flu, MERS, H5N1, H1N1, H7N9 or such related/mutated forms), economic sanctions, strikes, lock-outs, fire, explosion, flooding, earthquake, volcanic eruption, civil commotion, riots, public disorder, acts of war, outbreak or escalation of hostilities (whether or not war is declared), acts of God or acts of terrorism (whether or not responsibility has been claimed) in or affecting Hong Kong and the PRC or any other jurisdiction relevant to any member of our Group or the Global Offering (collectively, the “Relevant Jurisdictions” and each, a “Relevant Jurisdiction”); or

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## UNDERWRITING

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- (b) any change or any development involving a prospective change or development in (whether or not permanent), or any event or circumstance or series of events resulting or likely to result in any change or development, or a prospective change or development, in any local, national, regional or international financial, political, military, industrial, fiscal, economic, regulatory, currency, credit, currency or market conditions, or exchange control or any monetary or trading settlement system or other financial markets (including, but not limited to, a change in the conditions in stock and bond markets, money and foreign exchange markets, the interbank markets and credit markets or a change in the system under which the value of the Hong Kong dollar is linked to the U.S. dollar or Renminbi is linked to any foreign currency or currencies) in or affecting any of the Relevant Jurisdictions; or
- (c) any moratorium, suspension, limitation or restriction (including, without limitation, any imposition of or requirement for any minimum or maximum price limit or price range) in or on (i) trading in securities generally on the Stock Exchange, the NEEQ, the Shanghai Stock Exchange, the Shenzhen Stock Exchange; or (ii) the trading in any securities of our Company listed or quoted on a stock exchange or an over-the-counter market; or
- (d) any general moratorium on commercial banking activities in or affecting Hong Kong (imposed by the Financial Secretary or the Hong Kong Monetary Authority or other competent Authority (as defined in the Hong Kong Underwriting Agreement)), the PRC, New York (imposed at the U.S. Federal or New York State level or by other competent Authority), London or any other Relevant Jurisdictions (declared by the relevant authorities), or any disruption in commercial banking or foreign exchange trading or securities settlement or clearance services, procedures or matters in or affecting any of the Relevant Jurisdictions; or any new law, or any change or any development involving a prospective change or any event or circumstance likely to result in a change or a development involving a prospective change in, or in the interpretation or application by any court or other competent authorities of, existing laws, in each case, in or affecting any Relevant Jurisdiction; or
- (e) any imposition of economic sanctions, or the withdrawal of trading privileges, in respect of any jurisdiction relevant to the business operations of our Group, in whatever form, directly and indirectly, by, or for, any Relevant Jurisdictions; or
- (f) any change or development involving a prospective change in or affecting taxation or exchange control, currency exchange rates or foreign investment regulations (including, without limitation, a material devaluation of Hong Kong dollar or the Renminbi against any foreign currencies and a change in the system under which the value of the Hong Kong currency is linked to that of the currency of the United States), or the implementation of any exchange control, in any of the Relevant Jurisdictions; or
- (g) any litigation, legal action (except for any investigation or other action as stipulated in (i) below) or claim being threatened or instigated against any member of our Group, our Controlling Shareholders, any Director or any member of the senior management of our Company as named in this prospectus; or
- (h) an authority in any Relevant Jurisdiction commencing any investigation or other action, or announcing an intention to investigate or take other action, against any member of our Group, our Controlling Shareholders, any Director or any member of the senior management of our Company as named in this prospectus; or
- (i) any Director or senior management member of our Company as named in this prospectus being charged with or found guilty of an indictable offense or prohibited by operation of law or otherwise disqualified from taking part in the management of a company or taking directorship of a company; or

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## UNDERWRITING

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- (j) the chief executive officer or any Director of our Company or financial controller of our Company vacating his or her office; or
- (k) save as disclosed in this prospectus, any contravention by any member of our Group, our Controlling Shareholders, or any Director or member of senior management of our Company any applicable laws (including, without limitation, the Listing Rules or the Companies (Winding Up and Miscellaneous Provisions) Ordinance); or
- (l) a prohibition by any competent authority on our Company for whatever reason from offering, allotting, issuing, selling the Offer Shares pursuant to the terms of the Global Offering; or
- (m) any change or development involving a prospective change which has the effect of materialization of, any of the risks set out in the section headed “Risk Factors” in this prospectus; or
- (n) any non-compliance of this prospectus, the CSRC filings (or any other documents used in connection with the contemplated offer, subscription and sale of the Offer Shares) or any aspect of the Global Offering with the Listing Rules, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the CSRC Rules (as defined in the Hong Kong Underwriting Agreement) or any other applicable laws; or
- (o) any breach or any event or circumstance rendering untrue or incorrect in any material respect, any of the warranties given by the Warrantors in the Hong Kong Underwriting Agreement; or
- (p) the issue or requirement to issue by our Company of any supplement or amendment to this prospectus, (or to any other documents in connection with the contemplated offer, subscription and sale of the Offer Shares) pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance or the Listing Rules or any requirement or request of the Stock Exchange, the SFC and/or the CSRC, unless such supplemental or amendment has been issued with the prior written consent of the Joint Sponsors and the Overall Coordinators; or
- (q) an order or a petition is presented for the winding up or liquidation of any member of our Group or any member of our Group makes any composition, compromise or arrangement with its creditors or enters into a scheme of arrangement or any resolution is passed for the winding-up of any member of our Group or a provisional liquidator, receiver or manager is appointed over all or part of the assets or undertaking of any member of our Group or anything analogous thereto occurs in respect of any member of our Group;

which, individually or in the aggregate, in the sole and absolute opinion of the Joint Sponsors and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters),

- (A) has or will have or is likely to have a Material Adverse Change (as defined in the Hong Kong Underwriting Agreement); or
- (B) has or will have or is likely to 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 interest under the International Offering; or

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## UNDERWRITING

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- (C) makes or will make or is likely to make it inadvisable or inexpedient or impracticable for the Global Offering to proceed or to be performed or implemented as envisaged or to market the Global Offering, or to deliver the Offer Shares on the terms and in the manner contemplated by this prospectus, or other documents issued or used by or on behalf of our Company in connection with the Global Offering (including any supplement or amendment thereto); or
  - (D) has or will have or is likely to have the effect of (i) making any part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or (ii) preventing or delaying the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof; or
- (2) there has come to the notice of the Joint Sponsors and the Overall Coordinators as at or after the date of the Hong Kong Underwriting Agreement:
- (a) that any statement contained in any of the Offering Documents, the PHIP (as defined in the Hong Kong Underwriting Agreement), the filing materials with the CSRC and/or in any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of our Company in connection with the Hong Kong Public Offering (including any supplement or amendment thereto) (collectively, the “Offer Related Documents”) was, when it was issued, or has become, untrue, incorrect, inaccurate, incomplete or misleading or deceptive in any respect, or that any forecast, estimate, expression of opinion, intention or expectation expressed or contained in any of the Offer Related Documents is not fair and honest, not made on reasonable grounds or, where appropriate, not based on reasonable assumptions with reference to the facts and circumstances then subsisting; or
  - (b) that 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 from any of the Offer Related Documents; or
  - (c) a prohibition by a relevant authority on the Company for whatever reason from allotting or issuing the H Shares pursuant to the terms of the Global Offering; or
  - (d) that there is a breach of, or any event or circumstance rendering untrue, incorrect, incomplete or misleading in any respect, any of the representations or warranties given by our Company or any of our Controlling Shareholders in the Hong Kong Underwriting Agreement or the International Underwriting Agreement (including any supplement or amendment thereto), as applicable; or
  - (e) that any breach of the obligations or undertakings imposed upon our Company or any of our Controlling Shareholders under the Hong Kong Underwriting Agreement or the International Underwriting Agreement (including any supplement or amendment thereto), as applicable; or
  - (f) that any event, act or omission which gives rise to or is likely to give rise to any liability of our Company or any of the Controlling Shareholders under the Hong Kong Underwriting Agreement or the International Underwriting Agreement (including any supplement or amendment thereto), as applicable; or
  - (g) that there is any Material Adverse Change (as defined in the Hong Kong Underwriting Agreement); or
  - (h) that the approval by the Listing Committee of the listing of, and permission to deal in, the H Shares in issue and to be issued pursuant to the Global Offering (including any additional H Shares that may be issued pursuant to the exercise of the options granted

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## UNDERWRITING

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under the 2024 Share Incentive Scheme) 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, canceled, qualified (other than by customary conditions), revoked or withheld; or

- (i) that the approval by CSRC for the issue and listing of the H Shares of our Company on the Stock Exchange is rejected, withdrawn, qualified or withheld; or
- (j) that our Company withdraws any of this prospectus, and/or any other documents used in connection with the Global Offering; or
- (k) any of the experts specified in this prospectus (other than the Joint Sponsors) has withdrawn its respective consent to the issue of this prospectus with the inclusion of its reports, letters and/or legal opinions (as the case may be) and references to its name included in the form and context in which it respectively appears; or
- (l) that there is a prohibition on our Company, any of the Underwriting Parties and/or any of the foregoing's respective affiliates for whatever reason from offering, allotting, issuing or selling any of the Offer Shares pursuant to the terms of the Global Offering; or
- (m) that any Director or member of the senior management of our Company is being charged with an indictable offence or is prohibited by operation of law or otherwise disqualified from taking part in the management or taking directorship of a company or there is the commencement by any governmental, political or regulatory body of any investigation or other action against any Director or member of senior management of our Company in his or her capacity as such or any member of our Group or an announcement by any governmental, political or regulatory body that it intends to commence any such investigation or take any such action; or
- (n) that there is an order or petition for the winding-up of any member of our Group or any composition or arrangement made by any member of our Group with its creditors or a scheme of arrangement entered into by any member of our Group or any resolution for the winding-up of any member of our Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of our Group or anything analogous thereto occurring in respect of any member of our Group; or
- (o) the orders or investment commitments by any placee or cornerstone investor after signing of agreement with such cornerstone investor, have been withdrawn, terminated or canceled; or
- (p) a material portion of the orders in the book-building process have been withdrawn, terminated or canceled,

then the Joint Sponsors and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters), shall be entitled, in their sole and absolute discretion, by giving a written notice to our Company and our Controlling Shareholders, to terminate the Hong Kong Underwriting Agreement with immediate effect if prior to 8:00 a.m. on the Listing Date.

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## UNDERWRITING

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### Undertakings to the Stock Exchange Pursuant to the Listing Rules

#### *(A) Undertakings by our Company*

Pursuant to Rule 10.08 of the Listing Rules, we have undertaken to the Stock Exchange that, we will not issue any further Shares or securities convertible into equity securities (whether or not of a class already listed) or enter into any agreement to such issue within six months from the Listing Date (whether or not such issue of Shares or our securities will be completed within six months from the Listing Date), except for (a) the Offer Shares to be issued pursuant to the Global Offering (including the exercise of the options granted under the 2024 Share Incentive Scheme), or (b) under the circumstances permitted under Rule 10.08 of the Listing Rules.

#### *(B) Undertakings by our Controlling Shareholders*

By virtue of Rule 10.07 of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that, except pursuant to the Global Offering, it/he will not and will procure that the relevant registered holder(s) (if any) of our H Shares will not:

- (i) in the period commencing from the date by reference to which disclosure of its/his shareholdings in our Company is made in this prospectus and ending on the date which is six months from the Listing Date (the “First Six-Month Period”), either directly or indirectly, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the H Shares or securities of the Company in respect of which they are shown to be the beneficial owner in this prospectus (the “Relevant Shares”); and
- (ii) in the period of six months commencing from the expiry of the First Six-Month Period, 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 Relevant Shares to such extent that, immediately following such disposal, or upon the exercise or enforcement of such options, rights, interests or encumbrances, they will cease to be a group of controlling shareholders (as defined in the Listing Rules) of our Company.

Pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that within the period commencing from the date by reference to which disclosure of their shareholdings in our Company is made in this prospectus and ending on the date which is 12 months from the Listing Date, it will:

- (i) when it pledges or charges any Relevant Shares in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) pursuant to Note 2 to Rule 10.07(2) of the Listing Rules, immediately inform our Company in writing of such pledge or charge together with the number of Relevant Shares so pledged or charged; and
- (ii) when it receives indications, either verbal or written, from the pledgee or chargee of any H Shares that any of the pledged or charged Relevant Shares will be disposed of, immediately inform our Company in writing of such indications.

Our Company will inform the Stock Exchange as soon as we have been informed of matters referred in above by any of our Controlling Shareholders and disclose such matters by way of announcement pursuant to the requirements under the Listing Rules as soon as possible.



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## UNDERWRITING

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### Undertakings pursuant to the Hong Kong Underwriting Agreement

#### *(A) Undertakings by our Company*

Our Company has undertaken to each of the Joint Sponsors and the Underwriting Parties (as defined in the Hong Kong Underwriting Agreement), that except for the offer, allotment, issue and sale of the Offer Shares pursuant to the Global Offering, at any time after the date of the Hong Kong Underwriting Agreement up to and including the date falling the First Six-Month Period, our Company will not, 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:

- (i) offer, allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, 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, make any short sell or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, any H Shares or other equity securities of our Company, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any H Shares or other equity securities of our Company, as applicable, or any interest in any of the foregoing), or deposit any H Shares or other equity securities of our Company, with a depositary in connection with the issue of depositary receipts; or
- (ii) enter into any swap, derivative or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of any H Shares or other securities of our Company, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any H Shares or other equity securities of our Company, or any interest in any of the foregoing); or
- (iii) enter into any transaction with the same economic effect as any transaction specified in (i) or (ii) above; or
- (iv) offer to or agree to or announce any intention to enter into any transaction specified in (i), (ii) or (iii) above,

in each case, whether any of the transactions specified in (i), (ii) or (iii) above is to be settled by delivery of H Shares or other equity securities of our Company, or in cash or otherwise (whether or not the issue of such H Shares or other equity securities of our Company will be completed within the First Six-month Period).

In the event our Company is allowed to enter into any of the transactions described in paragraph (i), (ii) or (iii) above or offers to or agrees to or announces any intention to enter into any such transaction during the period of six months commencing on the date on which the First Six Month Period expires (the “Second Six-Month Period”), we will take all reasonable steps to ensure that such an issue or disposal will not, and no other act of our Company will, create a disorderly or false market in the securities of our Company.

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## UNDERWRITING

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Each of our Controlling Shareholders has undertaken to each of the Joint Sponsors and the Underwriting Parties to procure our Company to comply with the above undertakings.

Our Company has agreed and undertaken to each of the Joint Sponsors and the Underwriting Parties that we will, and each of our Controlling Shareholders has undertaken to procure that our Company will, comply with the minimum public float requirements (the “**Minimum Public Float Requirement**”) and the minimum free float requirements (the “**Minimum Free Float Requirement**”) specified in the Listing Rules, and it will not, (i) effect any purchase of H Shares, or agree to do so, which may reduce the holdings of H Shares held by the public (as defined in Rule 8.24 of the Listing Rules) below the Minimum Public Float Requirement or any waiver granted and not revoked by the SEHK prior to the expiration of the Second Six-Month Period without first having obtained the prior written consent of the Joint Sponsors and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters); or (ii) enter into any agreement, arrangement or transaction which shall cause or have the effect of causing the portion of the Shares that are held by the public and that are available for trading and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable Laws or otherwise) on the Listing Date to fall below the Minimum Free Float Requirement under Rule 19A.13C of the Listing Rules.

### ***(B) Undertakings by our Controlling Shareholders***

Each of our Controlling Shareholders has jointly and severally agreed and undertaken to each of the Company, the Joint Sponsors, and the Underwriting Parties that, except as pursuant to the Global Offering and the issue of the H Shares thereof, 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:

- (i) it/he/she will not, at any time during the First Six-Month Period, (a) sell, offer to sell, contract or agree to sell, assign, mortgage, charge, pledge, hypothecate, hedge, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, make short sell or otherwise transfer or dispose of or create an Encumbrance (as defined in the Hong Kong Underwriting Agreement) over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any such other securities of our Company, as applicable), or deposit any Shares or other securities of our Company with a depositary in connection with the issue of depositary receipts, or (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any such other securities, as applicable), or (c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b) above, or (d) offer to or agree to or announce any intention to enter into any transaction specified in (a), (b) or (c) above, in each case, whether any of the transactions specified in (a), (b) or (c) above is to be settled by delivery of Shares or other securities of our Company or in cash or otherwise (whether or not the settlement or delivery of such Shares or other securities will be completed within the First Six-Month Period);

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## UNDERWRITING

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- (ii) it/he/she will not, during the Second Six-Month Period, enter into any of the transactions specified in (a), (b), (c) or (d) above or offer to or agree to or announce any intention to enter into any such transaction if, immediately following any sale, transfer or disposal or upon the exercise or enforcement of any option, right, interest or encumbrance pursuant to such transaction, it/he will cease to be, whether individually or collectively with the other Controlling Shareholders, a “Controlling Shareholder” (as defined in the Listing Rules) of our Company; and
- (iii) until the expiry of the Second Six-Month Period, in the event that it/he enters into any of the transactions specified in (a), (b), (c) or (d) above or offers to or agrees to or announces any intention to enter into any such transaction, it/he will take all reasonable steps to ensure that it/he will not create a disorderly or false market in the securities of our Company,

provided that, subject to strict compliance with any requirements of applicable laws (including, without limitation and for the avoidance of doubt, the requirements of the Stock Exchange or of the SFC or of any other relevant authority), nothing in the undertakings above shall prevent any of our Controlling Shareholders from (i) purchasing additional H Shares or other securities of our Company in accordance with the Listing Rules and disposing of such additional H Shares or other securities of our Company; (ii) using the H Shares or other securities of our Company or any interest therein beneficially owned by it as security (including without limitation a charge or a pledge) in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) for a bona fide commercial loan, provided that (a) the relevant Controlling Shareholder will immediately inform our Company, the Underwriting Parties and the Joint Sponsors in writing of such pledge or charge together with the number of Shares or other securities of our Company so pledged or charged if and when it/he/she or the relevant registered holder(s) pledges or charges any Shares or other securities of our Company beneficially owned by it/him/her, and (b) when the relevant Controlling Shareholder receives indications, either verbal or written, from the pledgee or charge of any Shares that any of the pledged or charged Shares or other securities of our Company will be disposed of, it/he/she will immediately inform our Company and the Joint Representatives of such indications.

We have agreed and undertaken to the Joint Sponsors and the Underwriting Parties that upon receiving such information in writing from the Controlling Shareholders, we will, as soon as practicable and if required pursuant to the Listing Rules, the SFO and/or any other applicable Law, notify the Stock Exchange and/or other relevant governmental authorities, and make a public disclosure in relation to such information by way of an announcement.

### **Indemnity**

We and our Controlling Shareholders have agreed to indemnify, among others, the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries for certain losses which they may suffer, including, among others, losses arising from the performance of their obligations under the Hong Kong Underwriting Agreement and any breach by our Company and our Controlling Shareholders of the Hong Kong Underwriting Agreement.

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## UNDERWRITING

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### **The International Offering**

#### ***International Underwriting Agreement***

In connection with the International Offering, it is expected that our Company and our Controlling Shareholders will enter into the International Underwriting Agreement with the Joint Sponsors, the Joint Representatives and the International Underwriters. Under the International Underwriting Agreement, subject to the conditions set forth therein, the International Underwriters would severally and not jointly agree to purchase, or procure purchasers to purchase, the Offer Shares being offered pursuant to the International Offering (subject to, among others, any reallocation between the International Offering and the Hong Kong Public Offering). It is expected that the International Underwriting Agreement may be terminated on similar grounds as the Hong Kong Underwriting Agreement. Potential investors are reminded that in the event that the International Underwriting Agreement is not entered into, or is terminated, the Global Offering will not proceed.

It is expected that each of our Controlling Shareholders will undertake to the International Underwriters not to dispose of, or enter into any agreement to dispose of, or otherwise create any options, rights, interest or encumbrances in respect of any of the H Shares held by it in our Company for a period similar to such undertakings given by them pursuant to the Hong Kong Underwriting Agreement, which is described in “—Underwriting Arrangements and Expenses—Undertakings pursuant to the Hong Kong Underwriting Agreement—(B) Undertakings by our Controlling Shareholders” above.

#### **Commission and Expenses**

Our Company will pay an underwriting commission of 1.7% of the aggregate Offer Price of all the Offer Shares (the “Fixed Fees”). Our Company may also in our sole and absolute discretion pay any one or all of the Underwriters an additional incentive fee in aggregate of up to 0.8% of the aggregate Offer Price for all of the Offer Shares (the “Discretionary Fees”). The ratio of the Fixed Fees and Discretionary Fees payable is therefore approximately 68.0%:32.0% (on the basis that the Discretionary Fees will be fully paid). For any unsubscribed Hong Kong Offer Shares reallocated to the International Offering, we will pay an underwriting commission at the rate applicable to the International Offering and such commission will be paid to the relevant International Underwriters and not the Hong Kong Underwriters.

The aggregate commissions and fees, together with Stock Exchange listing fees, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565%, AFRC transaction levy of 0.00015%, legal and other professional fees and printing and all other expenses payable by us relating to the Global Offering are currently estimated to amount in aggregate to approximately HK\$78.5 million (assuming an Offer Price of HK\$73.68 per Offer Share, being the maximum Offer Price).

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## UNDERWRITING

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### INDEPENDENCE OF THE JOINT SPONSORS

The Joint Sponsors satisfy the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules.

### UNDERWRITERS' INTERESTS IN OUR COMPANY

Save for the obligations under the Hong Kong Underwriting Agreement and the International Underwriting Agreement and as disclosed in this prospectus, as at the Latest Practicable Date, none of the Underwriters has any shareholding or beneficial interests in any member of our Group nor has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of our Group nor any interest in the Global Offering.

Following the completion of the Global Offering, the Joint Representatives and the Hong Kong Underwriters and their affiliated companies may hold a certain portion of the H Shares as a result of fulfilling their obligations under 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 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 our Company and/or persons and entities with relationships with our Company and may also include swaps and other financial instruments entered into for hedging purposes in connection with our Group’s loans and other debt.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the H Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the rules of the exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the H Shares in most cases.

Such activities may affect the market price or value of our H Shares, the liquidity or trading volume in our H Shares and the volatility of the price of our H Shares, and the extent to which this occurs from day to day cannot be estimated.

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## UNDERWRITING

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It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following:

- (a) the Syndicate Members must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares), whether in the open market or otherwise, with a view to stabilizing or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and
- (b) 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 our Company and our affiliates for which such Syndicate Members or their respective affiliates have received or will receive customary fees and commissions.

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## STRUCTURE OF THE GLOBAL OFFERING

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### THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

- (a) the Hong Kong Public Offering of initially 2,674,900 H Shares (subject to reallocation) in Hong Kong, as described in “—The Hong Kong Public Offering” below; and
- (b) the International Offering of initially 24,073,400 H Shares (subject to reallocation) outside the United States (including to professional and institutional investors in Hong Kong) in offshore transactions in reliance on Regulation S, as described in “—The International Offering” below.

The 26,748,300 H Shares initially being offered in the Global Offering will represent approximately 10% of the total number of issued Shares immediately after completion of the Global Offering, assuming that no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing. The underwriting arrangements, and the respective Underwriting Agreements, are summarized in “Underwriting” in this prospectus.

Investors may apply for Hong Kong Offer Shares under the Hong Kong Public Offering, or, if qualified to do so, apply for or indicate an interest in International Offer Shares under the International Offering, but may not do both.

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

### THE HONG KONG PUBLIC OFFERING

#### Number of Offer Shares Initially Offered

We are initially offering 2,674,900 Hong Kong Offer Shares (subject to reallocation), representing approximately 10% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price for subscription by the public in Hong Kong. Subject to the reallocation of H Shares between (i) the International Offering; and (ii) the Hong Kong Public Offering, the Hong Kong Offer Shares will represent approximately 1.0% of our Company’s enlarged issued share capital immediately after the completion of the Global Offering (assuming that no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).

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 and companies (including fund managers) whose ordinary business involves dealing in shares and other securities, and corporate entities which regularly invest in shares and other securities.

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a several basis under the terms of the Hong Kong Underwriting Agreement and is subject to our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) agreeing on the Offer Price. Completion of the Hong Kong Public Offering is subject to the conditions as set out in “—Conditions of the Global Offering” below.



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## STRUCTURE OF THE GLOBAL OFFERING

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### Allocation

Allocation of the 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 would 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 the Offer Shares initially available under the Hong Kong Public Offering (after taking account of any reallocation in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Offering referred to below) will be divided equally into two pools (with any odd lots being allocated to pool A): pool A and pool B. Pool A will comprise 1,337,500 Hong Kong Offer Shares and pool B will comprise 1,337,400 Hong Kong Offer Shares initially, both of which are available on an equitable basis to successful applicants. All valid applications that have applied for Hong Kong Offer Shares with an aggregate subscription price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of HK\$5 million or below will fall into pool A. All valid applications that have applied for Hong Kong Offer Shares with an aggregate subscription price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of over HK\$5 million and up to the total value of pool B will fall into pool B.

For the purpose of this sub-section only, the “price” for Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined).

Applicants should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If Hong Kong Offer Shares in one (but not both) of the two pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly.

Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B, but not from both pools. Multiple or suspected multiple applications and any application for more than 1,337,400 Hong Kong Offer Shares (being approximately 50% of the 2,674,900 Offer Shares initially available under the Hong Kong Public Offering) will be rejected.

### Reallocation

The Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated as between these offerings at the discretion of the Overall Coordinators. Subject to the allocation cap described in the following paragraph, the Overall Coordinators may allocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. If the Hong Kong Public Offering is not fully subscribed, the Overall Coordinators may reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering, in such proportions as the Overall Coordinators deem appropriate.

In each case, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between pool A and pool B and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Overall Coordinators deem appropriate. In the event that (i) the International Offer Shares are undersubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times; or (ii) the International Offer Shares are fully subscribed or oversubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed, up to 1,337,300 Offer Shares may be reallocated to the Hong Kong Public Offering from

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## STRUCTURE OF THE GLOBAL OFFERING

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the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 4,012,200 Offer Shares, representing approximately 15% of the number of the Offer Shares initially available under the Global Offering (before the Offer Price shall be fixed at the low-end of the indicative Offer Price range in accordance with Chapter 4.14 of the Guide).

Given the initial allocation of the Offer Shares to the Hong Kong Public Offering and the International Offering follows the provision of Paragraph 4.2(b) of Practice Note 18 of the Listing Rules, no mandatory clawback or reallocation mechanism is required to increase the number of Offer Shares under the Hong Kong Public Offering to a certain percentage of the total number of Offer Shares offered under the Global Offering.

### **Applications**

Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the application submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application has not applied for or taken up, or indicated an interest in, and will not apply for or take up, or indicate an interest in, any International Offer Shares under the International Offering, and such applicant's application under the International Offering is liable to be rejected if the said undertaking and/or confirmation is 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 price of HK\$73.68 per Offer Share in addition to the brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy payable on each Offer Share, amounting to a total of HK\$7,442.31 for one board lot of 100 of H Shares. If the Offer Price, as finally determined in the manner described in “—Pricing and Allocation” below, is less than the maximum price of HK\$73.68 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy, Stock Exchange trading fee and 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.”

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

## **THE INTERNATIONAL OFFERING**

### **Number of Offer Shares Initially Offered**

Subject to the reallocation as described above, the number of Offer Shares to be initially offered under the International Offering will be 24,073,400 Offer Shares, representing approximately 90% of the total number of Offer Shares initially available under the Global Offering (subject to reallocation) and approximately 9.00% of our enlarged issued share capital immediately after completion of the Global Offering (assuming no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).

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## STRUCTURE OF THE GLOBAL OFFERING

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### Allocation

The International Offering will include selective marketing of Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for such Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. The International Offering is subject to the Hong Kong Public Offering being unconditional.

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, 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 hold or sell, H Shares, after the Listing. Such allocation is intended to result in a distribution of the H Shares on a basis which would lead to the establishment of a solid shareholder base to the benefit of our Company and our Shareholders as a whole.

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 Joint Representatives (for themselves and on behalf of the Underwriters) 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 application of Offer Shares under the International Offering.

### Reallocation

The total number of Offer Shares to be issued pursuant to the International Offering may change as a result of the reallocation arrangement described in “—The Hong Kong Public Offering—Reallocation” above and/or any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering.

## PRICING AND ALLOCATION

### Determining the Offer Price

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be fixed on the Price Determination Date, which is expected to be on or about Thursday, March 5, 2026, and in any event, no later than 12:00 noon on Thursday, March 5, 2026, by agreement between the Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

We will determine the Offer Price by reference to, among other factors, the closing price of the A Shares on the Shenzhen Stock Exchange on the last trading day on or before the Price Determination Date (which is accessible to the Shareholders and potential investors at <https://www.szse.cn/>), and the Offer Price will not be more than HK\$73.68. The historical prices of our A Shares and trading volume on the Shenzhen Stock Exchange are set out below.

## STRUCTURE OF THE GLOBAL OFFERING

Period	High	Low	ADTV <sup>(Note)</sup>
	(RMB)	(RMB)	(A Share)
Year ended December 31, 2022 . . . . .	73.80	25.67	2,400,374
Year ended December 2023 . . . . .	95.00	49.38	3,281,660
Year ended December 2024 . . . . .	91.62	34.61	6,572,791
Nine months ended September 30, 2025 . . . . .	162.58	68.58	10,089,044
Period from September 30, 2025 to the Latest Practicable Date . . . . .	137.98	101.12	5,844,611

*Note:* Average daily trading volume (“ADTV”) represents daily average number of the A Shares of the Company traded over the relevant period.

The Offer Price will not be more than HK\$73.68 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 of HK\$73.68 per Offer Share plus brokerage of 1.0%, the AFRC transaction levy of 0.00015%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.00565%, amounting to a total of HK\$7,442.31 for one board lot of 100 H Shares. Further details are set out in the section headed “How to Apply for Hong Kong Offer Shares.” **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date is not expected to be more than the maximum Offer Price stated in this prospectus.**

The International Underwriters will be soliciting from prospective investors’ indications of interest in acquiring Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as “book-building,” is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offering.

### Reduction in Number of Offer Shares

The Overall Coordinators (for themselves and on behalf of the other Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering, cause to be announced on the website of our Company at <http://www.szzhaowei.net> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), notices of the reduction. Upon the issue of such a notice, the revised number of Offer Shares will be final and conclusive.

We will, as soon as practicable following the decision to make the reduction, in addition to publishing the notice, issue a supplemental prospectus containing details in relation to the change in the number of Offer Shares being offered. The Global Offering will be cancelled and subsequently relaunched on FINI pursuant to the supplemental prospectus.

Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares may not be made until the day which is the last day for lodging applications under the Hong Kong Public Offering, which is Wednesday, March 4, 2026. Such notice will also include confirmation or revision, as appropriate, of the

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## STRUCTURE OF THE GLOBAL OFFERING

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working capital statement and the Global Offering statistics as currently set out in this prospectus, and any other financial information which may change as a result of any such reduction. In the absence of any such supplemental or new prospectus so published, the number of Offer Shares will not be reduced.

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 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 Offer Shares as prescribed under Rule 11.13 of the Listing Rules, our Company is required to cancel the Global Offering and issue a supplemental prospectus or a new prospectus and subsequently relaunched on FINI pursuant to the supplemental prospectus.

In the event of a reduction in the number of Offer Shares, the Overall Coordinators (for themselves and on behalf of the Underwriters) may, at its discretion, reallocate the number of Offer Shares to be offered in the Hong Kong Public Offering and the International Offering, provided that the number of Offer Shares comprised in the Hong Kong Public Offering shall not be less than 10% of the total number of Offer Shares available under the Global Offering. The Offer Shares to be offered in the Hong Kong Public Offering and the Offer Shares to be offered in the International Offering may, in certain circumstances, be reallocated between these offerings at the discretion of the Overall Coordinators (for themselves and on behalf of the Underwriters).

### **Announcement of Offer Price and Basis of Allocations**

The final Offer Price, the results of indications of interest in the International Offering, the results of applications in the Hong Kong Public Offering, the basis of allocations of the Hong Kong Offer Shares and the results of allocations are expected to be announced on Friday, March 6, 2026 on the website of our Company at <http://www.szzhaowei.net> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

### **UNDERWRITING**

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 our Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) agreeing on the Offer Price.

We expect to enter into the International Underwriting Agreement relating to the International Offering on or around the Price Determination Date.

These underwriting arrangements under the Hong Kong Underwriting Agreement and the International Underwriting Agreement are summarized in “Underwriting” in this prospectus.

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## STRUCTURE OF THE GLOBAL OFFERING

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### CONDITIONS OF THE GLOBAL OFFERING

Acceptances of all applications for Offer Shares pursuant to the Global Offering will be conditional on, among others:

- (a) the Listing Committee granting approval for the listing of, and permission to deal in, the H Shares in issue and the H Shares to be issued pursuant to the Global Offering, and such approval not subsequently having been revoked prior to the commencement of dealings in the H Shares on the Stock Exchange;
- (b) the Offer Price having been duly agreed between our Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date;
- (c) the execution and delivery of the International Underwriting Agreement on or around the Price Determination Date; and
- (d) the obligations of the Underwriters under the respective Underwriting Agreements becoming and remaining unconditional and not having been terminated in accordance with the terms of the respective agreements,

in each case on or before the dates and times specified in the respective Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and, in any event, not later than the date which is 30 days after the date of this prospectus.

If, for any reason, the Offer Price is not agreed between our Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) by 12:00 noon on Thursday, March 5, 2026, the Global Offering will not proceed and will lapse immediately.

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 their respective terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by our Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company at <http://www.szzhaowei.net> on the next Business Day following such lapse. In such eventuality, all application monies will be returned, without interest, on the terms set out in “How to Apply for Hong Kong Offer Shares—D. Dispatch/Collection of H Share Certificates and Refund of Application Monies.” In the meantime, all application monies will be held in separate bank account(s) with the receiving bankers or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended).

H Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date provided that (i) the Global Offering has become unconditional in all respects; and (ii) the right of termination as described in “Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Grounds for Termination” has not been exercised.

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## STRUCTURE OF THE GLOBAL OFFERING

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### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the listing of, and permission to deal in, the H Shares in issue and to be issued by us pursuant to the Global Offering and the share options granted under the 2024 Share Incentive Scheme.

No part of our Company's share or loan capital is listed on, quoted or dealt in on any other stock exchange (except for the A Shares that have been listed on the Shenzhen Stock Exchange) and no such listing or permission to deal is being or proposed to be sought in the near future.

### H SHARES WILL BE ELIGIBLE FOR CCASS

Subject to the granting of the listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange (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. Investors should seek the advice of their stockbroker or other professional advisors for details of the settlement arrangements as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling our H Shares to be admitted into CCASS.

### DEALING ARRANGEMENTS

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, March 9, 2026, it is expected that dealings in the H Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, March 9, 2026. The H Shares will be traded in board lots of 100 H Shares. The stock code of the H Shares will be 2692.



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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering and below are the procedures for application.

This prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “HKEXnews > New Listings > New Listing Information” section, and our website at <http://www.szzhaowei.net>.

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*).

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to us, you cannot apply for any Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are an existing Shareholder or its close associates; or
- are a Director, or any of his/her close associates.

##### 2. Application Channels

The Hong Kong Public Offering period will begin at 9:00 a.m. on Friday, February 27, 2026 and end at 12:00 noon on Wednesday, March 4, 2026 (Hong Kong time).

## HOW TO APPLY FOR HONG KONG OFFER SHARES

To apply for Hong Kong Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
<b>HK eIPO White Form</b> service	<a href="http://www.hkeipo.hk">www.hkeipo.hk</a>	Investors who would like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Friday, February 27, 2026 to 11:30 a.m. on Wednesday, March 4, 2026, Hong Kong time. The latest time for completing full payment of application monies will be 12:00 noon on Wednesday, March 4, 2026, Hong Kong time.
<b>HKSCC EIPO</b> channel	Your broker or custodian who is a HKSCC Participant will submit a HKSCC EIPO application on your behalf through HKSCC's FINI system in accordance with your instruction.	Investors who would <u>not</u> like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant's stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

The **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.

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 payment 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 Provider 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.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the **HKSCC EIPO** Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to apply for Hong Kong Offer Shares on your behalf and to do on your behalf all the things stated in this prospectus and any supplement to it.

For those applying through **HKSCC EIPO** channel, an actual application will be deemed to have been made for any application instructions given by you or for your benefit to HKSCC (in which case an application will be made by HKSCC Nominees on your behalf) provided such application instruction has not been withdrawn or otherwise invalidated before the closing time of the Hong Kong Public Offering.

HKSCC Nominees will only be acting as a nominee for you and neither HKSCC nor HKSCC Nominees shall be liable to you or any other person in respect of any actions taken by HKSCC or HKSCC Nominees on your behalf to apply for Hong Kong Offer Shares or for any breach of the terms and conditions of this prospectus.

