

**IMPORTANT NOTICE:** The Bonds shall be issued to the members of the China Interbank Bond Market. Offshore Investors can participate in the subscription of the Bonds through "Bond Connect". The Issuer confirms that this Offering Circular has no false statements, material omission or misleading representations in any material respect. Before subscribing the Bonds, Investors should carefully read this Offering Circular and the relevant information disclosure documents disclosed and carry out their own independent investment evaluations. The approval of the Issuance of the Bonds by the Competent Authorities is not an evaluation by the authorities of the value of an investment in the Bonds or a judgment on the risks of an investment in the Bonds.



**Genius Auto Finance Co., Ltd.**  
**2026 Financial Bonds (Series 1) (Bond Connect)**  
**Offering Circular**



**Issuer: Genius Auto Finance Co., Ltd.**

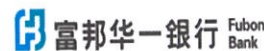
Registered Address: 6/8F, Building 2, No.428 South Yanggao Road, Pilot Free Trade Zone, Shanghai, China  
Zip Code: 200127

**Lead Underwriter and Bookrunner**



Registered Address: North Building, Phase II Zhuo Yue Shi Dai Square, No.8 Zhong Xin San Road, Futian District, Shenzhen, Guangdong, China  
Zip Code: 518048

**Joint Lead Underwriters**



July 1, 2026

## STATEMENT OF THE ISSUER

In order to diversify the financing resources, optimize the asset-liability structure and supplement the operation fund, Genius Auto Finance Co., Ltd. Intends to issue the Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) (the “Bonds”) upon the approval of the People’s Bank of China (Yin Xu Zhun Yu Jue Zi [2025] No.61) in the China Interbank Bond Market on July 9, 2026.

The Bonds will be issued to the members of the China Interbank Bond Market. Investors should carefully read this Offering Circular and the relevant information disclosure documents and make independent investment decisions before subscribing the Bonds. The approval of the Issuance of the Bonds by the Competent Authorities is not an evaluation by the authorities of the value of an investment in the Bonds or a judgment on the risks of an investment in the Bonds.

This Offering Circular is prepared in accordance with the *Measures for the Administration of Financial Bond Issuance in the China Interbank Bond Market* (PBOC Order [2005] No. 1), the *Announcement of the People's Bank of China and the China Banking Regulatory Commission [2014] No. 8*, the *Administration Measures for Auto Finance Companies* (National Financial Regulatory Administration Order [2023] No. 1), the *Implementation Measures for the Administrative Licensing Items for Non-Banking Financial Institutions* (National Financial Regulatory Administration Order [2023] No. 3) and the other applicable laws, regulations and normative documents and the approvals of the Issuance of the Bonds by the People’s Bank of China, which also takes into account the Issuer’s actual circumstances. This Offering Circular aims to provide Investors with the basic information of the Issuer, the issuance and the subscription of the Bonds.

The Issuer confirms that, this Offering Circular has no false statements, misleading representations or material omission in any material respect. In the meantime, the Issuer undertakes that, during the term of the Bonds, the Issuer shall have an on-going obligation to disclose the relevant information in accordance with the *Operating Rules on Information Disclosure of Financial Bonds in the China Interbank Bond Market*, including the annual report for the previous year before 30 April of each year, the Interest Payment Announcement on the second Business Day prior to each Interest Payment Date, and the Payment Announcement on the fifth Business Day prior to the last Interest Payment Date (which is also the Payment Date).

No person or entity, other than the Issuer and the Principal Underwriters, has been appointed or authorized by the Issuer to give any information or explanation not stated in this Offering Circular. For any enquiries in relation to this Offering Circular, Investors should consult with their own security brokers, legal advisors, certified public accountant or other professional advisors.

The Bonds are not, and will not, be registered under the United States Securities Act of 1933 (modified version, the "Securities Act"). The Bonds shall not be offered or sold in the United States of America, except that any waiver(s) has been obtained or the Securities Act is not applicable. The Bonds are offered outside the United States of America according to Reg S of the United States.

Offshore Investors participating in the subscription of the Bonds through the “Bond Connect” should, in connection with the registration, custody, settlement of the Bonds and remittance and conversion of funds, comply with applicable laws and regulations, including the *Interim*

*Measures for the Connection and Cooperation between the Mainland and the Hong Kong Bond Market* published by PBOC, as well as rules by other relevant parties.

Offshore Investors investing in the Bonds through the “Bond Connect” should meet the requirements of PBOC on the scope of eligible offshore investors and the types of bonds that can be traded and the scope of bonds that can be invested in.

This Offering Circular, certain contents of the Issuing Announcement and some other documents published by the Issuer with respect to the Bonds are available in both English and Chinese. If there is any discrepancy between the different language versions of this Offering Circular or any other such documents, the Chinese version shall prevail.

## BASIC INFORMATION OF THE BONDS

### I. Key Terms of the Bonds

<b>Issuer:</b>	Genius Auto Finance Co., Ltd.
<b>Name of the Bonds:</b>	Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect).
<b>Status of the Bonds:</b>	The Bonds are unsecured general liabilities of the Issuer and are in the same order of payment as any present or future unsecured and unsubordinated general liabilities of the Issuer.
<b>Form of the Bonds:</b>	The Bonds will be issued in real name book-entry form and will be placed under the custody of CCDC.
<b>Type and Term of the Bonds:</b>	Type 1 Bonds: a fixed interest rate bond of 2 years Type 2 Bonds: a fixed interest rate bond of 3 years
<b>Size of the Bonds:</b>	The size of the Bonds is RMB 1.5 billion, consisting of RMB 0.3 billion for Type 1 Bonds and RMB 1.2 billion for Type 2 Bonds. The Issuer and the Bookrunner have the right to clawback and adjust the final issuance size between the two Types based on the bookbuilding results. The clawback option can be exercised by reducing the issuance size of one Type with an amount no more than RMB 0.3 billion and at the same time increasing the issuance size of the other Type with the same amount. The final issuance size of the Type 1 bonds and Type 2 bonds in aggregate is RMB 1.5 billion.
<b>Par Value/Issue Price of the Bonds:</b>	RMB 100
<b>Guarantee of the Bonds:</b>	The Bonds have no guarantee.
<b>Method of the Issuance:</b>	The Bonds will be issued in the China Interbank Bond Market through a Bookbuilding and centralized placement process and underwritten by the Underwriting Syndicate organized by the Principal Underwriters.
<b>Bookbuilding Place:</b>	The bookbuilding place for the Bonds is located at CITIC Securities Co., Ltd.. (Address: 36/F, China Fortune Tower, No.1568 Century Avenue, Pudong New Area, Shanghai, China).
<b>Coupon Rate of the Bonds:</b>	The final coupon rate shall be determined according to the result of the Bookbuilding and centralized placement process.
<b>Investors of the Offering:</b>	The Bonds will be issued in the China Interbank Bond Market (unless otherwise prohibited under national laws and regulations). Offshore Investors participating in the subscription of the Bonds through the "Bond Connect" should, in connection with the registration, custody, settlement of the Bonds and remittance and conversion of funds, comply with applicable laws and regulations, including the <i>Interim Measures for the</i>

*Connection and Cooperation between the Mainland and the Hong Kong Bond Market* published by PBOC, as well as rules by other relevant regulatory agencies.

<b>First Date of Issuance / Bookbuilding Date:</b>	July 9, 2026
<b>Offering Period:</b>	From July 9, 2026 to July 13, 2026
<b>Subscription Date:</b>	July 13, 2026
<b>Interest Commencement Date:</b>	July 13, 2026
<b>Interest Payment Date:</b>	July 13 of each year during the term of the Bonds. If any Interest Payment Date is not a Business Day, it shall be postponed to the next following Business Day, and any such postponed payment will not bear interest.
<b>Transaction of the Bonds:</b>	Transaction and circulation in the China Interbank Bond Market according to Announcement No. 9 [2015] of the PBOC after issuance.
<b>Payment Date:</b>	The Payment Date of the Type 1 Bonds shall be July 13, 2028 and the Payment Date of the Type 2 Bonds shall be July 13, 2029 (if the Payment Date is not a Business Day, it shall be postponed to the next following Business Day, and any such postponed payment will not bear interest).
<b>Interest and Principal Payment Method:</b>	The interest of the Bonds shall be payable annually on each Interest Payment Date, and the principal of the Bonds shall be paid in whole on the Payment Date. Interest and principal payment of the Bonds shall be made through the Custodian.
<b>Credit Rating:</b>	AAA to the Issuer and AAA to the Bonds by Lianhe Credit, with a stable outlook
<b>Payment Fee:</b>	There is no Payment Fee of the Bonds.
<b>Custodian:</b>	CCDC will provide service for the registration, custody and settlement of the Bonds. HKMA-CMU will provide service for the registration, custody and settlement for the Offshore Investors who have opened accounts in HKMA-CMU.
<b>Use of Proceeds:</b>	The proceeds will be used for supplementing the Issuer's operation fund, offering funding supports for the Issuer's business development and other purpose in compliance with national laws and regulations and policy requirements, as well as optimizing the asset-liability structure of the Issuer.

## II. Parties in this issuance

### 1. Issuer

Legal Name: **Genius Auto Finance Co., Ltd.**

Registered Office: 6/8F, Building 2, No.428 South Yanggao Road, Pilot Free Trade Zone, Shanghai, China  
Postal Code: 200127  
Legal Representative: Xu HAN  
Contact Person: Ye LU, Yang LU, Li DAI, Min SUN  
Tel: 021-20535945, 021-20538028, 021-20535942, 021-20538192  
Fax: 021-20535886

## 2. Lead Underwriter

Legal Name: **CITIC Securities Co., Ltd.**  
Registered Office: North Building, Phase II Zhuo Yue Shi Dai Square, No.8 Zhong Xin San Road, Futian District, Shenzhen, Guangdong, China  
Postal Code: 518048  
Legal Representative: Youjun ZHANG  
Contact Person: Chenyuan HUANG, Gen LI, Lihang CUI  
Tel: 021-20332804  
Fax: 021-20262344

## 3. Joint Lead Underwriters

Legal Name: **Industrial Bank Co., Ltd.**  
Registered Office: Industrial Bank Tower, No.398 Middle Jiangbin Blvd., Taijiang District, Fuzhou, Fujian, China  
Postal Code: 350014  
Legal Representative: Jiajin LV  
Contact Person: Chaowei CHEN, Zhiwei ZHANG  
Tel: 021-69530033、021-62677777-212112  
Fax: /

Legal Name: **Shanghai Pudong Development Bank Co., Ltd.**  
Registered Office: No.12 Zhongshan East First Road, Shanghai, China  
Postal Code: 200002  
Legal Representative: Weizhong ZHANG  
Contact Person: Xinyi Wu  
Tel: 021-31882007

Fax: 021-63604215

Legal Name: **China CITIC Bank Corporation Limited**

Registered Office: 6-30/F and 32-42/F, Building 1, No.10 Guanhua Road,  
Chaoyang District, Beijing, China

Postal Code: 100020

Legal Representative: Heying FANG

Contact Person: Zeyi MI

Tel: 010-66635940

Fax: 010-65559220

Legal Name: **Bank of China Limited**

Registered Office: No.1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China

Postal Code: 100818

Legal Representative: Haijiao GE

Contact Person: Chong WANG

Tel: 010-66592195

Fax: 010-66591706

Legal Name: **China Bohai Bank Co., Ltd.**

Registered Office: No.218 Haihe East Road, Hedong District, Tianjin, China

Postal Code: 300012

Legal Representative: Jinhong WANG

Contact Person: Guoqing Zhang, Yifan CHEN

Tel: 022-58563819、021-50106378

Fax: /

Legal Name: **Fubon Bank (China) Co., Ltd**

Registered Office: Room 101, 18/19/20F, Building A, No. 1168 Century Avenue,  
Pilot Free Trade Zone, Shanghai, China

Postal Code: 200122

Legal Representative: Lixin MA

Contact Person: Shiyu LIU  
Tel: 021-20619259  
Fax: 021-68865922

Legal Name: **BNP Paribas (China) Limited**  
Registered Office: Rooms 1701-1708, 17th Floor, 479 Lujiazui Ring Road, China  
(Shanghai) Pilot Free Trade Zone  
Postal Code: 200120  
Legal Representative: PAUL YANG  
Contact Person: Bao Sanyong, Ling Weihao  
Tel: 021-28962872, 021-28962574  
Fax: 021-28962850

Legal Name: **Guotai Haitong Securities Co., Ltd.**  
Registered Office: No.618 Shangcheng Road, Pilot Free Trade Zone, Shanghai,  
China  
Postal Code: 200000  
Legal Representative: Jian ZHU  
Contact Person: Jing Luo, Zhuonan Jiang, Jiawei Cui, Jiamin Liu  
Tel: 021-38032263  
Fax: 021-38032263