### 3. Information Required to Apply

You must provide the following information with your application:

For Individual Applicants	For Corporate Applicants
<ul style="list-style-type: none"><li>• Full name(s)<sup>2</sup> as shown on your identity document</li><li>• Identity document's issuing country or jurisdiction</li><li>• Identity document type, with order of priority:<ul style="list-style-type: none"><li>i. HKID card; or</li><li>ii. National identification document; or</li><li>iii. Passport; and</li></ul></li><li>• Identity document number</li></ul>	<ul style="list-style-type: none"><li>• Full name(s)<sup>2</sup> as shown on your identity document</li><li>• Identity document's issuing country or jurisdiction.</li><li>• Identity document type, with order of priority:<ul style="list-style-type: none"><li>i. LEI registration document; or</li><li>ii. Certificate of incorporation; or</li><li>iii. Business registration certificate; or</li><li>iv. Other equivalent document; and</li></ul></li><li>• Identity document number</li></ul>

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*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 shares in a public offer. Similarly for corporate applicants, a LEI number must be used if an entity has a LEI certificate.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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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 account holders on FINI<sup>(1)</sup> is capped at four in accordance with market practice.
5. If you are applying as a nominee, you must provide: (i) the full name (as shown on the identity document), the identity document’s issuing country or jurisdiction, the identity document type; and (ii), the identity document number, for each of the beneficial owners or, in the case(s) of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.
6. If you are applying as an unlisted company and (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be treated as being for your benefit and you should provide the required information in your application as stated above.

“Unlisted company” means a company with no equity securities listed on the Stock Exchange or any other stock exchange.

“Statutory control” means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

For those applying through **HKSCC EIPO** channel, and making an application under a power of attorney, we and the Joint Representatives, as our agent, have discretion to consider whether to accept it on any conditions we think fit, including evidence of the attorney’s authority.

Failing to provide any required information may result in your application being rejected.

#### 4. Permitted Number of Hong Kong Offer Shares for Application

**Board lot size** : 100 H Shares

**Permitted number of Hong Kong Offer Shares for application and amount payable on application/successful allotment** : Hong Kong Offer Shares are available for application in specified board lot sizes only. Please refer to the amount payable associated with each specified board lot size in the table below.

The maximum Offer Price is HK\$73.68 per H Share.

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(1) Subject to change, if the Company’s Articles of Association and applicable company law prescribe a lower cap.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the **HKSCC EIPO** Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to arrange payment of the 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 H Shares you have selected. You must pay the respective maximum amount payable on application in full upon application for Hong Kong Offer Shares.

## HOW TO APPLY FOR HONG KONG OFFER SHARES

No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/ successful allotment
	HK\$		HK\$		HK\$		HK\$
100	7,442.31	2,500	186,057.66	30,000	2,232,691.89	600,000	44,653,837.68
200	14,884.61	3,000	223,269.19	40,000	2,976,922.51	700,000	52,096,143.95
300	22,326.92	3,500	260,480.72	50,000	3,721,153.15	800,000	59,538,450.25
400	29,769.23	4,000	297,692.25	60,000	4,465,383.77	900,000	66,980,756.52
500	37,211.53	4,500	334,903.78	70,000	5,209,614.40	1,000,000	74,423,062.80
600	44,653.84	5,000	372,115.31	80,000	5,953,845.02	1,100,000	81,865,369.08
700	52,096.14	6,000	446,538.38	90,000	6,698,075.65	1,200,000	89,307,675.35
800	59,538.45	7,000	520,961.44	100,000	7,442,306.28	1,337,400 <sup>(1)</sup>	99,533,404.19
900	66,980.76	8,000	595,384.49	200,000	14,884,612.55		
1,000	74,423.06	9,000	669,807.56	300,000	22,326,918.85		
1,500	111,634.59	10,000	744,230.63	400,000	29,769,225.12		
2,000	148,846.13	20,000	1,488,461.26	500,000	37,211,531.40		

*Notes:*

- (1) Maximum number of Hong Kong Offer Shares you may apply for and this is approximately 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 further for any Offer Shares.

The H 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.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### 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 us and/or the Joint Representatives, as our agent, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association, and (if you are applying through the **HKSCC EIPO** channel) to deposit the allotted Hong Kong Offer Shares directly into CCASS for the credit of your designated HKSCC Participant's stock account on your behalf;
- (ii) confirm that you have read and understand the terms and conditions and application procedures set out in this prospectus and the designated website of the **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;
- (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 our Company, the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, and any of their or our Company's respective directors, officers, employees, partners, agents, advisors, and representatives, and any other parties involved in the Global Offering (collectively, the "Relevant Persons"), the H Share Registrar and HKSCC will not be liable for any information and representations not in this prospectus and any supplement to it;
- (vii) agree to disclose the details of your application and your personal data and any other personal data which may be required about you and the person(s) for whose benefit you have made the application to us, the Relevant Persons, the H Share Registrar, HKSCC, HKSCC Nominees, the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, for the purposes under the 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;



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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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- (ix) agree that subject to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any application made by you or HKSCC Nominees on your behalf cannot be revoked once it is accepted, which will be evidenced by the notification of the result of the ballot by the H Share Registrar by way of publication of the results at the time and in the manner as specified in the paragraph headed “—B. *Publication of Results*” in this section;
- (x) confirm that you are aware of the situations specified in the paragraph headed “—C. *Circumstances In Which You Will Not Be Allocated Hong Kong Offer Shares*” in this section;
- (xi) agree that your application or HKSCC Nominees’ application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- (xii) agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Articles of Association and laws of any place outside Hong Kong that apply to your application and that neither we nor the Relevant Persons will breach any law inside and/or outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus;
- (xiii) confirm that (a) your application or HKSCC Nominees’ application on your behalf is not financed directly or indirectly by our Company, any of the directors, chief executives, substantial Shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates; and (b) you are not accustomed or will not be accustomed to taking instructions from our Company, any of the directors, chief executives, substantial shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates in relation to the acquisition, disposal, voting or other disposition of the H Shares registered in your name or otherwise held by you;
- (xiv) warrant that the information you have provided is true and accurate;
- (xv) confirm that you understand that we and the Joint Representatives 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 and 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.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### 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 the <b>HK eIPO White Form</b> service or HKSCC EIPO channel:		
<b>Website</b>	From the “Allotment Results” page at <a href="http://www.hkeipo.hk/IPOResult">www.hkeipo.hk/IPOResult</a> (or <a href="http://www.tricor.com.hk/ipo/result">www.tricor.com.hk/ipo/result</a> ) with a “search by ID” function.	24 hours, from 11:00 p.m. on Friday, March 6, 2026 to 12:00 midnight on Thursday, March 12, 2026 (Hong Kong time).
	The full list of (i) wholly or partially successful applicants using the <b>HK eIPO White Form</b> service and <b>HKSCC EIPO</b> channel; and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed at <a href="http://www.hkeipo.hk/IPOResult">www.hkeipo.hk/IPOResult</a> or <a href="http://www.tricor.com.hk/ipo/result">www.tricor.com.hk/ipo/result</a> .	
	The Stock Exchange’s website at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> and our website at <a href="http://www.szzhaowei.net">http://www.szzhaowei.net</a> which will provide links to the above mentioned websites of the H Share Registrar.	No later than 11:00 p.m. on Friday, March 6, 2026 (Hong Kong time).
<b>Telephone</b>	+852 3691 8488—the allocation results telephone enquiry line provided by the H Share Registrar.	Between 9:00 a.m. and 6:00 p.m., from Monday, March 9, 2026 to Thursday, March 12, 2026 (Hong Kong time) on a business day.

For those applying through **HKSCC EIPO** channel, you may also check with your broker or custodian from 6:00 p.m. on Thursday, March 5, 2026 (Hong Kong time), HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Thursday, March 5, 2026 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

#### Allocation Announcement

We expect to announce the 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](http://www.hkexnews.hk) and our website at <http://www.szzhaowei.net> by no later than 11:00 p.m. on Friday, March 6, 2026 (Hong Kong time).

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### C. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED HONG KONG OFFER SHARES

You should note the following situations in which Hong Kong Offer Shares will not be allocated to you or the person(s) for whose benefit you are applying for:

#### 1. If your application is revoked:

Your application or the application made by HKSCC Nominees on your behalf may be revoked pursuant to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

#### 2. If we or our agents exercise our discretion to reject your application:

We, the Overall Coordinators, the H Share Registrar and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

#### 3. If the allocation of Hong Kong Offer Shares is void:

The allocation of Hong Kong Offer Shares will be void if the Stock Exchange does not grant permission to list the H Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Stock Exchange notifies us of that longer period within three weeks of the closing date of the application lists.

#### 4. If:

- you make multiple applications or suspected multiple applications. You may refer to the paragraph headed “—A. Application for Hong Kong Offer Shares—5. Multiple Applications Prohibited” in this section on what constitutes multiple applications;
- your application instruction is incomplete;
- your payment (or confirmation of funds, as the case may be) is not made correctly;
- the Underwriting Agreements do not become unconditional or are terminated;
- we or the Overall Coordinators believe that by accepting your application, it or we would violate applicable securities or other laws, rules or regulations.

#### 5. If there is money settlement failure for allotted H Shares:

Based on the arrangements between HKSCC Participants and HKSCC, HKSCC Participants will be required to hold sufficient application funds on deposit with their designated bank before balloting. After balloting of Hong Kong Offer Shares, the Receiving Bank will collect the portion of these funds required to settle each HKSCC Participant’s actual Hong Kong Offer Share allotment from their designated bank.

**There is a risk of money settlement failure.** In the extreme event of money settlement failure by a HKSCC Participant (or its designated bank), who is acting on your behalf in settling payment for your allotted H 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.

## HOW TO APPLY FOR HONG KONG OFFER SHARES

However, if it is determined that such settlement obligation cannot be met, the affected Hong Kong Offer Shares will be reallocated to the International Offering. Hong Kong Offer Shares applied for by you through the broker or custodian may be affected to the extent of the settlement failure. In the extreme case, you will not be allocated any Hong Kong Offer Shares due to the money settlement failure by such HKSCC Participant. None of us, the Relevant Persons, the H Share Registrar and HKSCC is or will be liable if Hong Kong Offer Shares are not allocated to you due to the money settlement failure.

### **D. DESPATCH/COLLECTION OF H SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES**

You will receive one H Share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made through the **HKSCC EIPO** channel where the H Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the H Shares. No receipt will be issued for sums paid on application.

H Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date, provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Grounds for Termination” has not been exercised. Investors who trade the H Shares on the basis of publicly available allocation details prior to the receipt of H Share certificates or prior to the H Share certificates becoming valid evidence of title do so entirely at their own risk.

The right is reserved to retain any H Share certificate(s) and (if applicable) any surplus application monies pending clearance of application monies.

The following sets out the relevant procedures and time:

	<u>HK eIPO White Form service</u>	<u>HKSCC EIPO channel</u>
<b>Dispatch/collection of H Share certificate<sup>1</sup></b>		
<b>For application of 1,000,000 Hong Kong Offer Shares or more</b>	Collection in person at the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.	H Share certificate(s) will be issued in the name of HKSCC Nominees, deposited into CCASS and credited to your designated HKSCC Participant’s stock account.
	<b>Time:</b> from 9:00 a.m. to 1:00 p.m. on Monday, March 9, 2026 (Hong Kong time).	No action by you is required.
	If you are an individual, you must not authorize any other person to collect for you. If you are a corporate applicant, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation’s chop.	

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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	<u>HK eIPO White Form service</u>	<u>HKSCC EIPO channel</u>
	Both individuals and authorized representatives must produce, at the time of collection, evidence of identity acceptable to the H Share Registrar.	
	<b>Note:</b> If you do not collect your H Share certificate(s) personally within the time above, it/they will be sent to the address specified in your application instructions by ordinary post at your own risk.	
<b>For application of less than 1,000,000 Hong Kong Offer Shares</b>	Your H Share certificate(s) will be sent to the address specified in your application instructions by ordinary post at your own risk	
	<b>Date:</b> Friday, March 6, 2026.	
<b>Refund mechanism for surplus application monies paid by you</b>		
<b>Date</b>	Monday, March 9, 2026.	Subject to the arrangement between you and your broker or custodian.
<b>Responsible party</b>	H Share Registrar.	Your broker or custodian.
<b>Application monies paid through single bank account</b>	<b>HK eIPO White Form</b> 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.
<b>Application monies paid through multiple bank accounts</b>	Refund cheque(s) will be despatched to the address as specified in your application instructions by ordinary post at your own risk.	

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- Except in the event of a tropical cyclone warning signal number 8 or above, a black rainstorm warning and/or Extreme Conditions in the morning on Friday, March 6, 2026 rendering it impossible for the relevant H Share certificates to be dispatched to HKSCC in a timely manner, the Company shall procure the H Share Registrar to arrange for delivery of the supporting documents and H Share certificates in accordance with the contingency arrangements as agreed between them. You may refer to “—E. Severe Weather Arrangements” in this section.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### E. SEVERE WEATHER ARRANGEMENTS

#### The Opening and Closing of the Application Lists

The application lists will not open or close on Wednesday, March 4, 2026 if, there is/are:

- a tropical cyclone warning signal number 8 or above;
- a black rainstorm warning; and/or
- Extreme Conditions,

(collectively, “Severe Weather Signals”),

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Wednesday, March 4, 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](http://www.hkexnews.hk) and our website at <http://www.szzhaowei.net> of the revised timetable.

If a **Severe** Weather Signal is hoisted on Friday, March 6, 2026, the H Share Registrar will make appropriate arrangements for the delivery of the H Share certificates to the HKSCC Depository’s service counter so that they would be available for trading on Monday, March 9, 2026.

If a **Severe** Weather Signal is hoisted on Friday, March 6, 2026, for application of less than 1,000,000 Offer Shares, the dispatch of physical H Share certificates 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 Friday, March 6, 2026 or on Monday, March 9, 2026).

If a **Severe** Weather Signal is hoisted on Monday, March 9, 2026, for application of 1,000,000 Offer Shares or more, the physical H Share certificates will be available for collection in person at the H Share Registrar’s office after the **Severe** Weather Signal is lowered or cancelled (e.g. in the afternoon of Monday, March 9, 2026 or on Tuesday, March 10, 2026).

**Prospective investors should be aware that if they choose to receive physical H Share certificates issued in their own name, there may be a delay in receiving the H Share certificates.**

### F. ADMISSION OF THE H SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the H Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants is required to take place in CCASS on the second settlement day after any trading day.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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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 H Shares to be admitted into CCASS.

You should seek the advice of your broker or other professional advisor for details of the settlement arrangement as such arrangements may affect your rights and interests.

### G. PERSONAL DATA

The following Personal Information Collection Statement applies to any personal data collected and held by our Company, the H Share Registrar, the receiving 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.

#### 1. Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of our Company and the H Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

#### 2. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of Hong Kong Offer Shares to ensure that personal data supplied to our Company or its agents and the H Share Registrar is accurate and up-to-date when applying for Hong Kong Offer Shares or transferring Hong Kong Offer Shares into or out of their names or in procuring the services of the H Share Registrar.

Failure to supply the requested data or supplying inaccurate data may result in your application for Hong Kong Offer Shares being rejected, or in the delay or the inability of our Company or the H Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of H Share certificate(s) to which you are entitled.

It is important that applicants for and holders of Hong Kong Offer Shares inform our Company and the H Share Registrar immediately of any inaccuracies in the personal data supplied.

#### 3. Purposes

Your personal data may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque and **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 H Shares including, where applicable, HKSCC Nominees;
- maintaining or updating the register of members of our Company;



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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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- verifying identities of applicants for and holders of the H Shares and identifying any duplicate applications for the Shares;
- facilitating Hong Kong Offer Shares balloting;
- establishing benefit entitlements of holders of the H Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from our Company and our subsidiaries;
- compiling statistical information and profiles of the holder of the H Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable our Company and the H Share Registrar to discharge their obligations to applicants and holders of the H Shares and/or regulators and/or any other purposes to which applicants and holders of the H Shares may from time to time agree.

#### **4. Transfer of personal data**

Personal data held by our Company and the H Share Registrar relating to the applicants for and holders of Hong Kong Offer Shares will be kept confidential but our Company and the H Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- our Company's appointed agents such as financial advisors, 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 H Share Registrar, in each case for the purposes of providing its services or facilities or performing its functions in accordance with its rules or procedures and operating FINI and CCASS (including where applicants for the Hong Kong Offer Shares request a deposit into CCASS);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to our Company or the H Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, including for the purpose of the Stock Exchange's administration of the Listing Rules and the SFC's performance of its statutory functions; and
- any persons or institutions with which the holders of Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or brokers etc.

#### **5. Retention of personal data**

Our Company and the H Share Registrar will keep the personal data of the applicants and holders of Hong Kong Offer Shares for as long as necessary to fulfill 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).

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### **6. Access to and correction of personal data**

Applicants for and holders of Hong Kong Offer Shares have the right to ascertain whether our Company or the H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. Our Company and the H Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to our Company and the H Share Registrar, at their registered address disclosed in the section headed “Corporate information” in this prospectus or as notified from time to time, for the attention of our joint company secretaries, or the H Share Registrar for the attention of the privacy compliance officer.

*The following is the text of a report received from the Company's reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Document.*



Ernst & Young  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

安永會計師事務所  
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**ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF SHENZHEN ZHAOWEI MACHINERY & ELECTRONICS CO., LTD, CHINA MERCHANTS SECURITIES (HK) CO., LIMITED AND DEUTSCHE SECURITIES ASIA LIMITED**

**Introduction**

We report on the historical financial information of Shenzhen Zhaowei Machinery & Electronics Co., Ltd. (the "Company") and its subsidiaries (together, the "Group") set out on pages I-4 to I-78, which comprises the consolidated statements of profit or loss, statements of other comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2022, 2023, 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, 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-78 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 27 February 2026 (the "Prospectus") in connection with the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

**Directors' responsibility for the Historical Financial Information**

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in notes 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

**Reporting accountants' responsibility**

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants' Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that

gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group and the Company as at 31 December 2022, 2023, 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 preparation set out in note 2.1 to the Historical Financial Information.

### **Review of interim comparative financial information**

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss, statement of other comprehensive income, statement of changes in equity and statement of cash flows of the Group for the nine months ended 30 September 2024 and other explanatory information (the "Interim Comparative Financial Information").

The directors of the Company are responsible for the preparation of the Interim Comparative Financial Information in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Comparative 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 Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

**Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

***Adjustments***

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

***Dividends***

We refer to note 11 to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the Relevant Periods.

**Ernst & Young**

*Certified Public Accountants*

Hong Kong

27 February 2026

**I HISTORICAL FINANCIAL INFORMATION****Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "Underlying Financial Statements").

The Historical Financial Information is presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

## CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

		Year ended 31 December			Nine months ended 30 September	
	Notes	2022	2023	2024	2024	2025
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
(Unaudited)						
REVENUE . . . . .	5	1,152,459	1,205,945	1,524,599	1,057,458	1,255,189
Cost of sales . . . . .		(817,349)	(856,854)	(1,049,031)	(729,093)	(845,252)
Gross profit . . . . .		335,110	349,091	475,568	328,365	409,937
Other income and gains . . . . .	5	67,742	100,192	94,356	69,046	58,644
Selling and marketing expenses . . .		(45,141)	(42,058)	(60,275)	(42,085)	(51,600)
Administrative expenses . . . . .		(73,102)	(75,210)	(93,623)	(64,584)	(84,024)
Research and development costs . . .		(117,342)	(128,714)	(155,136)	(108,394)	(127,914)
(Impairment losses)/reversal of impairment losses on financial assets, net . . . . .	6	(3,961)	(6,304)	(6,334)	(1,350)	2,026
Other expenses . . . . .		(1,523)	(2,171)	(2,038)	(3,233)	(836)
Finance costs . . . . .	7	(3,132)	(3,334)	(2,411)	(2,290)	(2,498)
Share of profits/(losses) of an associate . . . . .	6	99	683	(5,391)	(3,742)	(4,497)
PROFIT BEFORE TAX . . . . .	6	158,750	192,175	244,716	171,733	199,238
Income tax expense . . . . .	10	(8,254)	(12,252)	(19,297)	(12,568)	(17,128)
PROFIT FOR THE YEAR/PERIOD .		150,496	179,923	225,419	159,165	182,110
Attributable to:						
Owners of the parent . . . . .		150,496	179,923	225,419	159,165	182,110
EARNINGS PER SHARE						
ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT . . . . .						
Basic (RMB)	12					
– for profit for the year/period . . . .		0.63	0.75	0.94	0.67	0.76
Diluted (RMB)						
– for profit for the year/period . . . .		0.63	0.75	0.94	0.67	0.76



## CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
PROFIT FOR THE YEAR/PERIOD .	150,496	179,923	225,419	159,165	182,110
OTHER COMPREHENSIVE INCOME					
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations . . . . .	896	112	(25)	(13)	(23)
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods . . . . .	896	112	(25)	(13)	(23)
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:					
Equity investments designated at fair value through other comprehensive income:					
Changes in fair value, net of tax .	3,907	(1,008)	(639)	(1,004)	(2,987)
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods . . . . .	3,907	(1,008)	(639)	(1,004)	(2,987)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR/PERIOD, NET OF TAX . .	4,803	(896)	(664)	(1,017)	(3,010)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR/PERIOD . . . . .	155,299	179,027	224,755	158,148	179,100
Attributable to:					
Owners of the parent . . . . .	155,299	179,027	224,755	158,148	179,100

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		31 December			30 September
	Notes	2022	2023	2024	2025
		RMB'000	RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS					
Property, plant and equipment . . . . .	13	747,405	937,918	1,023,773	1,066,972
Intangible assets . . . . .	14	13,361	12,715	12,571	11,587
Right-of-use assets . . . . .	15	52,915	40,726	47,309	43,229
Investment in an associate . . . . .	18	67,321	68,003	62,613	58,078
Equity investments designated at fair value through other comprehensive income . . . . .	17	17,767	17,659	17,020	35,560
Financial assets at fair value through profit or loss . . . . .	23	252,085	97,705	1,500	1,500
Deferred tax assets . . . . .	32	26,268	14,718	198	3,210
Other non-current assets . . . . .	19	8,509	11,526	17,530	23,650
Total non-current assets . . . . .		1,185,631	1,200,970	1,182,514	1,243,786
CURRENT ASSETS					
Inventories . . . . .	20	172,638	164,468	184,124	207,328
Trade and notes receivables . . . . .	21	383,515	433,725	577,495	553,035
Prepayments, other receivables and other assets . . . . .	22	23,296	32,080	40,737	70,318
Financial assets at fair value through profit or loss . . . . .	23	472,951	849,957	902,726	781,012
Debt investments at fair value through other comprehensive income . . . . .	24	599,354	911,225	928,701	1,154,391
Restricted bank deposits . . . . .	25	2,438	39,864	62	62
Time deposits . . . . .	25	573,636	80,021	80,734	15,130
Cash and cash equivalents . . . . .	25	145,014	91,734	224,817	211,312
Total current assets . . . . .		2,372,842	2,603,074	2,939,396	2,992,588
CURRENT LIABILITIES					
Trade and notes payables . . . . .	27	346,345	408,678	434,335	447,013
Contract liabilities . . . . .	30	20,774	21,409	19,257	13,298
Other payables and accruals . . . . .	28	110,128	159,329	178,543	138,022
Financial liabilities at fair value through profit or loss . . . . .	29	—	—	21,536	—
Interest-bearing bank borrowings . . . . .	26	39,739	40,981	140,980	144,494
Lease liabilities . . . . .	15	9,881	3,841	4,434	4,124
Tax payables . . . . .		1,391	2,553	3,683	1,236
Total current liabilities . . . . .		528,258	636,791	802,768	748,187
NET CURRENT ASSETS . . . . .		1,844,584	1,966,283	2,136,628	2,244,401
TOTAL ASSETS LESS CURRENT LIABILITIES . . . . .					
		3,030,215	3,167,253	3,319,142	3,488,187
NON-CURRENT LIABILITIES					
Lease liabilities . . . . .	15	7,288	284	7,189	4,189
Deferred tax liabilities . . . . .	32	41,762	40,024	32,649	29,999
Deferred income . . . . .	31	34,074	39,263	53,093	47,033
Total non-current liabilities . . . . .		83,124	79,571	92,931	81,221
Net assets . . . . .		2,947,091	3,087,682	3,226,211	3,406,966
EQUITY					
Equity attributable to owners of the parent					
Share capital . . . . .	33	171,302	171,008	240,204	240,708
Treasury shares . . . . .	33	(14,911)	(7,783)	(26,959)	(13,047)
Reserves . . . . .	34	2,790,700	2,924,457	3,012,966	3,179,305
		2,947,091	3,087,682	3,226,211	3,406,966
Non-controlling interests . . . . .		—	—	—	—
Total equity . . . . .		2,947,091	3,087,682	3,226,211	3,406,966

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Year ended 31 December 2022

Attributable to owners of the parent								
Share capital	Capital reserve	Share option reserve	Treasury shares	Fair value reserve	Exchange fluctuation reserve	Statutory surplus reserve	Retained earnings	Total equity
RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000	RMB'000
At 1 January 2022	171,435	1,903,089	10,530	(16,510)	8,859	445	68,347	2,827,008
Profit for the year	-	-	-	-	-	-	150,496	150,496
Other comprehensive income for the year:								
Changes in fair value of equity								
investments at fair value through other								
comprehensive income, net of tax	-	-	-	3,907	-	-	-	3,907
Exchange differences related to foreign operations	-	-	-	-	896	-	-	896
Total comprehensive income for the year	-	-	-	-	3,907	-	150,496	155,299
Issuance of restricted shares (note 33)	149	4,537	-	(4,686)	-	-	-	-
Repurchase of restricted shares forfeited during the year (note 33)	(282)	(6,049)	-	6,105	-	-	226	-
Share-based payment expenses (note 32, 35)	-	-	(1,110)	-	-	-	-	(1,110)
Transfer to retained earnings	-	-	-	-	-	13,672	(13,672)	-
Dividends declared	-	-	-	180	-	-	(34,286)	(34,106)
At 31 December 2022	171,302	1,901,577*	9,420*	(14,911)	12,766*	1,341*	783,577*	2,947,091

## Year ended 31 December 2023

Attributable to owners of the parent								
Share capital	Capital reserve	Share option reserve	Treasury shares	Fair value reserve	Exchange fluctuation reserve	Statutory surplus reserve	Retained earnings	Total equity
RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000	RMB'000
At 1 January 2023	171,302	1,901,577	9,420	(14,911)	12,766	1,341	82,019	783,577
At 31 December 2023	171,008	1,894,608*	-*	(7,783)	11,758*	1,453*	85,504*	931,134*
Profit for the year	-	-	-	-	-	-	-	179,923
Other comprehensive income for the year:								
Changes in fair value of equity								
investments at fair value through other								
comprehensive income, net of tax	-	-	-	-	(1,008)	-	-	(1,008)
Exchange differences related to foreign								
operations	-	-	-	-	-	112	-	112
Total comprehensive income for the year	-	-	-	-	(1,008)	112	-	179,027
Repurchase of restricted shares forfeited								
during the year (note 33)	(294)	(6,969)	-	7,021	-	-	-	242
Share-based payment expenses								
(note 32, 35)	-	-	(9,420)	-	-	-	-	(9,420)
Transfer to retained earnings	-	-	-	-	-	-	3,485	(3,485)
Dividends declared	-	-	-	107	-	-	-	(29,123)
At 31 December 2023	171,008	1,894,608*	-*	(7,783)	11,758*	1,453*	85,504*	931,134*
								3,087,682

## Year ended 31 December 2024

	Attributable to owners of the parent								
	Share capital	Capital reserve	Share option reserve	Treasury shares	Fair value reserve	Exchange fluctuation reserve	Statutory surplus reserve	Retained earnings	Total equity
	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000	RMB'000
At 1 January 2024	171,008	1,894,608	—	(7,783)	11,758	1,453	85,504	931,134	3,087,682
Profit for the year	—	—	—	—	—	—	—	225,419	225,419
Other comprehensive income for the year:									
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	—	—	—	—	(639)	—	—	—	(639)
Exchange differences related to foreign operations	—	—	—	—	—	(25)	—	—	(25)
Total comprehensive income for the year	—	—	—	—	(639)	(25)	—	225,419	224,755
Issuance of restricted shares (note 33)	1,263	25,696	—	(26,959)	—	—	—	—	—
Repurchase of restricted shares forfeited during the year (note 33)	(470)	(7,607)	—	7,504	—	—	—	573	—
Share-based payment expenses (note 32, 35)	—	—	7,550	—	—	—	—	—	7,550
Transfer to retained earnings	—	—	—	—	—	—	15,516	(15,516)	—
Dividends declared	—	—	—	279	—	—	—	(94,055)	(93,776)
Issue of bonus shares (note 33)	68,403	(68,403)	—	—	—	—	—	—	—
At 31 December 2024	240,204	1,844,294*	7,550*	(26,959)	11,119*	1,428*	101,020*	1,047,555*	3,226,211

## Nine months ended 30 September 2025

	Attributable to owners of the parent								
	Share capital	Capital reserve	Share option reserve	Treasury shares	Fair value reserve	Exchange fluctuation reserve	Statutory surplus reserve	Retained earnings	Total equity
	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000	RMB'000
At 1 January 2025	240,204	1,844,294	7,550	(26,959)	11,119	1,428	101,020	1,047,555	3,226,211
Profit for the period	-	-	-	-	-	-	-	182,110	182,110
Other comprehensive income for the period:									
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	-	-	-	-	(2,987)	-	-	-	(2,987)
Exchange differences related to foreign operations	-	-	-	-	-	(23)	-	-	(23)
Total comprehensive income for the period	-	-	-	-	(2,987)	(23)	-	182,110	179,100
Exercise of share options	511	27,914	(679)	-	-	-	-	-	27,746
Vesting of restricted shares	-	17,838	(9,788)	13,584	-	-	-	-	21,634
Repurchase of restricted shares forfeited during the period (note 33)	(7)	-	(142)	149	-	-	-	-	-
Share-based payment expenses (note 32, 35)	-	-	20,554	-	-	-	-	-	20,554
Dividends declared	-	-	-	179	-	-	-	(68,458)	(68,279)
At 30 September 2025	240,708	1,890,046	17,495	(13,047)	8,132	1,405	101,020	1,161,207	3,406,966

\* These reserve accounts comprised the consolidated reserves of RMB2,790,700,000, RMB2,924,457,000, RMB3,012,966,000 and RMB3,179,305,000 in the consolidated statements of financial position as at 31 December 2022, 2023, 2024 and 30 September 2025, respectively.

## Nine months ended 30 September 2024 (unaudited)

Attributable to owners of the parent									
	Share capital	Capital reserve	Share option reserve	Treasury shares	Fair value reserve	Exchange fluctuation reserve	Statutory surplus reserve	Retained earnings	Total equity
	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 33)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000 (note 34)	RMB'000	RMB'000
At 1 January 2024 . . . . .	171,008	1,894,608	—	(7,783)	11,758	1,453	85,504	931,134	3,087,682
Profit for the period . . . . .	—	—	—	—	—	—	—	159,165	159,165
Other comprehensive income for the period:									
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax . . .	—	—	—	—	(1,004)	—	—	—	(1,004)
Exchange differences related to foreign operations . . . . .	—	—	—	—	—	(13)	—	—	(13)
Total comprehensive income for the period . . . . .	—	—	—	—	(1,004)	(13)	—	159,165	158,148
Issuance of restricted shares (note 33) . . .	1,263	25,696	—	(26,959)	—	—	—	—	—
Repurchase of restricted shares forfeited during the period (note 33) . . . . .	(470)	(7,607)	—	7,597	—	—	—	480	—
Share-based payment expenses (note 35) . .	—	—	1,370	—	—	—	—	—	1,370
Dividends declared . . . . .	—	—	—	186	—	—	—	(94,055)	(93,869)
Issue of bonus shares (note 33) . . . . .	68,403	(68,403)	—	—	—	—	—	—	—
At 30 September 2024 (unaudited) . . . . .	240,204	1,844,294	1,370	(26,959)	10,754	1,440	85,504	996,724	3,153,331



## CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December			Nine months ended 30 September	
	Note	2022	2023	2024	2024	2025
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
(Unaudited)						
CASH FLOWS FROM OPERATING ACTIVITIES						
Profit before tax . . . . .		158,750	192,175	244,716	171,733	199,238
Adjustments for:						
Bank interest income . . . . .	6	(14,629)	(6,524)	(9,439)	(7,070)	(5,932)
Other interest income from debt investment at fair value through other comprehensive income . . . .	6	(21,984)	(31,585)	(25,306)	(18,279)	(19,796)
Finance costs . . . . .	7	3,132	3,334	2,411	2,290	2,498
Loss on disposal of items of property, plant and equipment, net . . . . .	6	437	343	618	168	557
Loss on disposal of intangible assets . . . . .	6	—	—	43	—	—
Loss/(gains) on disposal of items of right-of-use assets, net . . . . .	6	158	(1,464)	81	81	—
Depreciation of property, plant and equipment . . . . .	6	53,092	65,735	74,873	49,815	70,176
Amortisation of intangible assets . . .	6	2,306	2,110	2,788	2,643	2,183
Depreciation of right-of-use assets . .	6	11,955	4,117	5,212	3,606	4,080
Share of (profits)/losses of an associate . . . . .	6	(99)	(683)	5,391	3,742	4,497
Write-down/(reversal of write-down) of inventories to net realisable value, net . . . . .	6	7,537	411	3,550	4,557	(989)
Impairment/(reversal of impairment) of trade and notes receivables, net . . . . .	6	3,760	6,351	7,319	1,644	(2,106)
Impairment/(reversal of impairment) of other receivables, net . . . . .	6	201	(47)	(985)	(294)	80
Investment income from financial assets at fair value through profit or loss . . . . .	6	(10,004)	(21,061)	(17,427)	(11,879)	(8,882)
Fair value gains on financial assets at fair value through profit or loss . . . . .	6	(3,650)	(15,317)	(19,896)	(17,793)	(8,500)
Dividend income received from an equity investment measured at fair value through other comprehensive income . . . . .	6	—	(50)	—	—	—
Share-based payment expenses . . . .	35	2,319	(9,309)	5,264	1,316	11,142
		193,281	188,536	279,213	186,280	248,246

Note	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
(Increase)/decrease in inventories . . . .	(27,960)	7,759	(23,205)	(38,996)	(25,662)
(Increase)/decrease in trade and notes receivables . . . . .	(77,825)	(56,556)	(151,087)	(59,302)	26,566
(Increase)/decrease in bank acceptance notes . . . . .	(9,238)	5,347	(9,147)	(4,535)	(86,708)
(Increase)/decrease in prepayments, other receivables and other assets . .	33,964	(4,656)	(10,820)	(15,015)	(3,452)
Increase/(decrease) in trade and notes payables . . . . .	117,836	74,381	25,791	73,077	5,202
Increase/(decrease) in other payables and accruals . . . . .	(11,642)	(22,549)	1,128	13,977	(50,608)
Increase/(decrease) in deferred income .	5,861	5,189	13,830	4,975	(6,060)
Cash generated from operations . . . . .	224,277	197,451	125,703	160,461	107,524
Interest received . . . . .	6,150	4,062	4,553	3,020	4,479
Income tax paid . . . . .	(6,070)	(5,533)	(6,574)	(4,853)	(9,768)
Net cash flows from operating activities . . . . .	224,357	195,980	123,682	158,628	102,235

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>					
Proceeds from sales of financial assets at fair value through					
profit or loss . . . . .	794,096	904,521	1,152,266	898,252	901,789
Proceeds from debt investments at fair value through other comprehensive income . . . .	399,694	581,770	279,302	279,302	173,009
Proceeds from time deposits . . . . .	469,104	201,403	81,201	30,302	82,188
Receipt of deposit for property, plant and equipment . . . . .	14,960	1,850	850	850	600
Proceeds from disposal of items of property, plant and equipment . . . . .	269	90	307	129	75
Purchases of property, plant and equipment .	(246,562)	(204,634)	(165,957)	(123,104)	(122,657)
Additions of other intangible assets . . . . .	(5,346)	(1,464)	(2,687)	(1,507)	(1,199)
Additions of right-of-use assets . . . . .	(8,659)	–	–	–	–
Purchase of equity in an associate . . . . .	(67,222)	–	–	–	–
Purchases of financial investments at fair value through other comprehensive income . . . . .	–	–	(900)	(900)	(20,000)
Purchases of financial assets at fair value through profit or loss . . . . .	(902,107)	(1,087,385)	(1,071,688)	(821,001)	(784,817)
Purchases of equity investments designated at fair value through profit or loss . . . . .	–	(1,500)	–	–	–
Purchases of debt investments at fair value through other comprehensive income . . . .	(365,435)	(444,310)	(311,375)	(180,133)	(292,325)
Purchases of time deposits . . . . .	(603,964)	(130,000)	(30,000)	(30,000)	(15,000)
Return of deposit for property, plant and equipment . . . . .	(12,190)	(1,650)	(1,100)	(1,100)	(1,100)
Net cash flows from/(used in) investing activities . . . . .	(533,362)	(181,309)	(69,781)	51,090	(79,437)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
New bank borrowings . . . . .	52,759	50,406	192,914	41,716	320,922
Repayment of bank borrowings . . . . .	–	(29,000)	(35,000)	(35,000)	(289,000)
Interest on bank borrowings . . . . .	(656)	(1,295)	(1,196)	(948)	(108)
Cash received from exercise of share options . . . . .	–	–	–	–	13,435
Proceeds from issue of restricted shares . . .	4,686	–	26,959	26,959	–
Receipt of deposits . . . . .	25,754	1,053	2,185	1,301	1,001
Dividends paid . . . . .	(34,060)	(28,881)	(93,482)	(93,482)	(68,014)
Repurchase of restricted shares forfeited . .	(6,331)	(7,263)	(8,077)	(8,077)	(149)
Lease payments . . . . .	(12,389)	(4,398)	(4,576)	(3,856)	(3,674)
Payment of deposits . . . . .	(2,715)	(44,738)	(2,397)	(208)	(1,757)
Payment for listing expense . . . . .	–	–	–	–	(8,727)
Net cash flows from/(used in) financing activities . . . . .	27,048	(64,116)	77,330	(71,595)	(36,071)

	Note	Year ended 31 December			Nine months ended 30 September	
		2022	2023	2024	2024	2025
		RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS . . . . .		(281,957)	(49,445)	131,231	138,123	(13,273)
Cash and cash equivalents at beginning of year/period . . . . .		421,849	145,014	91,734	91,734	224,817
Effect of foreign exchange rate changes, net . . . . .		5,122	(3,835)	1,852	(1,013)	(232)
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD . . . .		<u>145,014</u>	<u>91,734</u>	<u>224,817</u>	<u>228,844</u>	<u>211,312</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS						
Cash and cash equivalents as stated in the consolidated statements of financial position . . . . .	25	<u>145,014</u>	<u>91,734</u>	<u>224,817</u>	<u>228,844</u>	<u>211,312</u>

## STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		31 December			30 September
	Notes	2022	2023	2024	2025
		RMB'000	RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS					
Property, plant and equipment . . . . .	13	274,669	245,171	259,839	240,049
Intangible assets . . . . .	14	13,361	11,595	11,567	10,274
Right-of-use assets . . . . .	15	15,271	4,038	15,271	11,224
Investments in subsidiaries . . . . .	16	343,605	424,082	535,541	506,336
Investment in an associate . . . . .	18	67,321	68,003	62,613	58,078
Equity investments designated at fair value through other comprehensive income . . . . .	17	17,767	17,659	17,020	15,560
Financial assets at fair value through profit or loss . . . . .	23	252,085	96,205	–	–
Deferred tax assets . . . . .	32	12,714	12,331	–	–
Other non-current assets . . . . .	19	2,878	2,025	4,423	5,859
Total non-current assets . . . . .		999,671	881,109	906,274	847,380
CURRENT ASSETS					
Inventories . . . . .	20	138,946	117,470	112,225	102,475
Trade and notes receivables . . . . .	21	389,600	426,864	502,253	536,983
Prepayments, other receivables and other assets . . . . .	22	666,599	421,121	491,651	524,648
Financial assets at fair value through profit or loss . . . . .	23	422,626	764,387	704,699	646,718
Debt investments at fair value through other comprehensive income . . . . .	24	599,354	908,846	928,450	1,150,472
Restricted bank deposits . . . . .	25	2,438	39,864	55	55
Time deposits . . . . .	25	156,368	80,021	80,734	15,130
Cash and cash equivalents . . . . .	25	111,453	58,170	185,498	171,990
Total current assets . . . . .		2,487,384	2,816,743	3,005,565	3,148,471
CURRENT LIABILITIES					
Trade and notes payables . . . . .	27	305,939	484,294	614,504	499,285
Contract liabilities . . . . .	30	19,158	20,121	13,126	8,320
Other payables and accruals . . . . .	28	101,997	67,590	105,284	106,389
Interest-bearing bank borrowings . . . . .	26	39,738	40,981	11,238	4,517
Lease liabilities . . . . .	15	9,839	3,841	5,083	4,836
Tax payable . . . . .		1,391	2,553	3,683	–
Total current liabilities . . . . .		478,062	619,380	752,918	623,347
NET CURRENT ASSETS . . . . .		2,009,322	2,197,363	2,252,647	2,525,124
TOTAL ASSETS LESS CURRENT LIABILITIES . . . . .					
		3,008,993	3,078,472	3,158,921	3,372,504
NON-CURRENT LIABILITIES					
Lease liabilities . . . . .	15	7,288	284	10,560	6,950
Deferred tax liabilities . . . . .	32	25,787	25,531	13,724	4,849
Deferred income . . . . .	31	34,074	39,263	52,619	46,604
Total non-current liabilities . . . . .		67,149	65,078	76,903	58,403
Net assets . . . . .		2,941,844	3,013,394	3,082,018	3,314,101
EQUITY					
Share capital . . . . .	33	171,302	171,008	240,204	240,708
Treasury shares . . . . .	33	(14,911)	(7,783)	(26,959)	(13,047)
Reserves . . . . .	34	2,785,453	2,850,169	2,868,773	3,086,440
Total equity . . . . .		2,941,844	3,013,394	3,082,018	3,314,101

## II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

### 1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in Shenzhen, People's Republic of China (the "Mainland China") on 19 April 2001, which was converted into a joint stock company on 10 January 2018. With the approval of the China Securities Regulatory Commission, the Company completed its initial public offering and was listed on the Main Board of the Shenzhen Stock Exchange (stock code: 003021) on 4 December 2020. The registered office address of the Company is Office Building 101, No. 62 Yanhu Road, Yanchuan Community, Yanluo Street, Baoan district, Shenzhen, the Mainland China.

In the opinion of the directors, Li Haizhou and Xie Yanling are collectively considered as the actual controllers of the Company as of the end of Relevant Periods.

During the Relevant Periods, the Company and its subsidiaries (together, the "Group") was involved in the integrated micro transmission and drive system products.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the 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	
Dongguan Zhaowei Machinery & Electronics Co., Ltd.* (東莞市兆威機電有限公司 (note a))	PRC/Mainland China 31 October 2018	RMB230,000,000	100	–	Provision of integrated micro transmission and drive system products
Suzhou Zhaowei Drive Co., Ltd.* (蘇州兆威驅動有限公司 (note b))	PRC/Mainland China 06 May 2021	RMB100,000,000	100	–	Provision of integrated micro transmission and drive system products
Shenzhen Zhaowei Dexterous Hand Technology Co., Ltd.* (深圳市兆威靈巧手技術有限公司 (note b))	PRC/Mainland China 18 March 2025	RMB50,000,000	100	–	Research, development, and manufacture of embodied robotic products
ZW Drive GmbH	Germany 06 July 2020	EUR700,000	100	–	Trade in plastic raw materials, mechanical and electrical products, moulds, metal products, plastic products, gearboxes, electrical drives and the provision of related services
ZW Drive, Inc	United States 20 April 2024	USD100,000	100	–	Investment holding

*Notes:*

- (a) The statutory financial statements of this entity for the years ended 31 December 2022, 2023 and 2024 prepared in accordance with accepted accounting principles and financial regulations in the Mainland China were audited by Shenzhen Zhongli Certified Public Accountants (General Partnership) (深圳中立會計師事務所(普通合夥)), certified public accountants registered in the Mainland China.
- (b) As at the date of this report, no audited financial statements have been prepared for these entities as these entities were not subject to any statutory audit requirements under the relevant rules and regulations in the jurisdictions of incorporation or newly incorporated.
- \* The English names of these companies registered in the Mainland China represent the best effort made by the directors of the Company (the "Directors") to translate the Chinese names as these companies have not been registered with any official English names.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the periods or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 2.1 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 ("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 and in the period covered by the Interim Comparative Financial Information.

The Historical Financial Information has been prepared under the historical cost convention except for equity investments designated at fair value through other comprehensive income, debt investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss which have been measured at fair value at the end of each Relevant Periods and in the period covered by the Interim Comparative Financial Information.

### Basis of consolidation

The Historical Financial Information includes the financial information 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 information of the subsidiaries is prepared for the same Relevant Periods as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.



## 2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

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

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

- 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 revised IFRS Accounting Standards upon initial application. So far, the Group considers that these new and revised IFRS Accounting Standards, except for IFRS 18, may result in changes in accounting policies but are unlikely to have a significant impact on the Group's financial performance and financial position in the period of initial application. The application of IFRS 18 is not expected to have material impact on the financial position of the Group but is expected to affect the presentation of the statements of profit or loss and other comprehensive income and statement of cash flows and disclosures in the future financial information. The Group will continue to assess the impact of IFRS 18 on the Group's financial information.

## 2.3 MATERIAL ACCOUNTING POLICIES

### Investment in an associate

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of an associate is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of an associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investment in an associate.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

### Fair value measurement

The Group measures certain financial instruments at fair value at the end of each Relevant Periods. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- |         |   |   |
|---------|---|---|
| Level 1 | — | based on quoted prices (unadjusted) in active markets for identical assets or liabilities   |
| Level 2 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable                              |

For assets and liabilities that are recognised in the 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 Relevant Periods.

#### **Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for a non-financial asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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 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 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 profit or loss in the period in which it arises.

#### **Related parties**

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
 or
- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

#### **Property, plant and equipment and depreciation**

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to 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:

Buildings	4.5%
Machine equipment	9.70% to 19.40%
Electronic equipment	32.33%
Transportation equipment	24.25%
Other equipment	19.40%
Renovation and leasehold improvement	Shorter of remaining lease terms and estimated useful lives

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 each 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 profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

#### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each Relevant Periods.

Intangible assets with definite useful lives are amortized on the straight-line basis over the following useful economic lives:

Software	3 to 10 years
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#### **Research and development costs**

All research costs are charged to 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 (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any 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. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. 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:

Properties	2 to 5 years
Leasehold land	30 to 50 years

*(b) Lease liabilities*

Lease liabilities are recognized 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 recognized 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 office and employee dormitory (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

**Investments and other financial assets***Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortized 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 profit or loss when the asset is derecognised, modified or impaired.

***Financial assets at fair value through other comprehensive income (debt instruments)***

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

***Financial assets designated at fair value through other comprehensive income (equity investments)***

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. 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 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 its 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 a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. Debt investments graded in the top investment categories are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk of debt investments since origination, the allowance will be based on the lifetime ECL.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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 and contract assets which apply the simplified approach as detailed below.

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

**Simplified approach**

For trade receivables 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 payables, financial liabilities included in other payables and accruals, interest-bearing bank borrowings, and financial liabilities at fair value through profit or loss.

**Subsequent measurement**

The subsequent measurement of financial liabilities depends on their classification as follows:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

*Financial liabilities at amortised cost (trade and other payables, loans and borrowings)*

After initial recognition, trade payables, other payables and accruals, interest-bearing bank borrowings, and financial liabilities measured at amortized cost, 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 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 profit or loss.

**Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

**Treasury shares**

Own equity instruments which are reacquired and held by the Company (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

**Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average method and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

**Cash and cash equivalents**

Cash and cash equivalents in the consolidated 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.

**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 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 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, associates and joint ventures, 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 carry forward 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 carry forward 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, associates and joint ventures, 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 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 or 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 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 recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to 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 profit or loss by way of a reduced depreciation charge.

### **Revenue recognition**

#### ***Revenue from contracts with customers***

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

#### ***Sales of products***

Revenue from the sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products for export sales and acceptance of the products for domestic sales.

A portion of the sales of products is on vendor-managed inventory ("VMI") arrangements where the products are delivered to the customers' locations for their use. The control of the products is transferred when the products are used by the customers.

Some customers signed contract for the moulds manufactured by the Group specifically to satisfy the promise to deliver products to the customers at stand-alone selling prices. Revenue from the sales of moulds is recognised at point in time when the moulds are accepted and confirmed by the customer or when the bulk orders to manufacture the specified products are made by the customer.

***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.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

**Contract liabilities**

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

**Contract costs**

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

**Share-based payments**

The Group operates share option scheme and restricted share scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration 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 on which they are granted. The fair value of restricted shares refers to the fair value of the underlying ordinary shares and the fair value of share options is determined using black-scholes model. Further details are included in note 35 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 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 profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service 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 awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

**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 subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

**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.

**Events after the reporting period**

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its financial statements but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

**Dividends**

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

**Foreign currencies**

The Historical Financial Information is presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of each Relevant Periods. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the Relevant Periods, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the Relevant Periods and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognized 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 recognized in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the average exchange rates of 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. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information:

##### *Recognition of income taxes and deferred tax assets*

Determining income tax provision involves judgement on the future tax treatment of certain transactions and when certain matters relating to the income taxes have not been confirmed by the local tax bureau. Management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

##### *Classification of financial assets*

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets. In determining the business model, the Group considers how the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel, the risks that affect the performance of the business model (and the financial assets held within) and, the way those risks are managed. In determining whether cash flows are going to be realised by collecting the financial assets' contractual cash flows, it is necessary for the Group to consider the reason, timing, frequency, and value of sales prior to the maturity date.

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each Relevant Periods, 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.

##### *Leases—Estimating the incremental borrowing rate ("IBR")*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay," which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

##### *Provision for expected credit losses on trade and notes receivables*

The Group uses a provision matrix to calculate ECLs for trade and notes receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each Relevant Periods, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade and notes receivables is disclosed in note 21 to the Historical Financial Information.

***Impairment of non-financial assets (other than goodwill)***

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each Relevant Periods. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

***Fair value of unlisted equity investments***

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 41 to the Historical Financial Information. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple, make estimates about the discount for lack of marketability, and/or adjust quoted prices in active markets. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as level 3. Further details are included in note 17 to the Historical Financial Information.

**4. OPERATING SEGMENT INFORMATION**

The Group manages its business as a whole for the purpose of making decision on resource allocation and performance assessment, therefore, no operating segment information is presented.

**Geographical information**

**(a) Revenue from external customers**

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(Unaudited)	
Mainland China . . . . .	1,006,143	1,048,786	1,312,193	886,830	1,110,004
Other countries/regions . . . . .	146,316	157,159	212,406	170,628	145,185
Total . . . . .	<u>1,152,459</u>	<u>1,205,945</u>	<u>1,524,599</u>	<u>1,057,458</u>	<u>1,255,189</u>

The revenue information above is based on the locations of the customers.

**(b) Non-current assets**

Most of the Group's non-current assets are located in Mainland China. Thus, no geographic information is presented.

**Information about major customers**

Revenue from each of the major customers, which accounted for 10% or more of the Group's revenue during the Relevant Period and in the period covered by the Interim Comparative Financial Information are set out below:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(Unaudited)	
Customer A . . . . .	149,593	197,133	269,059	187,481	207,926
Customer B . . . . .	N/A*	145,842	N/A*	N/A*	N/A*
Customer C . . . . .	N/A*	N/A*	N/A*	N/A*	126,466

\* The corresponding revenue of the customers are not disclosed as the revenue individually did not account for 10% or more of the Group's revenue during the respective period.

## 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Revenue from contracts with customers . . . . .	1,152,459	1,205,945	1,524,599	1,057,458	1,255,189

## Revenue from contracts with customers

## (a) Disaggregated revenue information

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
<b>Types of goods or services</b>					
Sales of products . . . . .	1,152,459	1,205,945	1,524,599	1,057,458	1,255,189
<b>Timing of revenue recognition</b>					
Products transferred at a point in time . . . . .	1,152,459	1,205,945	1,524,599	1,057,458	1,255,189

The following table shows the amounts of revenue recognised in the Relevant Periods and the nine months ended 30 September 2024 that were included in the contract liabilities at the beginning of the periods and recognised from performance obligations satisfied in previous periods:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the periods:					
Sale of products . . . . .	16,557	20,774	21,409	19,473	19,257
Total . . . . .	16,557	20,774	21,409	19,473	19,257

## (b) Performance obligations

Information about the Group's performance obligations is summarised below:

## Sales of products

The performance obligation is satisfied upon delivery or acceptance of the products and payment is mainly due within 30 to 150 days from delivery, where payment in advance is required for some customers.

As the contracts with customers are rendered in a short period of time, which is generally less than one year, the Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts.

*Other income and gains*

An analysis of other income and gains, net is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
<u>Other income</u>					
Government grants . . . . .	12,230	17,181	12,569	6,630	8,666
Additional deduction of value added tax and other tax reliefs . . . . .	1,257	5,678	8,367	7,146	5,687
Bank interest income . . . . .	14,629	6,524	9,439	7,070	5,932
Other interest income from debt investment at fair value through other comprehensive income . . . .	21,984	31,585	25,306	18,279	19,796
Investment income from financial assets at fair value through profit or loss . . . . .	10,004	21,061	17,427	11,879	8,882
Dividend income from equity investment at fair value through other comprehensive income . . . .	—	50	—	—	—
Others . . . . .	1,167	766	304	249	336
Total other income . . . . .	<u>61,271</u>	<u>82,845</u>	<u>73,412</u>	<u>51,253</u>	<u>49,299</u>
<u>Gains</u>					
Foreign exchange gains, net . . . . .	2,821	566	1,048	—	845
Fair value gains on financial assets at fair value through profit or loss . . . . .	3,650	15,317	19,896	17,793	8,500
Gain on disposal of items of right- of-use, net . . . . .	—	1,464	—	—	—
Total gains . . . . .	<u>6,471</u>	<u>17,347</u>	<u>20,944</u>	<u>17,793</u>	<u>9,345</u>
Total other income and gains . . . . .	<u>67,742</u>	<u>100,192</u>	<u>94,356</u>	<u>69,046</u>	<u>58,644</u>

**6. PROFIT BEFORE TAX**

The Group's profit before tax is arrived at after charging/(crediting):

Notes	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Cost of inventories sold* . . . . .	817,349	856,854	1,049,031	729,093	845,252
Depreciation of property, plant and equipment . . . . .	13 53,092	65,735	74,873	49,815	70,176
Depreciation of right of use assets . . . . .	15 11,955	4,117	5,212	3,606	4,080
Amortisation of intangible assets . . . . .	14 2,306	2,110	2,788	2,643	2,183
Research and development costs . . . . .	117,342	128,714	155,136	108,394	127,914
Auditor's remuneration . . . . .	700	853	866	651	732
Employee benefit expenses (excluding directors' and supervisors' remuneration (note 8)):					
– Salaries, bonuses, allowances and benefits in kind . . . . .	264,952	295,685	351,755	252,589	312,597
– Pension scheme contributions* . . . . .	22,043	25,414	35,032	25,161	30,405
– Share-based payment expenses . . . . .	2,271	(8,899)	4,704	1,176	9,788
Total . . . . .	<u>289,266</u>	<u>312,200</u>	<u>391,491</u>	<u>278,926</u>	<u>352,790</u>



	Notes	Year ended 31 December			Nine months ended 30 September	
		2022	2023	2024	2024	2025
		RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Impairment/(reversal of impairment) losses on financial assets, net:						
Impairment/(reversal of impairment) of trade and notes receivables, net . . .	21	3,760	6,351	7,319	1,644	(2,106)
Impairment of other receivables, net . . . . .		201	(47)	(985)	(294)	80
Total . . . . .		3,961	6,304	6,334	1,350	(2,026)
Fair value gains on financial assets at fair value through profit or loss . . . . .	5	(3,650)	(15,317)	(19,896)	(17,793)	(8,500)
Investment income from financial assets at fair value through profit or loss . . . . .	5	(10,004)	(21,061)	(17,427)	(11,879)	(8,882)
Foreign exchange (gains)/losses** . . . . .		(2,821)	(566)	(1,048)	1,896	(845)
Bank interest income . . . . .	5	(14,629)	(6,524)	(9,439)	(7,070)	(5,932)
Other interest income from debt investment at fair value through other comprehensive income . .	5	(21,984)	(31,585)	(25,306)	(18,279)	(19,796)
Government grants . . . . .	5	(12,230)	(17,181)	(12,569)	(6,630)	(8,666)
Additional deduction of value added tax and other tax reliefs . . . . .	5	(1,257)	(5,678)	(8,367)	(7,146)	(5,687)
Dividend income from equity investment at fair value through other comprehensive income . .	5	—	(50)	—	—	—
Share of (profits)/losses of an associate . . . . .		(99)	(683)	5,391	3,742	4,497
Write-down/(reversal of write-down) of inventories to net realisable value* . . . . .		7,537	411	3,550	4,557	(989)
Loss on disposal of items of property, plant and equipment, net** . . . . .		437	343	618	168	557
Loss on disposal of intangible assets** . . . . .		—	—	43	—	—
Loss/(gains) on disposal of items of right-of-use, net** . . . . .	5	158	(1,464)	81	81	—

\* The amounts disclosed for cost of inventories sold included the write-down of inventories to net realisable value.

\*\* The amounts included in “other income and gains” and “other expenses” in profit or loss.

## 7. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Interest on:					
Bank borrowings . . . . .	323	966	587	530	120
Discounted notes receivables . . .	1,773	1,478	1,626	1,652	2,014
Lease liabilities . . . . .	1,036	890	198	108	364
Total . . . . .	3,132	3,334	2,411	2,290	2,498

## 8. DIRECTORS' AND SUPERVISORS' REMUNERATION

The remuneration of each director and supervisor as recorded during the Relevant Periods and the nine months ended 30 September 2024, disclosed pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (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 set out below:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Fees . . . . .	249	264	276	207	236
Other emoluments:					
Salaries, allowances and benefits in kind . . . . .	4,042	4,240	4,331	2,971	3,059
Performance related bonuses . . . .	1,275	2,038	4,817	2,037	1,775
Share-based payment expenses . . .	48	(410)	560	140	1,354
Pension scheme contributions . . . .	245	251	293	216	226
Subtotal . . . . .	5,610	6,119	10,001	5,364	6,414
Total . . . . .	5,859	6,383	10,277	5,571	6,650

## (a) Independent non-executive directors

The fees paid to independent non-executive directors during the Relevant Periods and the nine months ended 30 September 2024 were as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Mr. Shen Xianfeng (note (i)) . . . . .	83	88	92	69	37
Dr. Zhou Changjiang (note (ii)) . . .	83	88	92	69	79
Mr. Hu Qing (note (iii)) . . . . .	83	88	32	32	–
Ms. Guo Xinmei (note (iv)) . . . . .	–	–	60	37	79
Mr. Lin Sen (note (xi)) . . . . .	–	–	–	–	41
Total . . . . .	249	264	276	207	236

## (b) Executive directors and supervisors

## Year ended 31 December 2022

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Li Haizhou . . . . .	742	242	41	–	1,025
Ms. Xie Yanling . . . . .	662	269	41	–	972
Mr. Ye Shubing (General Manager) . . . . .	744	240	41	24	1,049
Mr. Li Ping . . . . .	746	238	41	24	1,049
Supervisors:					
Mr. Zhen Xuejun (note (v)) . . . . .	426	116	27	–	569
Mr. Wang Lixin (note (vi)) . . . . .	366	81	27	–	474
Mr. You Zhanlong (note (vii)) . . . .	356	89	27	–	472
Total . . . . .	4,042	1,275	245	48	5,610

## Year ended 31 December 2023

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Li Haizhou . . . . .	780	420	40	–	1,240
Ms. Xie Yanling . . . . .	718	420	50	–	1,188
Mr. Ye Shubing (General Manager) . . . . .	780	420	40	(205)	1,035
Mr. Li Ping . . . . .	780	420	40	(205)	1,035
Supervisors:					
Mr. Zhen Xuejun (note (v)) . . . .	447	120	27	–	594
Mr. Wang Lixin (note (vi)) . . . .	363	108	27	–	498
Mr. You Zhanlong (note (vii)) . . .	372	130	27	–	529
Total . . . . .	4,240	2,038	251	(410)	6,119

## Year ended 31 December 2024

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Li Haizhou . . . . .	769	968	41	–	1,778
Ms. Xie Yanling . . . . .	667	984	73	–	1,724
Mr. Ye Shubing (General Manager) . . . . .	748	990	41	280	2,059
Mr. Li Ping . . . . .	774	968	41	280	2,063
Supervisors:					
Mr. Qi Cong (note (viii)) . . . . .	366	294	27	–	687
Mr. Liao Wenyuan (note (ix)) . . .	359	209	28	–	596
Mr. Zhang Xiaofeng (note (x)) . .	258	139	15	–	412
Mr. Zhen Xuejun (note (v)) . . . .	142	95	9	–	246
Mr. Wang Lixin (note (vi)) . . . .	122	76	9	–	207
Mr. You Zhanlong (note (vii)) . . .	126	94	9	–	229
Total . . . . .	4,331	4,817	293	560	10,001

## Nine months ended 30 September 2025

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Li Haizhou . . . . .	585	361	33	–	979
Ms. Xie Yanling . . . . .	497	399	60	–	956
Mr. Ye Shubing (General Manager) . . . . .	579	362	33	583	1,557
Mr. Li Ping . . . . .	591	361	33	583	1,568
Mr. Lu Zhiqiang . . . . .	299	118	18	188	623
Supervisors:					
Mr. Qi Cong (note (viii)) . . . . .	194	91	14	–	299
Mr. Liao Wenyuan (note (ix)) . . .	188	50	14	–	252
Mr. Zhang Xiaofeng (note (x)) . .	126	33	21	–	180
Total . . . . .	3,059	1,775	226	1,354	6,414

## Nine months ended 30 September 2024 (unaudited)

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Li Haizhou . . . . .	577	361	31	–	969
Ms. Xie Yanling . . . . .	433	399	54	–	886
Mr. Ye Shubing (General Manager) . . . . .	417	362	31	70	880
Mr. Li Ping . . . . .	579	361	31	70	1,041
Supervisors:					
Mr. Qi Cong (note (viii)) . . . . .	215	221	16	–	452
Mr. Liao Wenyuan (note (ix)) . . . . .	208	122	17	–	347
Mr. Zhang Xiaofeng (note (x)) . . . . .	152	75	9	–	236
Mr. Zhen Xuejun (note (v)) . . . . .	142	45	9	–	196
Mr. Wang Lixin (note (vi)) . . . . .	122	38	9	–	169
Mr. You Zhanlong (note (vii)) . . . . .	126	53	9	–	188
Total . . . . .	<u>2,971</u>	<u>2,037</u>	<u>216</u>	<u>140</u>	<u>5,364</u>

There was no arrangement under which directors or supervisors waived or agreed to waive any remuneration during the Relevant Periods and the nine months ended 30 September 2024.

During the Relevant Periods, certain directors were granted share options and restricted shares, in respect of the services to the Group, further details of which are set out in note 35 to the Historical Financial Information. The fair value of such awards, which has been recognized in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the Historical Financial Information for each of the Relevant Periods and the nine months ended 30 September 2024 is included in the above directors' and chief executive's remuneration disclosures.

## Notes:

- (i) Mr. Shen Xianfeng was appointed as an independent non-executive director of the Company with effect from 25 March 2019.
- (ii) Mr. Zhou Changjiang was appointed as an independent non-executive director of the Company with effect from 25 February 2021.
- (iii) Mr. Hu Qing was appointed as an independent non-executive director of the Company with effect from 1 November 2018 and resigned on 8 May 2024.
- (iv) Ms. Guo Xinmei was appointed as an independent non-executive director of the Company with effect from 8 May 2024.
- (v) Mr. Zhen Xuejun was appointed as a supervisor of the Company with effect from 26 December 2017 and resigned on 8 May 2024.
- (vi) Mr. Wang Lixin was appointed as a supervisor of the Company with effect from 26 December 2017 and resigned on 8 May 2024.
- (vii) Mr. You Zhanlong was appointed as a supervisor of the Company with effect from 26 December 2017 and resigned on 8 May 2024.
- (viii) Mr. Qi Cong was appointed as a supervisor of the Company with effect from 8 May 2024 and resigned on 19 May 2025.
- (ix) Mr. Liao Wenyuan was appointed as a supervisor of the Company with effect from 8 May 2024 and resigned on 19 May 2025.
- (x) Mr. Zhang Xiaofeng was appointed as a supervisor of the Company with effect from 8 May 2024 and resigned on 19 May 2025.
- (xi) Mr. Lin Sen was appointed as an independent non-executive director of the Company with effect from 8 May 2025.

## 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Relevant Periods and the nine months ended 30 September 2024 included 4, 4, 4, 4 and 4 directors, respectively, details of whose remuneration are set out in note 8 above. Details of the remuneration of the 1, 1, 1, 1 and 1 highest paid employees who are neither a director nor supervisor of the Group during the Relevant Periods and the nine months ended 30 September 2024 is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Salaries, allowances and benefits in kind . . . . .	451	534	609	457	458
Performance related bonuses . . . . .	300	333	764	285	285
Pension scheme contributions . . . . .	41	40	41	31	31
Share-based payment expenses . . . . .	24	(205)	250	65	545
Total . . . . .	816	702	1,664	838	1,319

The number of non-director and non-supervisor highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
				(Unaudited)	
	Numbers of employees				
Nil to HK\$1,000,000 . . . . .	1	1	–	1	–
HK\$1,000,001 to HK\$1,500,000 . . . . .	–	–	–	–	1
HK\$1,500,001 to HK\$2,000,000 . . . . .	–	–	1	–	–
Total . . . . .	1	1	1	1	1

During the Relevant Periods and the nine months ended 30 September 2024, no highest paid employees waived or agreed to waive any remuneration, and no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

## 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.

### Hong Kong

Pursuant to The Inland Revenue (Amendment) (No. 3) Ordinance 2018 (the Ordinance) for the two-tiered profits tax rates regime, the subsidiary incorporated in Hong Kong was subject to Hong Kong profits tax at the rate of 8.25% for the first HKD 2,000,000 and 16.5% for any estimated assessable profits exceeding HKD2,000,000 arising in Hong Kong during the Relevant Periods and the nine months ended 30 September 2024.

### Mainland China

The provision for corporate income tax in Mainland China is based on the statutory rate of 25% of the taxable profits determined in accordance with the Corporate Income Tax Law which was approved and became effective on 1 January 2008, except for certain subsidiaries of the Group in Mainland China which are granted tax concession and are taxed at preferential tax rates.

The Company was qualified as a High and New Technology Enterprise to enjoy a preferential income tax rate of 15% from 2022 to 2024.

Dongguan Zhaowei Electromechanical Co., Ltd was qualified as a High and New Technology Enterprise to enjoy a preferential income tax rate of 15% from 2023 to 2025.

These qualifications are subject to review by the relevant tax authority in Mainland China for every three years. The renewal of above qualifications of the Company for 2025 to 2027 has been obtained.

Pursuant to Caishui [2022] No. 13 “Announcement on Further implementing the income Tax Preferential Policies for Small Meagre-profit Enterprises” (關於進一步實施小微企業所得稅優惠政策的公告), **Suzhou Zhaowei Venture Capital Co., Ltd.** was qualified for Small Meagre-profit Enterprises and entitled to a preferential income tax rate of 20% on the 25% of taxable income exceeding RMB1,000,000 but less than RMB3,000,000 from 1 January 2022 to 30 September 2025.

Pursuant to Caishui [2023] No. 6 “Announcement on the Income Tax Preferential Policies for Small Meagre-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), **Suzhou Zhaowei Venture Capital Co., Ltd., Suzhou Zhaowei Industrial Technology Co., Ltd.** and **Shenzhen Zhaowei Dexterous Hand Technology Co., Ltd.** were qualified for Small Meagre-profit Enterprises and entitled to a preferential income tax rate of 20% on the 25% of taxable income not exceeding RMB1,000,000 from 1 January 2023 to 30 September 2025.

Pursuant to Caishui [2023] No. 12 “Announcement on the Income Tax Preferential Policies for Small Meagre-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), **Suzhou Zhaowei Venture Capital Co., Ltd., Suzhou Zhaowei Industrial Technology Co., Ltd.** and **Shenzhen Zhaowei Dexterous Hand Technology Co., Ltd.** were qualified for Small Meagre-profit Enterprises and entitled to a preferential income tax rate of 20% on the 25% of taxable income not exceeding RMB3,000,000 from 1 January 2023 to 31 December 2027.

In addition, during the Relevant Periods and the nine months ended 30 September 2024, certain small and low-profit subsidiaries of the Group in Mainland China can enjoy a 75% discount on taxable income between RMB 1,000,000 and RMB 3,000,000, and total taxable income are taxed at a preferential tax rate of 20%.

The income tax expense of the Group for the Relevant Periods and nine months ended 30 September 2024 is analysed as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Current tax expense . . . . .	8,144	2,551	9,866	13,937	14,905
Deferred income tax . . . . .	110	9,701	9,431	(1,369)	2,223
Total . . . . .	8,254	12,252	19,297	12,568	17,128

A reconciliation of the tax expense applicable to profit before tax at the preferential tax rate for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the preferential tax rates) to the effective tax rates, are as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Profit before tax . . . . .	158,750	192,175	244,716	171,733	199,238
Tax at the preferential tax rate of 15% . . . . .	23,813	28,826	36,708	25,760	29,886
Effect of different tax rates enacted by local authorities . . . . .	1,973	(12)	72	(323)	443
Adjustments in respect of current tax of previous periods . . . . .	–	(65)	80	80	503
Profits and losses attributable to an associate . . . . .	(15)	(110)	808	561	674
Expenses not deductible for tax . . . . .	551	106	375	270	259
Additional deductible allowance for qualified research and development expenses . . . . .	(15,137)	(15,935)	(19,474)	(14,525)	(15,317)
Tax losses utilised from previous periods . . . . .	(839)	–	(84)	–	(29)
Additional deduction for scientific and technological innovation . . . . .	(2,152)	–	–	–	–
Effect on opening deferred tax of decrease in rates . . . . .	–	(892)	–	–	–
Recognition of tax losses and temporary differences not recognized in prior years . . . . .	–	–	–	–	(486)
Deductible temporary difference and tax losses not recognised . . . . .	60	334	812	745	1,195
Tax charge at the Group's effective tax rate . . . . .	8,254	12,252	19,297	12,568	17,128

According to the Corporate Income Tax Law, the Company and its subsidiaries are entitled to additional deduction of qualified research and development expenses from the taxable income. The additional deduction percentage was 100% from 1 January 2022 to 31 December 2027.

## 11. DIVIDENDS

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Dividends declared by the Company . . . . .	34,286	29,123	94,055	94,055	68,458

The dividends of RMB0.20, RMB0.17, RMB0.55 and RMB0.29 (inclusive of tax) for each ordinary share to all shareholders whose names were registered in the register of members and were entitled to participate in the distribution on the record date in respect of the years ended 31 December 2022, 2023, 2024 and the nine months ended 30 September 2025 were approved by the Annual General Meeting of the Company. The Company has paid dividends of RMB34,060,000, RMB28,881,000, RMB93,482,000 and RMB68,014,000 during the years ended 31 December 2022, 2023, 2024 and the nine months ended 30 September 2025, respectively. Pursuant to the resolution of the Annual General Meeting of shareholders of the Company on 29 March 2024, an issuance of bonus shares for all the registered shareholders of the Company on a basis of 4 shares for every 10 ordinary shares has been approved.

## 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit attributable to ordinary equity holders of the parent (excluding cash dividends allocated to restricted shares which are expected to be vested), and the weighted average number of ordinary shares in issue (excluding treasury shares) during the Relevant Periods and the nine months ended 30 September 2024. The additional shares arising from the issuance of bonus shares in 2024 are treated as if it had occurred before the beginning of 2022, the earliest period presented, for the earnings per share calculation.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, adjusted to reflect the outstanding share options and restricted shares contingently issuable. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares outstanding during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The number of the outstanding share options and restricted shares contingently issuable was not included in the diluted earnings per share calculation as the earnings-based contingencies were not met at 31 December 2022 and 31 December 2023, 30 September 2024 and 2025.