Legal Name: **China International Capital Corporation Limited**  
Registered Office: 27/28F, China World Office 2, No. 1 Jianguomenwai Avenue,  
Chaoyang District, Beijing, China  
Postal Code: 100004  
Legal Representative: Liang CHEN  
Contact Person: Jie MEI, Yongsheng KAN, Wenfang CHEN, Zhiwei Zhang, Yin  
ZHU  
Tel: 010-65051166  
Fax: 010-65051156

Legal Name: **China Securities Co.,Ltd.**

Registered Office: Building 4, No. 66 Anli Road, Chaoyang District, Beijing  
Postal Code: 100000  
Legal Representative: Cheng LIU  
Contact Person: Ding SIMA, Kai LI  
Tel: 010-56051909、 010-56051897  
Fax: 010-56160130

Legal Name: **China Merchants Securities Co., Ltd.**  
Registered Office: No. 111, Fuhua First Road, Futian Street, Futian District, Shenzhen  
Postal Code: 518046  
Legal Representative: JiangTao ZHU  
Contact Person: Menghui CAO, QiCheng Deng, LingYan ZHAO Yahui SUN  
Tel: 010-60840872  
Fax: 010-57601990

Legal Name: **Mizuho Bank (China) Limited**  
Registered Office: 21/F & 23/F, Shanghai World Financial Center, No. 100 Century Avenue, China (Shanghai) Pilot Free Trade Zone  
Postal Code: 200120  
Legal Representative: Kisuke Yoshiura  
Contact Person: Zhou Han, Wang Jing, Zhang Ziting, Ma Yuqing, Quan Jingyi and Zhang Hanlu  
Tel: 021-38558335, 010-65251888-3302, 021-38558392, 021-38558355, 010-65251888-3301, 021-38558349  
Fax: 021-68776001

#### 4. Rating Agency

Legal Name: **China Lianhe Credit Rating Co., Ltd.**  
Registered Office: 17F, Building 2, No.2 Jianguomen Wai Street, Chaoyang District, Beijing, China  
Postal Code: 100022  
Legal Representative: Shaobo WANG  
Contact Person: Mingjiao MA, Zhengrong WU

Tel: 010-85679696

Fax: 010-85679228

## 5. Legal Counsel

Legal Name: **Beijing Zhong Lun Law Firm**

Registered Office: 22-31/F, South Tower of CP Center, No.20 Jin He East Avenue, Chaoyang District, Beijing, China

Postal Code: 100020

Person in charge: Xuebing ZHANG

Contact Person: Zhijie ZHANG, Ruikun CAO

Tel: 010-59572288

Fax: 010-65681022/1838

## 6. Accounting Firm

Legal Name: **Grant Thornton Zhitong Certified Public Accountants LLP**

Registered Office: 5th Floor, Scitech Place, 22 Jianguomenwai Street, Chaoyang District, Beijing

Postal Code: 100004

Person in charge: Huiqi LI

Contact Person: Gen Hua GU, Beibei WANG

Tel: 010-85665588、021-23220200

Fax: 021-63403644

## 7. Registration, Custody and Settlement Institution

Legal Name: **China Central Depository & Clearing Co., Ltd.**

Registered Office: No.10 Financial Street, Xicheng District, Beijing, China

Postal Code: 100033

Legal Representative: Daqing WANG

Contact Person: Yuanzhe BI

Tel: 010-88170738

Fax: 010-66061875

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## SECTION 1 DEFINITIONS

In this Offering Circular, unless the context otherwise requires, the following terms shall have the following meanings:

Issuer/Company/Genius AFC	means	Genius Auto Finance Co., Ltd.
Geely Auto	means	Geely Automobile Holdings Limited
BNPP PF	means	BNP Paribas Personal Finance
Bonds	means	Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) to be issued by the Issuer in the China Interbank Bond Market in the total amount of RMB 1.5 billion
Type and Term of the Bonds	means	Type 1 Bonds: a fixed interest rate bond of 2 years Type 2 Bonds: a fixed interest rate bond of 3 years
Issuance of the Bonds	means	the issuance of the Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect)
Lead Underwriter	means	CITIC Securities Co., Ltd.
Joint Lead Underwriters	means	Industrial Bank Co., Ltd., Shanghai Pudong Development Bank Co., Ltd., China CITIC Bank Corporation Limited, Bank of China Limited, China Bohai Bank Co., Ltd., Fubon Bank (China) Co., Ltd, BNP Paribas (China) Limited, Guotai Haitong Securities Co., Ltd., China International Capital Corporation Limited, China Securities Co.,Ltd., China Merchants Securities Co., Ltd., Mizuho Bank (China) Limited. Unless otherwise specified, any one or more of the aforesaid institutions are not individually referred to as Joint Lead Underwriters
Principal Underwriters	means	collectively the Lead Underwriter and the Joint Lead Underwriters, and any one or more of the Lead Underwriter and the Joint Lead Underwriters are not individually referred to as Principal Underwriters

Bookbuilding	means	the process that the Issuer and the Principal Underwriters come into an agreement to decide the bookbuilding interest rate range of the Bonds along with the Bookrunner recording the subscription orders, and ultimately, the Issuer and the Bookrunner determine the final issue amount and coupon rate for the Bonds in accordance with the subscription situation
Bookrunner	means	CITIC Securities Co., Ltd.
Underwriting Syndicate	means	the Underwriting Syndicate organized by the Principal Underwriters for this Issuance under the Underwriting Syndicate Agreement, consisting of the Principal Underwriters and other members of the Underwriting Syndicate
Underwriting Agreement	means	The Underwriting Agreement for the 2025 Financial Bonds of Genius Auto Finance Co., Ltd. and the Supplemental Agreement (2026 Series 1, Bond Connect) to the Underwriting Agreement for the 2025 Financial Bonds of Genius Auto Finance Co., Ltd., which shall apply to the Issuer and all Lead Underwriters
Underwriting Syndicate Agreement	means	the Syndicate Agreement for the 2025 Financial Bonds of Genius Auto Finance Co., Ltd. and the Supplemental Agreement (2026 Series 1, Bond Connect) to the Syndicate Agreement for the 2025 Financial Bonds of Genius Auto Finance Co., Ltd., which are binding upon the Issuer and all Lead Underwriters
Statutory Holiday	means	a statutory holiday in the PRC (excluding those of the PRC Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan Region)
Business Day	means	a day (other than a Statutory Holiday in the PRC) on which commercial banks are open for general business in the PRC
Offering Circular	means	the Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) Offering Circular prepared by the Issuer to disclose relevant information about the Bonds to Investors

Issuing Announcement	means	the Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) Issuing Announcement prepared by the Issuer for the Issuance of the Bonds in accordance with applicable laws and regulations
Issuance Documents	means	documents, materials or other information, including any amendments or supplements thereto, necessary for the Issuance of the Bonds (including but not limited to this Offering Circular and the Issuing Announcement)
Bond Connect	means	a regime through which offshore investors from Hong Kong or other countries and regions (the " <b>Offshore Investors</b> ") can invest in the China Interbank Bond Market by virtue of the institutional arrangements between Hong Kong and mainland infrastructure institutions in terms of the interconnection of trading, custody, settlement and other aspects or through which domestic investors can invest in the Hong Kong bond market by virtue of the above institutional arrangements
Administrative Measures	means	<i>the Measures for the Administration of Financial Bond Issuance in the China Interbank Bond Market (PBOC Order [2005] No. 1)</i>
Announcement		<i>the Announcement of the People's Bank of China and the China Banking Regulatory Commission [2014] No. 8</i>
Implementation Measures		<i>the Implementation Measures for the Administrative Licensing Items for Non-Banking Financial Institutions (National Financial Regulatory Administration Order [2023] No. 3)</i>
PBOC	means	The People's Bank of China

NFRA	means	the National Financial Regulatory Administration. On March 7, 2023, according to the <i>Motion of The State Council on Submitting the Institutional Reform Plan of The State Council</i> , the National Financial Regulatory Administration was established on the basis of the CBIRC, and the CBIRC was no longer retained. In this Offering Circular, NFRA may sometimes be referred to as CBIRC, as the context requires
CBIRC	means	the China Banking and Insurance Regulatory Commission, on the basis of which the NFRA was established. In this Offering Circular, CBIRC may sometimes be referred to as NFRA, as the context requires
CBRC	means	the former China Banking Regulatory Commission, which was merged with the China Insurance Regulatory Commission in April 2018 as the China Banking and Insurance Regulatory Commission
Competent Authority(ies)	means	the authorities whose approval is required for the Issuance of the Bonds or to which report is required to be made after the Issuance of the Bonds, including but not limited to PBOC and the NFRA.
RMB/Yuan	means	RMB Yuan, unless otherwise specified
CCDC	means	China Central Depository & Clearing Co., Ltd.
Lianhe Credit	means	China Lianhe Credit Rating Co., Ltd.
Accounting Standards for Business Enterprise/New Accounting Standards for Business Enterprise	means	the Accounting Standards for Business Enterprises - Basic Standards and Specific Accounting Standards promulgated by the Ministry of Finance, the Guidelines for the Application of the Business Enterprise Accounting Standards and the Interpretation of the Business Enterprise Accounting Standards promulgated thereafter, and other relevant rules

Investors means the institutional investors engaging in bond trading in the China Interbank Bond Market in accordance with the Administrative Measures (unless prohibited under the applicable laws and regulations)

Reporting Period/Recent Three Years and One Period means 2023, 2024, 2025 and January-March of 2026

By the End of the Recent Three Years and One Period means the end of 2023, 2024, 2025 and March 2026

In this Offering Circular, if there is any inconsistency between the last digit of the sum of certain total numbers and the sum totals, such inconsistencies are due to rounding.

## SECTION 2 SUMMARY OF THIS OFFERING CIRCULAR

Note: This summary is only a brief summary of the contents of this Offering Circular. Investors should carefully read this Offering Circular in full before making any investment decision.

### I. Basic Information of the Issuer

#### 1. Information of the Issuer

Chinese Name:	吉致汽车金融有限公司
English Name:	Genius Auto Finance Co., Ltd.
Date of Establishment:	12 August 2015
Legal Representative:	Xu HAN
Registered Capital:	RMB 4 billion
Registered Address:	6/8F, Building No.2, No.428 South Yanggao Road, Pilot Free Trade Zone, Shanghai, China
Zip Code:	200127
Tel:	021-20535945, 021-20538028, 021-20535942, 021-20538192
Fax:	021-20535886
Website:	<a href="http://www.geniusafc.com">www.geniusafc.com</a>
Uniform Social Credit Code Number:	91310000351145324K
Business Scope <sup>1</sup> :	(1) Taking time deposits or call deposits from shareholders and their parent companies and holding subsidiaries; (2) Accepting the secure deposits from car dealers and after-sales service providers' loan and Lessee car rental; (3) Inter-bank borrowing business; (4) Borrowing from financial institutions; (5) Issuance of non-capital bonds; (6) Car and car accessories' loan business and financial leasing business; (7) Car dealer and car after-sales service providers' loan business, including inventory purchase, showroom construction, purchase of spare parts and maintenance equipment, etc.; (8) Transferring or taking transferred automobiles and

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<sup>1</sup> According to the relevant requirements of the State Council's "separation of permits and business licenses" reform, the business scope of the Business License currently held by the issuer is: Licensed items: Automobile financial services (Projects that require approval according to law can only be carried out with the approval of relevant departments. Specific business projects shall be subject to the approval documents or licenses of relevant departments). The business scope here is under the "Financial License" currently held by the issuer.

automobile accessories' loans and financial leasing assets; (9) Automobile residual value assessment, sale and disposal business; (10) Automobile finance related consulting, agency and services; (11) Asset-backed securitization business.

## 2. Introduction of the Issuer

Genius AFC was incorporated on 12 August 2015, and its shareholders are Geely Automobile Holdings Limited ("Geely Auto", SEHK stock code: 175 (HKD counter) and 80175 (RMB counter)), BNP Paribas Personal Finance ("BNPP PF") and Cofiplan S.A. (wholly owned by BNPP PF).

Leveraging on Geely and Volvo's passenger vehicle sales network throughout the country, as well as BNPP PF's wealth of professional experience in the global individual finance industry, Genius AFC provides auto finance services of retail and wholesale financing and related services to clients and dealers of automobile brands of Zhejiang Geely Holding Group ("Geely Holding Group") primarily consisted of Geely, Lynk & Co, Zeekr, Galaxy, Livan, Volvo, Smart and Lotus, through its innovative business models and advanced risk management systems.