The calculations of basic and diluted earnings per share are based on:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
<u>Earnings</u>					
Profit attributable to ordinary equity holders of the parent . . . . .	<u>150,496</u>	<u>179,923</u>	<u>225,419</u>	<u>159,165</u>	<u>182,110</u>
Less: Cash dividend allocated to restricted shares which are expected to be vested . . . . .	<u>180</u>	<u>107</u>	<u>279</u>	<u>279</u>	<u>179</u>
	Number of shares				
	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	(Unaudited)				
<u>Shares</u>					
Weighted average number of ordinary shares in issue during the year/period, used in the basic earnings per share calculation ('000) . . . . .	238,941	238,941	238,941	238,941	239,067
Effect of dilution-weighted average number of ordinary shares:					
Share options and Restricted shares . . . . .	<u>—</u>	<u>—</u>	<u>337</u>	<u>—</u>	<u>—</u>
Weighted average number of ordinary shares used in the diluted earnings per share calculation ('000) . . . . .	238,941	238,941	239,278	238,941	239,067



## 13. PROPERTY, PLANT AND EQUIPMENT

## The Group

	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>31 December 2022</b>								
At 1 January 2022								
Cost . . . . .	142,931	273,314	5,468	13,739	31,615	34,284	256,881	758,232
Accumulated depreciation and impairment . . . . .	(33,859)	(94,556)	(3,767)	(6,980)	(18,627)	(20,657)	–	(178,446)
Net carrying amount . . . . .	<u>109,072</u>	<u>178,758</u>	<u>1,701</u>	<u>6,759</u>	<u>12,988</u>	<u>13,627</u>	<u>256,881</u>	<u>579,786</u>
At 1 January 2022, net of accumulated depreciation and impairment . . . . .	109,072	178,758	1,701	6,759	12,988	13,627	256,881	579,786
Additions . . . . .	–	25,363	689	3,204	9,683	63	183,307	222,309
Transfers . . . . .	342,602	23,121	–	–	–	2,807	(368,530)	–
Depreciation provided during the year . . . . .	(11,591)	(27,245)	(774)	(3,051)	(5,038)	(5,393)	–	(53,092)
Disposals . . . . .	–	(1,526)	(4)	(15)	(53)	–	–	(1,598)
At 31 December 2022, net of accumulated depreciation and impairment . . . . .	<u>440,083</u>	<u>198,471</u>	<u>1,612</u>	<u>6,897</u>	<u>17,580</u>	<u>11,104</u>	<u>71,658</u>	<u>747,405</u>
At 31 December 2022								
Cost . . . . .	485,533	317,676	6,030	16,602	40,050	34,355	71,658	971,904
Accumulated depreciation and impairment . . . . .	(45,450)	(119,205)	(4,418)	(9,705)	(22,470)	(23,251)	–	(224,499)
Net carrying amount . . . . .	<u>440,083</u>	<u>198,471</u>	<u>1,612</u>	<u>6,897</u>	<u>17,580</u>	<u>11,104</u>	<u>71,658</u>	<u>747,405</u>
	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>31 December 2023</b>								
At 1 January 2023								
Cost . . . . .	485,533	317,676	6,030	16,602	40,050	34,355	71,658	971,904
Accumulated depreciation and impairment . . . . .	(45,450)	(119,205)	(4,418)	(9,705)	(22,470)	(23,251)	–	(224,499)
Net carrying amount . . . . .	<u>440,083</u>	<u>198,471</u>	<u>1,612</u>	<u>6,897</u>	<u>17,580</u>	<u>11,104</u>	<u>71,658</u>	<u>747,405</u>
At 1 January 2023, net of accumulated depreciation and impairment . . . . .	440,083	198,471	1,612	6,897	17,580	11,104	71,658	747,405
Additions . . . . .	–	22,840	368	1,897	9,536	82	223,787	258,510
Transfers . . . . .	9,969	23,544	–	–	–	8,287	(41,800)	–
Depreciation provided during the year . . . . .	(21,985)	(29,126)	(740)	(3,494)	(6,024)	(4,366)	–	(65,735)
Disposals . . . . .	–	(1,612)	–	(20)	(156)	(474)	–	(2,262)
At 31 December 2023, net of accumulated depreciation and impairment . . . . .	<u>428,067</u>	<u>214,117</u>	<u>1,240</u>	<u>5,280</u>	<u>20,936</u>	<u>14,633</u>	<u>253,645</u>	<u>937,918</u>
At 31 December 2023								
Cost . . . . .	495,502	361,893	6,398	18,340	48,949	42,251	253,645	1,226,978
Accumulated depreciation and impairment . . . . .	(67,435)	(147,776)	(5,158)	(13,060)	(28,013)	(27,618)	–	(289,060)
Net carrying amount . . . . .	<u>428,067</u>	<u>214,117</u>	<u>1,240</u>	<u>5,280</u>	<u>20,936</u>	<u>14,633</u>	<u>253,645</u>	<u>937,918</u>

# APPENDIX I

# ACCOUNTANTS' REPORT

	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>31 December 2024</b>								
At 1 January 2024								
Cost . . . . .	495,502	361,893	6,398	18,340	48,949	42,251	253,645	1,226,978
Accumulated depreciation and impairment . . . . .	(67,435)	(147,776)	(5,158)	(13,060)	(28,013)	(27,618)	–	(289,060)
Net carrying amount . . . . .	<u>428,067</u>	<u>214,117</u>	<u>1,240</u>	<u>5,280</u>	<u>20,936</u>	<u>14,633</u>	<u>253,645</u>	<u>937,918</u>
At 1 January 2024, net of accumulated depreciation and impairment . . . . .	428,067	214,117	1,240	5,280	20,936	14,633	253,645	937,918
Additions . . . . .	–	78,861	1,393	1,490	9,553	1,431	71,676	164,404
Transfers . . . . .	284,081	18,866	–	–	–	4,361	(307,308)	–
Depreciation provided during the year . . . . .	(22,344)	(36,810)	(600)	(3,045)	(6,730)	(5,344)	–	(74,873)
Disposals . . . . .	–	(2,881)	(15)	(104)	(495)	(181)	–	(3,676)
At 31 December 2024, net of accumulated depreciation and impairment . . . . .	<u>689,804</u>	<u>272,153</u>	<u>2,018</u>	<u>3,621</u>	<u>23,264</u>	<u>14,900</u>	<u>18,013</u>	<u>1,023,773</u>
At 31 December 2024								
Cost . . . . .	779,583	452,762	7,303	19,679	56,776	47,862	18,013	1,381,978
Accumulated depreciation and impairment . . . . .	(89,779)	(180,609)	(5,285)	(16,058)	(33,512)	(32,962)	–	(358,205)
Net carrying amount . . . . .	<u>689,804</u>	<u>272,153</u>	<u>2,018</u>	<u>3,621</u>	<u>23,264</u>	<u>14,900</u>	<u>18,013</u>	<u>1,023,773</u>
	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>30 September 2025</b>								
At 1 January 2025								
Cost . . . . .	779,583	452,762	7,303	19,679	56,776	47,862	18,013	1,381,978
Accumulated depreciation and impairment . . . . .	(89,779)	(180,609)	(5,285)	(16,058)	(33,512)	(32,962)	–	(358,205)
Net carrying amount . . . . .	<u>689,804</u>	<u>272,153</u>	<u>2,018</u>	<u>3,621</u>	<u>23,264</u>	<u>14,900</u>	<u>18,013</u>	<u>1,023,773</u>
At 1 January 2025, net of accumulated depreciation and impairment . . . . .	689,804	272,153	2,018	3,621	23,264	14,900	18,013	1,023,773
Additions . . . . .	–	51,817	2,363	1,462	10,873	184	47,344	114,043
Transfers . . . . .	–	12,525	–	–	–	4,006	(16,531)	–
Depreciation provided during the period . . . . .	(26,346)	(31,802)	(585)	(1,639)	(5,902)	(3,902)	–	(70,176)
Disposals . . . . .	–	(637)	–	(2)	(29)	–	–	(668)
At 30 September 2025, net of accumulated depreciation and impairment . . . . .	<u>663,458</u>	<u>304,056</u>	<u>3,796</u>	<u>3,442</u>	<u>28,206</u>	<u>15,188</u>	<u>48,826</u>	<u>1,066,972</u>
At 30 September 2025								
Cost . . . . .	779,583	514,052	9,666	21,059	67,133	52,052	48,826	1,492,371
Accumulated depreciation and impairment . . . . .	(116,125)	(209,996)	(5,870)	(17,617)	(38,927)	(36,864)	–	(425,399)
Net carrying amount . . . . .	<u>663,458</u>	<u>304,056</u>	<u>3,796</u>	<u>3,442</u>	<u>28,206</u>	<u>15,188</u>	<u>48,826</u>	<u>1,066,972</u>

## The Company

	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>31 December 2022</b>								
At 1 January 2022								
Cost . . . . .	130,412	273,314	5,468	13,706	31,519	34,157	17,203	505,779
Accumulated depreciation and impairment . . . . .	(33,625)	(94,556)	(3,766)	(6,975)	(18,627)	(20,640)	–	(178,189)
Net carrying amount . . . . .	<u>96,787</u>	<u>178,758</u>	<u>1,702</u>	<u>6,731</u>	<u>12,892</u>	<u>13,517</u>	<u>17,203</u>	<u>327,590</u>
At 1 January 2022, net of accumulated depreciation and impairment . . . . .	96,787	178,758	1,702	6,731	12,892	13,517	17,203	327,590
Additions . . . . .	–	28,185	652	1,255	585	46	9,873	40,596
Transfers . . . . .	–	10,056	–	–	–	1,781	(11,837)	–
Depreciation provided during the year . . . . .	(5,888)	(24,546)	(772)	(2,941)	(4,419)	(5,291)	–	(43,857)
Disposals . . . . .	–	(48,868)	(4)	(145)	(643)	–	–	(49,660)
At 31 December 2022, net of accumulated depreciation and impairment . . . . .	<u>90,899</u>	<u>143,585</u>	<u>1,578</u>	<u>4,900</u>	<u>8,415</u>	<u>10,053</u>	<u>15,239</u>	<u>274,669</u>
At 31 December 2022								
Cost . . . . .	130,412	236,273	5,994	14,078	28,741	33,185	15,239	463,922
Accumulated depreciation and impairment . . . . .	(39,513)	(92,688)	(4,416)	(9,178)	(20,326)	(23,132)	–	(189,253)
Net carrying amount . . . . .	<u>90,899</u>	<u>143,585</u>	<u>1,578</u>	<u>4,900</u>	<u>8,415</u>	<u>10,053</u>	<u>15,239</u>	<u>274,669</u>
	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>31 December 2023</b>								
At 1 January 2023								
Cost . . . . .	130,412	236,273	5,994	14,078	28,741	33,185	15,239	463,922
Accumulated depreciation and impairment . . . . .	(39,513)	(92,688)	(4,416)	(9,178)	(20,326)	(23,132)	–	(189,253)
Net carrying amount . . . . .	<u>90,899</u>	<u>143,585</u>	<u>1,578</u>	<u>4,900</u>	<u>8,415</u>	<u>10,053</u>	<u>15,239</u>	<u>274,669</u>
At 1 January 2023, net of accumulated depreciation and impairment . . . . .	90,899	143,585	1,578	4,900	8,415	10,053	15,239	274,669
Additions . . . . .	–	8,608	295	699	6,273	32	18,306	34,213
Transfers . . . . .	–	10,485	–	–	–	3,952	(14,437)	–
Depreciation provided during the year . . . . .	(5,889)	(22,324)	(716)	(2,631)	(3,837)	(3,932)	–	(39,329)
Disposals . . . . .	–	(22,526)	(48)	(151)	(1,183)	(474)	–	(24,382)
At 31 December 2023, net of accumulated depreciation and impairment . . . . .	<u>85,010</u>	<u>117,828</u>	<u>1,109</u>	<u>2,817</u>	<u>9,668</u>	<u>9,631</u>	<u>19,108</u>	<u>245,171</u>
At 31 December 2023								
Cost . . . . .	130,412	208,048	6,219	13,579	29,371	36,695	19,108	443,432
Accumulated depreciation and impairment . . . . .	(45,402)	(90,220)	(5,110)	(10,762)	(19,703)	(27,064)	–	(198,261)
Net carrying amount . . . . .	<u>85,010</u>	<u>117,828</u>	<u>1,109</u>	<u>2,817</u>	<u>9,668</u>	<u>9,631</u>	<u>19,108</u>	<u>245,171</u>

	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>31 December 2024</b>								
At 1 January 2024								
Cost . . . . .	130,412	208,048	6,219	13,579	29,371	36,695	19,108	443,432
Accumulated depreciation and impairment . . . . .	(45,402)	(90,220)	(5,110)	(10,762)	(19,703)	(27,064)	–	(198,261)
Net carrying amount . . . . .	<u>85,010</u>	<u>117,828</u>	<u>1,109</u>	<u>2,817</u>	<u>9,668</u>	<u>9,631</u>	<u>19,108</u>	<u>245,171</u>
At 1 January 2024, net of accumulated depreciation and impairment . . . . .	85,010	117,828	1,109	2,817	9,668	9,631	19,108	245,171
Additions . . . . .	–	54,072	1,357	1,320	7,990	261	8,592	73,592
Transfers . . . . .	–	14,946	–	–	–	773	(15,719)	–
Depreciation provided during the year . . . . .	(5,889)	(22,058)	(556)	(2,171)	(3,698)	(3,831)	–	(38,203)
Disposals . . . . .	–	(19,529)	(15)	(54)	(942)	(181)	–	(20,721)
At 31 December 2024, net of accumulated depreciation and impairment . . . . .	<u>79,121</u>	<u>145,259</u>	<u>1,895</u>	<u>1,912</u>	<u>13,018</u>	<u>6,653</u>	<u>11,981</u>	<u>259,839</u>
At 31 December 2024								
Cost . . . . .	130,412	253,067	7,088	14,605	35,063	37,548	11,981	489,764
Accumulated depreciation and impairment . . . . .	(51,291)	(107,808)	(5,193)	(12,693)	(22,045)	(30,895)	–	(229,925)
Net carrying amount . . . . .	<u>79,121</u>	<u>145,259</u>	<u>1,895</u>	<u>1,912</u>	<u>13,018</u>	<u>6,653</u>	<u>11,981</u>	<u>259,839</u>
	Buildings	Machine equipment	Transportation equipment	Electronic equipment	Other equipment	Renovation and leasehold improvement	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>30 September 2025</b>								
At 1 January 2025								
Cost . . . . .	130,412	253,067	7,088	14,605	35,063	37,548	11,981	489,764
Accumulated depreciation and impairment . . . . .	(51,291)	(107,808)	(5,193)	(12,693)	(22,045)	(30,895)	–	(229,925)
Net carrying amount . . . . .	<u>79,121</u>	<u>145,259</u>	<u>1,895</u>	<u>1,912</u>	<u>13,018</u>	<u>6,653</u>	<u>11,981</u>	<u>259,839</u>
At 1 January 2025, net of accumulated depreciation and impairment . . . . .	79,121	145,259	1,895	1,912	13,018	6,653	11,981	259,839
Additions . . . . .	–	19,584	2,063	1,108	8,485	8	13,209	44,457
Transfers . . . . .	–	11,289	–	–	–	309	(11,598)	–
Depreciation provided during the period . . . . .	(4,417)	(16,838)	(526)	(772)	(3,355)	(2,306)	–	(28,214)
Disposals . . . . .	–	(35,578)	–	(18)	(437)	–	–	(36,033)
At 30 September 2025, net of accumulated depreciation and impairment . . . . .	<u>74,704</u>	<u>123,716</u>	<u>3,432</u>	<u>2,230</u>	<u>17,711</u>	<u>4,664</u>	<u>13,592</u>	<u>240,049</u>
At 30 September 2025								
Cost . . . . .	130,412	245,802	9,151	15,526	42,857	37,865	13,592	495,205
Accumulated depreciation and impairment . . . . .	(55,708)	(122,086)	(5,719)	(13,296)	(25,146)	(33,201)	–	(255,156)
Net carrying amount . . . . .	<u>74,704</u>	<u>123,716</u>	<u>3,432</u>	<u>2,230</u>	<u>17,711</u>	<u>4,664</u>	<u>13,592</u>	<u>240,049</u>

## 14. INTANGIBLE ASSETS

## The Group

Software	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January				
Cost . . . . .	14,784	20,130	21,594	24,222
Accumulated amortisation and impairment . . .	(4,463)	(6,769)	(8,879)	(11,651)
Net carrying amount . . . . .	10,321	13,361	12,715	12,571
At 1 January, net of accumulated amortisation and impairment . . . . .	10,321	13,361	12,715	12,571
Additions . . . . .	5,346	1,464	2,687	1,199
Amortisation provided during the year/period .	(2,306)	(2,110)	(2,788)	(2,183)
Disposals . . . . .	—	—	(43)	—
At 31 December/30 September net of accumulated amortisation and impairment . .	13,361	12,715	12,571	11,587
At 31 December/30 September				
Cost . . . . .	20,130	21,594	24,222	25,421
Accumulated amortisation and impairment . . .	(6,769)	(8,879)	(11,651)	(13,834)
Net carrying amount . . . . .	13,361	12,715	12,571	11,587

## The Company

Software	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January				
Cost . . . . .	14,784	20,130	20,424	23,051
Accumulated amortisation and impairment . . .	(4,463)	(6,769)	(8,829)	(11,484)
Net carrying amount . . . . .	10,321	13,361	11,595	11,567
At 1 January, net of accumulated amortisation and impairment . . . . .	10,321	13,361	11,595	11,567
Additions . . . . .	5,346	294	2,687	858
Amortisation provided during the year/period .	(2,306)	(2,060)	(2,671)	(2,084)
Disposals . . . . .	—	—	(44)	(67)
At 31 December/30 September, net of accumulated amortisation and impairment . .	13,361	11,595	11,567	10,274
At 31 December/30 September				
Cost . . . . .	20,130	20,424	23,051	23,796
Accumulated amortisation and impairment . . .	(6,769)	(8,829)	(11,484)	(13,522)
Net carrying amount . . . . .	13,361	11,595	11,567	10,274

## 15. LEASES

## The Group as a lessee

The Group has lease contracts for various items of properties, and leasehold land. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of properties generally have lease term between 2 and 5 years.

(a) *Right-of-use assets*

The carrying amounts of right-of-use assets and the movements during the Relevant Periods are as follows:

	Properties	Leasehold land	Total
	RMB'000	RMB'000	RMB'000
At 1 January 2022 . . . . .	27,047	29,841	56,888
Additions . . . . .	1,148	8,659	9,807
Depreciation charge . . . . .	(11,061)	(894)	(11,955)
Disposal . . . . .	(1,825)	–	(1,825)
At 31 December 2022 . . . . .	15,309	37,606	52,915
At 1 January 2023 . . . . .	15,309	37,606	52,915
Depreciation charge . . . . .	(3,199)	(918)	(4,117)
Disposal . . . . .	(8,072)	–	(8,072)
At 31 December 2023 . . . . .	4,038	36,688	40,726
At 1 January 2024 . . . . .	4,038	36,688	40,726
Additions . . . . .	12,439	–	12,439
Depreciation charge . . . . .	(4,294)	(918)	(5,212)
Disposal . . . . .	(644)	–	(644)
At 31 December 2024 . . . . .	11,539	35,770	47,309
At 1 January 2025 . . . . .	11,539	35,770	47,309
Depreciation charge . . . . .	(3,392)	(688)	(4,080)
At 30 September 2025 . . . . .	8,147	35,082	43,229

(b) *Lease liabilities*

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Carrying amount at 1 January . . . . .	29,041	17,169	4,125	11,623
New leases . . . . .	1,148	–	12,439	–
Disposal . . . . .	(1,667)	(9,536)	(563)	–
Accretion of interest recognised during the year/period . . . . .	1,036	890	198	364
Lease payments . . . . .	(12,389)	(4,398)	(4,576)	(3,674)
Carrying amount at 31 December/ 30 September . . . . .	17,169	4,125	11,623	8,313
Analysed into:				
Current portion . . . . .	9,881	3,841	4,434	4,124
Non-current portion . . . . .	7,288	284	7,189	4,189
Total . . . . .	17,169	4,125	11,623	8,313

The maturity analysis of lease liabilities is disclosed in note 42 to the Historical Financial Information.

(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
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Interest on lease liabilities . . . . .	1,036	890	198	108	364
Depreciation charge of right-of-use assets . . . . .	11,955	4,117	5,212	3,606	4,080
Total amount recognised in profit or loss . . . . .	12,991	5,007	5,410	3,714	4,444

(d) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 36(c) and note 42 to the Historical Financial Information, respectively.

#### The Company as a lessee

The Company has lease contracts for various items of properties. Leases of properties generally have lease term between 2 and 5 years.

#### (a) Right-of-use assets

The carrying amounts of right-of-use assets and the movements during the Relevant Periods are as follows:

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January . . . . .	27,047	15,271	4,038	15,271
Additions . . . . .	1,077	–	17,100	–
Depreciation charge . . . . .	(11,028)	(3,166)	(5,234)	(4,047)
Disposal . . . . .	(1,825)	(8,067)	(633)	–
At 31 December/30 September . . . . .	15,271	4,038	15,271	11,224

#### (b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Carrying amount at 1 January . . . . .	29,041	17,127	4,125	15,643
New leases . . . . .	1,077	–	17,100	–
Disposal . . . . .	(4,653)	(7,181)	(293)	–
Accretion of interest recognised during the year/period . . . . .	1,035	890	399	394
Lease payments . . . . .	(9,373)	(6,711)	(5,688)	(4,251)
Carrying amount at 31 December/30 September . . . . .	17,127	4,125	15,643	11,786
Analysed into: . . . . .				
Current portion . . . . .	9,839	3,841	5,083	4,836
Non-current portion . . . . .	7,288	284	10,560	6,950
Total . . . . .	17,127	4,125	15,643	11,786



(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
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Interest on lease liabilities . . . . .	1,035	890	399	259	394
Depreciation charge of right-of-use assets . . . . .	11,028	3,166	5,234	3,606	4,047
Total . . . . .	12,063	4,056	5,633	3,865	4,441

## 16. INVESTMENTS IN SUBSIDIARIES

### The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Unlisted shares, at cost . . . . .	343,605	424,082	535,541	506,336

## 17. EQUITY INVESTMENTS DESIGNED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

### The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Equity investments designated at fair value through other comprehensive income				
Unlisted equity investments, at fair value:				
Wuhan Digital Design and Manufacturing Innovation Center Co., Ltd . . . . .	17,767	16,759	16,120	15,033
Shenzhen Guochuang Embodied Intelligent Robot Co., Ltd . . . . .	—	900	900	527
Tujian Technology (Beijing) Co., Ltd . . . . .	—	—	—	20,000
Total . . . . .	17,767	17,659	17,020	35,560

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

### The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Equity investments designated at fair value through other comprehensive income				
Unlisted equity investments, at fair value:				
Wuhan Digital Design and Manufacturing Innovation Center Co., Ltd . . . . .	17,767	16,759	16,120	15,033
Shenzhen Guochuang Embodied Intelligent Robot Co., Ltd . . . . .	—	900	900	527
Total . . . . .	17,767	17,659	17,020	15,560

## 18. INVESTMENT IN AN ASSOCIATE

## The Group and the Company

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Investment in an associate . . . . .	67,321	68,003	62,613	58,078

Particulars of the material associate are as follows:

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activity
Linked Intelligent Technology Co., Ltd. ("Linked Intelligent") . . .	Ordinary Shares	Shanghai	14.22%*	Technology promotion and application services

The Group's shareholdings in the associate all comprise equity shares held by the Company. The Company has significant influence over Linked Intelligent as it has the power to participate in the financial and operating policy decisions of the entity by appointing a director in the board.

\* On 30 June 2022, the Company subscribed 15% equity interest of Linked Intelligent with consideration of RMB67,222,000. On 30 September 2024, a new independent investor subscribed 5.17% equity interest of Linked Intelligent with consideration of RMB30,000,000. The payment was made in three installments: RMB10,000,000 was paid in July 2024, RMB10,000,000 in February 2025, and RMB10,000,000 in July 2025. As at 30 September 2025, the Company's shareholding was diluted to 14.22%.

The Group's trade receivable balances with the associate are disclosed in note 38 to the Historical Financial Information.

The following table illustrates the summarised financial information in respect of Linked Intelligent adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Current assets . . . . .	92,790	103,371	71,705	161,956
Non-current assets, excluding goodwill . . . . .	41,892	49,418	60,373	66,952
Current liabilities . . . . .	15,011	28,637	39,967	150,830
Non-current liabilities . . . . .	10,785	7,877	3,965	2,980
Net assets . . . . .	108,886	116,275	88,146	75,098
Reconciliation to the Group's interest in the associate:				
Proportion of the Group's ownership . . . . .	15%	15%	14.73%	14.22%
Group's share of net assets of the associate, excluding goodwill . . . . .	16,333	17,441	12,986	10,682
Goodwill on acquisition (less cumulative impairment) . . . . .	54,919	54,919	53,938	52,079
Adjustments . . . . .	(3,931)	(4,357)	(4,311)	(4,683)
Carrying amount of the investment . . . . .	67,321	68,003	62,613	58,078
	Year ended 31 December			Nine months ended 30 September 2025
	2022	2023	2024	
Revenue . . . . .	60,245	92,172	67,799	63,958
Profit/(loss) for the year/period . . . . .	5,361	7,389	(39,588)	(35,878)
Total comprehensive income/(losses) for the year/period . . . . .	5,361	7,389	(39,588)	(35,878)

As at the end of the Relevant Periods, the Group performed an impairment assessment on the investment in Linked Intelligent and the recoverable amount of the investment in the associate has been determined based on fair value less cost of disposal by references to the latest transaction prices. Based on the impairment assessment, the recoverable amount of the investment in the associate has exceeded its carrying amount and accordingly no impairment is required.

## 19. OTHER NON-CURRENT ASSETS

## The Group

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Prepayments for property, plant and equipment . . . . .	8,294	11,166	17,530	23,650
Others . . . . .	215	360	–	–
Total . . . . .	8,509	11,526	17,530	23,650

## The Company

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Prepayments for property, plant and equipment . . . . .	2,717	1,665	4,423	5,859
Others . . . . .	161	360	–	–
Total . . . . .	2,878	2,025	4,423	5,859

## 20. INVENTORIES

## The Group

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Raw materials . . . . .	80,536	67,868	82,863	101,161
Work in progress . . . . .	19,274	20,460	25,005	38,590
Finished goods . . . . .	55,778	43,024	50,787	35,301
Goods in transit . . . . .	16,095	31,842	23,796	30,680
Outsourced processing materials . . . . .	955	1,274	1,673	1,596
Total . . . . .	172,638	164,468	184,124	207,328

## The Company

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Raw materials . . . . .	60,707	35,188	34,681	28,979
Work in progress . . . . .	16,710	17,892	20,232	25,925
Finished goods . . . . .	44,641	32,663	32,718	17,782
Goods in transit . . . . .	16,095	30,815	23,522	29,174
Outsourced processing materials . . . . .	793	912	1,072	615
Total . . . . .	138,946	117,470	112,225	102,475

## 21. TRADE AND NOTES RECEIVABLES

## The Group

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Notes receivables . . . . .	14,883	13,636	30,995	40,919
Trade receivables . . . . .	388,154	445,957	579,686	543,196
Subtotal . . . . .	403,037	459,593	610,681	584,115
Less: impairment of notes receivables . . . . .	–	(144)	(874)	(553)
Less: impairment of trade receivables . . . . .	(19,522)	(25,724)	(32,312)	(30,527)
Net carrying amount . . . . .	383,515	433,725	577,495	553,035

**The Company**

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Notes receivables . . . . .	14,883	13,306	14,997	24,318
Trade receivables . . . . .	385,899	436,275	505,634	500,493
Due from subsidiaries . . . . .	8,228	2,607	10,254	40,474
Subtotal . . . . .	409,010	452,188	530,885	565,285
Less: impairment of notes receivables . . . . .	–	(144)	(82)	(30)
Less: impairment of trade receivables . . . . .	(19,410)	(25,180)	(28,550)	(28,272)
Net carrying amount . . . . .	389,600	426,864	502,253	536,983

The Group's trading terms with its customers are mainly on credit. For large and medium-sized customers with large scale and good reputation, the Group generally gives a credit period of 30 to 150 days. In terms of mould sales, in order to reduce the risk of product development, except for a small number of large and medium-sized customers with long-term cooperation and good reputation, the Group usually requires part of the payment in advance after signing the mould contract and collects the remaining amount after the product is finally confirmed by the customer or receiving a large number of orders.

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Long ageing balances are reviewed regularly by senior management. In view of the fact that the Group's trade and notes receivables related to a large number of diversified counterparties, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and notes receivable balances.

Included in the Group's trade receivables are amounts due from the Group's related parties of nil, RMB23,000, RMB73,000, and RMB1,001,000 as at 31 December 2022, 2023, 2024 and 30 September 2025 (note 38), respectively, which are repayable on credit terms similar to those offered to the major customers of the Group.

An ageing analysis of the trade and notes receivables as at the end of each Relevant Periods, based on revenue recognition date and net of loss allowance, is as follows:

**The Group**

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year . . . . .	383,233	432,946	577,369	552,507
Over 1 year . . . . .	282	779	126	528
Total . . . . .	383,515	433,725	577,495	553,035

**The Company**

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year . . . . .	389,319	426,044	501,062	535,285
Over 1 year . . . . .	281	820	1,191	1,698
Total . . . . .	389,600	426,864	502,253	536,983

The movements in the loss allowance for impairment of trade and notes receivables are as follows:

**The Group**

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
At beginning of year/period . . . . .	15,762	19,522	25,868	33,186
Impairment losses, net (note 6) . . . . .	3,760	6,351	7,319	(2,106)
Amount written off as uncollectible . . . . .	–	(5)	(1)	–
At end of year/period . . . . .	19,522	25,868	33,186	31,080

## The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
At beginning of year/period . . . . .	15,746	19,410	25,324	28,632
Impairment losses . . . . .	3,664	5,919	3,309	(330)
Amount written off as uncollectible . . . . .	—	(5)	(1)	—
At end of year/period . . . . .	19,410	25,324	28,632	28,302

An impairment analysis is performed at the end of each of Relevant Periods using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the Relevant Periods about past events, current conditions and forecasts of future economic conditions. Trade receivables for which the counterparties failed to make the demanded repayments are defaulted receivables. The Group has provided full impairment for the defaulted receivables.

Set out below is the information about the credit risk exposure on the Group's trade and notes receivables using a provision matrix:

## The Group

At 31 December 2022

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	—	5%	32%	5%
Gross carrying amount (RMB'000) . . . . .	—	402,620	417	403,037
Expected credit losses (RMB'000) . . . . .	—	19,387	135	19,522

At 31 December 2023

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	100%	5%	27%	6%
Gross carrying amount (RMB'000) . . . . .	3,353	455,166	1,074	459,593
Expected credit losses (RMB'000) . . . . .	3,353	22,220	295	25,868

At 31 December 2024

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	100%	5%	55%	5%
Gross carrying amount (RMB'000) . . . . .	3,353	607,046	282	610,681
Expected credit losses (RMB'000) . . . . .	3,353	29,677	156	33,186

At 30 September 2025

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	100%	5%	29%	5%
Gross carrying amount (RMB'000) . . . . .	3,353	580,015	747	584,115
Expected credit losses (RMB'000) . . . . .	3,353	27,508	219	31,080

**The Company**

At 31 December 2022

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	—	5%	32%	5%
Gross carrying amount (RMB'000) . . . . .	—	400,365	417	400,782
Expected credit losses (RMB'000) . . . . .	—	19,275	135	19,410

At 31 December 2023

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	100%	5%	27%	6%
Gross carrying amount (RMB'000) . . . . .	3,290	445,218	1,073	449,581
Expected credit losses (RMB'000) . . . . .	3,290	21,739	295	25,324

At 31 December 2024

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	100%	5%	55%	5%
Gross carrying amount (RMB'000) . . . . .	3,290	517,059	282	520,631
Expected credit losses (RMB'000) . . . . .	3,290	25,186	156	28,632

At 30 September 2025

	Default receivables	Trade receivables ageing with		Total
		Less than 1 year	Over 1 year	
Expected credit loss rate . . . . .	100%	5%	40%	5%
Gross carrying amount (RMB'000) . . . . .	3,290	521,169	352	524,811
Expected credit losses (RMB'000) . . . . .	3,290	24,872	140	28,302

**22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS****The Group**

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	
Prepayments . . . . .	8,252	6,112	10,861	9,346
Deferred listing expenses . . . . .	—	—	—	11,432
Value-added tax recoverable . . . . .	12,467	19,036	25,039	30,598
Prepaid income tax . . . . .	4	4,085	—	6,506
Receivables from employees for share option exercises . . . . .	—	—	—	8,271
Other receivables . . . . .	4,510	4,737	5,742	5,150
Less: Impairment of other receivables . . . . .	(1,937)	(1,890)	(905)	(985)
Total . . . . .	23,296	32,080	40,737	70,318

**The Company**

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	
Prepayments . . . . .	8,057	5,439	9,830	6,945
Deferred listing expenses . . . . .	—	—	—	11,432
Value-added tax recoverable . . . . .	—	452	518	1,268
Prepaid income tax . . . . .	—	4,085	—	6,272
Receivables from employees for share option exercises . . . . .	—	—	—	8,271
Other receivables . . . . .	3,299	4,123	5,153	4,306
Due from subsidiaries . . . . .	657,171	408,869	477,003	487,051
Less: Impairment of other receivables . . . . .	(1,928)	(1,847)	(853)	(897)
Total . . . . .	666,599	421,121	491,651	524,648

The other receivables were interest-free and are not secured with collateral.

The financial assets included in the above balances relating to receivables were categorised in stage 1 at the end of each Relevant Periods. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking macroeconomic data. The Company estimated that the expected loss for its other receivables due from subsidiaries is minimal.

## 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Non-current asset</b>				
Wealth management products . . . . .	252,085	97,705	1,500	1,500
<b>Current asset</b>				
Wealth management products . . . . .	472,951	849,957	902,726	781,012

### The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Non-current asset</b>				
Wealth management products . . . . .	252,085	96,205	–	–
<b>Current asset</b>				
Wealth management products . . . . .	422,626	764,387	704,699	646,718

These wealth management products were issued by certified financial institution in Mainland China. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

## 24. DEBT INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

### The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Bank acceptance notes* . . . . .	16,796	11,450	20,596	107,304
Negotiable Certificate of Deposit** . . . . .	582,558	899,775	908,105	1,047,087
Total . . . . .	599,354	911,225	928,701	1,154,391

\* The bank acceptance notes were issued by reputable banks in Mainland China.

\*\* The Negotiable Certificate of Deposit, was denominated in RMB, with expected yield rates ranging from 1.65% to 3.85% per annum.

These bank acceptance notes and negotiable Certificate of Deposit were classified as financial assets at fair value through other comprehensive income as they are held within a business model with the objective of both collecting contractual cashflows and selling.

### The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Bank acceptance notes . . . . .	16,796	9,071	20,345	103,385
Negotiable Certificate of Deposit . . . . .	582,558	899,775	908,105	1,047,087
Total . . . . .	599,354	908,846	928,450	1,150,472



## 25. CASH AND CASH EQUIVALENTS, RESTRICTED BANK DEPOSITS AND TIME DEPOSITS

## The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Cash and bank balances . . . . .	145,014	91,734	224,817	211,312
Time deposits . . . . .	573,636	80,021	80,734	15,130
Restricted bank deposits* . . . . .	2,438	39,864	62	62
Subtotal . . . . .	721,088	211,619	305,613	226,504
Less:				
Time deposits with maturity over				
three months . . . . .	573,636	80,021	80,734	15,130
Restricted bank deposits . . . . .	2,438	39,864	62	62
Cash and cash equivalents . . . . .	145,014	91,734	224,817	211,312
Denominated in				
RMB . . . . .	63,497	39,698	93,321	43,412
USD . . . . .	76,693	44,832	122,728	148,194
EUR . . . . .	4,318	6,744	8,333	19,199
Others . . . . .	506	460	435	507
Total . . . . .	145,014	91,734	224,817	211,312

\* As at 31 December 2022, 2023, 2024 and 30 September 2025, the deposits of RMB2,384,000, RMB39,810,000, nil and nil, respectively, was restricted as guarantee deposit for notes payable.

## The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Cash and bank balances . . . . .	111,453	58,170	185,498	171,990
Time deposits . . . . .	156,368	80,021	80,734	15,130
Restricted bank deposits . . . . .	2,438	39,864	55	55
Subtotal . . . . .	270,259	178,055	266,287	187,175
Less:				
Time deposits with maturity over				
three months . . . . .	156,368	80,021	80,734	15,130
Restricted bank deposits . . . . .	2,438	39,864	55	55
Cash and cash equivalents . . . . .	111,453	58,170	185,498	171,990
Denominated in				
RMB . . . . .	40,756	13,676	61,017	25,033
USD . . . . .	66,904	39,108	119,785	136,742
EUR . . . . .	3,378	4,969	4,269	9,844
Others . . . . .	415	417	427	371
Total . . . . .	111,453	58,170	185,498	171,990

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business. Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and restricted bank deposits are deposited with creditworthy banks with no recent history of default.

## 26. INTEREST-BEARING BANK BORROWINGS

## The Group

	31 December 2022			31 December 2023			31 December 2024			30 September 2025		
	Effective Interest rate	Maturity	RMB'000	Effective Interest rate	Maturity	RMB'000	Effective Interest rate	Maturity	RMB'000	Effective Interest rate	Maturity	RMB'000
<b>Current</b>												
Bank loans – unsecured . . . . .	3%	within 2023	29,027	2.55%	within 2024	35,027	2.27%	within 2025	9,006	–	–	–
Discounted notes receivable – unsecured . . . . .	1%-2.04%	within 2023	10,712	0.9%-1.4%	within 2024	5,954	0.65%-1.15%	within 2025	82,171	0.63%-1.05%	within 2026	144,494
Discounted letter of credit – unsecured . . . . .			–			–	0.92%	within 2025	49,803	–	–	–
<b>Total . . . . .</b>			<u>39,739</u>			<u>40,981</u>			<u>140,980</u>			<u>144,494</u>

## The Company

	31 December 2022			31 December 2023			31 December 2024			30 September 2025		
	Effective Interest rate	Maturity	RMB'000	Effective Interest rate	Maturity	RMB'000	Effective Interest rate	Maturity	RMB'000	Effective Interest rate	Maturity	RMB'000
<b>Current</b>												
Bank loans – unsecured . . . . .	3%	within 2023	29,027	2.55%	within 2024	35,027	2.27%	within 2025	9,006	–	–	–
Discounted notes receivable – unsecured . . . . .	1%-2.04%	within 2023	10,711	0.9%-1.4%	within 2024	5,954	0.65%-1.15%	within 2025	2,232	0.79%-1.05%	within 2025	4,517
<b>Total . . . . .</b>			<u>39,738</u>			<u>40,981</u>			<u>11,238</u>			<u>4,517</u>

## Notes:

- (a) All loans are denominated in RMB.
- (b) All loans are matured within one year.

## 27. TRADE AND NOTES PAYABLES

## The Group

	31 December			30 September 2025
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables . . . . .	191,613	200,611	251,757	246,441
Notes payables . . . . .	154,732	208,067	182,578	200,572
<b>Total . . . . .</b>	<u>346,345</u>	<u>408,678</u>	<u>434,335</u>	<u>447,013</u>

## The Company

	31 December			30 September 2025
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables due to subsidiaries . . . . .	391	160,842	220,409	65,479
Trade payables due to third parties . . . . .	150,765	122,920	126,046	93,115
Notes payables . . . . .	154,783	200,532	268,049	340,691
<b>Total . . . . .</b>	<u>305,939</u>	<u>484,294</u>	<u>614,504</u>	<u>499,285</u>

The trade payables are non-interest-bearing and are normally settled on 180-days terms.

An ageing analysis of the trade and notes payables at the end of each Relevant Periods, based on the invoice date, is as follows:

### The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year . . . . .	345,367	405,976	433,607	445,981
1 to 2 years . . . . .	789	1,874	37	341
2 to 3 years . . . . .	186	639	73	28
Over 3 years . . . . .	3	189	618	663
Total . . . . .	346,345	408,678	434,335	447,013

### The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Within 1 year . . . . .	304,961	481,591	613,785	498,463
1 to 2 years . . . . .	789	1,875	28	131
2 to 3 years . . . . .	186	639	73	28
Over 3 years . . . . .	3	189	618	663
Total . . . . .	305,939	484,294	614,504	499,285

## 28. OTHER PAYABLES AND ACCRUALS

### The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Payroll payable . . . . .	44,285	52,042	69,004	58,156
Employee share scheme repurchase obligation . . . . .	14,911	7,783	26,959	13,047
Payable for endorsed notes receivable that are not derecognised . . . . .	—	300	1,556	5,701
Dividend payables* . . . . .	429	294	—	265
Other payables . . . . .	46,332	91,177	71,750	42,714
Other tax payables . . . . .	4,171	7,733	9,274	18,139
Total . . . . .	110,128	159,329	178,543	138,022

*Note:* For the endorsed notes receivable that the Group 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 notes receivables and associated liabilities. Further details are contained in note 40 to the Historical Financial Information.

\* Dividend payable is recognised for restricted shares, comprising RMB86,000 to be paid before listing, with the remainder of RMB179,000 to be paid upon the vesting date in August 2026.

Other payables are non-interest-bearing and have no fixed terms of settlement.

### The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Payroll payable . . . . .	42,924	47,831	60,379	44,112
Employee share scheme repurchase obligation . . . . .	14,911	7,783	26,959	13,047
Dividend payables . . . . .	429	294	—	265
Other payables . . . . .	39,777	6,288	7,670	34,058
Payable for endorsed notes receivable that are not derecognised . . . . .	—	—	1,556	1,395
Other tax payables . . . . .	3,956	5,394	8,720	13,512
Total . . . . .	101,997	67,590	105,284	106,389

## 29. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities at fair value through profit or loss:				
National debt reverse repurchase agreement .	—	—	21,536	—

## 30. CONTRACT LIABILITIES

## The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
<i>Short-term Advances received from customers</i>				
Sale of products . . . . .	20,774	21,409	19,257	13,298

## The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
<i>Short-term Advances received from customers</i>				
Sale of products . . . . .	19,158	20,121	13,126	8,320

Contract liabilities include payments from the customers based on sales order in advance of delivery of products under the contracts.

## 31. DEFERRED INCOME

## The Group

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Government grant* . . . . .	34,074	39,263	53,093	47,033
At beginning of the year/period . . . . .	28,213	34,074	39,263	53,093
Grants received during the year/period . . . . .	9,710	10,102	22,129	1,034
Amounts released to profit or loss during the year/period . . . . .	(3,849)	(4,913)	(8,299)	(7,094)
At end of the year/period . . . . .	34,074	39,263	53,093	47,033

## The Company

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Government grant* . . . . .	34,074	39,263	52,619	46,604
At beginning of the year/period . . . . .	28,213	34,074	39,263	52,619
Grants received during the year/period . . . . .	9,710	10,102	21,625	1,034
Amounts released to profit or loss during the year/period . . . . .	(3,849)	(4,913)	(8,269)	(7,049)
At end of the year/period . . . . .	34,074	39,263	52,619	46,604

\* The government grants mainly represent subsidies received from the government that relate to both expenses and assets. Government grants were released to profit or loss either over the periods that the expenses for which it is intended to compensate are expensed, or over the expected useful life of the relevant asset, when all attaching conditions and requirements are compliant with.

## 32. DEFERRED TAX

## The Group

## Deferred tax assets

	Impairment of trade and other receivables	Impairment of inventories	Impairment of property, plant and equipment	Tax losses	Leases liabilities	Equity- settled share-based payment	Unrealised profit from intercompany transactions	Government grants	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022 . . . . .	2,622	1,503	926	–	263	4,589	–	3,865	13,768
Credit/(charged) to profit or loss . . . . .	554	1,252	(254)	13,065	2,192	(20)	194	1,246	18,229
Deferred tax credited to other reserve during the year . . . . .	–	–	–	–	–	(3,429)	–	–	(3,429)
Gross deferred tax assets at 31 December 2022 . . . . .	3,176	2,755	672	13,065	2,455	1,140	194	5,111	28,568
At 31 December 2022 and 1 January 2023 . . . . .	3,176	2,755	672	13,065	2,455	1,140	194	5,111	28,568
Credit/(charged) to profit or loss . . . . .	986	(60)	(17)	(12,225)	(1,898)	(1,029)	278	778	(13,187)
Deferred tax credited to other reserve during the year . . . . .	–	–	–	–	–	(111)	–	–	(111)
Gross deferred tax assets at 31 December 2023 . . . . .	4,162	2,695	655	840	557	–	472	5,889	15,270
	Impairment of trade and other receivables	Impairment of inventories	Impairment of property, plant and equipment	Tax losses	Leases liabilities	Equity- settled share-based payment	Unrealised profit from intercompany transactions	Government grants	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2023 and 1 January 2024 . . . . .	4,162	2,695	655	840	557	–	472	5,889	15,270
Credit/(charged) to profit or loss . . . . .	940	533	(548)	(840)	1,790	789	(274)	2,075	4,465
Deferred tax credited to other reserve during the year . . . . .	–	–	–	–	–	2,286	–	–	2,286
Gross deferred tax assets at 31 December 2024 . . . . .	5,102	3,228	107	–	2,347	3,075	198	7,964	22,021
At 31 December 2024 and 1 January 2025 . . . . .	5,102	3,228	107	–	2,347	3,075	198	7,964	22,021
Credit/(charged) to profit or loss . . . . .	(334)	(952)	(16)	3,001	(579)	101	10	(909)	322
Deferred tax credited to other reserve during the period . . . . .	–	–	–	–	–	9,412	–	–	9,412
Gross deferred tax assets at 30 September 2025 . . . . .	4,768	2,276	91	3,001	1,768	12,588	208	7,055	31,755

*Deferred tax liabilities*

	Financial assets measured at fair value	Accrued interest income	Depreciation allowance in excess of related depreciation	Right-of-use assets	Equity investments designated at fair value through other comprehensive income	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022 . . . . .	—	—	25,723	—	—	25,723
Deferred tax charged to profit or loss during the year . . . . .	897	3,546	11,596	2,300	—	18,339
Gross deferred tax liabilities at 31 December 2022 . . . . .	897	3,546	37,319	2,300	—	44,062
At 31 December 2022 and 1 January 2023 . . . . .	897	3,546	37,319	2,300	—	44,062
Deferred tax charged to profit or loss during the year . . . . .	1,646	2,233	(5,617)	(1,748)	—	(3,486)
Gross deferred tax liabilities at 31 December 2023 . . . . .	2,543	5,779	31,702	552	—	40,576
At 31 December 2023 and 1 January 2024 . . . . .	2,543	5,779	31,702	552	—	40,576
Deferred tax charged to profit or loss during the year . . . . .	654	638	10,865	1,739	—	13,896
Gross deferred tax liabilities at 31 December 2024 . . . . .	3,197	6,417	42,567	2,291	—	54,472
At 31 December 2024 and 1 January 2025 . . . . .	3,197	6,417	42,567	2,291	—	54,472
Deferred tax charged to profit or loss during the period . . . . .	(1,429)	1,062	3,519	(607)	—	2,545
Deferred tax charged to other comprehensive income during the period . . . . .	—	—	—	—	1,527	1,527
Gross deferred tax liabilities at 30 September 2025 . . . . .	1,768	7,479	46,086	1,684	1,527	58,544

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statements of financial position.

Deferred tax assets have not been recognised in respect of the following items:

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Tax losses . . . . .	4,398	6,848	14,271	26,170
Deductible temporary differences . . . . .	23	14	74	198

The above accumulated tax losses will expire in one to ten years for offsetting against future taxable profits of the companies located in Mainland China in which the tax losses arose.

Deferred tax assets have not been recognised 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 in foreseeable future will be available against which the tax losses can be utilised.

## The Company

The movements in deferred tax assets and liabilities during the Relevant Periods are as follows:

*Deferred tax assets*

	Impairment of trade and other receivables	Impairment of inventories	Impairment of property, plant and equipment	Leases liabilities	Equity-settled share-based payment	Government grants	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022 . . . . .	2,622	1,503	926	263	4,589	3,865	13,768
(Debited)/credited to profit or loss . . . .	579	949	(253)	2,191	(36)	1,245	4,675
Deferred tax credited to other reserve during the year . . . . .	—	—	—	—	(3,429)	—	(3,429)
Gross deferred tax assets at 31 December 2022 . . . . .	<u>3,201</u>	<u>2,452</u>	<u>673</u>	<u>2,454</u>	<u>1,124</u>	<u>5,110</u>	<u>15,014</u>
At 31 December 2022 and 1 January 2023 . . . . .	3,201	2,452	673	2,454	1,124	5,110	15,014
(Debited)/credited to profit or loss . . . .	875	(747)	(18)	(1,897)	(1,013)	780	(2,020)
Deferred tax credited to other reserve during the year . . . . .	—	—	—	—	(111)	—	(111)
Gross deferred tax assets at 31 December 2023 . . . . .	<u>4,076</u>	<u>1,705</u>	<u>655</u>	<u>557</u>	<u>—</u>	<u>5,890</u>	<u>12,883</u>
At 31 December 2023 and 1 January 2024 . . . . .	4,076	1,705	655	557	—	5,890	12,883
Credited/(debited) to profit or loss . . . .	347	302	(548)	1,790	789	2,003	4,683
Deferred tax credited to other reserve during the year . . . . .	—	—	—	—	2,286	—	2,286
Gross deferred tax assets at 31 December 2024 . . . . .	<u>4,423</u>	<u>2,007</u>	<u>107</u>	<u>2,347</u>	<u>3,075</u>	<u>7,893</u>	<u>19,852</u>
At 31 December 2024 and 1 January 2025 . . . . .	4,423	2,007	107	2,347	3,075	7,893	19,852
Credited/(debited) to profit or loss . . . .	(43)	(968)	(16)	(579)	100	(904)	(2,410)
Deferred tax credited to other reserve during the period . . . . .	—	—	—	—	9,413	—	9,413
Gross deferred tax assets at 30 September 2025 . . . . .	<u>4,380</u>	<u>1,039</u>	<u>91</u>	<u>1,768</u>	<u>12,588</u>	<u>6,989</u>	<u>26,855</u>

*Deferred tax liabilities*

	Financial assets measured at fair value	Accrued interest income	Depreciation allowance in excess of related depreciation	Right-of-use assets	Equity investments designated at fair value through other comprehensive income	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022 . . . . .	—	—	25,723	—	—	25,723
Deferred tax charged/(credited) to profit or loss during the year . . . . .	897	3,546	(4,379)	2,300	—	2,364
Gross deferred tax liabilities at 31 December 2022 . . . . .	<u>897</u>	<u>3,546</u>	<u>21,344</u>	<u>2,300</u>	<u>—</u>	<u>28,087</u>
At 31 December 2022 and 1 January 2023 . . . . .	897	3,546	21,344	2,300	—	28,087
Deferred tax charged/(credited) to profit or loss during the year . . . . .	1,646	2,233	(4,135)	(1,748)	—	(2,004)
Gross deferred tax liabilities at 31 December 2023 . . . . .	<u>2,543</u>	<u>5,779</u>	<u>17,209</u>	<u>552</u>	<u>—</u>	<u>26,083</u>
At 31 December 2023 and 1 January 2024 . . . . .	2,543	5,779	17,209	552	—	26,083
Deferred tax charged/(credited) to profit or loss during the year . . . . .	(58)	638	5,174	1,739	—	7,493
Gross deferred tax liabilities at 31 December 2024 . . . . .	<u>2,485</u>	<u>6,417</u>	<u>22,383</u>	<u>2,291</u>	<u>—</u>	<u>33,576</u>



	Financial assets measured at fair value	Accrued interest income	Depreciation allowance in excess of related depreciation	Right-of-use assets	Equity investments designated at fair value through other comprehensive income	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2024 and 1 January 2025 . . . . .	2,485	6,417	22,383	2,291	–	33,576
Deferred tax charged/(credited) to profit or loss during the year . . . . .	(1,305)	1,062	(2,549)	(607)	–	(3,399)
Deferred tax charged to other comprehensive income during the period . . . . .	–	–	–	–	1,527	1,527
Gross deferred tax liabilities at 30 September 2025 . . . . .	1,180	7,479	19,834	1,684	1,527	31,704

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statements of financial position.

### 33. SHARE CAPITAL AND TREASURY SHARES

#### The Group and the Company

	December 31,			30 September 2025
	2022	2023	2024	
	Number of shares	Number of shares	Number of shares	Number of shares
Registered, issued and fully paid: ordinary shares . . . . .	171,301,664	171,008,218	240,203,500	240,708,200

A summary of movements in the Company's share capital and treasury shares is as follows:

	Number of shares in issue	Share capital	Number of Treasury shares	Treasury shares
		RMB'000		RMB'000
At 1 January 2022 . . . . .	171,434,720	171,435	762,720	16,510
Issue of shares under the 2021 Restricted Share Scheme (note (a)) . . . . .	149,280	149	149,280	4,686
Repurchase of restricted shares forfeited during the year (note (b)) . . . . .	(282,336)	(282)	(282,336)	(6,105)
Dividends declared . . . . .	–	–	–	(180)
At 31 December 2022 . . . . .	171,301,664	171,302	629,664	14,911
Repurchase of restricted shares forfeited during the year (note (c)) . . . . .	(293,446)	(294)	(293,446)	(7,021)
Dividends declared . . . . .	–	–	–	(107)
At 31 December 2023 . . . . .	171,008,218	171,008	336,218	7,783
Issue of shares under the 2024 Restricted Share Scheme (note (d)) . . . . .	1,262,700	1,263	1,262,700	26,959
Issuance of bonus shares (note (e)) . . . . .	68,403,287	68,403	134,487	–
Repurchase of restricted shares forfeited during the year (note (f)) . . . . .	(470,705)	(470)	(470,705)	(7,504)
Dividends declared . . . . .	–	–	–	(279)
At 31 December 2024 . . . . .	240,203,500	240,204	1,262,700	26,959
Exercise of share options (note (g)) . . . . .	511,700	511	–	–
Vesting of restricted shares (note (g)) . . . . .	–	–	(627,850)	(13,584)
Repurchase of restricted shares forfeited during the year (note (h)) . . . . .	(7,000)	(7)	(7,000)	(149)
Dividends declared . . . . .	–	–	–	(179)
At 30 September 2025 . . . . .	240,708,200	240,708	627,850	13,047

*Notes:*

- (a) On 9 March 2022, the Company issued 149,280 restricted shares under the 2021 Restricted Share Scheme and received the whole repurchase fee of RMB4,686,000 from all the participants. An amount of RMB4,537,000 was credited to the Company's capital reserve.
- (b) From 9 March 2022 to 7 September 2022, the Company repurchased 282,336 forfeited restricted shares under the 2021 Restricted Share Scheme from related participants as the vesting conditions were not satisfied.
- (c) On 20 April 2023, the Company repurchased 293,446 forfeited restricted shares under the 2021 Restricted Share Scheme from related participants as the vesting conditions were not satisfied.
- (d) On 28 August 2024, the Company issued 1,262,700 restricted shares under the 2024 Restricted Share Scheme and received the whole repurchase fee of RMB26,959,000 from all the participants. An amount of RMB25,696,000 was credited to the Company's capital reserve.
- (e) Pursuant to the resolution of the general meeting of shareholders of the Company on 29 March 2024, an issuance of bonus shares using capital reserve in an aggregate amount of RMB68,403,000 for all the registered shareholders of the Company on a basis of 4 shares for every 10 ordinary shares has been approved.
- (f) On 8 May 2024, the Company repurchased 470,705 forfeited restricted shares under the 2021 Restricted Share Scheme from related participants as the vesting conditions were not satisfied.
- (g) In August and September 2025, 511,700 share options were exercised and 627,850 restricted shares were vested under the 2024 Share Incentive Scheme as the vesting conditions were satisfied.
- (h) In July 2025, the Company repurchased 7,000 forfeited restricted shares under the 2024 Share Incentive Scheme from related participants as the vesting conditions were not satisfied.

**34. RESERVES****The Group**

The amounts of the Group's reserves and the movements therein for the Relevant Periods and the nine months ended 30 September 2024 are presented in the consolidated statements of changes in equity.

*Capital reserve*

The capital reserve represents the difference between the par value of the shares issued and the consideration received.

*Share option reserve*

Share option reserve represents the share-based compensation reserve due to equity-settled share award, details of which were set out in note 35 to the Historical Financial Information.

*Exchange fluctuation reserve*

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations with functional currency other than RMB. The reserve is dealt with in accordance with the accounting policies set out in note 2.3 to the Historical Financial Information.

*Fair value reserve*

The fair value reserve represents fair value changes of equity investments designated at fair value through other comprehensive income.

*Statutory surplus reserve*

In accordance with the Company Law of the PRC, companies registered in the PRC are required to allocate 10% of the statutory after-tax profits to the statutory surplus reserve until the cumulative total of the reserve reaches 50% of its registered capital. The statutory surplus reserve may be used to offset accumulated losses or be converted to increase the registered capital of such companies subject to approval from the relevant PRC authorities. The statutory surplus reserve is not available for dividend distribution to shareholders of such companies.

## The Company

The amounts of the Company's reserves and the movements therein for the Relevant Periods and nine months ended 30 September 2024 are presented as follows:

## Year ended 31 December 2022

	Capital reserve	Share option reserve	Fair value reserve	Statutory surplus reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022 . . . .	1,903,089	10,530	8,859	68,347	690,679	2,681,504
Profit for the year . . . .	—	—	—	—	136,724	136,724
Other comprehensive income for the year:						
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax .	—	—	3,907	—	—	3,907
Total comprehensive income for the year . .	—	—	3,907	—	136,724	140,631
Issuance of restricted shares . . . . .	4,537	—	—	—	—	4,537
Repurchase of restricted shares forfeited during the year . . . . .	(6,049)	—	—	—	226	(5,823)
Share-based payment expenses . . . . .	—	(1,110)	—	—	—	(1,110)
Transfer to retained earnings . . . . .	—	—	—	13,672	(13,672)	—
Dividends declared . . .	—	—	—	—	(34,286)	(34,286)
At 31 December 2022 . .	<u>1,901,577</u>	<u>9,420</u>	<u>12,766</u>	<u>82,019</u>	<u>779,671</u>	<u>2,785,453</u>

## Year ended 31 December 2023

	Capital reserve	Share option reserve	Fair value reserve	Statutory surplus reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023 . . . .	1,901,577	9,420	12,766	82,019	779,671	2,785,453
Profit for the year . . . .	—	—	—	—	110,994	110,994
Other comprehensive income for the year:						
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax .	—	—	(1,008)	—	—	(1,008)
Total comprehensive income for the year . .	—	—	(1,008)	—	110,994	109,986
Repurchase of restricted shares forfeited during the year . . . . .	(6,969)	—	—	—	242	(6,727)
Share-based payment expenses . . . . .	—	(9,420)	—	—	—	(9,420)
Transfer to retained earnings . . . . .	—	—	—	3,485	(3,485)	—
Dividends declared . . .	—	—	—	—	(29,123)	(29,123)
At 31 December 2023 . .	<u>1,894,608</u>	<u>—</u>	<u>11,758</u>	<u>85,504</u>	<u>858,299</u>	<u>2,850,169</u>

## Year ended 31 December 2024

	Capital reserve	Share option reserve	Fair value reserve	Statutory surplus reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024 . . . .	1,894,608	–	11,758	85,504	858,299	2,850,169
Profit for the year . . . .	–	–	–	–	155,489	155,489
Other comprehensive income for the year:						
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax .	–	–	(639)	–	–	(639)
Total comprehensive income for the year . .	–	–	(639)	–	155,489	154,850
Issuance of restricted shares . . . . .	25,696	–	–	–	–	25,696
Repurchase of restricted shares forfeited during the year . . . . .	(7,607)	–	–	–	573	(7,034)
Share-based payment expenses . . . . .	–	7,550	–	–	–	7,550
Transfer to retained earnings . . . . .	–	–	–	15,516	(15,516)	–
Dividends declared . . .	–	–	–	–	(94,055)	(94,055)
Issue of bonus shares . .	(68,403)	–	–	–	–	(68,403)
At 31 December 2024 . .	<u>1,844,294</u>	<u>7,550</u>	<u>11,119</u>	<u>101,020</u>	<u>904,790</u>	<u>2,868,773</u>

## Nine months ended 30 September 2025

	Capital reserve	Share option reserve	Fair value reserve	Statutory surplus reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2025 . . . .	1,844,294	7,550	11,119	101,020	904,790	2,868,773
Profit for the period . . .	–	–	–	–	233,415	233,415
Other comprehensive income for the period:						
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax .	–	–	(2,987)	–	–	(2,987)
Total comprehensive income for the period .	–	–	(2,987)	–	233,415	230,428
Exercise of share options . . . . .	27,914	(679)	–	–	–	27,235
Vesting of restricted shares . . . . .	17,838	(9,788)	–	–	–	8,050
Repurchase of restricted shares forfeited during the period . . . . .	–	(142)	–	–	–	(142)
Share-based payment expenses . . . . .	–	20,554	–	–	–	20,554
Dividends declared . . .	–	–	–	–	(68,458)	(68,458)
At 30 September 2025 . .	<u>1,890,046</u>	<u>17,495</u>	<u>8,132</u>	<u>101,020</u>	<u>1,069,747</u>	<u>3,086,440</u>

## Nine months ended 30 September 2024 (unaudited)

	Capital reserve	Share option reserve	Fair value reserve	Statutory surplus reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024 . . . . .	1,894,608	—	11,758	85,504	858,299	2,850,169
Profit for the period . . . . .	—	—	—	—	116,613	116,613
Other comprehensive income for the period:						
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax . . . . .	—	—	(1,004)	—	—	(1,004)
Total comprehensive income for the period . . . . .	—	—	(1,004)	—	116,613	115,609
Issuance of restricted shares . . . . .	25,696	—	—	—	—	25,696
Repurchase of restricted shares forfeited during the period . . . . .	(7,607)	—	—	—	480	(7,127)
Share-based payment expenses . . . . .	—	1,370	—	—	—	1,370
Dividends declared . . . . .	—	—	—	—	(94,055)	(94,055)
Issue of bonus shares . . . . .	(68,403)	—	—	—	—	(68,403)
At 30 September 2024 (unaudited) . . . . .	<u>1,844,294</u>	<u>1,370</u>	<u>10,754</u>	<u>85,504</u>	<u>881,337</u>	<u>2,823,259</u>

## 35. SHARE-BASED PAYMENTS

The Company operates share-based payment scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

## 2021 Share Option Scheme and Restricted Share Scheme

2021 Share Option Scheme and Restricted Share Scheme of the Company which became effective on 25 February 2021 and will remain in force for fifty months from that date. In February 2021, 476,700 restricted shares and 1,906,800 share options of the Company were granted to 135 eligible employees with the exercise price for each share of RMB35.63 and RMB71.25 (subject to adjustment for cash dividends and bonus issues), respectively. The vesting periods for shares granted are 14 months, 26 months and 38 months from the grant date, with 30%, 30% and 40% of shares being vested respectively, if the service and performance conditions can be met. In March 2021, the number of granted restricted shares increased to 762,720 shares due to a bonus issue pursuant to the resolution of the general meeting of shareholders of the Company.

In February 2022, 149,280 restricted shares and 597,120 share options of the Company were granted to 29 eligible employees with the exercise price for each share of RMB31.39 and RMB62.77 (subject to adjustment for cash dividends and bonus issues), respectively. The vesting periods for shares granted are 14 months and 26 months from the grant date, with 50% and 50% of shares being vested respectively, if the service and performance conditions can be met.

The following table summarises the Company's 2021 Share Option Scheme and Restricted Share Scheme activities during the Relevant Periods:

	Number of Share options	Number of Restricted shares
At 1 January 2022 . . . . .	1,921,536	480,384
Granted during the year . . . . .	597,120	149,280
Forfeited during the year . . . . .	(1,173,784)	(293,446)
At 31 December 2022 . . . . .	<u>1,344,872</u>	<u>336,218</u>
Forfeited during the year . . . . .	(1,344,872)	(336,218)
At 31 December 2023 . . . . .	<u>—</u>	<u>—</u>

The fair value of the share options at the grant date, was determined using a Black-Scholes model. Key assumptions used in determining the fair value were as follows:

	Grant date 25 February 2021	Grant date 21 February 2022
Share price at the grant date . . . . .	66.13	59.79
Exercise price . . . . .	71.25	62.77
Risk-free interest rate (%) . . . . .	2.59-2.84	1.98-2.26
Volatility (%) . . . . .	24.04-24.21	17.16-20.59
Expected life of options (years) . . . . .	1-3	1-2

For the year ended 31 December 2022, the Group recognised share-based payment expenses of RMB2,319,000. As at 31 December 2023, as the performance conditions were not met, the granted restricted shares and share options were forfeited, resulting a reversal of share-based payment expenses of RMB9,309,000 recognised for the year ended 31 December 2023.

#### 2024 Share Option Scheme and Restricted Share Scheme

On 28 August 2024, the Company granted 1,262,700 restricted shares of the Company to 120 eligible employees and 1,262,700 share options of the Company to 123 eligible employees with the exercise price for each share of RMB21.35 and RMB42.70, respectively. The vesting periods for shares granted are 12 months and 24 months from the grant date, with 50% and 50% of shares being vested respectively, if the service and performance conditions can be met.

The exercise price of the share options is subject to adjustment in the case of rights or bonus share issues, dividends declare or other similar changes in the Company's share capital.

On 14 August 2025, the Company adjusted the exercise price of the share options to RMB42.42 as a result of the dividends declared by the Company in 2025.

The following table summarises the Company's 2024 Share Option Scheme and Restricted Share Scheme activities during the Relevant Periods:

	Number of Share options	Number of Restricted shares
At 1 January 2024 . . . . .	–	–
Granted during the year . . . . .	1,262,700	1,262,700
At 31 December 2024 . . . . .	1,262,700	1,262,700
Exercised during the period . . . . .	(511,700)	–
Vested during the period . . . . .	–	(627,850)
Forfeited during the period . . . . .	(7,000)	(7,000)
At 30 September 2025 . . . . .	744,000	627,850

The fair value of the share options at the grant date, was determined using a Black-Scholes model. Key assumptions used in determining the fair value were as follows:

	Grant date 8 August 2024
Share price at the grant date . . . . .	36.94
Exercise price . . . . .	42.70
Risk-free interest rate (%) . . . . .	1.50-2.10
Volatility (%) . . . . .	18.47-20.82
Expected life of options (years) . . . . .	1-2

During the year ended 31 December 2024 and nine months ended 30 September 2025, the Group recognised share-based payment expense of RMB5,264,000 and RMB11,142,000, respectively.

## 36. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

## (a) Major non-cash transactions

- (1) During the Relevant Periods and the nine months ended 30 September 2024, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB1,148,000, Nil, RMB12,439,000, Nil and RMB2,058,000 respectively, in respect of lease arrangements for factory, office premises.
- (2) During the Relevant Periods and the nine months ended 30 September 2024, the Group had non-cash decrease to notes receivables and interest-bearing bank borrowings of RMB20,553,000, RMB22,608,000, RMB60,128,000, RMB30,542,000 and RMB9,639,000 respectively, in respect of the discounted notes receivable that are not derecognised.

## (b) Changes in liabilities arising from financing activities

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

	Interest bearing bank borrowings	Dividend Payable	Lease liabilities	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022 . . . . .	5,437	475	29,041	34,953
Addition . . . . .	–	34,286	1,148	35,434
Changes from financing cash flow . . . . .	52,759	(34,060)	(12,389)	6,310
Changes from non-cash transactions . . . . .	(20,553)	(272)	–	(20,825)
Accretion of interest . . . . .	2,096	–	1,036	3,132
Disposal . . . . .	–	–	(1,667)	(1,667)
At 31 December 2022 and 1 January 2023 . . .	39,739	429	17,169	57,337
Addition . . . . .	–	29,123	–	29,123
Changes from financing cash flow . . . . .	21,406	(28,881)	(4,398)	(11,873)
Changes from non-cash transactions . . . . .	(22,608)	(377)	–	(22,985)
Accretion of interest . . . . .	2,444	–	890	3,334
Disposal . . . . .	–	–	(9,536)	(9,536)
At 31 December 2023 and 1 January 2024 . . .	40,981	294	4,125	45,400
Addition . . . . .	–	94,055	12,439	106,494
Changes from financing cash flow . . . . .	157,914	(93,482)	(4,576)	59,856
Changes from non-cash transactions . . . . .	(60,128)	(867)	–	(60,995)
Accretion of interest . . . . .	2,213	–	198	2,411
Disposal . . . . .	–	–	(563)	(563)
At 31 December 2024 and 1 January 2025 . . .	140,980	–	11,623	152,603
At 1 January 2025 . . . . .	140,980	–	11,623	152,603
Addition . . . . .	–	68,458	–	68,458
Changes from financing cash flow . . . . .	31,922	(68,014)	(3,674)	(39,766)
Changes from non-cash transactions . . . . .	(30,542)	(179)	–	(30,721)
Accretion of interest . . . . .	2,134	–	364	2,498
At 30 September 2025 . . . . .	144,494	265	8,313	153,072
At 1 January 2024 . . . . .	40,981	294	4,125	45,400
Addition . . . . .	–	94,055	2,058	96,113
Changes from financing cash flow . . . . .	6,716	(93,482)	(3,856)	(90,622)
Changes from non-cash transactions . . . . .	(9,639)	(867)	–	(10,506)
Accretion of interest . . . . .	2,182	–	108	2,290
At 30 September 2024 (unaudited) . . . . .	40,240	–	2,435	42,675

## (c) Total cash outflow for leases

The total cash outflow for leases included in the statements of cash flows is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(Unaudited)	
Within financing activities . . . . .	12,389	4,398	4,576	3,856	3,674



## 37. COMMITMENTS

The Group had the following capital commitments at the end of each Relevant Periods.

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Contracted, but not provided for items of property, plant and equipment . . . . .	324,814	144,146	116,950	84,773

## 38. RELATED PARTY TRANSACTIONS

The Directors are of the view that the following companies are related parties that have material transactions or balances with the Group during the Relevant Periods and the nine months ended 30 September 2024.

## (a) Name and relationships of the related parties

Name	Relationship
Linked Intelligent	Associate
Jiangsu Lingke Huizhi Technology Co., Ltd	A subsidiary of Linked Intelligent

## (b) The Group had the following transactions with related parties during the Relevant Periods and nine months ended 30 September 2024:

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Purchases of products from:					
Linked Intelligent . . . . .	—	—	232	—	181
Purchases of services from:					
Linked Intelligent . . . . .	—	—	—	—	1,940
Sales of products to:					
Linked Intelligent . . . . .	—	55	149	146	100
Jiangsu Lingke Huizhi Technology Co., Ltd . . . . .	—	—	138	109	981

The above purchase and sales of products were made according to the published prices and terms agreed between the parties.

## (c) Outstanding balances with related parties:

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables:				
Linked Intelligent* . . . . .	—	23	—	—
Jiangsu Lingke Huizhi Technology Co., Ltd* . . . . .	—	—	73	1,001
Total . . . . .	—	23	73	1,001
Contract liabilities:				
Linked Intelligent* . . . . .	—	—	86	—

\* The balances with related parties are trade in nature.

## (d) Compensation of key management personnel of the Group

	Year ended 31 December			Nine months ended 30 September	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (Unaudited)	RMB'000
Salaries, allowances and benefits in kind . . . . .	5,668	6,042	6,014	4,241	4,216
Performance related bonuses . . . . .	1,814	2,655	5,828	2,472	2,143
Pension scheme contributions . . . . .	367	370	376	280	291
Equity-settled share-based payments expenses . . . . .	102	(867)	621	267	2,233
	<u>7,951</u>	<u>8,200</u>	<u>12,839</u>	<u>7,260</u>	<u>8,883</u>

Further details of directors' and the chief executive's remuneration are included in note 8 to the Historical Financial Information.

## 39. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each Relevant Periods were as follows:

	31 December			30 September
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Financial assets</b>				
Financial assets at fair value through profit or loss . . . . .	<u>725,036</u>	<u>947,662</u>	<u>904,226</u>	<u>782,512</u>
Financial assets at fair value through other comprehensive income:				
Debt investments at fair value through other comprehensive income . . . . .	599,354	911,225	928,701	1,154,391
Equity investments designated at fair value through other comprehensive income . . . . .	<u>17,767</u>	<u>17,659</u>	<u>17,020</u>	<u>35,560</u>
Financial assets at amortised cost:				
Trade and notes receivables . . . . .	383,515	433,725	577,495	553,035
Financial assets included in prepayments, other receivables and other assets . . . . .	2,573	2,847	4,837	12,436
Time deposits with original maturity of over three months . . . . .	573,636	80,021	80,734	15,130
Restricted bank deposits . . . . .	2,438	39,864	62	62
Cash and cash equivalents . . . . .	<u>145,014</u>	<u>91,734</u>	<u>224,817</u>	<u>211,312</u>
Total . . . . .	<u>2,449,333</u>	<u>2,524,737</u>	<u>2,737,892</u>	<u>2,764,383</u>
<b>Financial liabilities</b>				
Financial liabilities at fair value through profit or loss . . . . .	<u>—</u>	<u>—</u>	<u>21,536</u>	<u>—</u>
Financial liabilities at amortised cost:				
Trade and notes payables . . . . .	346,345	408,678	434,335	447,013
Financial liabilities included in other payables and accruals . . . . .	59,876	97,390	97,299	55,080
Interest-bearing bank borrowings . . . . .	39,739	40,981	140,980	144,494
Lease liabilities . . . . .	<u>17,169</u>	<u>4,125</u>	<u>11,623</u>	<u>8,313</u>
Total . . . . .	<u>463,129</u>	<u>551,174</u>	<u>705,773</u>	<u>654,900</u>

**40. TRANSFERS OF FINANCIAL ASSETS****Transferred financial assets that are not derecognised in their entirety**

- (a) At 31 December 2022, 2023, 2024 and 30 September 2025, the Group discounted certain notes receivable accepted by banks in Mainland China and letter of credits (the “Discounted Notes and L/C”) with a carrying amount in aggregate of RMB10,712,000, RMB5,954,000, RMB131,974,000 and RMB144,494,000. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to such Discounted Notes, and accordingly, it continued to recognise the full carrying amounts of the Discounted Notes and the associated borrowings. Subsequent to the discounting, the Group did not retain any rights on the use of the Discounted Notes, including the sale, transfer or pledge of the Discounted Notes to any other third parties. The aggregate carrying amount of Discounted Notes during the relevant Periods and the nine months ended 30 September 2024 was RMB23,759,000, RMB15,406,000, RMB183,914,000, RMB320,179,000 and RMB29,253,000, respectively.
- (b) At 31 December 2022, 2023, 2024 and 30 September 2025, the Group endorsed certain notes receivable accepted by banks in Mainland China (the “Endorsed Notes”) with a carrying amount of Nil, RMB300,000, RMB1,556,000 and RMB5,701,000 to certain of its suppliers in order to settle the trade payables due to such suppliers (the “Endorsement”). In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to such Endorsed Notes, and accordingly, it continued to recognise the full carrying amounts of the Endorsed Notes and the associated trade payables settled. Subsequent to the Endorsement, the Group did not retain any rights on the use of the Endorsed Notes, including the sale, transfer or pledge of the Endorsed Notes to any other third parties. The aggregate carrying amount of the trade payables settled by the Endorsed Notes during the Relevant Periods and the nine months ended 30 September 2024 to which the suppliers have recourse was RMB410,000, RMB8,890,000, RMB49,330,000, RMB64,043,000 and RMB46,341,000, respectively.

**Transferred financial assets that are derecognised in their entirety**

At 31 December 2022, 2023, 2024 and 30 September 2025, the Group discounted and endorsed certain notes receivable accepted by banks in Mainland China (the “Derecognised Notes”) to a bank with a carrying amount in aggregate of RMB71,845,000, RMB190,007,000, RMB230,716,000 and RMB176,716,000. The Derecognised Notes had a maturity of one to six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Notes may exercise the right of recourse against any, several or all of the persons liable for the Derecognised Notes, including the Group, in disregard of the order of precedence. In the opinion of the directors, the risk of the Group being claimed by the holders of the Derecognised Notes is remote in the absence of a default of the accepted banks. The Group has transferred substantially all risks and rewards relating to the Derecognised Notes. Accordingly, it has derecognised the full carrying amounts of the Derecognised Notes and the associated borrowings.