## II. Key Financial Figures of the Issuer

Key figures of the Issuer's audited consolidated balance sheet By the End of Recent Three Years and unaudited consolidated balance sheet By the End of March 2026:

*(in RMB Yuan)*

Items	31 December 2023	31 December 2024	31 December 2025	31 March 2026
Total assets	59,390,921,925.50	60,733,583,637.46	77,629,104,743.71	75,638,668,399.74
Total liabilities	51,319,181,469.47	52,191,673,446.77	68,953,176,344.49	66,700,494,114.03
Shareholder equity	8,071,740,456.03	8,541,910,190.69	8,675,928,399.22	8,938,174,285.71
Borrowing funds	24,638,004,543.31	22,654,657,679.56	32,010,450,901.15	29,740,446,866.98
Loans and advances to customers, net	53,163,697,372.21	50,188,223,717.74	61,610,780,669.95	61,171,858,538.68
Lease receivables	48,395,523.72	3,328,483,284.18	5,281,017,211.86	5,937,369,662.12

Key figures of the Issuer's audited consolidated income statement for the Recent Three Years and unaudited consolidated income statement for the One Period:

*(in RMB Yuan)*

Items	Year 2023	Year 2024	Year 2025	January - March 2026
Operating income	2,759,295,692.87	2,583,926,397.36	2,596,046,701.26	673,427,216.43
Operating profit	1,656,247,401.86	1,344,193,598.38	788,374,903.33	349,674,900.50
Total Profit	1,705,843,256.87	1,489,637,848.40	889,626,169.87	349,661,182.00
Net profit	1,212,845,341.49	1,070,169,734.66	634,018,208.53	262,245,886.49

Key figures of the Issuer's audited consolidated cash flow statement for the Recent Three Years and unaudited consolidated cash flow statement for the One Period:

*(in RMB Yuan)*

Items	Year 2023	Year 2024	Year 2025	January - March 2026
Net cash flows used in operating activities	-3,350,474,686.09	-2,420,708,501.55	-2,618,023,738.55	-2,353,753,510.02
Net cash flows used in investing activities	-39,703,364.99	-16,110,730.27	-20,836,000.02	-1,800,273.00
Net cash flows from financing activities	2,111,463,493.39	2,914,993,798.85	5,833,680,172.15	78,883,230.00
Net increase in cash and cash equivalents	-1,278,714,557.69	478,174,567.03	3,194,820,433.58	-2,276,670,553.02

### III. Summary of the Bonds

Note: The following information is only a summary of the terms of the Bonds. Please see Section 4 (*Information of the Bonds*) for the detailed information of the issuance terms of the Bonds.

<b>Name of the Bonds</b>	Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect).
<b>Issuer of the Bonds</b>	Genius Auto Finance Co., Ltd.
<b>Type and Term of the Bonds</b>	Type 1 Bonds: a fixed interest rate bond of 2 years Type 2 Bonds: a fixed interest rate bond of 3 years
<b>Size of the Bonds</b>	The size of the Bonds is RMB 1.5 billion, consisting of RMB 0.3 billion for Type 1 Bonds and RMB 1.2 billion for Type 2 Bonds. The Issuer and the Bookrunner have the right to clawback and adjust the final issuance size between the two Types based on the bookbuilding results. The clawback option can be exercised by reducing the issuance size of one Type with an amount no more than RMB 0.3 billion and at the same time increasing the issuance size of the other Type with the same amount. The final issuance size of the Type 1 bonds and Type 2 bonds in aggregate is RMB 1.5 billion.
<b>Par Value of the Bonds</b>	RMB 100
<b>Coupon Rate of the Bonds</b>	The final coupon rate shall be determined according to the result of the Bookbuilding and centralized placement process.
<b>First Date of Issuance / Bookbuilding Date</b>	July 9, 2026.
<b>Offering Period</b>	From July 9, 2026 to July 13, 2026.
<b>Interest Commencement Date</b>	July 13, 2026.
<b>Subscription Date</b>	July 13, 2026.
<b>Interest and Principal Payment Method</b>	The interest of the Bonds shall be payable annually on each Interest Payment Date, and the principal of the Bonds shall be paid in whole on the Payment Date. Interest and principal

payment and of the Bonds shall be made through the Custodian.

**Interest Payment Date** July 13 of each year during the term of the Bonds. If any Interest Payment Date is not a Business Day, it shall be postponed to the next following Business Day, and any such postponed payment will not bear interest.

**Payment Date** The Payment Date of the Type 1 Bonds shall be July 13, 2028 and the Payment Date of the Type 2 Bonds shall be July 13, 2029 (if the Payment Date is not a Business Day, it shall be postponed to the next following Business Day, and any such postponed payment will not bear interest).

**Payment Measure of Interests and Principal** During the term of the Bonds, 2 Business Days prior to the Interest Payment Date and 5 Business Days prior to the last Interest Payment Date (also the Payment Date), the Issuer shall publish the "Interest Payment Announcement" or "Payment Announcement" on the media required by the Competent Authorities according to relevant regulations. CCDC and HKMA-CMU will provide service for the interest and principal payment in accordance with the applicable laws, regulations and normative documents.

**Issue Price** RMB 100 per RMB 100 par value

**Method of the Issuance** The Bonds will be issued in the China Interbank Bond Market through a Bookbuilding and centralized placement process, and underwritten by the Underwriting Syndicate organized by the Principal Underwriters.

**Bookbuilding Place** The bookbuilding place for the Bonds is located at CITIC Securities Co., Ltd. (Address: 36/F, China Fortune Tower, No.1568 Century Avenue, Pudong New Area, Shanghai, China).

**Form of the Bonds** The Bonds will be issued in real name book-entry form.

**Bond Trading** Following the completion of the Issuance of the Bonds, the Bonds can be traded in the China Interbank Bond Market in accordance with its rules.

**Credit Rating** AAA to the Issuer and AAA to the Bonds by Lianhe Credit, with a stable outlook

**Payment Priority** The Bonds are unsecured general liabilities of the Issuer and are in the same order of repayment as any present or future unsecured and unsubordinated general liabilities of the Issuer.

**Guarantee of the** The Bonds have no guarantee.

## **Bonds**

### **Investors of the Offering**

The Bonds will be issued in the China Interbank Bond Market (unless otherwise prohibited under national laws and regulations). Offshore Investors participating in the subscription of the Bonds through the "Bond Connect" should, in connection with the registration, custody, settlement of the Bonds and remittance and conversion of funds, comply with applicable laws and regulations, including the *Interim Measures for the Connection and Cooperation between the Mainland and the Hong Kong Bond Market* published by PBOC, as well as rules by other relevant regulatory agencies.

### **Custodian**

CCDC will provide service for the registration, custody and settlement of the Bonds. HKMA-CMU will provide service for the registration, custody and settlement for the Offshore Investors who have opened accounts in HKMA-CMU.

### **Payment Fee**

There is no Payment Fee of the Bonds.

### **Use of Proceeds**

The proceeds will be used for supplement the Issuer's operation fund, offering funding supports for the Issuer's business development and other purpose in compliance with national laws and regulations and policy requirements, as well as optimizing the assets and liabilities structure of the Issuer.

### **Taxation**

In accordance with the provisions of applicable taxation laws and regulations, all taxes payable in connection with the investment in the Bonds by the Investors shall be borne by themselves.

### **Undertakings of Investors Purchasing the Bonds**

Any Investor purchasing the Bonds shall be deemed to have undertaken that:

1. the Investor has fully understood and seriously considered each and every risk relating to the Bonds when purchasing the Bonds;
2. the Investor has accepted the terms in this Offering Circular and the Issuing Announcement in respect of the rights and obligations under the Bonds and agrees to be bound by them;
3. after the completion of the Issuance of the Bonds, in accordance with the future business needs of the Issuer and upon obtaining the approval of the competent approval authorities, the Issuer may continue to issue financial bonds which rank equally with the Bonds, without the prior consent of the Investors.

## **IV. Use of Proceeds**

The proceeds will be used entirely for supplementing the Issuer's operation fund, offering funding supports for the Issuer's business development and other purpose in compliance with

national laws and regulations and policy requirements, as well as optimizing the asset-liability structure of the Issuer.

## SECTION 3 PAYMENT PRIORITY OF THE BONDS AND RISK FACTORS

**Before subscribing the Bonds, Investors should carefully read this Offering Circular and the relevant information disclosure documents disclosed and carry out their own independent investment evaluations. The approval of the Issuance of the Bonds by the Competent Authorities is not an evaluation by the authorities of the value of an investment in the Bonds or a judgment on the risks of an investment in the Bonds. In addition to the information disclosed in this Offering Circular, each Investor should seriously consider the payment priority of the Bonds and the following risk factors relating to the Bonds when evaluating the Bonds.**

### **I. Payment Priority of the Bonds**

The Bonds are unsecured general liabilities of the Issuer and are in the same order of repayment as any present or future unsecured and unsubordinated general liabilities of the Issuer.

According to the *Company Law of the People's Republic of China* and other applicable laws, in the event of the bankruptcy and liquidation of the Company, after repaying the bankruptcy expenses and debts incurred for the common benefits of the creditors as a priority, and after repaying the salaries, social insurance fees and statutory compensations owed to the employees and the taxes payable, the Bonds rank equally with all other unsecured liabilities of the Issuer.

### **II. Risk Factors**

When evaluating and purchasing the Bonds, Investors should seriously consider the following risk factors as well as other materials provided in this Offering Circular:

#### **1. Risks related to the Bonds**

##### **(1) Interest Rate Risk**

Interest rates may be affected by the general operation of the national economy, national macroeconomic and financial policies as well as changes in the international environment, which may result in fluctuations in interest rates. As the Bonds have a fixed interest rate with a long maturity, the possibility of an increase of the interest rates cannot be ruled out during the term of the Bonds, which will result in a decrease in the level of returns for the Investors.

Mitigating measures: The Bonds will be issued through market-oriented Bookbuilding. The interest rate shall be determined by the Issuer and the Principal Underwriters after negotiation in accordance with the result of Bookbuilding and pursuant to the applicable regulations. Following the completion of the Issuance of the Bonds, the Issuer will apply for the trading of the Bonds in the China Interbank Bond Market to improve the liquidity of the Bonds and mitigate the possible interest rate risk.

##### **(2) Risk of Payment**

If the Issuer's operation and management is affected by factors such as natural environment, economic situation, national policies and internal management of the Issuer, it may bring material adverse effect on the operating results of the Issuer or lead to insufficient liquidity of

the Issuer, which may affect the timely and full payment of the Bonds and give rise to credit risk resulting from default.

Mitigating measures: The Issuer has a sound corporate governance structure, a transparent financial status, a good management status and a stable operation, maintains relatively sufficient liquidity, and has no record of debt default in history. After several years of efforts, the Issuer is on the track of coordinated development in terms of quality, efficiency, speed and structure. In the future, the Issuer intends to further strengthen its management, develop its business, continuously improve its operating efficiency and ensure the ability to timely pay in full the principal of, and in full the interest on the Bonds.

### **(3) Trading Liquidity Risk**

Following the completion of the offering of the Bonds, the Issuer will apply for the trading of the Bonds in the China Interbank Bond Market in accordance with the relevant provisions applicable to the trading. After obtaining the qualification for trading, the Investors may encounter certain risks of liquidity in the transfer of the Bonds due to their failure to find a counterparty that will purchase the Bonds held by them.

Mitigating measures: The Issuer and the Principal Underwriters will try to apply for the trading of the Bonds. In addition, with the development of the bond market and bond trading and liquidity-related mechanisms, the conditions of bond trading may further improve, and the liquidity risks may be lowered in the future.

### **(4) Policy Risk**

Adjustments to national monetary policies and regulations of the PRC will have a direct impact on the Issuer's business activities. The Issuer's failure in adjusting its business operation in accordance with the monetary policy adjustments will have an uncertain impact on its business and operating efficiency.

Mitigating measures: The Issuer plans to actively monitor and study the background factors of the monetary policy adjustments, grasp the changing patterns of economic policies and financial monetary policies, and rationally adjust its credit plan and asset-liability structure. At the same time, the Issuer plans to strengthen the analysis and prediction of the interest rate market, and adjust its liquidity reserve and capital position structure according to market conditions. In addition, the Issuer plans to strengthen its cost management and risk control over the use of funds to mitigate the adverse effect of monetary policy adjustments on the Issuer's operations.

## **2. Risks related to the Issuer**

### **(1) Liquidity Risk**

Liquidity risk is the risk, either endogenous or exogenous, that the Issuer may face a shortage of liquidity, or a shortage of liquidity at a reasonable price, that prevents the Issuer from financing its operations, repaying its bonds and other maturing liabilities, or maintaining a reasonable funding position.

Mitigating measures: For liquidity risk, the Issuer has formulated relevant strategies, according

to which the Issuer: (1) monitors the Company's liquidity indicators on a daily basis and strengthens the monitoring of fund flows, coordinates the arrangement of fund positions, provides regular rolling forecasts and timely feedback on the changes in fund receipts and disbursements, supply and demand, strengthens the early warning function of liquidity risk, and ensures that the regulatory requirements are met; (2) establishes a liquidity fund provisioning mechanism, arranges for fund demand in advance, reduces the possibility of sudden use of funds and ensures that it meets the fund provisioning requirements; (3) conducts regular liquidity stress tests, regular stress tests shall be conducted at least once a year under the Company's comprehensive stress test guidelines, quarterly liquidity stress tests shall be conducted every quarter, and special liquidity stress tests shall be carried out immediately when the market is in severe turmoil, and business development plans shall be adjusted when necessary based on the test results; (4) conducts liquidity emergency drills annually, and regularly conducts system publicity and emergency process drills.

## **(2) Asset-liability Maturity Mismatch Risk**

For the Issuer, maturity mismatch risk refers to the risk caused by the mismatch of the maturity of assets and liabilities. The Issuer's liabilities are mainly interbank liabilities with shorter maturities, and its assets are mainly medium- and long-term loans with maturities ranging from 1 to 5 years, so there is a maturity mismatch between assets and liabilities.

Mitigating measures: The Issuer attaches great importance to the rationality of maturity matching. In recent years, in order to rationalize the maturity structure of assets and liabilities, the Issuer has endeavored to enhance the maturity of its call-off funds, made a breakthrough in the maturity of interbank borrowings, and actively expanded other financing channels to alleviate the maturity mismatch of its assets and liabilities, such as organizing a syndicated loan with a maturity of 2 to 3 years, issuing asset-backed securitization products with revolving structure, issuing financial bonds with the tenor of 2-3 years, and extending the maturity of the financial support from its shareholders.

## **(3) Operational Risk**

Operational risk is the possibility that uncertainties in various aspects of the Issuer's operations may adversely affect its corporate objectives. In particular, the Issuer is an automobile financial institution providing financial services to purchasers and sellers of automobiles in the PRC. The Issuer operates a relatively homogeneous business and derives its revenue mainly from its retail lending business, which is relatively weak in terms of risk resistance, and the scale of its loans is susceptible to fluctuations in the automobile industry.

Mitigating measures: The Issuer is an auto finance company under a well-known automobile manufacturer in China. Geely Auto, a shareholder of the Issuer, has been ranked among the top 5 domestic automobile manufacturers in terms of sales volume and among the top 3 proprietary brands for consecutive years, which has directly provided business opportunities for the development of the Issuer. Geely Auto has been actively promoting new energy transformation in recent years, releasing a number of new energy brands, which have been widely welcomed by customers, and auto sales volume are expected to increase continuously. The Issuer, in ecological synergy with the OEMs, has continued to improve its service from hardware to

software, providing competitive financial products and quality financial services to its customers. In addition to the Geely brands, the Issuer has been expanding its retail business for other brands from 2019, which has become a new business growth engine.

#### **(4) Profitability Volatility Risk**

For the years 2023, 2024, and 2025, and the first quarter of 2026, the Issuer recorded profit before tax of RMB 1.706 billion, RMB 1.490 billion, RMB 0.89 billion and RMB 0.35 billion, respectively; and net profit of RMB 1.213 billion, RMB 1.070 billion, RMB 0.634 billion and RMB 0.262 billion, respectively. The Issuer's profit before tax in 2024 decreased by 12.67% compared to 2023, and net profit declined by 11.76% year-on-year. This was mainly due to intensified competition in the industry and a general downward trend in market interest rates. In addition, the slower growth in outstanding credit assets led to a decline in operating income compared to 2023. Furthermore, in the context of heightened market competition, increased marketing and promotional expenses resulted in higher year-on-year business and administrative costs. The total profit of the Issuer in 2025 decreased by 40.28% compared to 2024, and the net profit decreased by 40.76% compared to 2024. This was mainly due to the significant rebound in loan growth and the substantial increase in credit impairment losses.

Mitigating Measures: First, the Issuer will adhere to its development philosophy of “customer-centricity and supporting OEM sales,” continue to focus on the passenger vehicle segment, strengthen its core business capabilities, and maintain close cooperation with OEMs to retain its competitive edge in the traditional fuel vehicle market. Second, the Issuer will continue to support manufacturers in expanding the new energy vehicle (NEV) market and explore the used car financing sector to develop new growth drivers, thereby improving profitability and market penetration. In addition, the Issuer will optimize its cost structure and enhance profitability through measures such as issuing long-term financial bonds with cost advantages to lower overall funding costs. Finally, the Issuer will continue to strengthen its risk and compliance management, operational capabilities, and talent development, while focusing on technological empowerment to enhance its core competitiveness and overall profitability.

## SECTION 4 INFORMATION OF THE BONDS

### I. Material Issue Terms

(1) Name of the Bonds

Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect).

(2) Issuer

Genius Auto Finance Co., Ltd.

(3) Type and term of the Bonds

Type 1 Bonds: a fixed interest rate bond of 2 years.

Type 2 Bonds: a fixed interest rate bond of 3 years.

(4) Size of the Bonds

The aggregate size of the Bonds is RMB 1.5 billion, consisting of RMB 0.3 billion for Type 1 Bonds and RMB 1.2 billion for Type 2 Bonds. The Issuer and the Bookrunner have the right to clawback and adjust the final issuance size between the two Types based on the bookbuilding results. The clawback option can be exercised between the two Types by reducing the issuance size of one Type with an amount of no more than RMB 0.3 billion and at the same time increasing the issuance size of the other Type with the same amount. The final issuance size of the Type 1 Bonds and Type 2 Bonds in aggregate is RMB 1.5 billion

(5) Status of the Bonds

The Bonds are unsecured general liabilities of the Issuer and are in the same order of payment as any present or future unsecured and unsubordinated general liabilities of the Issuer.

(6) Par Value of the Bonds

The par value of the Bonds is RMB 100, i.e. the principal of each accounting unit of the Bonds shall be RMB 100.

(7) Issue Price

The Bonds will be issued at par and the issue price is RMB 100 per RMB 100 par value.

(8) Principal Underwriters

CITIC Securities Co., Ltd., Industrial Bank Co., Ltd., Shanghai Pudong Development Bank Co., Ltd., China CITIC Bank Corporation Limited, Bank of China Limited, China Bohai Bank Co., Ltd., Fubon Bank (China) Co., Ltd, BNP Paribas (China) Limited, Guotai Haitong Securities Co., Ltd., China International Capital Corporation Limited, China Securities Co.,Ltd., China Merchants Securities Co., Ltd., Mizuho Bank (China) Limited.

(9) Method of the Issuance

The Bonds will be issued in the China Interbank Bond Market through a Bookbuilding and centralized placement process and underwritten by the Underwriting Syndicate organized by the Principal Underwriters.

(10) Bookbuilding Place

The bookbuilding place for the Bonds is located at CITIC Securities Co., Ltd.. (Address: 36/F, China Fortune Tower, No.1568 Century Avenue, Pudong New Area, Shanghai, China).

(11) Coupon Rate of the Bonds

The final coupon rate shall be determined according to the result of the Bookbuilding and centralized placement process.

(12) First Date of Issuance / Bookbuilding Date

July 9, 2026.

(13) Offering Period

From July 9, 2026 to July 13, 2026.

(14) Interest Commencement Date

July 13, 2026.

(15) Subscription Date

July 13, 2026.

(16) Payment Date

The Payment Date of the Type 1 Bonds shall be July 13, 2028 and the Payment Date of the Type 2 Bonds shall be July 13, 2029 (if the Payment Date is not a Business Day, it shall be postponed to the next following Business Day, and any such postponed payment will not bear interest)

(17) Interest Payment Date

The Interest Payment Date of the Bonds shall be July 13, of each year during the term of the Bonds. If any Interest Payment Date is not a Business Day, it shall be postponed to the next following Business Day, and any such postponed payment will not bear interest.

(18) Maturity Date

The Payment Date.

(19) Interest and Principal Payment Method

The interest of the Bonds shall be payable annually on each Interest Payment Date, and the principal of the Bonds shall be paid in whole on the Payment Date. Interest and principal payment of the Bonds shall be made through the Custodian.

(20) Payment Measure of Interests and Principal

During the term of the Bonds, 2 Business Days prior to the Interest Payment Date and 5 Business Days prior to the last Interest Payment Date (also the Payment Date), the Issuer shall publish the "Interest Payment Announcement" or "Payment Announcement" on the media required by the Competent Authorities according to relevant regulations. CCDC and HKMA-CMU will provide service for the interest and principal payment in accordance with the applicable laws, regulations and normative documents.

(21) Payment Fee

There is no Payment Fee of the Bonds.

(22) Investors of the Issuance

The Bonds will be issued in the China Interbank Bond Market (unless otherwise prohibited under national laws and regulations). Offshore Investors participating in the subscription of the Bonds through the "Bond Connect" should, in connection with the registration, custody, settlement of the Bonds and remittance and conversion of funds, comply with applicable laws and regulations, including the Interim Measures for the Connection and Cooperation between the Mainland and the Hong Kong Bond Market published by PBOC, as well as rules by other relevant regulatory agencies.

(23) Minimum Subscription Amount

The minimum subscription amount of the Bonds is RMB 10 million, and the subscription amount should be integer multiple of RMB 10 million.

(24) Form of the Bonds

The Bonds will be issued in real name book-entry form and will be placed under the custody of CCDC.

(25) Bond Trading

Following the completion of the Issuance of the Bonds, the Bonds can be traded in the China Interbank Bond Market in accordance with its rules.

(26) Credit Rating

AAA to the Issuer and AAA to the Bonds by Lianhe Credit, with a stable outlook.

(27) Payment Priority

The Bonds are unsecured general liabilities of the Issuer and are in the same order of repayment as any present or future unsecured and unsubordinated general liabilities of the Issuer. According to the Company Law of PRC and other relevant regulations, after the costs for bankruptcy proceedings and community liabilities are repaid in priority and unpaid wages, social insurance premiums, legal compensations and defaulted tax fees are paid by the insolvent assets, the Bonds stand the same priority with any other debt of the Company.

(28) Guarantee of the Bonds

The Bonds have no guarantee.

(29) Underwriting of the Bonds

The Bonds will be issued by the Underwriting Syndicate organized by the Principal Underwriters.

(30) Custodian

CCDC will provide service for the registration, custody and settlement of the Bonds. HKMA-CMU will provide service for the registration, custody and settlement for the Offshore Investors who have opened accounts in HKMA-CMU.

(31) Use of Proceeds

The proceeds will be used for supplementing the Issuer's operation fund, offering funding supports for the Issuer's business development and other purpose in compliance with national laws and regulations and policy requirements, as well as optimizing the asset-liability structure of the Issuer.

(32) Taxation

In accordance with the provisions of applicable taxation laws and regulations, all taxes payable in connection with the investment in the Bonds by the Investors shall be borne by themselves.

## II. Subscription and Custody

1. The Bonds will be issued in the China Interbank Bond Market through a Bookbuilding and centralized placement process and underwritten by the Underwriting Syndicate organized by the Principal Underwriters.
2. CCDC will provide service for the registration, custody and settlement of the Bonds. HKMA-CMU will provide service for the registration, custody and settlement for the Offshore Investors who have opened accounts in HKMA-CMU.
3. Financial institutional investors participating in the subscription of the Bonds shall open a Class A or Class B custody account with CCDC, or open a Class C custody account with CCDC through a bond settlement agent in the China Interbank Bond Market or open a nominee bond account or proprietary bond account with HKMA-CMU.
4. Following the completion of the Issuance of the Bonds, CCDC shall be responsible for the registration and custody of the Bonds subscribed by the Investors in accordance with the distribution instructions.
5. No extra fees shall be payable by the Investors for the subscription, registration and custody procedures. The Investors shall comply with the relevant rules of the Custodian Institution of the Bonds when carrying out the registration and custody procedures.
6. If there is any conflict or contravention between the above provisions relating to the subscription and custody of the Bonds and any laws, regulations or CCDC rules currently in force or to be revised or enacted from time to time, the provisions of any laws,

regulations or rules of CCDC currently in force or to be revised or enacted from time to time shall prevail.

### **III. Representations and Warranties of the Issuer**

The Issuer, as the issuer of the Bonds, represents and warrants to the Investors as follows:

1. the Issuer is an auto finance company incorporated under the PRC Law, and is duly authorized to conduct business within the scope as stated in its Financial License and has full power, authorization and capacity to own assets and conduct business;
2. the Issuer has full power and capacity for the Issuance of the Bonds as stated in this Offering Circular, and has taken all necessary corporate and other actions to approve the same;
3. once this Offering Circular is officially disclosed by the Issuer upon the approval of the Competent Authorities, this Offering Circular shall be deemed as an invitation for offer by the Issuer to the Investors in the China Interbank Bond Market for the Issuance of the Bonds;
4. the issue of the Bonds by the Issuer or the performance of its obligations or the exercise of its rights thereunder will not infringe any applicable law, regulation, rule, judgment, order, authorization, agreement or obligation; if there exists any contravention, the Issuer has obtained effective waivers from the relevant authorities and such waiver(s) is legal, valid and enforceable under the PRC Law;
5. the Issuer has made submissions, registrations or filings of all reports, resolutions, declarations or other documents required in a timely manner and proper form, in accordance with the requirements of the Competent Authorities;
6. the most recent financial statements of the Issuer were prepared in accordance with the applicable laws, regulations, rules and accounting standards in the PRC, and such financial statements reflect a complete, true and fair view in all material respects of the financial position of the Issuer as at the end of the relevant accounting period and the Company performance of the Issuer during such accounting period;
7. this Offering Circular, the Issuing Announcement, the audited financial statements and other documents relating to the Bonds provided to the Investors by the Issuer for the Issuance of the Bonds are true and accurate in all material respects; and
8. the Issuer represents and warrants to the Investors that the above representations and warranties (items 1-7) are true and accurate in light of the facts and circumstances as of the date of the Issuance of the Bonds.