During the Relevant Periods and the nine months ended 30 September 2024, the Group has recognised loss of RMB1,313,000, RMB1,392,000, RMB730,000, RMB515,000 and RMB600,000 on the date of transfer of the Derecognised Notes. The endorsement has been made evenly throughout the year.

**41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, financial assets included in prepayments, other receivables and other assets, trade and notes receivables, trade payables, interest-bearing bank borrowings, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group’s finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of each Relevant Periods, the finance department analysed the movements in the values of financial instruments and determined the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the directors of the Company once a year for annual 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 unlisted equity investments designated at fair value through other comprehensive income have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable and immaterial, and that they were the most appropriate values at the end of the reporting period.

The Group invests in unlisted investments, which represent wealth management products issued by several certified financial institutions in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at the end of each Relevant Periods:

**As at 31 December 2022**

	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Sensitivity of fair value to the input</u>
Unlisted equity investments . . . . .	Valuation multiples	Average P/S multiple of peers	5.80 to 28.00	5% increase/decrease in multiple would result in increase/decrease in fair value by RMB895,000

**As at 31 December 2023**

	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Sensitivity of fair value to the input</u>
Unlisted equity investments . . . . .	Valuation multiples	Average P/S multiple of peers	5.60 to 15.80	5% increase/decrease in multiple would result in increase/decrease in fair value by RMB793,000

**As at 31 December 2024**

	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Sensitivity of fair value to the input</u>
Unlisted equity investments . . . . .	Valuation multiples	Average P/S multiple of peers	4.30 to 11.60	5% increase/decrease in multiple would result in increase/decrease in fair value by RMB749,000
	Cost Approach	Recent Transaction Valuation	N/A	N/A

**As at 30 September 2025**

	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Sensitivity of fair value to the input</u>
Unlisted equity investments . . . . .	Valuation multiples	Average P/S multiple of peers	1.0 to 14.0	5% increase/decrease in multiple would result in increase/decrease in fair value by RMB787,000
	Cost Approach	Recent Transaction Valuation	N/A	N/A

## Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

## 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)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss . . . . .	–	725,036	–	725,036
Debt investments at fair value through other comprehensive income . . . . .	–	599,354	–	599,354
Equity investments designated at fair value through other comprehensive income . . . . .	–	–	17,767	17,767

## 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)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss . . . . .	–	947,662	–	947,662
Debt investments at fair value through other comprehensive income . . . . .	–	911,225	–	911,225
Equity investments designated at fair value through other comprehensive income . . . . .	–	–	17,659	17,659

## 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)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss . . . . .	–	904,226	–	904,226
Debt investments at fair value through other comprehensive income . . . . .	–	928,701	–	928,701
Equity investments designated at fair value through other comprehensive income . . . . .	–	–	17,020	17,020

## At 30 September 2025

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	
Financial assets at fair value through profit or loss . . . . .	—	782,512	—	782,512
Debt investments at fair value through other comprehensive income . . . . .	—	1,154,391	—	1,154,391
Equity investments designated at fair value through other comprehensive income . . . . .	—	—	35,560	35,560

Liabilities measured at fair value:

## At 31 December 2024

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	
Financial liabilities at fair value through profit or loss . . . . .	—	21,536	—	21,536

The movements in fair value measurements within Level 3 during the Relevant Periods are as follows:

	Unlisted equity investments RMB'000
Financial assets at fair value through other comprehensive income	
At 1 January 2022 . . . . .	13,860
Changes in fair value of financial assets at fair value through other comprehensive income . . . . .	3,907
At 31 December 2022 and 1 January 2023 . . . . .	17,767
Additions . . . . .	900
Changes in fair value of financial assets at fair value through other comprehensive income . . . . .	(1,008)
At 31 December 2023 and 1 January 2024 . . . . .	17,659
Changes in fair value of financial assets at fair value through other comprehensive income . . . . .	(639)
At 31 December 2024 and 1 January 2025 . . . . .	17,020
Additions . . . . .	20,000
Changes in fair value of financial assets at fair value through other comprehensive income . . . . .	(1,460)
At 30 September 2025 . . . . .	35,560

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.

**42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments comprise interest-bearing bank borrowings, financial assets at fair value through profit or loss and cash and cash equivalents. 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 which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

**Interest rate risk**

The Group's exposure to the risk of changes in market interest rates relates primarily to the interest-bearing bank borrowings with floating interest rates. The Group's policy is to manage its interest cost using variable rate debts. The directors of the Group believe that the cash flow risk exposure arising from floating-rate bank borrowings is not significant. The Group continuously monitors interest rate levels and, in the event that market expectations for interest rate hikes are clear or interest rates are expected to rise, the Group will leverage its credit rating and differentiated financing advantages to replace floating-rate debt facing interest rate hike risks with other financing instruments.

**Foreign currency risk**

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between RMB and other currencies in which the Group conducts business may affect the Group's financial condition and results of operations.

The following table demonstrates the sensitivity at the end of each Relevant Periods to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Group's profit after tax.

	Increase/(decrease) in foreign exchange rate	Decrease/(increase) in profit after tax
	%	RMB'000
<b>Year ended 31 December 2022</b>		
If RMB weakens against the USD . . . . .	5	3,821
If RMB strengthens against the USD . . . . .	(5)	(3,821)
<b>Year ended 31 December 2023</b>		
If RMB weakens against the USD . . . . .	5	3,703
If RMB strengthens against the USD . . . . .	(5)	(3,703)
<b>Year ended 31 December 2024</b>		
If RMB weakens against the USD . . . . .	5	5,807
If RMB strengthens against the USD . . . . .	(5)	(5,807)
<b>Period ended 30 September 2025</b>		
If RMB weakens against the USD . . . . .	5	6,524
If RMB strengthens against the USD . . . . .	(5)	(6,524)

**Credit risk**

The Group trades only with recognised and creditworthy 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. The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, pledged deposits, financial assets included in prepayments, other receivables and other assets, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

For financial assets included in prepayments, other receivables and other assets, management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The directors believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables.



**Maximum exposure and year-end staging**

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of each Relevant Periods.

The amounts presented are gross carrying amounts for financial assets.

**At 31 December 2022**

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	388,154	388,154
Notes receivables	14,883	–	–	–	14,883
Financial assets included in prepayments, other receivables and other assets					
– Normal**	4,510	–	–	–	4,510
Restricted bank deposits	2,438	–	–	–	2,438
Time deposits	573,636	–	–	–	573,636
Cash and cash equivalents	145,014	–	–	–	145,014
Total	740,481	–	–	388,154	1,128,635

**At 31 December 2023**

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	445,957	445,957
Notes receivables	13,636	–	–	–	13,636
Financial assets included in prepayments, other receivables and other assets					
– Normal**	4,737	–	–	–	4,737
Restricted bank deposits	39,864	–	–	–	39,864
Time deposits	80,021	–	–	–	80,021
Cash and cash equivalents	91,734	–	–	–	91,734
Total	229,992	–	–	445,957	675,949

**At 31 December 2024**

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	579,686	579,686
Notes receivables	30,995	–	–	–	30,995
Financial assets included in prepayments, other receivables and other assets					
– Normal**	5,742	–	–	–	5,742
Restricted bank deposits	62	–	–	–	62
Time deposits	80,734	–	–	–	80,734
Cash and cash equivalents	224,817	–	–	–	224,817
Total	342,350	–	–	579,686	922,036

## At 30 September 2025

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	543,196	543,196
Notes receivables	40,919	–	–	–	40,919
Financial assets included in prepayments, other receivables and other assets					
– Normal**	13,421	–	–	–	13,421
Restricted bank deposits	62	–	–	–	62
Time deposits	15,130				15,130
Cash and cash equivalents	211,312	–	–	–	211,312
Total	280,844	–	–	543,196	824,040

\* For trade receivables at the end of each Relevant Periods, the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 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.

## Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade and notes receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings and lease liabilities.

The maturity profile of the Group's financial liabilities as at the end of each Relevant Periods, based on the contractual undiscounted payments, is as follows:

## At 31 December 2022

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade and notes payables	346,345	–	–	346,345
Interest-bearing bank borrowings	40,356	–	–	40,356
Financial liabilities included in other payables and accruals	59,876	–	–	59,876
Lease liabilities	10,355	7,473	–	17,828
Total	456,932	7,473	–	464,405

## At 31 December 2023

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade and notes payables	408,678	–	–	408,678
Interest-bearing bank borrowings	41,523	–	–	41,523
Financial liabilities included in other payables and accruals	97,390	–	–	97,390
Lease liabilities	3,928	277	–	4,205
Total	551,519	277	–	551,796

**At 31 December 2024**

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade and notes payables . . . . .	434,335	—	—	434,335
Interest-bearing bank borrowings . . . . .	141,286	—	—	141,286
Financial liabilities included in other payables and accruals . . . . .	97,299	—	—	97,299
Lease liabilities . . . . .	4,766	7,444	—	12,210
Financial liabilities at fair value through profit or loss . . . . .	21,536	—	—	21,536
Total . . . . .	699,222	7,444	—	706,666

**At 30 September 2025**

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade and notes payables . . . . .	447,013	—	—	447,013
Interest-bearing bank borrowings . . . . .	144,524	—	—	144,524
Financial liabilities included in other payables and accruals . . . . .	55,080	—	—	55,080
Lease liabilities . . . . .	4,354	4,285	—	8,639
Total . . . . .	650,971	4,285	—	655,256

**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may issue new shares, make borrowings or sell assets to reduce debt. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

The Group monitors capital using a gearing ratio, which is total interest-bearing liabilities divided by total equity. The Group's policy is to maintain the gearing ratio at a reasonable level.

The gearing ratio as at the end of each of the Relevant Periods was as follows:

	31 December			30 September 2025
	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000
Interest-bearing bank borrowings . . . . .	39,739	40,981	140,980	144,494
Lease liabilities . . . . .	17,169	4,125	11,623	8,313
Total interest-bearing liabilities . . . . .	56,908	45,106	152,603	152,807
Total equity . . . . .	2,947,091	3,087,682	3,226,211	3,406,966
Gearing ratio . . . . .	1.9%	1.5%	4.7%	4.5%

**43. EVENTS AFTER THE RELEVANT PERIODS**

There were no significant events that required additional disclosure or adjustments occurred after the end of the Relevant Periods.

**44. SUBSEQUENT FINANCIAL STATEMENTS**

No audited financial statements have been prepared by the Company, the Group or any of its subsidiaries in respect of any period subsequent to 30 September 2025.

*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 Document, 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 Document and the Accountants' Report set out in Appendix I to this Document.*

#### **A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS**

The following statement of unaudited pro forma adjusted consolidated net tangible assets of the Group prepared in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants is set out here to illustrate the effect of the Global Offering on the consolidated net tangible assets of the Group attributable to owners of the parent as if the Global Offering had taken place on 30 September 2025.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purpose only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the parent had the Global Offering been completed as of 30 September 2025 or as at any future dates.

	Consolidated net tangible assets of the Group attributable to owners of the parent as at 30 September 2025	Estimated net Proceeds from the Global Offering	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent as at 30 September 2025	Unaudited pro forma adjusted consolidated net tangible assets per Share as at 30 September 2025	
	RMB'000	RMB'000	RMB'000	RMB	HK\$
	(Note 1)	(Note 2)		(Note 3)	(Note 4)
Based on the maximum Offer Price of HK\$73.68 per Offer Share . . . .	3,395,379	1,680,729	5,076,108	19.02	21.42

**Notes:**

1. The consolidated net tangible assets of the Group attributable to owners of the parent as at 30 September 2025 were equal to the audited net assets attributable to owners of the Company as at 30 September 2025 of approximately RMB3,406,966,000 less intangible assets of approximately RMB11,587,000 as at 30 September 2025 set out in the Accountants' Report in Appendix I to this Document.
2. The estimated net proceeds from the Global Offering are based on offer prices of HK\$73.68 per Share, after deduction of the underwriting fees and other related expenses payable by the Group.
3. The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company is calculated based on 266,828,650 Shares (including 240,080,350 shares (excluding 627,850 A shares as Treasury shares) and 26,748,300 H Shares) are in issue assuming the Global Offering has been completed on 30 September 2025 but takes no account of any shares which may be issued or repurchased by the Company for the vesting of restricted shares and the exercise of share options under the 2024 Share Incentive Scheme.

4. For the purpose of this unaudited pro forma statement of adjusted consolidated net tangible assets, the estimated net proceeds from the Global Offering are converted from Hong Kong dollars into Renminbi (“RMB”) at an exchange rate of HK\$1.00 to RMB0.8879 and the unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company per Share is converted from RMB into Hong Kong dollars at the same exchange rate. No representation is made that RMB amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa. at that rate.
5. Based on the Offer Price of HK\$73.68 per Share, the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is HK\$21.43, after adjusting for the exercise of share options under 2024 Share Incentive Scheme at RMB42.42 per share for total of 26,200 shares, exercised between 1 October 2025 and 23 February 2026, and assuming Global Offering has been completed on 30 September 2025.
6. No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 30 September 2025.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report, prepared for inclusion in this document, received from the independent reporting accountants of the Company, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.*



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To the Directors of SHENZHEN ZHAOWEI MACHINERY & ELECTRONICS CO., LTD.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Shenzhen Zhaowei Machinery & Electronics Co., Ltd. (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated net tangible assets as at 30 September 2025, and related notes as set out on pages IIA-1 to IIA-2 of the prospectus dated 27 February 2026 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 Part A of Appendix IIA 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 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 financial position has been extracted by the Directors from the Group’s 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' judgement, 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.

Yours faithfully,

**Ernst & Young**

*Certified Public Accountants*

Hong Kong

27 February 2026

*The estimated consolidated profit attributable to owners of our Company for the year ended 31 December 2025 is set out in the paragraph headed “Profit estimate for the year ended 31 December 2025” under the section headed “Summary” in this document.*

**A. BASES**

Our Directors have prepared the estimate of the consolidated profit attributable to owners of our Company for the year ended 31 December 2025 (the “Profit Estimate”) on the basis of (i) the audited consolidated results of our Group for the nine months ended 30 September 2025; and (ii) the unaudited consolidated results of our Group for the remaining three months ended 31 December 2025 based on the management accounts of our Group.

The Profit Estimate has been prepared on the basis of the accounting policies consistent in all material respects with those currently adopted by our Group as summarised in the Accountants’ Report as set out in Appendix I to this Prospectus.

**B. PROFIT ESTIMATE FOR THE YEAR ENDED 31 DECEMBER 2025**

On the basis set out in Appendix IIB to this Prospectus, and in the absence of unforeseen circumstances, we estimate that our unaudited consolidated profit attributable to owners of our Company for the year ended 31 December 2025 is as follows:

Estimated consolidated profit attributable to owners of our Company . . . . .	Not less than RMB250 million
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**C. LETTER FROM THE REPORTING ACCOUNTANTS**

*The following is the text of a letter, prepared for the inclusion in this Prospectus, received from our reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, in connection with the estimate of the consolidated profit attributable to owners of our Company for the year ended 31 December 2025.*



Ernst & Young  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

安永會計師事務所  
香港鰂魚涌英皇道 979 號  
太古坊一座 27 樓

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ey.com

27 February 2026

The Board of Directors  
Shenzhen Zhaowei Machinery & Electronics Co., Ltd.  
China Merchants Securities (HK) Co., Limited  
Deutsche Securities Asia Limited

Dear Sirs,

**Shenzhen Zhaowei Machinery & Electronics Co., Ltd. (“the Company”)**

**Profit estimate for year ended 31 December 2025**

We refer to the estimate of the consolidated profit attributable to equity holders of the Company for the year ended 31 December 2025 (“the Profit Estimate”) set forth in the section headed “Summary” in the prospectus of the Company dated 27 February 2026 (“the Prospectus”).

**Directors’ responsibilities**

The Profit Estimate has been prepared by the directors of the Company based on the audited consolidated results of the Company and its subsidiaries (collectively referred to as “the Group”) for the nine months ended 30 September 2025 and the unaudited consolidated results based on the management accounts of the Group for the three months ended 31 December 2025.

The Company’s directors are solely responsible for the Profit Estimate.

**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 Hong Kong Institute of Certified Public Accountants (“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 control 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 on the accounting policies and calculations of the Profit Estimate based on our procedures.

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500 *Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness* and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised) *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* issued by the HKICPA. Those standards require that we plan and perform our work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company's directors have properly compiled the Profit Estimate in accordance with the bases adopted by the directors and as to whether the Profit Estimate is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

**Opinion**

In our opinion, so far as the accounting policies and calculations are concerned, the Profit Estimate has been properly compiled in accordance with the bases adopted by the directors as set out in Appendix IIB(A) of the Prospectus and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in our accountants' report dated 27 February 2026, the text of which is set out in Appendix I of the Prospectus.

Yours faithfully,

**Ernst & Young**

*Certified Public Accountants*

Hong Kong

## D. LETTER FROM THE JOINT SPONSORS ON PROFIT ESTIMATE

**China Merchants Securities  
(HK) Co., Limited**  
48/F., One Exchange Square  
Central, Hong Kong

**Deutsche Securities Asia Limited**  
60/F, International Commerce Centre  
1 Austin Road West  
Kowloon, Hong Kong

February 27, 2026

The Directors  
Shenzhen Zhaowei Machinery & Electronics Co., Ltd.

Dear Sirs,

We refer to the estimate of the consolidated profits attributable to the owners of Shenzhen Zhaowei Machinery & Electronics Co., Ltd. (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) for the year ended December 31, 2025 (the “**Profit Estimate**”), for which the directors of the Company (the “**Directors**”) are solely responsible, as set forth in the section headed “Summary—Profit Estimate For The Year Ended December 31, 2025” in the prospectus of the Company dated February 27, 2026 (the “**Prospectus**”).

The Profit Estimate has been prepared based on (i) the audited consolidated results of the Group for the nine months ended September 30, 2025; and (ii) the unaudited consolidated results of the Group for the three months ended December 31, 2025 based on the management accounts of the Group.

We have discussed with you the basis and assumptions made by the Directors as set out in Part A of Appendix IIB to the Prospectus upon which the Profit Estimate has been made. We have also considered the letter dated February 27, 2026 addressed to you and us from Ernst & Young regarding the accounting policies and calculations upon which the Profit Estimate has been made.

On the basis of the information comprising the Profit Estimate and on the basis of the accounting policies and calculations adopted by you and reviewed by Ernst & Young, we are of the opinion that the Profit Estimate, for which you as the Directors are solely responsible, has been made after due and careful enquiry.

Yours faithfully,

For and on behalf of  
**China Merchants Securities (HK) Co., Limited**

For and on behalf of  
**Deutsche Securities Asia Limited**

This Appendix mainly provides investors with an overview of the Articles of Association. As the following information is in summary form, it does not contain all the information that may be important to investors.

### **ISSUANCE OF SHARES**

The shares of the Company shall be issued in an open, fair and equal manner. Each share of the same class shall rank *pari passu* with each other. Shares of a class in each issuance shall be issued under the same terms and at the same price. Each of the shares shall be subscribed for at the same price by subscribers.

### **INCREASE, DECREASE, REPURCHASE AND TRANSFER OF SHARES**

#### **Increase and Decrease of Shares**

According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the capital by the following ways upon approval of separate resolutions at the Shareholders' meetings:

- (i) issuing shares to unspecified parties;
- (ii) issuing shares to specific targets;
- (iii) distribution of bonus shares to existing Shareholders;
- (iv) converting the reserve funds into share capital;
- (v) other means approved by the laws, administrative regulations or approved by the CSRC and securities regulatory authorities of the place where the shares of the Company are listed.

The Company may decrease its registered capital and shall comply with the procedures stipulated in PRC Company Law, other relevant regulations, and the Articles of Association.

#### **Repurchase of Shares**

The Company shall not repurchase its own shares, unless otherwise under the circumstances:

- (i) to reduce the Company's registered capital;
- (ii) to merger with other companies holding shares in the Company;
- (iii) to use the shares for employee shareholding schemes or as equity incentives;
- (iv) to acquire the shares of Shareholders (upon their request) who vote against any resolution adopted at any Shareholders' meetings regarding the merger or division of the Company;
- (v) to use the shares to satisfy the conversion of the convertible corporate bonds into shares issued by the Company;
- (vi) to safeguard corporate value and Shareholders' interests as the Company deems necessary.

The Company may repurchase its own shares by means of open trading on a stock exchange or such other means as may be permitted by laws and regulations, the CSRC, and the regulatory authorities of the stock exchange where the Company's shares are listed. Where the Company repurchases its own shares under the circumstances set forth in items (iii), (v) or (vi) above, such repurchase shall be conducted in a manner that complies with the securities regulatory rules of the stock exchange where the Company's shares are listed.

Where the Company acquires its shares under the circumstances prescribed in items (i) and (ii) as set out above, such acquisition shall be resolved at a Shareholders' meeting. Where the Company acquires its shares under the circumstances prescribed in items (iii), (v) and (vi) as set out above, such acquisition shall be resolved at a Board meeting attended by at least 2/3 of the Directors in accordance with the applicable securities regulatory rules of the place where the shares of the Company are listed.

In accordance with the applicable securities regulatory rules of the place where the shares of the Company are listed, where the Company acquires its shares under the circumstances prescribed in item (i) as set out above, such shares shall be cancelled within ten days from the date of acquisition. Where the shares are acquired under the circumstances prescribed in items (ii) and (iv) as set out above, such shares shall be transferred or cancelled within six months. Where the shares are acquired under the circumstances prescribed in items (iii), (v) and (vi) as set out above, the total number of the shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within three years.

### **Transfer of Shares**

Shares of the Company shall be transferred in accordance with the laws.

The Directors and senior management of the Company shall notify the Company of their holdings of shares (including preferred shares) in the Company and the changes therein. The shares transferable by them during each year of their tenures as determined at the time of appointment shall not exceed 25% of their total holdings of shares of the same class in the Company. The shares in the Company held by them shall not be transferred within one year from the date on which the Company's shares are listed for trading. The shares in the Company held by them shall not be transferred within half a year from their departure from the Company. Where the laws, administrative regulations or listing rules of the place where the Company's shares are listed provide otherwise in respect of the restrictions on the transfer of the Company's shares, such rules shall prevail.

Any gains from sale of Company's shares or other securities with an equity nature by the Directors, senior management members or Shareholders holding 5% or more of the Company's shares within six months after their purchase of the same, and any gains from the purchase of the shares or other securities with an equity nature by any of the aforesaid parties within six months after sale of the same shall be disgorged and paid to the Company, and the Board of Directors of the Company shall be responsible for recovering such gains from the abovementioned parties. However, the disposal of such shares by securities companies holding more than 5% of the shares as a result of the outstanding shares acquired under underwriting, and other circumstances stipulated by the CSRC shall be excluded.

Shares or other securities with the nature of equity held by Directors, senior management and individual Shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, or held by them by using other people's accounts.

If the Board of Directors of the Company fails to comply with the above paragraph of this Article, the Shareholders are entitled to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to comply within the aforesaid period, the Shareholders are entitled to initiate litigation directly in the People's Court in their own names for the interest of the Company. And if the Board of Directors fails to implement the provisions set forth in this Article, the responsible Directors shall bear joint and several liability in accordance with law.



**SHAREHOLDERS AND SHAREHOLDERS' MEETINGS****Shareholders**

The Company shall set up a register of Shareholders based on the certificates provided by the securities settlement agency. The register of Shareholders shall be sufficient evidence proving the holding of the shares of the Company by a Shareholder. A Shareholder shall enjoy rights and assume obligations as per the class of the shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Shareholders of the Company shall enjoy the following rights:

- (i) to receive dividends and other distributions in proportion to the number of shares held;
- (ii) to legally request, convene, preside over, attend Shareholders' meetings either in person or by proxy and exercise corresponding voting rights;
- (iii) to monitor, make suggestions on or make inquiries about the Company's operation;
- (iv) to transfer, gift or pledge shares in his/her/its possession in accordance with the law, administrative regulations, and provisions of the Articles of Association;
- (v) to inspect and copy the Articles of Association, the register of Shareholders, Shareholders' meeting minutes, resolutions of meetings of the Board of Directors, and financial and accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and certificates;
- (vi) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;
- (vii) to require the Company to acquire the shares from Shareholders voting against any resolutions adopted at the Shareholders' meeting concerning the merger and division of the Company;
- (viii) other rights conferred by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

If the content of the resolution of the Company's Shareholders' meeting or a Board meeting violates laws, administrative regulations, the Shareholders have the right to request the people's court to clarify it invalid. If the procedures for convening, or the method of voting at, a Shareholders' meeting or a Board meeting violate laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the Shareholders have the right to request the people's court to revoke the resolution within 60 days from the date on which the resolution is made, unless the procedures for convening, or the method of voting at, a Shareholders' meeting or a Board meeting only contain a minor defect without a substantial impact on the resolution.

In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or Articles of Association by the Directors or senior management other than members of the Audit Committee when performing their duties in the Company, the Shareholders holding more than 1% shares individually or jointly for over 180 consecutive days may submit a written request to the Audit Committee to file an action with the people's court. Where the members of Audit Committee violate laws, administrative regulations or the Articles of Association in their duty performance and cause losses to the Company, the Shareholders above may submit a written request to the Board of Directors to file an action with the people's court.

In the event that the Audit Committee or the Board of Directors refuse to file an action upon receipt of the Shareholders' written request specified in the preceding paragraph, or fail to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the Shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action with the court for the interest of the Company.

In the event of a Director or senior management member violates laws, administrative regulations or the Company's Articles of Association, thereby damaging the interests of the Shareholder(s), the Shareholder(s) may file an action with the court.

The obligations of Shareholders are as follows:

- (i) to abide by laws, administrative regulations and the Articles of Association;
- (ii) to provide share capital according to the shares subscribed for and the method of subscription;
- (iii) not to return shares unless prescribed otherwise in laws and administrative regulations;
- (iv) not to abuse Shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;
- (v) to perform other duties prescribed in laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

Any Shareholder who abuses Shareholders' rights and causes the Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law. Any Shareholder who abuses the status of the Company as an independent legal entity or the limited liability of Shareholders to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

#### **Controlling Shareholders and Actual Controllers**

Controlling Shareholders and actual controllers of the Company shall comply with the following provisions:

- (i) The Controlling Shareholders and actual controllers of the Company shall not use their connected relationship to damage the legitimate interests of the Company; those who violate the rules and cause losses to the Company shall be liable for compensation.
- (ii) The Controlling Shareholders and actual controllers of the Company shall bear the fiduciary duties toward the Company and public Shareholders of the Company. The Controlling Shareholders shall exercise their rights as investors in strict compliance with relevant laws. They may not use such means as profit distribution, asset restructuring, external investment, capital occupation, loan guarantee, etc., to damage the legitimate rights and interests of the Company and public Shareholders, as well as not to make use of its controlling status to damage the interests of the Company and public Shareholders.
- (iii) When transferring their shares in the Company, the Controlling Shareholders and actual controllers shall comply with the restrictive provisions on share transfer under laws, administrative regulations, the requirements of the CSRC and the stock exchange, as well as any commitments they have made regarding share transfer restrictions.

**GENERAL RULES OF THE SHAREHOLDERS' MEETINGS**

The Shareholders' meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with the law:

- (i) to elect and replace Directors, and to decide on matters relating to the remuneration of Directors;
- (ii) to consider and approve the reports of the Board;
- (iii) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (iv) to resolve on the increase or reduction of the registered capital of the Company;
- (v) to resolve on the issue of bonds of the Company;
- (vi) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (vii) to amend the Articles of Association;
- (viii) to resolve on the appointment and dismissal of the accounting firm that undertakes the auditing activities of the Company;
- (ix) to consider and approve the guarantee matters stipulated in Article 45 of the Articles of Association;
- (x) to consider the purchase or disposal of material assets within one year with an amount exceeding 30% of the latest audited total assets of the Company, and transaction matters stipulated in Article 44 of the Articles of Association;
- (xi) to consider and approve the change in use of proceeds;
- (xii) to consider share incentive schemes and employee share ownership schemes;
- (xiii) to consider any related party transactions (except for the cash assets gifted to the Company and provision of guarantees) between the Company and related parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;
- (xiv) to consider other matters required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association to be decided by the Shareholders' meetings.

The Shareholders' meeting may authorize the Board of Directors to make a resolution on the issuance of bonds of the Company.

The Shareholders' meetings are classified into annual Shareholders' meetings and extraordinary Shareholders' meetings. The annual Shareholders' meeting shall be convened once a year and be held within six months of the end of the previous fiscal year.

In any of the following circumstances, the Company shall convene an extraordinary Shareholders' meeting within two months from the date of the occurrence of the circumstance:

- (i) when the number of Directors falls short of the statutory number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association;
- (ii) when the unrecovered losses of the Company amount to one-third of the total share capital;
- (iii) when Shareholders individually or jointly holding 10% or more of the shares (including preference shares with restored voting rights) of the Company request to hold such a meeting;
- (iv) when the Board of Directors deems it necessary;
- (v) when the Audit Committee proposes to hold such a meeting;
- (vi) any other circumstances as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

### **CONVENING OF SHAREHOLDERS' MEETINGS**

The Shareholders' meeting shall be convened by the Board of Directors, which shall convene the Shareholders' meeting within the prescribed time limit. After obtaining the consent of a majority of all independent Directors, an independent Director has the right to propose to the Board of Directors to convene an extraordinary Shareholders' meeting. Upon receiving such a proposal, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written response within 10 days of receipt, indicating whether it agrees or disagrees to convene an extraordinary Shareholders' meeting. If the Board of Directors agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within 5 days after making the Board resolution. If the Board of Directors disagrees to convene an extraordinary Shareholders' meeting, it shall state the reasons and make an announcement.

Where the Audit Committee propose to the Board of Directors to convene an extraordinary Shareholders' meeting, it shall submit such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within 10 days of receipt, indicating whether it agrees or disagrees to convene an extraordinary Shareholders' meeting.

If the Board of Directors agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within five days after making the Board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee. If the Board of Directors disagrees with convening an extraordinary Shareholders' meeting or fails to provide feedback within ten days of receipt, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the Shareholders' meeting. In such cases, the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or jointly hold more than 10% of the Company's shares (including preference shares with restored voting rights) and requests the Board of Directors to convene an extraordinary Shareholders' meeting shall submit such request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary Shareholders' meeting.

If the Board of Directors agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within five days after making the Board resolution. Any changes to the original request in the notice shall be subject to the consent of the relevant Shareholders. If the Board of Directors disagrees to convene an extraordinary Shareholders' meeting, or fails to provide feedback within ten days of receipt, Shareholders who individually or jointly hold more than 10% of the Company's shares (including preference share with restored voting rights) and propose to the Audit Committee to convene an extraordinary Shareholders' meeting shall submit such request in writing to the Audit Committee.

If the Audit Committee agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within five days after receiving the request. Any changes to the original request in the notice shall be subject to the consent of the relevant Shareholders.

If the Audit Committee fails to issue a notice of the Shareholders' meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the Shareholders' meeting. In such cases, Shareholders who individually or jointly hold more than 10% of the Company's shares (including preference shares with restored voting rights) for over 90 consecutive days may convene and preside over the meeting on their own.

Where the Audit Committee or Shareholders decide to convene a Shareholders' meeting on their own, a written notice must be given to the Board of Directors and a record must be filed with the stock exchange.

#### **PROPOSALS AND NOTICES OF SHAREHOLDERS' MEETING**

When the Company convenes a Shareholders' meeting, the Board of Directors, the Audit Committee and Shareholders who individually or jointly hold more than 1% of the Company's shares (including preference shares with restored voting rights) shall be entitled to put forward proposals to the Company.

Shareholders who individually or jointly hold more than 1% of the Company's shares (including preference shares with restored voting rights) may put forward provisional proposals and submit the same to the convener in writing 10 days prior to the convening of the Shareholders' meeting. The convener shall issue a supplementary notice of the Shareholders' meeting within 2 days upon receipt of the proposals to announce the contents of the provisional proposal and submit the provisional proposals to the Shareholders' meeting for consideration, however, except for the provisional proposals that violates the requirements of the laws, administrative regulations or the Articles of Association, or are not within the terms of reference of the Shareholders' meeting.

Except as provided in the preceding paragraph, the convener shall not change the proposals set out in the notice of the Shareholders' meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of the Shareholders' meeting or not complying with the Articles of Association shall not be voted on or resolved at the Shareholders' meeting.

The convener shall notify all Shareholders in writing (including by announcement) at least 21 days prior to the convention of an annual Shareholders' meeting, or at least 15 days prior to the convention of an extraordinary Shareholders' meeting. The date of convening the meeting shall be excluded when calculating the starting date, but the date of issuing the notice shall be included.

Notice of the Shareholders' meeting shall contain:

- (i) the date, venue and duration of the meeting;
- (ii) matters and proposals submitted for consideration at the meeting;
- (iii) a clear statement that: each Shareholder is entitled to attend the Shareholders' meeting in person, or appoint one or more proxies in writing who need not be Shareholders of the Company, to attend and vote on his/its behalf;
- (iv) the record date of the Shareholders entitled to attend the Shareholders' meeting;
- (v) name and telephone number of permanent contact person;
- (vi) time and procedures for voting online or by other means.

### **HOLDING OF SHAREHOLDERS' MEETINGS**

All Shareholders of ordinary shares (including preference Shareholders with restored voting rights) and Shareholders holding shares with special voting rights registered on the record date for equity registration or their proxies shall be entitled to attend the Shareholders' meeting at which they shall have the right to speak and exercise voting rights in accordance with relevant laws, regulations, and the Articles of Association (unless individual Shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the place where the Company's shares are listed).

Shareholders may attend a Shareholders' meeting in person, or may appoint a proxy to attend and vote on their behalf.

An individual Shareholder that attends the meeting in person shall produce his or her own identity card or other valid documents or proof evidencing his or her identity. If he or she appoints a proxy to attend the meeting on his or her behalf, the proxy shall produce his or her own valid proof of identity and the power of attorney issued by the Shareholder.

Shareholder who is a corporation shall attend and vote at a meeting by its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting in person, he or she shall produce his or her own identity card and a valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his or her own identity card and the power of attorney issued by the legal representative of the Shareholder as a corporation, except for the recognized clearing house and its nominees as defined by the securities regulatory rules of the place where the shares of the Company are listed.

If the Shareholder is a recognized clearing house or its nominees, it may authorize one or more persons it deems fit to act as its representative at any Shareholders' meeting or any meeting of creditors; however, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise rights on behalf of the recognized clearing house (or its nominees) (no shareholding voucher, notarized authorization and/or further evidence of the duly authorization is required), as if such person is an individual Shareholder of the Company.

**VOTING AND RESOLUTIONS AT SHAREHOLDERS' MEETINGS**

Resolutions of the Shareholders' meeting include ordinary resolutions and special resolutions. An ordinary resolution at a Shareholders' meeting shall be passed by one half or above of the voting rights held by Shareholders (including their proxies) attending and entitled to vote at the Shareholders' meeting. A special resolution at a Shareholders' meeting shall be passed by two-thirds or above of the voting rights held by Shareholders (including their proxies) attending and entitled to vote at the Shareholders' meeting.

The following matters shall be resolved by an ordinary resolution at a Shareholders' meeting:

- (i) work reports of the Board;
- (ii) plans formulated by the Board for the distribution of profits and for making up losses;
- (iii) appointment and removal of the members of the Board of Directors, their remunerations and methods of payment;
- (iv) annual report of the Company;
- (v) matters other than those required by the laws and administrative regulations and the securities regulatory rules of the place(s) where the shares of the Company are listed or by the Articles of Association to be adopted by special resolution.

The following matters shall be resolved by a special resolution at a Shareholders' meeting:

- (i) the increase or reduction of registered share capital of the Company;
- (ii) the split, spin-off, merger, dissolution and liquidation of the Company;
- (iii) amendments to the Articles of Association;
- (iv) the acquisition or disposal of major assets or guarantees within one year with total amount reaching or exceeding 30% of the Company's latest audited total assets;
- (v) equity incentive plan;
- (vi) matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association to be adopted by a special resolution, and any other matters considered by the Shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.

A Shareholder (including proxy thereof) may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote. Where securities regulatory rules of the place where the Company's shares are listed have other provisions, such provisions shall prevail.

When significant matters affecting the interests of the minority Shareholders are considered at the Shareholders' meeting, the votes cast by minority investors shall be counted separately. The results of separate counting shall be disclosed to the public in a timely manner.

The shares held by the Company have no voting rights, and such shares shall not be counted towards the total number of shares with voting rights held by Shareholders attending the meeting.



If a Shareholder purchases voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised for a period of thirty-six months after the purchase and such shares shall not be counted towards the total number of shares with voting rights present at the Shareholders' meeting.

The Board of the Company, independent Directors, Shareholders holding more than 1% of the shares carrying voting rights or investor protection agencies established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or requirements of the CSRC may publicly solicit Shareholders' voting rights. The specific voting intentions and other information shall be fully disclosed to the persons whose voting rights are being solicited when soliciting Shareholders' voting rights. It is forbidden to solicit Shareholders' voting rights with compensation or compensation in disguised form. The Company and the convener of the Shareholders' meeting shall not impose a minimum shareholding proportion limit on the solicitation of voting rights except for statutory conditions.