### **IV. Undertakings of Investors**

Each Investor subscribing for the Bonds shall be deemed to have undertaken that:

1. the Investor has fully understood and seriously considered each and every risk relating to the Bonds when evaluating and purchasing the Bonds;

2. the Investor has accepted the terms set out in the Issuing Announcement and this Offering Circular in respect of the rights and obligations under the Bonds and agrees to be bound by them; and
3. after the completion of the Issuance of the Bonds, in accordance with the future business needs of the Issuer and upon obtaining the approval of the competent approval authorities, the Issuer may continue to issue financial bonds which rank equally with the Bonds, without the need to obtain the prior consent of the Investors.

## **V. Information Disclosure of the Bonds**

The Issuer will, in accordance with the requirements of the regulators and the Competent Authorities, disclose the required information for the Bonds in a true, accurate, complete and timely manner mainly through the annual report and disclosure of material events.

**Periodic Reporting:** during the term of the Bonds, the Issuer will disclose the audited annual financial statements for the previous year to the Investors before 30 April of each year, which shall include the business operation statements, the audited annual financial reports and the summary of material litigation for the previous year.

**Monitoring credit rating report:** during the term of the Bonds, the Issuer will publish the annual monitoring credit rating report to the Investors before 31 July of each year.

**Disclosure of Material Events:** upon the occurrence of any material events which may materially and adversely affect the Issuer's ability to repay its debts, the Issuer shall timely report such information to the regulators and the Competent Authorities, and disclose the same to the Investors in the manner as required by the regulators and the Competent Authorities.

The Issuer will disclose the information relevant to the Bonds in a true, accurate, complete and timely manner as required by the regulators and the Competent Authorities and in accordance with the information disclosure requirements of the China Interbank Bond Market.

## SECTION 5 INFORMATION OF THE ISSUER

### I. Basic Information of the Issuer

#### 1. Information of the Issuer

Chinese Name:	吉致汽车金融有限公司
English Name:	Genius Auto Finance Co., Ltd.
Date of Establishment:	12 August 2015
Legal Representative:	Xu HAN
Registered Capital:	RMB 4 billion
Registered Address:	6/8F, Building No.2, No.428 South Yanggao Road, Pilot Free Trade Zone, Shanghai, China
Zip Code:	200127
Tel:	021-20535945, 021-20538028, 021-20535942, 021-20538192
Fax:	021-20535886
Website:	www.geniusafc.com
Uniform Social Credit Code Number:	91310000351145324K
Business Scope <sup>1</sup> :	(1) Taking time deposits or call deposits from shareholders and their parent companies and holding subsidiaries; (2) Accepting the secure deposits from car dealers and after-sales service providers' loan and Lessee car rental; (3) Inter-bank borrowing business; (4) Borrowing from financial institutions; (5) Issuance of non-capital bonds; (6) Car and car accessories' loan business and financial leasing business; (7) Car dealer and car after-sales service providers' loan business, including inventory purchase, showroom construction, purchase of spare parts and maintenance equipment, etc.; (8) Transferring or taking transferred automobiles and automobile accessories' loans and financial leasing assets; (9) Automobile residual value assessment, sale and disposal business; (10) Automobile finance related consulting, agency and services;

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<sup>1</sup> According to the relevant requirements of the State Council's "Separation of Permits and Business Licenses" reform, the business scope of the Business License currently held by the issuer is: Licensed items: Automobile financial services (Projects that require approval according to law can only be carried out with the approval of relevant departments. Specific business projects shall be subject to the approval documents or licenses of relevant departments). The business scope here is under the "Financial License" currently held by the issuer.

## (11) Asset-backed securitization business.

**2. History of the Issuer**

Based on the *Approval of the Shanghai Bureau of China Banking Regulatory Commission on the Opening of Genius Auto Finance Co., Ltd.* (Hu Yin Jian Fu [2015] No. 469) issued by the Shanghai Bureau of the former China Banking Regulatory Commission on July 29, 2015, and the *Approval Certificate for Foreign-Invested Enterprises of the People's Republic of China* (Foreign Investment Review [2015] No. 0013) issued by the Ministry of Commerce of the People's Republic of China on July 19, 2015, the Issuer was registered and established on August 12, 2015 and obtained the Enterprise Legal Person Business License (registration number 310000400777581) issued by the Shanghai Municipal Market Supervision Administration. The Issuer's registered capital at the time of establishment was RMB 900 million, of which Geely Automobile Holdings Co., Ltd. contributed 80% and BNP Paribas Personal Finance contributed 20%.

According to the *Reply on Approving the Change of Registered Capital of Genius Auto Finance Co., Ltd.* (Hu Yin Jian Fu [2018] No. 55) issued by the Shanghai Bureau of the former China Banking Regulatory Commission on January 22, 2018, the Issuer's registered capital increased from RMB 900 million to RMB 2 billion, of which Geely Automobile Holdings Co., Ltd. contributed 80%; BNP Paribas Personal Finance contributed 20%. On March 6, 2018, the Issuer completed the industrial and commercial registration change for this capital increase.

According to the *Reply on Approving the Change of Registered Capital of Genius Auto Finance Co., Ltd.* issued by the Shanghai Bureau of the former China Banking and Insurance Regulatory Commission on April 16, 2019 (Hu Yin Bao Jian Fu [2019] No. 325), the Issuer's registered capital increased from RMB 2 billion to RMB 4 billion, of which Geely Automobile Holdings Co., Ltd. contributed 80%; BNP Paribas Personal Finance contributed 20%. On July 29, 2019, the Issuer completed the industrial and commercial registration change for this capital increase.

According to the *Reply on the Adjustment of the Equity Structure of Genius Auto Finance Co., Ltd.* (Hu Yin Bao Jian Fu [2023] No. 458) issued by the Shanghai Bureau of the former China Banking and Insurance Regulatory Commission on July 17, 2023, Cofiplan S.A. was approved to acquire 5% of the equity held by Geely Automobile Holding Co., Ltd., and after this equity change, Geely Automobile Holding Co., Ltd. contributed 75%, BNP Paribas Personal Finance contributed 20% and Cofiplan S.A. contributed 5%. On August 15, 2023, the Issuer completed the change of industrial and commercial registration for the adjustment of the shareholding structure.

According to the *Administrative Measures for Auto Finance Companies* (National Financial Regulatory Administration Order No. 1 [2023]) revised and issued by the NFRA on July 11, 2023, the Issuer obtained the updated Business License issued by the Shanghai Municipal Administration for Market Regulation on October 9, 2023, and the business scope was changed to: Permitted Items: Auto Financial Services (projects subject to approval in accordance with the law can only be carried out after approval by relevant departments, The specific business project shall be subject to the approval documents or licenses of the relevant departments). On November 16, 2023, the Issuer obtained the Financial License renewed by the Shanghai Bureau

of the National Administration of Financial Regulation, and its business scope was changed to: operate the following domestic and foreign currency businesses: (1) Taking time deposits or call deposits from shareholders and their parent companies and holding subsidiaries; (2) Accepting the secure deposits from car dealers and after-sales service providers' loan and Lessee car rental; (3) Inter-bank borrowing business; (4) Borrowing from financial institutions; (5) Issuance of non-capital bonds; (6) Car and car accessories' loan business and financial leasing business; (7) Car dealer and car after-sales service providers' loan business, including inventory purchase, showroom construction, purchase of spare parts and maintenance equipment, etc.; (8) Transferring or taking transferred automobiles and automobile accessories' loans and financial leasing assets; (9) Automobile residual value assessment, sale and disposal business; (10) Automobile finance related consulting, agency and services; (11) Asset-backed securitization business.

According to the *Reply on Agreeing to the Change of Domicile of Genius Auto Finance Co., Ltd.* (Hu Jin Fu [2023] No. 71) issued by the Shanghai Bureau of the National Administration of Financial Regulation on August 28, 2023, the domicile of the Issuer has been changed from Units 01 and 04 on the 9th floor, No. 308 Jinkang Road, Pudong New Area, Shanghai, to 6/8F, Building 2, No.428 South Yanggao Road, Pilot Free Trade Zone, Shanghai, China. For this change of domicile, the Issuer completed the change of industrial and commercial registration on October 9, 2023, and obtained the renewed Financial License from the Shanghai Bureau of the National Administration of Financial Regulation on November 16, 2023.

As of the signing date of this Offering Circular, the Issuer holds a Business License with a uniform social credit code of 91310000351145324K issued by the Shanghai Municipal Market Supervision Administration on October 9, 2023 and a Financial License with an institution code of N0024H231000001 issued by the Shanghai Bureau of the NFRA on November 16, 2023.

## **II. Current Operation Status of the Issuer**

### **1. Description of Operation**

#### **(1) Description of Overall Operation**

The auto finance industry is still a new industry in China, and the lifetime of domestic auto finance companies is generally short. The Issuer was established on August 12, 2015, under the premise of conscientiously implementing the national macro-control policies and the requirements of the regulatory authorities, the Company optimized the allocation of various resources, increased business development and innovation, and all businesses have developed rapidly. The overall operation of the Issuer is as follows:

#### *Total Assets*

By the end of 2023, 2024, 2025 and March 2026, the total assets of the Issuer were RMB 59,391 million, RMB 60,734 million RMB 77,629 million and RMB 75,639 million respectively, and the loans and advances were RMB 53,212 million, RMB 53,517 million RMB 66,892 million and RMB 67,109 million respectively. By the End of the Recent Three Years and One Period, the total assets of the Issuer changed by 1.43%, 2.26%, 27.82% and -2.56%

respectively from the end of the previous period, and the loans and advances changed by 4.14%, 0.57%, 24.99% and 0.32% respectively from the end of the previous period. Since 2025, benefiting from the good sales growth trend of Geely Automobile and the benign trend of industry competition under the background of strengthened market regulation, the Issuer's loan growth rate has rebounded significantly, which has also driven the overall asset scale growth rate to rebound.

### *Profitability*

The Issuer achieved net profits of RMB 1,213 million, RMB 1,070 million RMB 634 million and RMB 262 million respectively for the year of 2023, 2024, 2025 and January-March 2026. In 2023, the Issuer achieved net interest income of RMB 2,593 million, an increase of 1.91% year-on-year; in 2024, the Issuer achieved net interest income of RMB 2,366 million; in 2025, the Issuer achieved net interest income of RMB 2,289 million; in January-March 2026, the Issuer achieved net interest income of RMB 596 million. The Issuer's profitability remains generally stable.

### *Asset Quality*

The Issuer has always attached great importance to the management of asset quality. While increasing loans and expanding business, the Issuer has established a comprehensive risk management framework, closely tracked loan quality, and strictly controlled the non-performing loan ratio. By the end of 2023, 2024, 2025 and March 2026, the non-performing loan ratios of the Issuer were 0.21%, 0.31%, 0.29%, and 0.28% respectively, which have remained at a relatively low level.

### *Business Locations*

Since its establishment, the Issuer has continued to expand its geographical coverage with its business development. As of the end of March 2026, the Issuer's loan business has covered 318 cities and has cooperated with 3,924 car dealers. The balance of retail loans before deducting loan impairment provisions was RMB 68,751 million, and the balance of wholesale loans before deducting loan impairment provisions was RMB 536 million.

## (2) Financial Information and Indicators of the Issuer for the Recent Three Years and One Period

*(Unit: RMB Yuan or %)*

Items	Year 2023 / 31 December 2023	Year 2024 / 31 December 2024	Year 2025 / 31 December 2025	January-March 2026/ 31 March, 2026
Operating income	2,759,295,692.87	2,583,926,397.36	2,596,046,701.26	673,427,216.43
Net profit	1,212,845,341.49	1,070,169,734.66	634,018,208.53	262,245,886.49
Total assets	59,390,921,925.50	60,733,583,637.46	77,629,104,743.71	75,638,668,399.74
Net assets	8,071,740,456.03	8,541,910,190.69	8,675,928,399.22	8,938,174,285.71
Loans and advances to customers (net)	53,163,697,372.21	50,188,223,717.74	61,610,780,669.95	61,171,858,538.68
Lease receivables	48,395,523.72	3,328,483,284.18	5,281,017,211.86	5,937,369,662.12
Borrowing funds	24,638,004,543.31	22,654,657,679.56	32,010,450,901.15	29,740,446,866.98
Return on average total assets	2.06	1.78	0.92	0.34

Items	Year 2023 / 31 December 2023	Year 2024 / 31 December 2024	Year 2025 / 31 December 2025	January-March 2026/ 31 March, 2026
Return on average equity (net)	15.82	12.88	7.36	2.98
Non-performing loan ratio	0.21	0.31	0.29	0.28
Liquidity ratio	343.61	285.77	341.64	300.96
Capital adequacy ratio	17.30	17.89	14.85	15.36

Notes:

(1) Return on average total assets = net profit / average total assets at the beginning of the year and at the end of the period  $\times 100\%$ , Return on average equity = net profit / average net assets at the beginning of the year and at the end of the period  $\times 100\%$ ; (2) Liquidity ratio = current assets due within one month / current liabilities due within one month  $\times 100\%$ ; (3) The capital adequacy ratio shall be calculated in accordance with the relevant provisions of the Measures for the Management of Capital of Commercial Banks. (4) Financial data for 2023-2025 has been audited, while January-March 2026 figures are unaudited (same applies hereafter).

## 2. Business Development of the Issuer

The Issuer mainly provides retail, wholesale financing and related services to customers and dealers of Geely Holding Group's brands such as Geely, Lynk & Co, Zeekr, Galaxy, Livan, Volvo, Smart, Lotus and other brands. According to business modules, the Issuer's main business consists of retail business and wholesale business, with retail business being the main business. The relevant data for each section of the Issuer's main business at the end of each reporting period is as follows:

(Unit: RMB in hundred million)

Items	Year 2023 / 31 December 2023	Year 2024 / 31 December 2024	Year 2025 / 31 December 2025	January-March 2026/ 31 March, 2026
Retail loans and advances	537.93	529.98	678.72	682.15
Wholesale loans and advances	7.84	17.83	6.47	5.36
<b>Total loans and advances issued</b>	<b>545.78</b>	<b>547.81</b>	<b>685.20</b>	<b>687.51</b>
Loan impairment provision	13.66	12.64	16.28	16.42
<b>Book value of loans and advances issued *</b>	<b>532.12</b>	<b>535.17</b>	<b>668.92</b>	<b>671.09</b>
Retail loan interest income	40.83	36.75	33.83	8.97
Wholesale loan interest income	0.36	0.73	0.47	0.03
<b>Interest income from loans and advances</b>	<b>41.19</b>	<b>37.48</b>	<b>34.30</b>	<b>9.01</b>
<b>Interest income</b>	<b>42.16</b>	<b>38.35</b>	<b>35.06</b>	<b>9.22</b>

\*The book value of loans and advances issued includes sale and leaseback.

### (1) Retail Business

The Issuer's retail business is mainly about providing car loan services to end customers and also includes after-sale leaseback services for individuals and is the main source of the Issuer's interest income. The Issuer's retail business mainly focuses on car purchase loans of its own

brand, and also conducts multi-brand business targeting new and used cars of other brands.

For the business of its own brand, the Issuer mainly carries out new car purchase loans, as the scale of the used car business is small, whose balance ratio does not exceed 1%. The Issuer has a wide range of product types. In addition to standardized products with equal installment, it also launches 5050 Loan, Balloon Loan, and other loan products based on different down payment ratios and balance payment ratios. The down payment and balance payment ratios of the 5050 Loan product are both 50%, and only a small amount of interest is paid during the loan period; the down payment ratio of the Balloon Loan product is generally no more than 30%, and the balance payment ratio is generally 20% to 50%. In 2024, the Issuer introduced low-down-payment loan products as additional customer options. The Issuer's product design is relatively flexible and can better accommodate the needs of different kinds of customers. Customers can flexibly choose loan products according to their own needs.

The overall business scale for the multi-brand business of the Issuer is small, and by the end of March 2026, the multi-brand business loan balance accounts for approximately 12%-13% of all retail loan balances.

Furthermore, the issuer also carries out add-on financing business, having launched standalone ancillary loans and bundled vehicle loans in 2024 to finance taxes, insurance, value-added products, and interior accessories throughout the vehicle lifecycle. As of March 2026, the outstanding balance for add-on financing reached RMB 325 million.

The Issuer launched the sale-leaseback business in November 2023, which primarily targeting personal retail loans (including individual commercial vehicle loans), with equal installment and terms. By the end of March 2026, the outstanding balance for leaseback reached RMB 6.139 billion.

## (2) Wholesale Business

The Issuer's wholesale business provides financing services to dealers of its own brands. As of the end of March 2026, the wholesale business scale accounted for approximately 0.78% of the Company's overall credit asset balance, and the interest income contributed to 0.36% of the Company's income from credit business. The wholesale business mainly focuses on dealer inventory vehicle purchase loans, and also includes loans for fleet, purchasing test-drive cars and auto parts, and store construction and decoration.

## III. Risk Management of the Issuer

### 1. Risk Management Overview

#### (1) Setting up the risk management organizational structure

Since its establishment, while the Issuer has vigorously developed its credit business, it highly valued the importance of building up the risk management framework, and has strived to build a top-down, multi-department risk management framework based on the principles of matching, full coverage, independence and effectiveness.

The Board of Directors bears the ultimate responsibility for comprehensive risk management and performs the following responsibilities:

- Establish a risk culture.
- Make risk management strategies.
- Set risk appetite and ensure risk limits are established.
- Review and approve major risk management policies and procedures.
- Supervise senior management to implement comprehensive risk management.
- Review the comprehensive risk management report.
- Approve information disclosure of comprehensive risks and various important risks.
- Appoint a director of risk department or other senior managers to take the lead in overall risk management.
- Other responsibilities related to risk management.

The Company's board of supervisors (committee) undertakes the supervisory responsibility for comprehensive risk management and is responsible for supervising and inspecting the performance of the Board of Directors and management's responsibilities in risk management and urging rectification. Relevant supervision and inspection information shall be included in the supervisors' work report.

The Company's senior management undertakes the responsibility for the implementation of comprehensive risk management, executes the board resolutions, and performs the following duties:

- Establish an operation and management structure suitable for comprehensive risk management, clarify the division of responsibilities of comprehensive risk management functional departments, business departments and other departments in risk management, and establish an operating mechanism for mutual coordination and effective checks and balances between departments.
- Develop clear execution and accountability mechanisms to ensure that risk management strategies, risk appetites and risk limits are fully communicated and effectively implemented.
- Set risk limits based on the risk appetite set by the Board of Directors, including but not limited to industry, region, customer, product and other dimensions.
- Establish risk management policies and procedures, evaluate them regularly, and adjust them when necessary.
- Assess comprehensive risks and various important risk management status and report to the Board of Directors.
- Set up a complete management information system and data quality control mechanism.
- Supervise violations of risk appetite, risk limits and violations of risk management policies and procedures and handle them according to the authorization of the Board of Directors.

- Other responsibilities of risk management.

The Director of Risk Department is the senior manager responsible for comprehensive risk management. He/She should maintain sufficient independence from operations and business lines and can report comprehensive risk management directly to the Board of Directors.

The Company has set up a dedicated position to be responsible for comprehensive risk management and take the lead in performing daily management of comprehensive risks, including but not limited to the following responsibilities:

- Implement the construction of a comprehensive risk management system.
- Take the lead in coordinating the identification, measurement, assessment, monitoring, control or mitigation of comprehensive risks and various important risks, and report to the Director of Risk Department in a timely manner.
- Continuously monitor the implementation of risk management strategies, risk preferences, risk limits, and risk management policies and procedures, and provide timely warnings, reports, and suggestions for handling violations of risk preferences, risk limits, and violations of risk management policies and procedures.
- Organize departments affiliated with each risk type to conduct risk assessments, promptly discover risk hazards and management loopholes, and continue to improve the effectiveness of risk management.

The Company should incorporate comprehensive risk management into the scope of internal audit. The internal audit department shall regularly review and evaluate the adequacy and effectiveness of comprehensive risk management and form an internal audit report on comprehensive risk management. Internal audit activities should be independent of business operations, risk management and compliance management, and follow the principles of independence and objectivity.

The Company accepts external audits by accounting firms. In addition, the Issuer also accepts regular or irregular supervision and inspection of the Company by external regulatory authorities such as the People's Bank of China and the National Administration of Financial Regulation, thus forming a scientific and rigorous risk management and control system that combines internal control and external supervision.

## (2) Formulate risk management regulations and methods

The Company has formulated detailed risk management policies for each major business department in accordance with regulatory requirements and internal regulations, which includes stipulating the basic content, procedures and methods of the Company's business risk management, describing the risk management responsibilities of relevant departments and positions, and clarifying the goals of risk management. By implementing comprehensive risk management, the Company supervise and control risks to minimize losses and ensure the Company's stable operation. The main policies and rules include *Comprehensive Risk Management Policy*, *Retail Credit Risk Policy*, *Retail Credit Risk Policy Implementation Rules*, *Dealer and After-sales Servicer Financing Policy*, *Institution Financing Policy*, *Dealer and*

*After-sales Servicer Financing Rules, Institution Financing Rules, Operational Risk Management Policy, Asset and Liability Risk Management Policy, etc.* As the business develops, the Issuer will continue to improve existing risk management policies based on actual conditions and formulate corresponding risk management policies and rules for new businesses.

## 2. Main types of risks

The risk factors faced by the Company mainly include credit risk, liquidity risk, market risk (including interest rate risk) and operational risk.

### (1) Credit Risk

Credit risk refers to the risk that a borrower is unable to fulfill its obligations under an expired contract. Credit risk mainly exists in the Company's retail and wholesale credit business.

The business scope of auto finance companies is relatively concentrated, and loan business is the Company's main business. At the end of March 2026, the Company's total assets were RMB 75,639 million, of which the net amount of loans and advances was RMB 67,109 million, accounting for 88.72% of total asset. The quality of loans has a crucial impact on the Company's operating income and development. If the Company cannot recover the interest and principal fully and timely due to borrowers or dealers' default, it may cause certain losses to the Company.

#### *Quality of Loans*

The following table represents the Five-category Classification of Loans By the End of the Recent Three Years and One Period:

*(Unit: RMB in 10 thousand or %)*

Items	31 December 2023		31 December 2024		31 December 2025		31 March 2026	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Normal	5,373,985.23	98.66	5,393,174.37	98.45	6,759,200.63	98.65	6,770,966.36	98.48
Special-mention	61,433.79	1.13	68,127.85	1.24	72,777.66	1.06	84,602.63	1.23
Substandard	4,095.44	0.08	5,162.92	0.09	5,599.38	0.08	5,791.68	0.08
Doubtful	3,369.13	0.06	3,994.15	0.07	5,191.52	0.08	5,146.43	0.07
Loss	4,182.48	0.08	7,675.64	0.14	9,185.66	0.13	8,628.96	0.13
<b>Total loans</b>	<b>5,447,066.07</b>	<b>100.00</b>	<b>5,478,134.93</b>	<b>100.00</b>	<b>6,851,954.85</b>	<b>100.00</b>	<b>6,875,136.06</b>	<b>100.00</b>
Non-performing loans	11,647.05	0.21	16,832.71	0.31	19,976.56	0.29	19,567.07	0.28

The Company's non-performing loan ratio has always remained at a relatively low level, and the Company's loan quality is relatively high. The non-performing loan ratios By the End of the Recent Three Years and One Period were . The Company's non-performing loan ratios have always remained at a relatively low level.

#### *Credit Risk Management Policies*

The Company implements standardized management of the entire credit business process including credit investigation and application, credit review and approval, loan origination,

post-loan monitoring and non-performing loan management, and formulate five-level classification implementation details to manage loan credit risks by referring to the *Administration Measures for Auto Finance Companies*, the *Guidelines for Loan Risk Classification* and the *Measures for Risk Classification of Financial Assets of Commercial Banks* issued by the Competent Authorities.

The Company's account manager is responsible for receiving application documents from credit applicants, conducting pre-loan due diligence on the applicant, and writing business proposals. The credit reviewers of the wholesale risk group of the risk management department will review and update the due diligence content and evaluate the credit risk of applicant and its business. The credit limit is determined based on comprehensive consideration of various factors including the applicant's shareholder structure, credit status, financial status, operating conditions, collateral and guarantees. The Company strengthens the dynamic policy guidance of credit business, and continuously improves the rationality of the Company's loan structure distribution by combining the national macro-control trends, legal and regulatory requirements, the sales strategies and channel management of upstream sales companies. For non-performing loans, the Company mainly adopts (1) collection; (2) restructuring; (3) execution and disposal of collateral or recourse to the guarantor; (4) litigation or arbitration; (5) manage non-performing loans by writing-off in accordance with regulatory regulations, etc. to minimize the credit risk losses suffered by the Company.