## **DIRECTORS AND THE BOARD OF DIRECTORS**

### **General Provisions in Relation to Directors**

Directors of the Company shall be individuals, and a person may not serve as a Director of the Company in case of any of the following circumstances:

- (i) the person without civil conduct capacity or with limited civil conduct capacity;
- (ii) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding two years from the date of expiry of the probationary period;
- (iii) the person who is a former director, factory director or manager of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;
- (iv) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed since the date of such revocation of the business license or the date of being ordered to shut down of the company or enterprise;
- (v) the person listed as a judgment defaulter by the people's court because the amount of debt he/she bears is relatively large and the debt is not paid off when it is due;
- (vi) the person who has been banned by the CSRC from access to the securities market, where the term of prohibition has not expired;
- (vii) the person who has been publicly determined by a stock exchange to be unfit to serve as a director, senior management of a listed company, where the period of such determination has not expired;
- (viii) other contents stipulated by laws, administrative regulations or departmental rules or the securities regulatory rules of the place where the shares of the Company are listed.

Directors shall comply with laws, administrative regulations, and the Articles of Association, and owe a duty of loyalty to the Company. They shall take measures to avoid conflicts of interest between themselves and the Company, and shall not exploit their positions to seek improper benefits. The Directors shall owe the following duties of loyalty to the Company:

- (i) They shall not misappropriate the Company's property or embezzle the Company's funds;
- (ii) They shall not deposit the Company's funds into accounts opened in their personal names or in the names of other individuals;
- (iii) They shall not solicit or accept bribes or other illegal benefits through their authority;
- (iv) They shall not directly or indirectly enter into contracts or transactions with the Company unless they have reported to the Board of Directors or the Shareholders' meeting and obtained approval by a resolution of the Board of Directors or the Shareholders' meeting in accordance with the Articles of Association;
- (v) They shall not exploit their positions to seize business opportunities that rightfully belong to the Company for their own benefit or the benefit of others, except that such opportunities are reported to the Board of Directors or the Shareholders' meeting and approved by a resolution of the Board of Directors or the Shareholders' meeting in accordance with the Articles of Association; or the Company is legally, administratively, or under its Articles of Association unable to pursue such opportunities;
- (vi) They shall not engage in a business of the same kind as that of the Company for themselves or for others, without reporting to the Board of Directors or the Shareholders' meeting and without being approved by the Shareholders' meeting through a resolution in accordance with the provisions of the Articles of Association;
- (vii) They shall not to accept commissions for their own benefit in respect of others' transactions with the Company;
- (viii) They shall not disclose the Company's secrets without authorization;
- (ix) They shall not harm the Company's interests through their affiliated relationships;
- (x) They shall comply with other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

Any income obtained by Directors in violation of this provision shall be returned to the Company. Directors who cause losses to the Company for such violations shall be liable for compensation.

The Directors shall abide by the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, and have a diligent obligation to the Company, and shall perform their duties in the best interests of the Company and with the reasonable care normally due by the management. The Directors have the following diligent obligations to the Company:

- (i) shall exercise prudently, conscientiously and diligently the rights conferred by the Company in order to ensure that the Company's business activities comply with the requirements of national laws, administrative regulations and various economic policies, and that the business activities do not exceed the scope of business stipulated in the business license;

- (ii) all Shareholders shall be treated fairly;
- (iii) to keep abreast of the business operation and management of the Company;
- (iv) a written confirmation opinion shall be signed on the Company's periodic reports to ensure that the Company shall disclose information in a timely and fair manner and all information disclosed are true, accurate and complete;
- (v) shall truthfully provide the Audit Committee with relevant information and data, and shall not hinder the Audit Committee from exercising their powers;
- (vi) other diligent obligations under laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

The Company has established a Director resignation management system to clarify the safeguards for unfulfilled public commitments and other outstanding matters. When the resignation of a Director takes effect or the term of office expires, all handover procedures with the Board of Directors shall be completed, and the fidelity obligations of the Director to the Company and the Shareholders shall not be automatically discharged after the end of the term of office. The Directors' responsibilities in the performance of their duties during their term of office shall not be relieved or terminated by reason of their departure from office.

### **BOARD OF DIRECTORS**

The Board of Directors consists of eight Directors, and independent Directors shall not be less than one-third of the number of the Board of Directors.

The Board of Directors exercises the following powers:

- (i) to convene the Shareholders' meeting and report on work to the Shareholders' meeting;
- (ii) to implement the resolutions of the Shareholders' meeting;
- (iii) to determine the business and investment plans of the Company;
- (iv) to formulate the plans for the distribution of profits and for making up losses of the Company;
- (v) to formulate the plans for increasing or decreasing the Company's registered capital, the issuance of corporate bonds or other securities, as well as the listing of the stock of the Company;
- (vi) to formulate plans for major acquisitions of the Company, the buy-back of shares of the Company, or merger, division, dissolution and changing the form of the Company;
- (vii) to determine such matters as the Company's external investment, purchase or sale of assets, asset pledge, external guarantee, entrusting wealth management, connected transaction and external donation within the scope authorized by the Shareholders' meeting;
- (viii) to decide on the setup of the Company's internal management organization;

- (ix) to decide on matters such as appointment or dismissal of the Company's general manager and other senior management and on their compensation and incentives/disincentives; to decide on matters such as appointment or dismissal of the Company's vice general manager, chief financial officer and other senior management and on their compensation and incentives/disincentives based on the nominations by the general manager;
- (x) to set the basic management systems of the Company;
- (xi) to make the modification plan to the Articles of Association;
- (xii) to manage the disclosure of the Company's information;
- (xiii) to request to the Shareholders' meeting to hire or replace the accounting firm auditing for the Company;
- (xiv) to attend to the work report of the Company's general manager and review the work of the general manager;
- (xv) to manage the information disclosure of the Company;
- (xvi) other powers and duties authorized by the laws, administrative regulations, departmental rules, other securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

#### **INDEPENDENT DIRECTORS**

Independent Directors shall maintain their independence. The following individuals shall not act as independent Directors:

- (i) Persons employed by the Company or its subsidiaries, as well as their spouses, parents, children, and close social relations;
- (ii) Natural person Shareholders who directly or indirectly hold more than 1% of the Company's issued shares or are among the top ten Shareholders of the Company, as well as their spouses, parents, and children;
- (iii) Persons working for Shareholders who directly or indirectly hold more than 5% of the Company's issued shares or for the top five Shareholders of the Company, as well as their spouses, parents, and children;
- (iv) Persons working for affiliated enterprises of the Company's Controlling Shareholder or actual controller, as well as their spouses, parents, and children;
- (v) Persons who have significant business dealings with the Company, its Controlling Shareholder, actual controller, or their respective affiliated enterprises, or who work for entities with such significant business dealings or their controlling shareholders or actual controllers;
- (vi) Persons who provide financial, legal, consulting, sponsorship, or other services to the Company, its Controlling Shareholder, actual controller, or their respective affiliated enterprises, including but not limited to all members of the project team of intermediary institutions providing such services, reviewers at all levels, signatories on reports, partners, directors, senior management, and principal responsible persons;

(vii) Persons who, in the past 12 months, have fallen under any of the circumstances listed in items (i) to (vi) above;

(viii) Other individuals deemed non-independent under laws, administrative regulations, CSRC rules, stock exchange rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

The affiliated enterprises of the Company's Controlling Shareholder or actual controller referred to in items (iv) to (vi) of the preceding paragraph shall not include enterprises controlled by the same state-owned asset regulatory authority as the Company and which, under relevant regulations, do not constitute affiliated parties of the Company.

Independent Directors shall conduct an annual self-assessment of their independence and submit the results to the Board of Directors. The Board of Directors shall evaluate the independence of incumbent independent Directors annually and issue a special assessment opinion, which shall be disclosed together with the annual report.

Independent Directors shall exercise the following special powers:

- (i) independently engage intermediary agencies to conduct audits, consultations, or verifications on specific matters of the Company;
- (ii) propose to the Board of Directors the convening of an extraordinary Shareholders' meeting;
- (iii) propose the convening of a Board meeting;
- (iv) lawfully solicit Shareholder rights from Shareholders;
- (v) express independent opinions on matters that may harm the interests of the Company or minority Shareholders;
- (vi) other powers stipulated by laws, administrative regulations, CSRC rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

The exercise of the powers listed in items (i) to (iii) above shall be subject to the consent of more than half of all independent Directors.

The Company shall promptly disclose the exercise of the powers listed in paragraph 1 of Article 133 of the Articles of Association by independent Directors. If any of these powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons.

The following matters shall be submitted to the Board of Directors for deliberation only after being approved by more than half of all independent Directors:

- (i) Related-party transactions that are required to be disclosed;
- (ii) Proposals for changes to or waivers of commitments made by the Company or relevant parties;
- (iii) Decisions and measures made by the board of directors of the listed company being acquired in response to the acquisition;
- (iv) Other matters stipulated by laws, administrative regulations, CSRC rules, and the Articles of Association.

The Company establishes a mechanism for special meeting attended solely by independent Directors. Related party transactions should be pre-approved by the special meeting of independent Directors before being submitted to the Board of Directors for consideration.

The Company shall hold special meetings of independent Directors on a regular or ad hoc basis. Matters listed in items (i) to (iii) of paragraph 1 of Article 133 and Article 134 of the Articles of Association shall be considered at a special meeting of independent Directors.

The special meetings of independent Directors shall be convened and presided over by an independent Director jointly elected by a majority of the independent Directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent Directors may convene and elect a representative to preside over the meeting on their own.

Minutes of the special meetings of independent Directors shall be prepared as required, with the inclusion of the opinions of the independent Directors, who shall sign to confirm the minutes of the meetings.

### **SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company has established an Audit Committee, which shall exercise the functions and powers of the board of supervisors as prescribed by the Company Law.

The Audit Committee comprises 3 members who are Directors not holding senior management positions of the Company, of which 3 are independent Directors and the chairman shall be an accounting professional therein.

The Audit Committee shall exercise the following functions and powers:

- (i) to review financial information in financial accounting reports and periodic reports, internal control evaluation reports;
- (ii) to propose to the Board of Directors appointment or dismissal of accounting firm undertaking the Company's audit;
- (iii) to propose to the Board of Directors appointment or dismissal of chief financial officer;
- (iv) to propose to the Board of Directors changing accounting policy, accounting estimate or correcting material accounting errors occurring for reasons other than a change in accounting standard;
- (v) to examine the Company's financial matters;
- (vi) to supervise the performance by the Directors and senior management of their duties to the Company and propose the dismissal of the Directors and senior management who violates laws, administrative regulations, the Articles of Association or the resolutions of the Shareholders' meeting;
- (vii) to demand rectification from the Directors and senior management when the acts of such persons are harmful to the Company's interests;
- (viii) in case of any abnormal matters during the business operation of the Company, to investigate, and if necessary, to engage professionals such as accounting firms or law firms to assist its work with expenses being borne by the Company;
- (ix) other matters stipulated by laws, administrative regulations, the requirements of the CSRC and the Articles of Association.

The Audit Committee shall hold a regular meeting at least once a quarter. An extraordinary meeting may be convened upon the proposal of two or more members or when the convener deems necessary. A meeting of the Audit Committee may only be held when more than two thirds of the members attended. Resolutions adopted at the Audit Committee meeting must be approved by more than half of all members of the Audit Committee. Resolutions of the Audit Committee shall be passed on a “one person one vote” basis.

The Board of Directors of the Company has established other special committees such as the Strategy and ESG Committee, the Nomination Committee, the Remuneration and Appraisal Committee, which perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. The proposals of the special committees shall be submitted to the Board of Directors for review and decision making.

### **SENIOR MANAGEMENT MEMBERS**

The Company has one general manager, who is appointed or dismissed by the Board of Directors. The Company has several deputy general managers, who are appointed or dismissed by the Board of Directors. The general manager, deputy general managers, chief financial officer and secretary of the Board of Directors are the senior management members of the Company.

### **FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT**

#### **Financial Accounting System**

The Company shall submit and disclose the annual report to the CSRC’s dispatched institutions and the stock exchange where the Company’s shares are listed within four months after the end of each fiscal year; submit and disclose the interim report to the CSRC’s dispatched institutions and the stock exchange where the Company’s shares are listed within two months after the end of the first half of each fiscal year.

The above-mentioned annual report and interim report are prepared in accordance with relevant laws, administrative regulations and the provisions of the CSRC, and the securities regulatory rules of the place where the shares of the Company are listed.

The Company shall not establish the account books other than those provided by law. Any funds of the Company shall not be kept under any account opened in the name of any individual.

When distributing profits after taxation of the year, the Company shall set aside 10% of its profits for the Company’s statutory reserve until the fund has reached 50% or more of the Company’s registered capital.

When the Company’s statutory reserve is not sufficient to make up for the Company’s losses for the previous years, the profits of the current year shall first be used to cover the losses before any allocation is set aside for the statutory reserve pursuant to the preceding provision.

After making allocations to the statutory reserve from its profits after taxation, the Company may, upon passing a resolution at a Shareholders’ meeting, make further allocations from its profits after taxation to the discretionary reserve.

After the Company covers its losses and makes allocations to its reserve, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the Shareholders, except for those which are not distributed in a proportionate manner as provided by the Articles of Association.



If the Shareholders' meeting resolves to distribute any profits to the Shareholders in violation of the Company Law, the Shareholders shall return such profits distributed to the Company, and if any losses are caused thereby to the Company, the Shareholders, as well as any Directors, and senior management responsible for the violation, shall be liable for compensation.

The Company shall not distribute any profits in respect of the shares held by it.

The Company is required to appoint one or more receiving agent(s) in Hong Kong for Shareholders of H Shares. The receiving agent(s) shall receive and hold on behalf of such Shareholders of H Shares any dividends allocated to H Shares and other amounts payable by the Company, and transmit such payments to such Shareholders of H Shares. The receiving agent(s) appointed by the Company shall satisfy the requirements under the laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed.

The provident fund of the Company is appropriated for purpose of making up the losses or expanding production and operation of the Company or being capitalized.

When using the Company's reserves to cover its losses, any discretionary reserve and statutory reserve balances shall first be used to cover such losses; if there is still a shortfall, the capital reserve may be used in accordance with regulations.

In any capitalization of the statutory provident fund, the remaining statutory provident fund shall not be less than twenty-five percent (25%) of the Company's registered capital immediately prior to such capital increase through provident fund transfer.

After the Shareholders make a decision for distribution of profits in Shareholders' meeting, or after the Board of Directors formulates a specific plan in accordance with the conditions and upper limit of the interim dividend for the next year that approved by the annual Shareholders' meeting, the Board of Directors must finish distributing the dividends (or shares) within two months.

### **Internal Audit**

The Company shall implement an internal audit system and clarify the leadership system, duties and authorities, staffing, financial support, application of audit results, and accountability.

The internal audit institution of the Company shall conduct supervision and inspection on the Company's business activities, risk management, internal control, financial information and other matters.

### **Appointment of Accounting Firm**

The Company shall appoint an accounting firm in compliance with the Securities Law and the securities regulatory rules of the place where the shares of the Company are listed to conduct accounting statements audit, net assets verification and other related consulting services for a term of one year, which may be renewed.

The appointment and dismissal of the Company's accounting firm shall be decided by the Shareholders' meeting. The Board of Directors shall not appoint the accounting firm until it is decided by the Shareholders' meeting.

The Company shall undertake to provide its accounting firm with true and complete accounting vouchers, accounting books, financial reports and other accounting information, and shall not reject, conceal or misstate any information.

The audit fee payable to an accounting firm shall be decided by the Shareholders' meeting.

When the Company intends to dismiss or not to reappoint an accounting firm, it shall give 30 days prior notice to the accounting firm. When a Shareholders' meeting of the Company votes on the dismissal of the accounting firm, the firm shall be allowed to represent its opinions. Where the accounting firm resigns, it shall state to the Shareholders' meeting whether the Company has improper circumstances.

### **MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION**

#### **Merger, Division, Capital Increase and Capital Reduction**

The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity. One company absorbing another company is merger by absorption, and the company being absorbed shall be dissolved. Merger of two or more companies through establishment of a new company is merger by establishment of a new entity, and the parties to the merger shall be dissolved.

In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution on merger and shall make an announcement in the media outlet designated by the Company or the National Enterprise Credit Information Publicity System within 30 days after the date of the Company's resolution on merger. Creditors may demand the Company to repay debts or provide corresponding security within 30 days upon receipt of such notice or 45 days from the date of announcement in case of receiving no such notice.

Upon the merger, claims and debts of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.

In the event of a division of the Company, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution on division and shall make an announcement in media in compliance with the requirements of CSRC or the National Enterprise Credit Information Publicity System within 30 days after the date of the Company's resolution on division.

The Company shall prepare a balance sheet and an inventory of assets when it intends to reduce its registered capital. The Company shall notify the creditors within 10 days upon resolution on reduction of registered capital by the Shareholders' meeting and make announcement thereof in media in compliance with the requirements of CSRC or the National Enterprise Credit Information Publicity System within 30 days. Creditors may demand the Company to repay debts or provide corresponding security within 30 days upon receipt of such notice or 45 days from the date of announcement in case of receiving no such notice.

When the Company reduces its registered capital, it shall reduce the amount of capital contribution or shares in proportion to the Shareholders' capital contribution or shareholding, unless otherwise stipulated by the laws or the Articles of Association.

When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the registration authority of the Company in accordance with the laws. When the Company is dissolved, the Company shall cancel its registration in accordance with the laws. When a new company is established, its establishment shall be registered in accordance with the laws.

In case of increase or reduction of registered capital of the Company, the Company shall legally complete the formalities for change registration with the registration authority of the Company.

**Dissolution and Liquidation**

The Company shall be dissolved for the following reasons:

- (i) the term of its operations as is stipulated in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;
- (ii) the Shareholders' meeting resolves to dissolve the Company;
- (iii) dissolution is necessary due to merger or division of the Company;
- (iv) the Company's business license is revoked, the Company is ordered to close down or be revoked in accordance with the law;
- (v) where the operation and management of the Company falls into serious difficulties and its continued existence would cause material losses to Shareholders, the Shareholders holding above 10% of the total voting rights of the Company may apply to the People's Court to dissolve the Company if there are no other solutions.

If the Company encounters the reasons for dissolution as stipulated in the preceding paragraph, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten days.

Where the Company falls under the circumstances of items (i) and (ii) above and has not distributed any property to Shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the Shareholders' meeting.

Upon amendment of these Articles of Association in accordance with the preceding paragraph or upon adoption of a resolution by the shareholders' meeting, such amendment shall be approved by more than two-thirds of the voting rights held by the Shareholders attending the Shareholders' meeting.

If the Company is dissolved pursuant to item (i), (ii), (iv) or (v) above, it shall be liquidated. The Directors, being the liquidation obligors of the Company, shall form a liquidation committee for liquidation within 15 days from the date of occurrence of the cause for dissolution. The liquidation committee shall be composed of Directors or persons determined by the Shareholders' meeting. If liquidation obligors fail to perform their liquidation obligations in a timely manner, causing losses to the Company or its creditors, they shall bear compensation liability.

The liquidation committee shall notify creditors within 10 days from the date of its establishment, and publish an announcement in media in compliance with the requirements of CSRC or the National Enterprise Credit Information Publicity System within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receiving the notice, or within 45 days from the date of announcement in case they have not received the notice.

If the liquidation committee discovers that the assets of the Company are insufficient to repay its debts after sorting out the assets of the Company and preparing a balance sheet and an inventory of assets, it shall apply to the People's Court for bankruptcy liquidation in accordance with the law. After the People's Court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

In case the Company is declared to be insolvent according to the laws, liquidation shall be processed in accordance with the laws on corporate bankruptcy.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company shall amend the Articles of Association under any of the following circumstances:

- (i) after the amendments are made to the Company Law or relevant laws, administrative regulations and securities regulatory rules of the place where the shares of the Company are listed, the provisions of the Articles of Association are in conflict with the amended laws, administrative regulations or securities regulatory rules of the place where the shares of the Company are listed;
- (ii) there is a change in the situation of the Company, which is inconsistent with the matters recorded in the Articles of Association;
- (iii) the Shareholders' meeting decides to amend the Articles of Association.

The amendments to the Articles of Association adopted by the Shareholders' meeting shall be submitted to the competent authorities for approval if they are subject to approval by the competent authorities. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.

**A. FURTHER INFORMATION ABOUT OUR GROUP****1. Incorporation of our Company**

Our Company was incorporated in the PRC as a limited liability company on April 19, 2001 and was converted to a joint stock liability company with limited liability on January 10, 2018 under the PRC Company Law.

We have established a principal place of business in Hong Kong at Room 1910, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and have been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on June 13, 2025. Ms. Cheng Choi Ha (鄭彩霞) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong, whose correspondence address is the same as our principal place of business in Hong Kong.

As our Company was incorporated in the PRC, our corporate structure and Articles of Association are subject to the relevant PRC Law. A summary of the relevant PRC Law and of the Articles of Association is set out in “Regulatory Overview” and Appendix III, respectively.

**2. Changes in the Share Capital of Our Company**

When our Company was converted into a joint stock liability company with limited liability under the PRC Company Law, our initial registered capital was RMB80,000,000, divided into 80,000,000 Shares with a nominal value of RMB1.00 each.

Save as disclosed below, there has been no alteration in our total issued share capital within the two years immediately preceding the date of this prospectus.

On July 9, 2024\*, the share capital of our Company increased from RMB171,008,218 to RMB239,411,505, comprising 239,411,505 A Shares with a nominal value of RMB1.00 each.

On July 10, 2024\*, the share capital of our Company decreased from RMB239,411,505 to RMB238,940,800, comprising 238,940,800 A Shares with a nominal value of RMB1.00 each.

On September 26, 2024\*, the share capital of our Company increased from RMB238,940,800 to RMB240,203,500, comprising 240,203,500 A Shares with a nominal value of RMB1.00 each.

On July 21, 2025\*, the share capital of our Company decreased from RMB240,203,500 to RMB240,196,500, comprising 240,196,500 A Shares with a nominal value of RMB1.00 each.

On October 17, 2025\*, the share capital of our Company increased from RMB240,196,500 to RMB240,721,500, comprising 240,721,500 A Shares with a nominal value of RMB1.00 each.

On October 20, 2025\*, the share capital of our Company increased from RMB240,721,500 to RMB240,730,900, comprising 240,730,900 A Shares with a nominal value of RMB1.00 each.

On November 12, 2025\*, the share capital of our Company increased from RMB240,730,900 to RMB240,734,400, comprising 240,734,400 A Shares with a nominal value of RMB1.00 each.

\* To avoid any doubts, the dates mentioned herein shall be deemed to correspond to the date of completion of the business registration amendments from China Securities Clearing Corporation Shenzhen Branch.

For further details, see “History, Development and Corporate Structure.” Save as aforesaid, as of the Latest Practicable Date, there has been no alteration in our share capital within two years immediately preceding the date of this prospectus.

### **3. Changes in the Share Capital of Our Subsidiaries**

Our subsidiaries are referred to in Note 1 to Part II of the Accountants’ Report, the text of which is set out in Appendix I to this prospectus.

Save as disclosed in this sub-section, there have been no alterations in the share capital of our subsidiaries within the two years immediately preceding the date of this prospectus.

#### ***ZW Drive GmbH***

On September 23, 2024, following a capital increase, the total number of shares increased from 200,000 to 700,000, and the aggregate amount of share capital increased from EUR200,000 to EUR700,000. ZhaoWei Machinery & Electronics (HongKong) Co., Ltd., a direct subsidiary of our Company, remained as the sole shareholder of ZW Drive GmbH.

### **4. Resolutions Passed by Our Shareholders’ General Meeting of Our Company**

Pursuant to the Shareholders’ meeting held on May 19, 2025, the following resolutions, among other things, we duly passed:

- (a) the issue by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be listed on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued shall not exceed 20% of the total issued share capital of our Company as enlarged by the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing);
- (c) subject to the completion of the Global Offering, the adoption of the Articles of Association which shall become effective on the Listing Date; and
- (d) authorization of the Board and/or its authorized persons to handle relevant matters relating to the Global Offering, including but not limited to the issue and the listing of the H Shares.

### **5. 2024 Share Incentive Scheme**

The following is a summary of the principal terms of the 2024 Share Incentive Scheme approved and adopted by our Shareholders at the second extraordinary general meeting held on August 28, 2024. The terms of 2024 Share Incentive Scheme do not involve any grant of Share Incentives by our Company after the Listing and are not subject to the provisions of Chapter 17 of the Listing Rules. The terms of the 2024 Share Incentive Scheme are summarized below.

**(a) Purpose**

The purposes of the 2024 Share Incentive Scheme are as follows:

- (i) to further improve the Company's long-term incentive mechanism;
- (ii) to attract and retain outstanding talent;
- (iii) to motivate employees by aligning the interests of Shareholders, the Company and the core team, thereby ensuring all parties focus on the Company's long-term development and share common goals.

**(b) Who may participate**

The scope of the eligible participants of the 2024 Share Incentive Scheme ("2024 Eligible Participants") is proposed by our Remuneration and Appraisal Committee and approved by our then Board of Supervisors, having taken into account the actual situation of our Company, in accordance with the PRC Company Law, the Securities Law of the PRC (中華人民共和國證券法), the Administrative Measures for the Equity Incentives of Listed Companies (上市公司股權激勵管理辦法), the Rules Governing the Listing of Shares of the Shenzhen Stock Exchange (深圳證券交易所股票上市規則), the Shenzhen Stock Exchange Listed Company Self-Regulation Guide No. 1—Business Handling (深圳證券交易所上市公司自律監管指南第1號—業務辦理), other relevant laws, regulations and regulatory documents and the Articles of Association.

The 2024 Eligible Participants include 123 persons in total, comprising of the Directors, senior management and other personnel deemed suitable for incentives by the Board, and shall not include the independent non-executive Directors, Supervisors and any Shareholders or actual controllers who individually or in aggregate holding 5% or more Shares of our Company, together with their spouses, parents and children.

**(c) 2024 Scheme Mandate Limit**

The 2024 Share Incentive Scheme are granted in two forms: (i) restricted A Shares ("2024 Restricted Share Scheme") and (ii) share options ("2024 Share Option Scheme"). The total number of underlying Shares which may be issued upon exercise of all Share Incentives granted under the 2024 Share Incentive Scheme shall be 2,525,400 A Shares, which was comprised of 1,262,700 A Shares for the options granted under the 2024 Share Option Scheme ("2024 Scheme Mandate Limit–Share Options") and the 1,262,700 restricted A Shares granted under the 2024 Restricted Share Scheme ("2024 Scheme Mandate Limit–Restricted A Shares").

Each of the 2024 Scheme Mandate Limit–Share Options and the 2024 Scheme Mandate Limit–Restricted A Shares shall be adjusted in the event of any alteration in the capital structure of our Company whilst any option remains exercisable or any restricted A Share remains grantable, to proportionally reflect any capitalization of profits or reserves, bonus issue, rights issue, sub-division, consolidation of shares, dividend distribution, etc. of our Company.



**(d) *Maximum entitlement of a grantee***

Any grant of options or restricted A Shares to any grantees in respect of all the options or restricted A Shares granted to such person under the 2024 Restricted Share Scheme and 2024 Share Option Scheme in aggregate shall not exceed 1% of the Shares in issue at the time of the announcement of the 2024 Share Incentive Scheme.

**(e) *Duration of the Share Incentives***

The grant date of 2024 Share Incentive Scheme shall be determined by the Board after the approval of the 2024 Share Incentive Scheme by the Shareholders at a general meeting. Unless otherwise stipulated by laws and regulations, the grant date must be a trading day of the Shenzhen Stock Exchange. The grant of Share Incentives is subject to the approval of the Board and shall be registered and announced within 60 days after the approval of the 2024 Share Incentive Scheme at a general meeting.

The term of the 2024 Share Incentive Scheme shall commence from the date of grant of the Share Incentives under the 2024 Share Incentive Scheme and continue until the Share Incentives are fully exercised, canceled, vested, or lapsed, whichever is earlier. This term shall not exceed 36 months, as applicable.

**(f) *Lock-up Arrangements***

The lock-up arrangements under the 2024 Share Incentive Scheme are determined according to the Articles of Association and applicable PRC laws and regulations:

- (i) if the grantee is a Director or a senior management of our Company, the Shares to be transferred each year during his or her tenure shall not exceed 25% of the total Shares he or she holds. No Shares held by such Director or senior management may be transferred within six months after termination of his or her employment;
- (ii) if the grantee is a Director or senior management of our Company, income gained through sale of Shares of our Company within six months of the purchase or repurchase of Shares of our Company within six months of the sale, shall belong to our Company and be reclaimed by the Board; and
- (iii) if there is any change in the applicable laws and regulations or the relevant provisions of the Articles of Association on the foregoing lock-up requirements within the term of the Share Incentive Plan, the grantee shall comply with the amended laws and regulations and the Articles of Association.

**(g) *Adjustments***

Subject to the other terms and conditions contained in the 2024 Share Incentive Scheme, the number and/or exercise price of granted Share Incentives may be adjusted upon the occurrence of certain events before exercise by the grantee. These events include, as the case may be, (i) capitalization of reserves, (ii) distribution of stock dividends, (iii) distribution of cash dividends, (iv) share subdivision, and (v) share consolidation.

*(h) Status of the outstanding options granted under the 2024 Share Option Scheme*

As of the Latest Practicable Date, a total of 122 participants have been granted outstanding options under the 2024 Share Option Scheme to subscribe for 717,800 A Shares in aggregate, representing 0.30% of the total issued share capital of our Company as of the Latest Practicable Date and 0.27% of the total issued share capital of our Company immediately after the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing). An aggregate of 220,500 share options were granted to 10 of our Directors, senior management members and/or other connected persons and one grantee who have been granted options to subscribe for 10,000 Shares or more, and the remaining 497,300 options were granted to 111 other eligible participants who are employees of our Company. All the outstanding options under the 2024 Share Option Scheme were granted on August 28, 2024 (the “2024 Scheme Effective Date”) and our Company will not grant any further options under the 2024 Share Option Scheme after the Listing. No consideration was payable for the grant of the options. 717,800 options granted under the 2024 Share Option Scheme remain outstanding and unexercised as of the Latest Practicable Date. Assuming full vesting and exercise of all outstanding share options under the 2024 Share Option Scheme, the shareholding of our Shareholders immediately following completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing and excluding the treasury Shares) will be diluted by a maximum of approximately 0.27%. The maximum dilution effect on our earnings per share would be approximately 0.27%. The table below sets out the details of outstanding options granted to our Directors, senior management members and other connected persons of our Company under the 2024 Share Option Scheme as of the Latest Practicable Date:

Name	Position or Connected Relationship	Address	Exercise Price (RMB per Share)	Number of A Shares Underlying the Outstanding Options	Date of Grant	Vesting Periods	Exercise Periods	Approximate % of Share Capital of Our Company Immediately after Completion of the Global Offering <sup>(1)</sup>
<i>Directors</i>								
Ye Shubing . . . . .	Executive Director and general manager	Room 9B, Block E Zhongmin Garden Yanluo Subdistrict Shenzhen, PRC	42.42	45,400	August 28, 2024	See Note (2) below	See Note (3) below	0.017%
Li Ping . . . . .	Executive Director and deputy general manager	Unit 2805, Building 6 Vanke Feilijun Community Shajing Subdistrict Bao'an District Shenzhen, PRC	42.42	45,400	August 28, 2024	See Note (2) below	See Note (3) below	0.017%
Lu Zhiqiang . . . . .	Employee representative Director and the head of Parts Centre	Unit 15C, Block D Zhongmin Garden Songbai Road, Songgang Bao'an District Shenzhen, PRC	42.42	16,800	August 28, 2024	See Note (2) below	See Note (3) below	0.006%
<i>Senior management members (excluding those who are also Directors)</i>								
Zuo Mei . . . . .	Chief financial officer	Room 1607, Building A Baifu Mansion, Nanyou Avenue Nanshan District Shenzhen, PRC	42.42	38,700	August 28, 2024	See Note (2) below	See Note (3) below	0.014%
Niu Dongfeng . . . . .	Joint company secretary and the secretary of the Board	Unit 1306, Building 10 Phase 3, Golden Garden No. 2018 Lianhua Road Futian District Shenzhen, PRC	42.42	16,800	August 28, 2024	See Note (2) below	See Note (3) below	0.006%

Name	Position or Connected Relationship	Address	Exercise Price (RMB per Share)	Number of A Shares Underlying the Outstanding Options	Date of Grant	Vesting Periods	Exercise Periods	Approximate % of Share Capital of Our Company Immediately after Completion of the Global Offering <sup>(1)</sup>
<i>Connected Persons</i>								
Xie Weiwu (謝偉武)	Director of procurement management department and an associate of Ms. Xie	No. 47, Xiajie, Liuhuang Town Fengshun County, Guangdong Province PRC	42.42	8,400	August 28, 2024	See Note (2) below	See Note (3) below	0.003%
Xie Weiqun (謝偉群)	General manager of Suzhou Zhaowei Industrial Technology Co., Ltd. (蘇州市兆威工業科技有限公司), our subsidiary and an associate of Ms. Xie	Room 2504, Building B, Tower 1, Phoenix Garden Xingyi Road, Fuyong Town Bao'an District Shenzhen, PRC	42.42	16,800	August 28, 2024	See Note (2) below	See Note (3) below	0.006%
Qiu Xiansheng (邱顯生)	Chief strategy officer of the sales department and an associate of Mr. Li	No. 5 Xinxing Road, Liuhuang Town Fengshun County, Guangdong Province PRC	42.42	8,400	August 28, 2024	See Note (2) below	See Note (3) below	0.003%
You Minsheng (游敏勝)	Project manager and an associate of Mr. Li	1/F, Building 18 Longwangmiao Industrial Park, Fuyong Street Bao'an District Shenzhen, PRC	42.42	3,500	August 28, 2024	See Note (2) below	See Note (3) below	0.001%
Cheng Hanjie (程漢傑)	Injection molding department head of Dongguan Zhaowei and an associate of Mr. Ye	Team 1, Tanglan Village Qinghu Town, Luchuan County Guangxi Zhuang Autonomous Region, PRC	42.42	3,500	August 28, 2024	See Note (2) below	See Note (3) below	0.001%
<i>Other grantees who have been granted options to subscribe for 10,000 Shares or more</i>								
Mr. Chen Yidong (陳毅東)	Head of control business unit	7th, 8th, and 10th floors, Building B1 Nanshan Zhiyuan, No. 1001 Xueyuan Avenue Nanshan District Shenzhen, PRC	42.42	16,800	August 28, 2024	See Note (2) below	See Note (3) below	0.006%

*Notes:*

- (1) The calculation is based on 267,482,700 Shares in issue immediately after the Global Offering (assuming that no shares are issued under the 2024 Share Option Scheme and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).
- (2) The vesting periods are 12 months and 24 months commencing from the 2024 Scheme Effective Date, i.e. August 28, 2024.
- (3) The exercise periods for the relevant options are as follows: 50% of the options shall be exercisable from the first trading day following the end of the 12 months after the 2024 Scheme Effective Date up to the last trading day within the 24 months after the 2024 Scheme Effective Date, and 50% of the options shall be exercisable from the first trading day following the end of the 24 months after the 2024 Scheme Effective Date up to the last trading day within the 36 months after the 2024 Scheme Effective Date.

As of the Latest Practicable Date, other than the ten individuals who were our Directors, senior management members and/or other connected persons of our Company disclosed above, no other options were granted to any Directors, senior management members and/or other connected persons of our Company under the 2024 Share Option Scheme.

Save for the 11 grantees disclosed above, the remaining 111 grantees who were not our Directors, senior management members or other connected persons of our Company held an aggregate of 497,300 options that were still outstanding and unexercised under the 2024 Share Option Scheme as of the Latest Practicable Date, representing 0.21% of the total issued share capital of our Company as of the Latest Practicable Date and 0.19% of the total issued share capital of our Company immediately after the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing). The table below set out the details of the outstanding options granted to such remaining grantees under the 2024 Share Option Scheme as of the Latest Practicable Date:

Range of Outstanding Shares under Options Granted	Total Number of Grantees	Total Number of Outstanding Shares under Options Granted	Exercise Price	Date of Grant	Vesting Periods	Exercise Periods	Approximate % of Share Capital of Our Company Immediately after Completion of the Global Offering <sup>(1)</sup>
			(RMB per Share)				
1-9,999 Shares . . . . .	111	497,300	42.42	August 28, 2024	See Note (2) below	See Note (3) below	0.19%

*Notes:*

- (1) The calculation is based on 267,482,700 Shares in issue immediately after the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).
- (2) The vesting periods are 12 months and 24 months commencing from the 2024 Scheme Effective Date, i.e. August 28, 2024.
- (3) The exercise periods for the relevant options are as follows: 50% of the options shall be exercisable from the first trading day following the end of the 12 months after the 2024 Scheme Effective Date up to the last trading day within the 24 months after the 2024 Scheme Effective Date, and 50% of the options shall be exercisable from the first trading day following the end of the 24 months after the 2024 Scheme Effective Date up to the last trading day within the 36 months after the 2024 Scheme Effective Date.

**(i) Grant, repurchase and cancellation of the restricted A Shares granted under the 2024 Restricted Share Scheme**

All of the 2024 Eligible Participants who have been granted restricted A Shares under the 2024 Restricted Share Scheme have completed the payment of the grant price of the restricted A Shares to the Company, i.e. RMB21.35 per restricted A Share and have been registered as Shareholders of the Company. These restricted A shares are subject to a lock-up period and will only be unlocked upon fulfilling the unlocking conditions stipulated.