For retail credit assets, the Company uses overdue account age as the standard to manage retail credit assets in categories. For retail customers whose loans are not overdue, management will be strengthened through regular return visits; for retail customers whose loans are overdue, different methods will be used to collect collections according to the length of the overdue period; retail loans that are overdue for more than a certain period of time will be included in impaired asset management. Provision for corresponding impairment losses is made.

## (2) Liquidity Risk

Liquidity risk refers to the endogenous or exogenous risk caused by a company facing a shortage of liquidity or a shortage of liquidity at a reasonable price, which makes the Company unable to finance its operating activities, repay bonds and other due liabilities, or maintain reasonable capital position.

### *Liquidity Ratio*

The Issuer's liquidity ratios By the End of the Recent Three Years and One Period are as follows:

Indicators	Formula	Regulatory requirement	31 December 2023	31 December 2024	31 December 2025	31 March 2026
Liquidity ratio	Current assets	≥50%	343.61%	285.77%	341.64%	300.96%
	Current liabilities					

The liquidity ratio is designed to ensure that the Company has sufficient cash to meet its payables within a month. The Issuer monitors the liquidity ratio on a daily basis and it has been maintained at a high level for the Recent Three Years and One Period, the liquidity risk is generally controllable and there is no liquidity crunch.

### *Responses to liquidity risk*

The Issuer has formulated an *Asset and Liability Risk Management Policy* to strengthen the management of the Company's liquidity risk. The Issuer liquidity risk management governance structure:

- The Board of Directors bears the ultimate responsibility for liquidity risk management and approves liquidity risk preferences, strategies and policies.
- Liquidity risk preference and strategy are part of the risk preference statement and are submitted to the Board of Directors for approval under the leadership of the comprehensive risk management team.
- The Asset and Liability Management Committee under the Finance Committee is responsible for managing liquidity risk, including continuous monitoring of liquidity risk, review of liquidity gaps and other liquidity-related ratios, and timely review and prediction of major liquidity changes.
- The Treasury team is responsible for daily liquidity management, including the identification, measurement and monitoring of liquidity risks, arranging funds and expanding financing channels, and organizing liquidity stress testing.
- The person in charge of financial budget and control is responsible for supervising and analyzing the difference between the actual liquidity gap and the approved limit and reporting the relevant indicators of asset and liability management to the Asset Liability Management Committee, the Executive Committee and the Board of Directors.

The Issuer strives, in principle, to maintain a positive liquidity gap for the first six months, maintain a liquidity funding provision on a daily basis equal to the amount of retail lending for the following month, and stretch the financing maturity as long as possible. In the event that the level of liquidity funding provision falls below the requirement or in the event of a liquidity crunch, the Issuer will activate its liquidity contingency plan in accordance with the relevant requirements of the Liquidity Contingency Plan set out above. In accordance with the roles and responsibilities of each member clearly agreed in advance, the Issuer will adjust the pace of the business or replenish funds in a planned manner to cope with the liquidity pressure environment. The policy further specifies that additional financial support from shareholders is one of the options for replenishment of contingency funds.

The Issuer conducts regular liquidity stress tests in accordance with the requirements of the Asset-Liability Risk Management Policy. Routine stress tests shall be conducted at least once a year under the Company's comprehensive stress test guidelines and quarterly stress tests shall be conducted on a quarterly basis. When the market is in severe turbulence, special liquidity stress tests shall be conducted immediately and reported to the General Manager in a timely manner. Based on the results of the liquidity stress test, business development plans need to be adjusted if necessary. At the same time, the results of the stress test need to be documented.

### (3) Market Risk

Market risk refers to the risk of losses in a company's on-balance sheet and off-balance sheet

businesses due to adverse changes in market prices. Market risks mainly include interest rate risk, exchange rate risk and other risks related to price changes. The Issuer is mainly engaged in RMB business and has low exchange rate risk, so the market risk mainly exists in interest rate risk.

Interest rate risk mainly arises from the mismatch in the interest rate repricing of the Company's assets and liabilities. The Issuer has formulated an *Asset and Liability Risk Management Policy* to strengthen the Company's interest rate risk management. The Issuer's interest rate risk management governance structure:

- The Asset and Liability Management Committee is responsible for managing interest rate risk and supervising the implementation of asset and liability management policies; the Board of Directors takes the ultimate responsibility for interest rate risk management.
- The Board of Directors should be responsible for authorizing the setting of limits for interest rate risk sensitivity indicators. The interest rate risk sensitivity indicator limit is measured and monitored through a certain interest rate gap limit. The Board of Directors is responsible for approving interest rate risk appetite, strategies, and policies as part of the Risk Appetite Statement led by the comprehensive risk management team.
- The Treasury team is responsible for arranging funds according to a term and interest rate structure similar to assets. The person in charge of financial budget and control is responsible for supervising and analyzing the difference between the actual interest rate gap and the approved limit and reporting relevant indicators of asset and liability management to the Asset and Liability Management Committee, the Executive Committee and the Board of Director.

#### (4) Operational Risk

Operational risk refers to operational events that result in financial losses or impact on a company's reputation, customers and employees due to imperfect or problematic internal procedures, employees and information technology systems, as well as external factors. Specifically, they include fraud, employment systems and workplace safety, customers, products and business activities, damage to physical assets, business interruption and information technology system failure, execution, delivery and process management risks, data collection, governance and quality risks, etc.

The Issuer has formulated an *Operational Risk Management Policy* to strengthen the Company's operational risk management. The Issuer's operational risk management organizational structure:

- The Board of Directors bears ultimate responsibility for operational risk management.
- The board of supervisors (committee) shall take the supervisory responsibility for operational risk management, be responsible for supervising and inspecting the performance of duties by the Board of Directors and senior management, promptly urge rectification, and include it in the work report of the board of supervisors (committee).
- The Company's senior management should take responsibility for the implementation of

operational risk management.

- Operational risk management follows the three-level internal control system. The first line of defense includes business and management departments at all levels, which are the direct bearers and managers of operational risks and are responsible for operational risk management in their respective fields. The second line of defense includes the leading departments responsible for operational risk management and measurement at all levels, which guide and supervise the operational risk management of the first line of defense. The third line of defense is the Internal Audit Department at all levels, which supervises and evaluates the performance and effectiveness of the first and second lines of defense. The three lines of defense should strengthen communication, share risk information and collaborate closely under the premise of compliance and confidentiality.
- The operational risk team plays a leading role in operational risk management, implements operational risk management responsibilities as a second-level control, and is responsible for the establishment and implementation of the Company's operational risk management system. The operational risk team should remain independent from other departments to ensure the consistency and effectiveness of company-wide operational risk management.
- All other functions should have direct responsibility for operational risk management.
- Legal Compliance, Information Technology, Customer Service Center, Finance, Human Resources and Administrative Management Departments should, while managing the operational risks of their own departments, provide relevant resources and support to other departments to manage operational risks within the scope of their division of responsibilities and professional expertise.
- The Finance Department measures operational risks in accordance with the *Capital Management Measures for Commercial Banks*.
- The Internal Audit Department should conduct a special audit of operational risk management at least once every three years, covering the first and second line of defense of operational risk management. It should check and evaluate the operation of the operational risk management system and report to the Board of Directors. In addition, the Internal Audit Department should supervise the implementation of operational risk management policies, conduct independent assessments of operational risk management policies, procedures and specific operating procedures, and report to the Board of Directors on the evaluation of the operational effectiveness of the operational risk management system.

The issuer has established a Data Governance Policy to strengthen data risk management. The organizational structure and responsibilities under this policy are as follows:

- The data governance framework comprises three tiers: Governance Layer, Decision-making Layer, and Execution Layer. The Governance Layer includes the Board of Directors and Supervisors; the Decision-making Layer consists of Senior Management and the Digital Development Committee; while the Execution Layer encompasses the designated department (Information Technology Department), business units,

interpretation departments (Finance, Legal & Compliance, Risk Management), and Internal Audit.

- The Board of Directors is responsible for formulating data strategy, approving material data governance matters, overseeing management's execution effectiveness, and bearing ultimate accountability.
- Supervisors monitor and evaluate the Board and Senior Management's fulfillment of data governance duties.
- Senior Management establishes the governance framework, ensures resource allocation, implements accountability mechanisms, develops data quality controls, assesses governance effectiveness, and reports regularly to the Board.
- The Digital Development Committee convenes to deliberate critical data governance issues and execute management responsibilities.
- The Information Technology Department serves as the centralized management unit, performing governance duties under the Committee's guidance.
- Business Units implement domain-specific governance in compliance with institutional standards.
- Interpretation Departments (Finance, Legal & Compliance, Risk Management) analyze regulatory reporting requirements and operational data rules per applicable laws and national standards.
- Internal Audit conducts periodic reviews of governance structure, data management, quality controls, and asset valuation in accordance with regulations and internal policies, reporting findings to the Board.
- Data quality management follows the Data Quality Management Measures.

### 3. Risk Management and Compliance of the Issuer

By the End of the Recent Three Years and One Period, each of the regulatory indicators meets the requirement of the regulatory authorities.

Indicators	Formula	Regulatory requirement	31 December 2023	31 December 2023	31 December 2024	31 March 2025
Capital adequacy ratio	Net capital	$\geq 10.5\%$	17.30%	17.89%	14.85%	15.36%
	Risk-weighted assets					
Tier-one capital adequacy ratio	Net of tier-one capital	$\geq 8.5\%$	16.18%	16.77%	13.71%	14.22%
	Risk-weighted assets					
Core tier-one capital adequacy ratio	Net of core tier-one capital	$\geq 7.5\%$	16.18%	16.77%	13.71%	14.22%
	Risk-weighted assets					
Ratio of single client financing	Balance of the credit	$\leq 15\%$	1.35%	8.59%	2.21%	1.48%
	Net capital					
	Balance of the credit	$\leq 50\%$	1.94%	9.36%	2.21%	1.48%

Indicators	Formula	Regulatory requirement	31 December 2023	31 December 2023	31 December 2024	31 March 2025
Ratio of single group client financing	Net capital					
Ratio of self-used fixed assets	Balance of self-used fixed assets	≤40%	0.40%	0.27%	0.22%	0.20%
	Net capital					
Non-performing loan ratio	Non-performing loan	-	0.21%	0.31%	0.29%	0.28%
	Total loans					
Liquidity ratio	Current assets	≥50%	343.61%	285.77%	341.64%	300.96%
	Current liabilities					
Provision coverage ratio	Actual provision for loans	≥150%	1169.19%	813.61%	857.50%	878.41%
	Non-performing loans					
Leverage ratio	Net of tier-one capital	≥4%	13.44%	13.91%	10.92%	11.59%
	Adjusted balance of on-balance sheet assets + balance of derivative assets + balance of securities financing transaction assets + adjusted balance of off-balance sheet items					
Percentage of credit extended to a single shareholder and its related parties	Credit balances to a single shareholder and its related parties	≤100%	5.55%	28.27%	5.05%	3.50%
	Amount of the shareholder's capital contribution in the company					

#### IV. Industry Status and Position of the Issuer

##### 1. Development of Issuer's Industry Status<sup>2</sup>

###### (1) Industry Overview

Auto finance companies refer to non-bank financial institutions established with the approval of the National Financial Regulatory Administration that specialize in providing auto finance services.

At present, the regulatory authorities have approved the establishment of a total of 25 auto finance companies. They mainly are auto finance companies initiated and established by various auto manufacturers, providing financial services to dealers and retail customers of their brands. The key financial products offered by auto finance companies are retail auto loans and dealer auto loans. Retail auto loan is provided for individual consumers to purchase new or used cars, while dealer auto loan is provided for car dealers, 4S stores, agents, and other car sellers to purchase cars and operating equipment.

<sup>2</sup> The following content contains information and statistics extracted from public resources that have not been confirmed or verified independently by the Issuer.

Auto finance companies can obtain support from the Group company and have certain professional advantages compared with other institutions engaged in auto finance business; there is usually no direct competition between auto finance companies, but their business development is greatly affected by the sales volume of their respective manufacturers' brands, leading to certain limitations in those auto finance companies' business development. Currently, the institutions engaged in auto finance business include commercial banks, auto finance companies, financial leasing companies and Internet financial platforms. Relying on the strong financial strength, low capital costs and extensive channel network layout, commercial banks occupy a dominant position in the auto finance business and are the biggest competitors of auto finance companies. In terms of auto finance companies, most auto finance companies in China are currently manufacturer-based. They can get support from the group in terms of customer sources, interest discounts, funds and risk control systems. Compared with commercial banks, they have stronger professionalism, efficient approval processes and flexible product types, but auto finance companies have relatively limited financing channels, tenors are short, so they face certain liquidity management pressure. Since auto finance companies generally only provide services for shareholder's own brands, the scope of business development is subject to certain restrictions. Business operations largely depend on the car sales of shareholder's own brand. At the same time, there is often no direct competition between auto finance companies. Financial leasing companies are subject to relatively few regulatory restrictions and have flexible product designs. Internet financial platforms can rely on traffic advantages to acquire customers. However, these two types of institutions have problems such as high financing costs and sinking customer credit levels, and their current market share is not high. As the market saturation of auto finance increases, competitive pressure from other industry players such as commercial banks increases, and market competition within the industry may intensify. Especially for auto finance companies with poor sales, manufacturer brand auto finance companies are facing greater development challenges.