Upon the occurrence of any of the specified scenarios as provided in the 2024 Restricted Share Scheme, our Company is entitled to and shall unilaterally repurchase and cancel all or part of the restricted A Shares granted which are still subject to the restrictions, as the case may be.

**(j) Status of the restricted A Shares granted under the 2024 Restricted Share Scheme**

As of the Latest Practicable Date, an aggregate of 1,255,700 restricted A Shares, representing 0.52% of the total issued share capital of our Company, were granted to a total of 119 participants. An aggregate of 293,000 restricted A Shares were issued to 9 of our Directors, senior management members and/or other connected persons, and the remaining 962,700 restricted A Shares were issued to 110 other eligible participants, who are employees of our Company. The restricted A Shares have been issued on a one-off basis and no additional Shares will be issued under the 2024 Restricted Share Scheme. Immediately following completion of the Global Offering (assuming that no changes are made to the issued share

capital of our Company between the Latest Practicable Date and the Listing), the number of restricted A Shares issued pursuant to the 2024 Restricted Share Scheme will represent 0.47% of the total issued share capital of our Company. Particulars of the Restricted A Shares issued to our Directors, senior management members and/or other connected persons are set forth below:

Name of participants	Position held with our Group	Number of Restricted A Shares	Date of Grant	Approximate % of Share Capital of Our Company Immediately after Completion of the Global Offering <sup>(1)</sup>
<b>Directors</b>				
Ye Shubing . . . . .	Executive Director and general manager	66,900	August 28, 2024	0.025%
Li Ping . . . . .	Executive Director and deputy general manager	66,900	August 28, 2024	0.025%
Lu Zhiqiang . . . . .	Employee representative Director and the head of Parts Centre	21,300	August 28, 2024	0.008%
<b>Senior management members (excluding those who are also Directors)</b>				
Zuo Mei . . . . .	Chief financial officer	60,000	August 28, 2024	0.022%
Niu Dongfeng . . . . .	Joint company secretary and the secretary of the Board	21,300	August 28, 2024	0.008%
Mr. Qiu Xiansheng . . . . .	Chief strategy officer of the sales department and an associate of Mr. Li	21,300	August 28, 2024	0.008%
Mr. Xie Weiwu . . . . .	Director of procurement management department and an associate of Ms. Xie	21,300	August 28, 2024	0.008%
Mr. You Minsheng . . . . .	Project manager and an associate of Mr. Li	7,000	August 28, 2024	0.003%
Mr. Cheng Hanjie . . . . .	Injection molding department head of Dongguan Zhaowei and an associate of Mr. Ye	7,000	August 28, 2024	0.003%

*Note:*

- (1) The calculation is based on 267,482,700 Shares in issue immediately after the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).

As of the Latest Practicable Date, other than the nine individuals who were our Directors, senior management members and/or other connected persons of our Company disclosed above, no restricted A Shares were granted to any Directors, senior management members and/or other connected persons of our Company under the 2024 Restricted Share Scheme.

Save for the nine grantees disclosed above, the remaining 110 grantees who were not our Directors, senior management members or other connected persons of our Company held an aggregate of 962,700 restricted A Shares, representing 0.40% of the total issued share capital of our Company as of the Latest Practicable Date and 0.36% of the total issued share capital of our Company immediately after the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing). The table below set out the details of the restricted A Shares granted to such remaining grantees under the 2024 Restricted Share Scheme as of the Latest Practicable Date:

Range of restricted A Shares Granted	Total Number of Grantees	Date of Grant	Approximate % of Share Capital of Our Company Immediately after Completion of the Global Offering <sup>(1)</sup>
1 to 10,000 restricted A Shares . . . . .	80	August 28, 2024	0.20%
10,001 to 20,000 restricted A Shares . . .	21	August 28, 2024	0.09%
20,001 to 30,000 restricted A Shares . . .	9	August 28, 2024	0.07%

*Note:* The calculation is based on 267,482,700 Shares in issue immediately after the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).

## B. FURTHER INFORMATION ABOUT OUR BUSINESS

### 1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiaries within the two years preceding the date of this prospectus and are or may be material:

- (a) the Hong Kong Underwriting Agreement;
- (b) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, HHLR Advisors, Ltd., China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$15.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (c) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Mirae Asset Securities (HK) Limited, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (d) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, PERSEVERANCE ASSET MANAGEMENT INTERNATIONAL (SINGAPORE) PTE. LTD. (acting in its capacity as an investment advisor or investment manager and on behalf of certain investment funds and separated managed accounts), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$6.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);



- (e) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Da Cheng International Asset Management Company Limited, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.5 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (f) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, GF International Investment Management Limited (廣發國際資產管理有限公司), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (g) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Oakwise Growth Fund SPC – Global Select Opportunities Fund SP, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (h) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, JUMP TRADING PACIFIC PTE. LTD., China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (i) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, VVC Technology Fund Ltd., China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$2.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (j) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Factorial Master Fund, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$2.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (k) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Suzhou Taihu Golden Valley Construction Development Co., Ltd. (蘇州太湖金谷建設發展有限公司), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);



- (l) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, TOPSTAR WORLDWIDE GROUP LIMITED, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of RMB30.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (m) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, China Securities (International) Investment Company Limited (建投(海外)投資有限公司), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$4.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares) and hold such Offer Shares on a non-discretionary basis to hedge a series of cross-border delta-one OTC equity swap transactions entered into by CSC Financial Co., Ltd. (中信建投証券股份有限公司), China Securities (International) Investment Company Limited (建投(海外)投資有限公司) and Virtues Experiment No.2 Private Securities Investment Fund (雙城實驗2號私募證券投資基金);
- (n) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, China Galaxy International Investment Company Limited (中國銀河國際投資有限公司), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of RMB20.0 million (inclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares) and hold such Offer Shares on a non-discretionary basis to hedge a series of cross-border delta-one OTC equity swap transactions entered into by China Galaxy International Investment Company Limited (中國銀河國際投資有限公司), China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司), Hengbang Yuqing Multi-Strategy Fund I Private Securities Investment Fund (恒邦余慶複合策略一號私募證券投資基金), Hengbang Technology Pioneer Private Securities Investment Fund (恒邦科技先鋒私募證券投資基金) and Hengbang Technology Advanced Private Securities Investment Fund (恒邦科技先進私募證券投資基金);
- (o) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, W Investment Company Limited, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.6 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (p) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, BeingBoom Capital Limited, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (q) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, He Maoling (何茂靈), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0

million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

- (r) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Luo Jie (羅傑), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (s) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Bridge Zone Group Limited (聯域集團有限公司), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$2.5 million (inclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (t) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, CMBC International Investment (HK) Limited, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$2.5 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (u) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, RIME Capital Limited, China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of HK\$20.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares); and
- (v) a cornerstone investment agreement dated February 25, 2026 entered into among our Company, Main Source Capital Limited (萬源資本有限公司), China Merchants Securities (HK) Co., Limited, Deutsche Securities Asia Limited and Deutsche Bank AG, Hong Kong Branch with respect to a subscription of H Shares at the Offer Price in the aggregate amount of HK\$20.0 million (exclusive of the brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee in respect of such number of H Shares).










## 2. Our Material Intellectual Property Rights

As of the Latest Practicable Date, we had registered or had applied for the registration of the following intellectual property rights which are material in relation to our business.

**(a) Registered Trademarks**

As of the Latest Practicable Date, we had registered the following trademarks which are material to our business:

**(i) In the PRC**

No.	Owner	Trademark	Registration Number	Class	Expiry Date
1	Our Company		80481270	9	February 20, 2035
2	Our Company		80490020	7	February 20, 2035
3	Our Company	ZHAOWEI 兆威	73983090	12	May 27, 2034
4	Our Company		73974739	12	May 27, 2034
5	Our Company	ZHAOWEI 兆威	73863412	9	February 27, 2034
6	Our Company		73858928	9	February 27, 2034
7	Our Company		68432484	9	August 20, 2033
8	Our Company		68436279	7	August 27, 2033
9	Our Company	ZWGear	58638984	12	October 06, 2032
10	Our Company	ZWD	54305484	7	December 27, 2031
11	Our Company	ZHAOWEI 兆威	54318411	35	October 20, 2031
12	Our Company	ZWD	54330671	9	December 27, 2031
13	Our Company	ZWDrive	54315880	7	December 27, 2031
14	Our Company	ZWGear	54324294	7	December 27, 2031
15	Our Company	ZHAOWEI 兆威	54306471	9	December 27, 2031
16	Our Company	ZHAOWEI	37662969	7	February 27, 2030
17	Our Company	ZHAOWEI 兆威	37655665	7	February 27, 2030
18	Our Company		37657590	7	February 27, 2030
19	Suzhou Zhaowei Industrial Technology Co., Ltd. (蘇州市兆威工業科技有限公司) (“Suzhou Zhaowei”)		79466729	7	December 13, 2034
20	Suzhou Zhaowei		79480718	42	December 20, 2034

No.	Owner	Trademark	Registration Number	Class	Expiry Date
21	Our Company	<b>ZWHAND</b>	81952527	7	May 13, 2035
22	Our Company	<b>ZWHAND</b>	81934111	9	May 13, 2035

(ii) *In Hong Kong*

No.	Owner	Trademark	Trademark number	Class	Expiry Date
23	Our Company	<b>ZWDRIIVE</b>	306652017	7,9,35	August 26, 2034
24	Our Company	<b>ZHAOWEI</b>	305579470	7	March 29, 2031
25	Our Company	<b>ZWHAND</b>	306945634	7,9,35	June 26, 2035

(b) *Patents*

As of the Latest Practicable Date, we had registered the following patents which are material to our business:

No.	Patent Holder	Name of Patent	Type of Patent	Patent Number	Application Date	Expiry Date
1	Our Company	Dexterous hand control method and device, dexterous hand and computer readable storage medium (靈巧手控制方法、裝置、靈巧手及計算機可讀存儲介質)	Invention	ZL202411355568.5	September 27, 2024	September 27, 2044
2	Our Company	Multi-degree-of-freedom bionic dexterous hand (多自由度仿生靈巧手)	Invention	ZL202410558656.9	May 8, 2024	May 8, 2044
3	Our Company and Beijing University of Technology (北京工業大學)	Internal tooth machining device (內齒加工裝置)	Invention	ZL202310862942.X	July 13, 2023	July 13, 2043
4	Our Company	Automobile ceiling screen control system and method and electronic equipment (一種汽車吸頂屏控制系統、方法和電子設備)	Invention	ZL202210996781.9	August 19, 2022	August 19, 2042
5	Our Company and Chongqing University (重慶大學)	Cylindrical-toroidal combined worm, transmission pair and design and forming method for transmission pair (圓柱環面組合式蝸桿、傳動副及其設計和成型方法)	Invention	ZL202110152140.0	February 3, 2021	February 3, 2041

No.	Patent Holder	Name of Patent	Type of Patent	Patent Number	Application Date	Expiry Date
6	Our Company and Dongguan Zhaowei	Motor control method and device, equipment and storage medium (電機控制方法、裝置、設備及存儲介質)	Invention	ZL202011374983.7	December 1, 2020	December 1, 2040
7	Our Company and Dongguan Zhaowei	Hall signal processing method and device, motor controller and storage medium (霍爾信號處理方法、裝置、電機控制器及存儲介質)	Invention	ZL202011019429.7	September 24, 2020	September 24, 2040
8	Our Company	Motor stalling detection method and device, terminal equipment and storage medium (一種電機堵轉檢測方法、檢測裝置、終端設備及存儲介質)	Invention	ZL202010787290.4	August 7, 2020	August 7, 2040
9	Our Company and Dongguan Zhaowei	Stepping motor, starting control method and device thereof and computer readable storage medium (步進電機及其啟動控制方法、裝置及計算機可讀存儲介質)	Invention	ZL202010667581.X	July 13, 2020	July 13, 2040
10	Our Company and Dongguan Zhaowei	Motor synchronization control method, device and system, controller and storage medium (電機同步控制方法、裝置、控制器、系統及存儲介質)	Invention	ZL202010649188.8	July 7, 2020	July 7, 2040
11	Our Company	Stepping motor, reset method and device thereof and computer readable storage medium (步進電機及其復位方法、裝置及計算機可讀存儲介質)	Invention	ZL202010559068.9	June 18, 2020	June 18, 2040
12	Our Company	Motor driving method and device, terminal and storage medium (電機驅動方法、裝置、終端及存儲介質)	Invention	ZL202010447591.2	May 25, 2020	May 25, 2040
13	Our Company	Stepping motor synchronous driving method and device, terminal and storage medium (步進電機同步驅動方法、裝置、終端及存儲介質)	Invention	ZL202010447286.3	May 25, 2020	May 25, 2040
14	Our Company and Chongqing University (重慶大學)	Transmission performance testing device for staggered shaft gear pair (交錯軸齒輪副的傳動性能測試裝置)	Invention	ZL202010376577.8	May 7, 2020	May 7, 2040
15	Our Company	Multi-motor synchronous drive control method, device and system (多電機同步驅動控制方法、裝置以及系統)	Invention	ZL202010206268.6	March 23, 2020	March 23, 2040

No.	Patent Holder	Name of Patent	Type of Patent	Patent Number	Application Date	Expiry Date
16	Our Company and Suzhou Zhaowei	Synchronous drive control method, device and system for two motors (兩個電機的同步驅動控制方法、裝置以及系統)	Invention	ZL202010134097.0	March 2, 2020	March 2, 2040
17	Our Company and Dongguan zhaowei	Multi-motor synchronous driving system (多電機同步驅動系統)	Invention	ZL201911267816.X	December 11, 2019	December 11, 2039
18	Our Company	Transmission control device and glue dispensing equipment (傳動控制裝置和點膠設備)	Invention	ZL201910948634.2	October 8, 2019	October 8, 2039
19	Our Company	Feed screw nut pair, safety transmission device and lifting mechanism (絲桿螺母副、安全傳動裝置及升降機構)	Invention	ZL201910856246.1	September 11, 2019	September 11, 2039
20	Our Company	Method, device and equipment for detecting motor hall signals and storage medium (電機霍爾信號的檢測方法、裝置、設備及存儲介質)	Invention	ZL201910767372.X	August 15, 2019	August 15, 2039
21	Our Company	IO port multiplexing control circuit and electronic equipment (IO端口復用控制電路以及電子設備)	Invention	ZL201910490323.6	June 6, 2019	June 6, 2039
22	Our Company	Camera mechanism and electronic equipment (攝像頭機構及電子設備)	Invention	ZL201910443807.5	May 24, 2019	May 24, 2039
23	Our Company and Dongguan Zhaowei	Motor control method and system (電機控制方法及系統)	Invention	ZL201910388448.8	May 10, 2019	May 10, 2039
24	Our Company	Motor balance control method and system (電機平衡控制方法及系統)	Invention	ZL201910370483.7	May 5, 2019	May 5, 2039
25	Our Company	Antenna adjustment device (天線調節裝置)	Invention	ZL201910199482.0	March 15, 2019	March 15, 2039
26	Our Company	Braking device and mechanical facility (一種剎車裝置及機械設備)	Invention	ZL201910132442.4	February 22, 2019	February 22, 2039
27	Our Company	Camera telescopic device and mobile phone (攝像頭伸縮裝置及手機)	Invention	ZL201811320125.7	November 7, 2018	November 7, 2038
28	Our Company	Camera telescoping device and terminal (攝像頭伸縮裝置及終端)	Invention	ZL201811289573.5	October 31, 2018	October 31, 2038
29	Our Company	Worm processing cutter and involute worm processing method (蝸桿加工刀具及漸開線蝸桿加工方法)	Invention	ZL201811213459.4	October 18, 2018	October 18, 2038
30	Our Company	Linear motor, telescopic camera assembly and mobile phone (直線電機、伸縮攝像頭組件及手機)	Invention	ZL201811130537.4	September 27, 2018	September 27, 2038

No.	Patent Holder	Name of Patent	Type of Patent	Patent Number	Application Date	Expiry Date
31	Our Company	Inner gear double-faced meshing measuring device and method (內齒輪雙面嚙合測量裝置及測量方法)	Invention	ZL201810895173.2	August 8, 2018	August 8, 2038
32	Our Company	Flexible position self-adjusting mechanism and mechanical hand (柔性自調位機構及機械手)	Invention	ZL201810100465.2	February 1, 2018	February 1, 2038
33	Our Company	Multi-band antenna transmission device (多頻天線傳動裝置)	Invention	ZL201711276400.5	December 6, 2017	December 6, 2037
34	Our Company	Multi-frequency antenna transmission device (多頻天線傳動裝置)	Invention	ZL201711275780.0	December 6, 2017	December 6, 2037
35	Our Company	Multi-band antenna transmission device (多頻天線傳動裝置)	Invention	ZL201711275799.5	December 6, 2017	December 6, 2037
36	Our Company	Mobile phone camera expansion device and mobile phone (手機攝像頭伸縮裝置及手機)	Invention	ZL201710888767.6	September 27, 2017	September 27, 2037
37	Our Company	Driving output mechanism, gearbox and assembly method of driving output mechanism (一種傳動輸出機構、齒輪箱和傳動輸出機構的組裝方法)	Invention	ZL201710370495.0	May 23, 2017	May 23, 2037
38	Our Company	Small-return-difference angle sensor and planetary gear thereof (小回程差角度傳感器及其行星齒輪)	Invention	ZL201611093573.9	December 1, 2016	December 1, 2036
39	Our Company	Integrated planet carrier mold, processing method and planet carrier (一體式行星架模具、加工方法和行星架)	Invention	ZL201310053167.X	February 1, 2013	February 1, 2033
40	Our Company	Novel multi-cavity flow-balance cold runner structure (一種多型腔流動平衡的冷流道結構)	Invention	ZL201310053169.9	February 1, 2013	February 1, 2033
41	Our Company	Mechanical pressing device and optical-fiber connector (一種機械壓緊裝置和光纖連接器)	Invention	ZL201210356045.3	September 11, 2012	September 11, 2032
42	Our Company	Mechanical pressing device and optical-fiber connecting device (機械壓緊裝置和光纖連接裝置)	Invention	ZL201210356043.4	September 11, 2012	September 11, 2032
43	Our Company	Duplicate gear of miniature gear case and miniature gear case (一種微型齒輪箱的雙聯齒輪及微型齒輪箱)	Invention	ZL201110381720.3	November 24, 2011	November 24, 2031
44	Our Company	Machining method of injection molding face gear electrode and injection molding face gear (一種注塑面齒輪電極及注塑面齒輪的加工方法)	Invention	ZL201110381785.8	November 24, 2011	November 24, 2031



No.	Patent Holder	Name of Patent	Type of Patent	Patent Number	Application Date	Expiry Date
45	Our Company	Reset mechanism of bevel wheel mold and bevel wheel mold (斜齒輪模具的復位機構及斜齒輪模具)	Invention	ZL201110381777.3	November 24, 2011	November 24, 2031
46	Our Company	Method and mold for removing influences by burs on ejector pin position (一種消除頂針位毛刺影響的方法和模具)	Invention	ZL201110381764.6	November 24, 2011	November 24, 2031
47	Our Company	Extracting method and device of tiny plastic gear part (一種微小塑膠齒輪件的取出方法和裝置)	Invention	ZL201110381717.1	November 24, 2011	November 24, 2031
48	Our Company	Arm mechanism of robot and robot provided with arm mechanism (機器人的手臂機構以及具有該手臂機構的機器人)	Invention	ZL201110381753.8	November 24, 2011	November 24, 2031
49	Our Company	Additive for injection molding white polyamide (PA) plastic and method for injection molding white polyamide (PA) plastic piece (注塑白色PA塑料用添加劑及注塑白色PA塑料件的方法)	Invention	ZL201110381734.5	November 24, 2011	November 24, 2031
50	Our Company	Processing method of lens cone inner wall die (一種鏡筒內壁模具加工的方法)	Invention	ZL201110381780.5	November 24, 2011	November 24, 2031
51	Dongguan Zhaowei	Gear clearance elimination mechanism, transmission device and automobile headlamp adjusting device (齒輪消除機構、傳動裝置及汽車大燈調節裝置)	Invention	ZL202111172635.6	October 8, 2021	October 8, 2041
52	Dongguan Zhaowei	Motor control method and system (一種電機控制方法及系統)	Invention	ZL202111093189.X	September 17, 2021	September 17, 2041

(c) **Copyrights***Software copyrights*

As of the Latest Practicable Date, we had registered the following software copyrights which are material to our business:

No.	Name of Software Copyright	Registration Number	Copyright Owner	Issue Date
1	Zhaowei light field screen control software (兆威光場屏控制軟件)	2025SR0214037	Our Company	December 10, 2023
2	Zhaowei overhead screen flip mechanism control software (兆威頂置屏翻轉機構控制軟件)	2025SR0214034	Our Company	November 7, 2023

No.	Name of Software Copyright	Registration Number	Copyright Owner	Issue Date
3	Zhaowei automotive flip screen control software (兆威汽車翻轉屏控制軟件)	2025SR0214035	Our Company	October 9, 2024
4	Zhaowei automotive rear rotating cover control software (兆威汽車後旋轉蓋板控制軟件)	2025SR0214029	Our Company	October 22, 2024
5	Zhaowei automotive audio push-and-lock mechanism control software (兆威汽車音響推送和鎖止機構控制軟件)	2025SR0214036	Our Company	October 20, 2024
6	Automotive rear seat display boot loader software (汽車後排屏boot loader軟件)	2023SR0989169	Our Company	April 21, 2023
7	Zhaowei electric window drive and control software (兆威電動窗戶驅動控制軟件)	2023SR0401998	Our Company	November 20, 2022
8	Multi-medical tools synchronized rotation software (多個醫療工具同步翻轉軟件)	2023SR0401999	Our Company	December 1, 2022
9	Zhaowei 250 breaker electric switch software (兆威250斷路器電動開關軟件)	2021SR1241599	Our Company	May 5, 2021
10	Zhaowei TV camera lift control software (兆威電視攝像頭升降軟件)	2021SR1151031	Our Company	May 10, 2021
11	Zhaowei TV audio lift control software (兆威電視音響升降軟件)	2021SR1151030	Our Company	May 8, 2021
12	Zhaowei TV screen rotation software (兆威電視屏幕旋轉軟件)	2021SR1151050	Our Company	May 10, 2021
13	Zhaowei speaker left-right extension software (兆威音箱左右伸縮軟件)	2021SR1077583	Our Company	May 5, 2021
14	Zhaowei electronic control software online upgrade platform (兆威電控軟件在線升級平台)	2020SR1880903	Our Company	April 20, 2020
15	Zhaowei automotive ceiling-mounted display flip control software (兆威汽車吸頂屏翻轉控制軟件)	2024SR0382335	Dongguan Zhaowei	December 1, 2023

No.	Name of Software Copyright	Registration Number	Copyright Owner	Issue Date
16	Zhaowei automotive spoiler control software (兆威汽車尾翼控制軟件)	2023SR1762784	Dongguan Zhaowei	August 20, 2023
17	Zhaowei automotive flip screen control software (兆威汽車翻轉屏控制軟件)	2023SR1770894	Dongguan Zhaowei	September 20, 2023
18	BLDC motor center control screen software (BLDC電機中控屏控制軟件)	2023SR1761426	Dongguan Zhaowei	August 20, 2023
19	Zhaowei air-conditioner vent control software (兆威空調出風口控制軟件)	2023SR1760999	Dongguan Zhaowei	August 1, 2023
20	Zhaowei automotive armrest display control software (兆威汽車扶手屏控制軟件)	2023SR1770245	Dongguan Zhaowei	August 17, 2023

**(d) Domain Names**

As of the Latest Practicable Date, we had registered the following domain names which are material to our business:

No.	Holder	Domain Name	Expiry Date
1	Our Company	zwgear.com	August 28, 2034
2	Our Company	szzhaowei.com	January 18, 2034
3	Our Company	zhaowei.cn	July 8, 2030
4	Suzhou Zhaowei	zwautomoto.com	September 13, 2027
5	Our Company	szzhaowei.net	October 3, 2034
6	Suzhou Zhaowei	zwgt.net	April 23, 2029

Save as aforesaid, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our Group's business.

## C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

### 1. Disclosure of Interests

#### (a) *Interests of our Directors and the chief executive of our Company*

Immediately following the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), the interests and/or short positions (as applicable) of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of our Company and any interests and/or short positions (as applicable) in shares, underlying Shares or debentures of any of our Company's associated corporations (within the meaning of Part XV of the SFO) which (i) will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO), (ii) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (iii) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to our Company and the Hong Kong Stock Exchange, in each case once the H Shares are listed on the Hong Kong Stock Exchange, will be as follows:

Name of Director or chief executive	Nature of interest	Description of Shares	Number of A Shares directly or indirectly held <sup>(1)</sup>	Approximate percentage of interest in our Company as of the Latest Practicable Date and immediately prior to the Global Offering <sup>(2)</sup>	Approximate percentage of shareholding in the total issued and outstanding share capital of our Company immediately following the completion of the Global Offering <sup>(3)</sup>
Mr. Li . . . . .	Beneficial interest	A Shares	43,657,600	18.14%	16.32%
	Interest in controlled corporations <sup>(4)(7)</sup>	A Shares	106,560,000	44.26%	39.84%
	Interest of spouse <sup>(5)</sup>	A Shares	106,560,000	44.26%	39.84%
Ms. Xie . . . . .	Interest in controlled corporations <sup>(4)(6)</sup>	A Shares	106,560,000	44.26%	39.84%
	Interest of spouse <sup>(5)</sup>	A Shares	150,217,600	62.40%	56.16%
Mr. Ye Shubing . . . . .	Beneficial owner <sup>(8)</sup>	A Shares	112,300	0.05%	0.04%
Mr. Li Ping . . . . .	Beneficial owner <sup>(9)</sup>	A Shares	112,300	0.05%	0.04%
	Interest in controlled corporations <sup>(10)</sup>	A Shares	5,315,895	2.21%	1.99%
Mr. Lu Zhiqiang . . . . .	Beneficial owner <sup>(11)</sup>	A Shares	38,100	0.02%	0.01%

*Notes:*

(1) All interests stated are long positions.

(2) The calculation is based on the total number of 240,734,400 Shares in issue as of the Latest Practicable Date.

(3) The calculation is based on 267,482,700 Shares in issue immediately after the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).

(4) Zhaowei Investment is owned as to 55% and 45% by Mr. Li and Ms. Xie, respectively. Therefore, Mr. Li and Ms. Xie are deemed to be interested in all the Shares held by Zhaowei Investment for the purpose of the SFO.

- (5) Ms. Xie is the spouse of Mr. Li. Accordingly, they are deemed to be interested in the same number of Shares of each other for the purpose of the SFO.
- (6) Ms. Xie is the general partner of Qingmo Partnership and holds 50% of the interests therein. Therefore, Ms. Xie is deemed to be interested in the interests held by Qingmo Partnership.
- (7) Mr. Li is the limited partner of Qingmo Partnership and holds 50% of the interests therein. Therefore, Mr. Li is deemed to be interested in the interests held by Qingmo Partnership.
- (8) Mr. Ye Shubing is entitled to subscribe for 45,400 A Shares pursuant to the Share Incentives granted to him under the 2024 Share Incentive Scheme, subject to the conditions thereof, and 66,900 A Shares directly held by him.
- (9) Mr. Li Ping is entitled to subscribe for 45,400 A Shares pursuant to the Share Incentives granted to him under the 2024 Share Incentive Scheme, subject to the conditions thereof, and 66,900 A Shares directly held by him.
- (10) Mr. Li Ping holds 34.85% of limited partnerships interests of Gongqingcheng Juzhaode Investment Management Partnership Enterprise (Limited Partnership) (共青城聚兆德投資管理合夥企業(有限合夥)) (“Juzhaode Partnership”) and no other limited partners holds more than 1/3 interests in Juzhaode Partnership. As such, Mr. Li Ping was deemed to be interested in the 5,315,895 A Shares held by Juzhaode Partnership.
- (11) Mr. Lu Zhiqiang is entitled to subscribe for 16,800 A Shares pursuant to the Share Incentives granted to him under the 2024 Share Incentive Scheme, subject to the conditions thereof, and 38,100 A Shares directly held by him.

**(b) *Interests of the Substantial Shareholders***

For information on the persons who will, immediately following the completion of the Global Offering (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will directly and/or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of our Company, see “Substantial Shareholders.” Save as disclosed in “Substantial Shareholders,” our Directors and the chief executive of our Company are not aware of any person, not being a Director or chief executive of our Company, who has an interest or short position in our Shares, underlying Shares or debentures of our Company which, once our H Shares are listed, would have to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company.

**2. Directors’ Service Contracts and Letters of Appointment**

We have entered into a service contract or letter of appointment with each of our Directors. The principal particulars of these service contracts and letters of appointment include (i) the term of service, and (ii) are subject to termination in accordance with their respective term. The service contracts and letters of appointment may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

Save as disclosed above, none of the Directors has entered into any service contracts or letters of appointment as a director with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

**3. Remuneration of Directors**

The aggregate remuneration (including fees, salaries, retirement benefits scheme contributions, other social security costs, housing benefits and other employee benefits, share based compensation, allowances and other benefits in kind) paid to our Directors for the years ended December 31, 2022, 2023 and 2024 and nine months ended September 30, 2025 was approximately RMB4.34 million, RMB4.76 million, RMB7.90 million and RMB5.73 million, respectively.

Save as disclosed in this sub-section, no other payments have been made or are payable, in respect of the years ended December 31, 2022, 2023, 2024 and nine months ended September 30, 2025, by any of member of the Group to any of our Directors.

Under the arrangements currently in force, we estimate the aggregate remuneration, including salaries and discretionary bonus, of our Directors for the year ending December 31, 2026 to be approximately RMB8.19 million.

#### **4. Directors' Competing Interests**

Saved as disclosed in "Directors and Senior Management—Non-Competition," none of our Directors is interested in any business apart from our Group's business which competes or is likely to compete, directly or indirectly, with the business of our Group.

#### **5. Disclaimers**

Save as disclosed in this section:

- (a) none of our Directors or chief executive of our Company has any interests or short positions in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to our Company and the Hong Kong Stock Exchange, once the Shares are listed on the Hong Kong Stock Exchange;
- (b) so far as is known to any Director or chief executive of our Company, no person has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group;
- (c) none of our Directors nor any of the persons listed in "—D. Other Information—5. Qualification of Experts" below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this prospectus, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (d) none of our Directors nor any of the persons listed in "—D. Other Information—5. Qualification of Experts" below is materially interested in any contract or arrangement with our Group subsisting at the date of this prospectus which is unusual in its nature or conditions or which is significant in relation to the business of our Group as a whole;
- (e) save in connection with the Underwriting Agreements, none of the persons listed in "—D. Other Information—5. Qualification of Experts" below has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (f) none of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation); and

- (g) save as contemplated under the Underwriting Agreements, none of our Directors, their respective associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company's five largest customers and five largest suppliers.

## **D. OTHER INFORMATION**

### **1. Estate duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Group.

### **2. Litigation**

As of the Latest Practicable Date, save as disclosed in “Business—Legal Proceedings and Compliance,” no member of our Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against our Group, that would have a material adverse effect on its business, financial condition or results of operations.

### **3. Joint Sponsors**

The Joint Sponsors satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules.

The Joint Sponsors will receive an aggregate fee of approximately HK\$6.3 million for acting as the sponsors for the Listing.

### **4. Material Adverse Change**

Our Directors confirm that, up to the date of this prospectus and other than disclosed in “Summary—Recent Developments and No Material Adverse Change,” there has been no material adverse 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).

### **5. Qualifications of Experts**

The following are the qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this prospectus:

<u>Name</u>	<u>Qualifications</u>
China Merchants Securities (HK) Co., Limited	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities
Deutsche Securities Asia Limited	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 6 (advising on corporate finance) regulated activities



Name	Qualifications
Ernst & Young	Certified public accountants, and Public
	Interest Entity Auditor registered in
	accordance with the Accounting and
	Financial Reporting Council Ordinance
AllBright Law Offices (Shenzhen)	PRC Legal Advisor
Frost & Sullivan (Beijing) Inc., Shanghai	Independent industry consultant
Branch Co.	
Hogan Lovells	International Sanctions Legal Advisor
Ashurst Horitsu Jimusho Gaikokuho Kyodo	Legal advisor as to U.S. outbound investment
Jigyo	laws

## 6. Consents of Experts

Each of the experts as referred to in “—D. Other Information—5. Qualification of Experts” has given and has not withdrawn their respective written consents to the issue of this prospectus with the inclusion of their reports and/or letters and/or legal opinion (as the case may be) and references to their names included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

## 7. Promoters

The promoters of our Company are all then five Shareholders of our Company as of December 11, 2017 before our conversion into a joint stock company.

Within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus.

## 8. Preliminary Expenses

We have not incurred any material preliminary expense.

## 9. 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.

## 10. Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by Section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the laws of Hong Kong). This prospectus is written in the English language and contains a Chinese translation for information purpose only. Should there be any discrepancy between the English language of this prospectus and the Chinese translation, the English language version of this prospectus shall prevail.

**11. Taxation of Holders of H Shares****(1) Hong Kong**

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

**(2) Consultation with professional advisers**

Potential investors in the Global Offering are urged to consult their professional tax advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Joint Sponsors, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, or any other person or party involved in the Global Offering accept responsibility for any tax effects on, or liabilities of, any person, resulting from the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to our H Shares.

**12. Restriction on Share Repurchases**

For details of the restrictions on share repurchases by the Company, see “Summary of Articles of Association—Increase, Decrease, Repurchase and Transfer of Shares—Repurchase of Shares” in Appendix III to this prospectus.

**13. Miscellaneous**

- (a) Save as disclosed in “—A. Further Information About Our Group,” within the two years immediately preceding the date of this prospectus, neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
- (b) Save as disclosed in “—A. Further Information About Our Group,” no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (c) Save as disclosed in “—A. Further Information About Our Group,” within the two years immediately preceding the date of this prospectus, no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group;
- (d) Save as disclosed in “Financial Information—Listing Expenses” and “Underwriting,” within the two years immediately preceding the date of this prospectus, no commission has been paid or payable (except commission to sub-underwriters) to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or any of our subsidiaries;
- (e) No founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
- (f) There is no arrangement under which future dividends are waived or agreed to be waived;
- (g) Save as disclosed in “Summary—Recent Developments and No Material Adverse Change,” since September 30, 2025 (being the date on which the latest audited consolidated financial

statements of our Group were made up), there has been no material adverse change in our financial or trading position or prospects;

- (h) Save as disclosed in “Summary—Recent Developments and No Material Adverse Change,” there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this prospectus; and
- (i) Our Company has no outstanding convertible debt securities or debentures.

**1. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES**

The documents attached to a copy of this prospectus and delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) 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; and
- (b) the written consents referred to in the sub-section headed “Statutory and General Information—D. Other Information—6. Consents of Experts” in Appendix IV to this prospectus.

**2. DOCUMENTS AVAILABLE ON DISPLAY**

Copies of the following documents will be available on display on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at <http://www.szzhaowei.net> during a period of 14 days from the date of this prospectus:

- (a) the Articles of Association of the Company;
- (b) the Accountants’ Report prepared by Ernst & Young, the text of which is set out in Appendix I to this prospectus;
- (c) the audited consolidated financial statements of our Company for the three years ended December 31, 2024 and the nine months ended September 30, 2025;
- (d) the report from Ernst & Young on the unaudited pro forma financial information, the text of which is set out in Appendix IIA to this prospectus;
- (e) the letters from Ernst & Young and the Joint Sponsors relating to the profit estimate of our Group for the year ended December 31, 2025, the text of which is set out in Appendix IIB to this Prospectus;
- (f) the PRC legal opinion issued by AllBright Law Offices (Shenzhen), our PRC Legal Advisors, in respect of certain aspects of our Group;
- (g) the international sanctions legal memorandum issued by Hogan Lovells, our International Sanctions Legal Advisor;
- (h) 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;
- (i) the written consents referred to in the section headed “Statutory and General Information—D. Other Information—6. Consents of Experts” in Appendix IV to this prospectus;
- (j) the service contracts and the letters of appointment referred to in the sub-section headed “Statutory and General Information—C. Further Information about Our Directors and Substantial Shareholders—2. Directors’ Service Contracts and Letters of Appointment” in Appendix IV to this prospectus;

- (k) the F&S Report;
- (l) the U.S. Outbound Investment Rules Analysis issued by Ashurst Horitsu Jimusho Gaikokuho Kyodo Jigyo, our U.S. outbound investment legal advisor;
- (m) the PRC Company Law, the Securities Law of the PRC (中華人民共和國證券法), and the Overseas Listing Trial Measures, together with their unofficial English translations; and
- (n) the terms of 2024 share option scheme of 2024 Share Incentive Scheme.

### **3. DOCUMENT AVAILABLE FOR INSPECTION**

A copy of a full list of all the grantees with outstanding options over A Shares under the 2024 Share Incentive Scheme will be made available for public inspection at our Company's Hong Kong legal advisor's office in Hong Kong at 14/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong, during normal business hours up to and including the date which is 14 days from the date of this prospectus.



深圳市兆威機電股份有限公司

Shenzhen Zhaowei Machinery & Electronics Co., Ltd.