The business development of auto finance companies is closely related to the automobile industry, and the asset scale of the industry fluctuates. After years of rapid development, China's automobile market has shifted from an incremental market to a stock market, and sales are expected to be difficult to achieve significant growth in the coming period. In recent years, under the influence of factors such as the continued macroeconomic downturn, China's automobile market demand has weakened. In 2023, public health emergency controls achieved a stable transition. To ensure a steady economic recovery, the government introduced several policies to promote consumption and stabilize growth in the automotive industry, including extending the new energy vehicle purchase tax exemption policy, implementing various measures to boost automobile consumption, and increasing investment in new energy infrastructure. The automotive industry capitalized on these policy incentives, further unlocking the consumption potential for automobiles. The market's positive performance in the second half of the year exceeded expectations, with both production and sales reaching record highs. In 2023, China's automobile production and sales reached 30.161 million and 30.094 million, respectively representing year-on-year growth of 11.6% and 12.0%. 2024 witnessed accelerated automotive industry transformation under China's "Dual New" policy initiative, with high-quality development advancing steadily. Annual production and sales reached 31.282 million and 31.436 million units respectively, growing by 3.7% and 4.5% year-on-year,

demonstrating remarkable resilience and vitality as a key economic growth driver. In 2025, China's automobile production and sales reached 34.531 million and 34.4 million vehicles respectively, with year-on-year growth of 10.4% and 9.4% respectively. Under the combined effects of factors such as the increase in the penetration rate of auto finance and the weakening of the auto industry's prosperity, which have affected the business expansion of auto finance companies, the overall loan scale and industry asset scale of auto finance companies have fluctuated. From 2022 to the end of 2024, the country's 25 auto finance companies' assets are RMB 989.195 billion, RMB 964.818 billion and RMB 855.134 billion respectively.

## (2) Business Status

The overall asset quality of auto finance companies is good, with sufficient provision levels and strong resistance to credit risks. However, there are differences in the level of non-performing loans among companies within the industry. Loans issued by auto finance companies usually use financed vehicles as collateral. At the same time, a margin system is adopted for dealer loans. Risk mitigation measures are relatively complete, which helps to control credit risks. At the same time, auto consumer loans have the characteristics of small amounts and diversification. It can effectively reduce the possibility of concentrated credit risk exposure; in addition, auto finance companies have relatively high timeliness in collection and litigation of overdue loans, and the loan write-off policy is relatively flexible, and the overall asset quality remains at a good level. Specifically, the non-performing loan rate of auto finance companies with the background of foreign brand manufacturers is relatively low, while the non-performing loan rate of auto finance companies with the background of domestic brand manufacturers is slightly higher. The difference in non-performing loan levels is related to the write-off policies of various auto finance companies, risk preference, risk management level, and qualifications of customers. In recent years, the average non-performing loan ratio of auto finance companies has been less than 1%. The industry average of non-performing loan ratio at the end of 2024 was 0.65%, which was far below the average level of banking financial institutions. The provision coverage ratio is at a relatively high level in general and the credit risk is controllable.

Auto finance companies continue to expand long-term liability channels such as asset-backed securities and financial bonds, but the liquidity management pressure caused by maturity mismatches still exists, and the financing structure needs to be continuously improved. At present, the leverage level of China's auto finance companies is generally high. From the perspective of financing channels of auto finance companies, it mainly includes bank borrowings, shareholder deposits, issuance of asset-backed securities and financial bonds, etc. Bank borrowings are the most important financing channel for auto finance companies. However, since the terms of loan are mainly within one year, compared with the 2 to 3 years tenor of asset-side loans, there is an obvious maturity mismatch and liquidity management pressure is relatively high. On the one hand, auto finance companies need to further increase the issuance of asset-backed securities and financial bonds to lengthen the duration of liabilities; on the other hand, auto finance companies need to continuously increase bilateral facilities and make reasonable debt maturity arrangements to ensure that sustainability of short-term debt while replenishing short-term liquidity through the interbank lending market.

External capital injection and high retained earnings have allowed auto finance companies to maintain adequate capital levels. In order to meet the sustainable development of business and regulatory requirements for capital adequacy ratio, most auto finance companies have completed capital injection in recent years. At the same time, benefit from the endogenous capital accumulation brought about by the good asset quality and profitability of auto finance companies, coupled with the slowdown in business growth, the capital adequacy ratio remains at a high level. As of the end of 2024, the average capital adequacy ratio of the auto finance industry was 26.96%, an increase of 2.39 percentage points from the end of 2023.

## **2. Issuer's Industry Position**

As an exclusive auto finance company under Geely Holding Group, the Issuer's overall business scale has maintained rapid growth since its establishment. As of the end of March 2026, the Issuer has provided financial services to more than 3.94 million individual consumers and established good cooperative relationships with more than 3,924 dealers. The Issuer's asset size, profitability and various regulatory indicators are all at relatively leading levels in the industry and will continue to remain stable. As the automobile sales of Geely Holding Group's brands in China continue to increase and China's auto finance market further expands in the future, the Issuer is expected to maintain its growth momentum.

## **3. Key Advantages of the Issuer**

### **(1) Broad Business Coverage and Good Asset Quality**

As of the end of March 2026, the Issuer's loan business has covered 318 cities and has 3,924 cooperative car dealers. As of the end of March 2026, the Issuer's non-performing loan rate was 0.28%, which is at a relatively low level in the industry. At the same time, Geely Holding Group has strong brand advantages and market influence in China. As a subsidiary of Geely Holding Group, the Company will leverage the group's product advantages and market influence accumulated over the years to continue to increase geographical coverage and loan penetration and maintain its leading position in the industry.

### **(2) Active Support for the Company's Business Development from Shareholders**

The Issuer's shareholders, Geely Auto and BNPP PF, have strong and comprehensive strength and can provide strong support to the Company in terms of business development, financial support, and capital replenishment.

Geely Auto was established in October 1997 and is a company listed on the Hong Kong Stock Exchange (stock code: 0175.HK). Geely Auto is affiliated to Geely Holding Group. It is one of the top ten automobile manufacturers in China and an important part of Geely Holding Group. Geely Auto is mainly engaged in the research and development, production and sales of passenger cars and core parts. Through independent and cooperative research and development, it continues to promote technological upgrading and innovation. It currently has mastered many key core technologies including chassis, powertrain, energy-saving and new energy vehicles, intelligent driving, etc. The products are mainly sold in the Chinese market and are expanded to other countries through exports. From 2023 to 2024, Geely's automobile sales were 1.6865 million vehicles and 2.1766 million vehicles respectively; while in 2025, Geely's automobile

sales were 3.025 million vehicles, representing a year-on-year increase of 39%; In the first quarter of 2026, Geely's automobile sales were 0.7094 million vehicles, representing a year-on-year increase of 1%. The sales target of Geely Auto for 2026 is 3.45 million vehicles. The steady growth of this brand's car sales is important in promoting the stability and growth of the company's loan portfolio.

BNPP PF is affiliated to BNP Paribas, a world-renowned banking group, and is mainly engaged in auto finance, personal loans, and other businesses. BNPP PF brings rich experience in information technology, risk control, operating systems, finance, and personnel management to Genius Auto Finance.

In addition to direct business support, according to the Articles of Association, the Issuer's shareholders should replenish capital to the Company when necessary. Since the Issuer's establishment, the Issuer's shareholders have increased their capital to the Issuer by RMB 1.1 billion and RMB 2 billion in 2018 and 2019 respectively, effectively enhancing the Issuer's capital strength.

### (3) Effective Risk Management System

The Issuer has established an internal risk management system that primarily addresses credit risk, liquidity risk, market risk, and operational risk through a combination of quantitative analysis and qualitative assessment.

The Company's Board of Directors is responsible for formulating the overall risk management strategy, supervising the risk management and internal control systems, and assessing overall risks; the senior management is responsible for formulating and promoting the implementation of corresponding risk management policies, systems and procedures; the risk department, finance department and other departments jointly constitute the main functional departments of risk management and are responsible for the specific implementation of various risk management policies and systems; the internal audit department is responsible for independent review of the risk management and control environment.

In terms of credit risk management, the Issuer implements standardized management of the entire credit business process including credit investigation and application, credit review and approval, loan origination, post-loan monitoring and non-performing loan management, and formulates five-level classification implementation details with reference to the requirements of regulatory authorities to manage loan credit risk; in terms of liquidity risk, the Issuer mainly manages it by monitoring and analyzing liquidity risk exposures and key liquidity indicators; in terms of interest rate risk, the Issuer manages it by using a gap analysis system, regularly monitoring the repricing term gap of interest-rate sensitive assets and liabilities, and proactively adjusting the proportion and term of interest-rate sensitive assets and liabilities; each department designates dedicated personnel and positions to be responsible for operational risk management, establishes a monthly operational risk self-assessment mechanism, and regularly reports overall condition of operational risk management to the risk department.

## **V. Corporate Governance of the Issuer**

### **1. Corporate Governance Overview**

The Issuer continues to improve its corporate governance structure in which the Board of Directors, supervisors and senior management operate independently and have effective checks and balances.

(1) Fundamental Regime of Corporate Governance

The Issuer has formulated the *Articles of Association of Genius Auto Finance Co., Ltd.* ("Articles of Association") and other company rules in accordance with the Company Law, *Administrative Measures for Auto Finance Companies* and other relevant laws and regulations, which improved the Corporate governance mechanism, strengthen the execution of the corporate governance system, enhance the scientificity and effectiveness of corporate governance, and ensure the Company's compliance operations and sustainable and steady development.

(2) Shareholders' Meeting

The Issuer currently has three shareholders, namely Geely Auto, BNPP PF and Cofiplan S.A. The shareholders' meeting is composed of all shareholders and is the highest authority of the Issuer. All shareholders abide by Chinese laws and relevant regulations promulgated by financial regulatory agencies, and exercise voting rights in accordance with the provisions of the Articles of Association.

(3) Board of Directors

The Board of Directors is responsible for implementing the resolutions passed by the shareholders' meeting and reporting to the shareholders' meeting. According to the provisions of the Articles of Association, the Board of Directors is composed of five directors. The background of all directors should meet the qualification requirements of the financial regulatory agency and be approved by the financial regulatory agency. Each director's vote count as one vote voting matters in the board meeting. The tenure of the chairman, vice-chairman and all directors is three years and may be re-appointed by the shareholders' meeting.

The Board of Directors has an Audit Compliance Committee and a Remuneration Committee. The responsibilities of the Audit Compliance Committee include supervising the internal audit department, confirming the annual audit plan and quarterly audit investigation results, and organizing and guiding case prevention work. The responsibilities of the Remuneration Committee include determining the remuneration, allowances and terms of employment of senior management personnel appointed or dismissed by the Board of Directors in accordance with the Articles of Association and receiving reports on the Company's human resources policies determined by the management and other responsibilities authorized by the Articles of Association or the Board of Directors.

Board meetings are held quarterly, and special meetings may be held at short notice. Board meetings are hosted by the chairman.

(4) Supervisors

According to the Articles of Association, the Issuer has two supervisors, one nominated by Geely Auto and the other by BNPP PF. Directors and senior managers may not concurrently

serve as supervisors. The term of a supervisor is 3 years. If re-elected after the expiration of the term, the supervisor can continue the role. Each supervisor independently exercises powers in accordance with the provisions of the Articles of Association, including but not limited to inspecting the Issuer's financial status, supervising directors and senior managers in the performance of their respective duties assigned by the Issuer, and requiring directors or senior managers to correct any wrongful acts that harms the interests of the Issuer and other powers stipulated in the Articles of Association.

#### (5) Senior Management

The senior management include the General Manager (President), the Head of Finance Department (Chief Financial Officer) and one or more Deputy General Managers (Vice Presidents). Senior management should meet the appointment requirements of financial regulatory agencies and be approved by financial regulatory agencies. The appointment of senior management must be approved by the Board of Directors.

## **2. Internal Management System**

### (1) Performance Evaluation System for Directors and Supervisors

In order to further improve the corporate governance structure and strengthen the binding and supervisory functions of directors and supervisors, the Issuer has formulated the Measures for the Evaluation of Directors' and Supervisors' Performance of Duties, which clearly stipulate the contents, requirements, standards, methods, processes and applications of the evaluation of the performance of duties by directors and supervisors. The performance evaluation of Directors and Supervisors is based on a percentage system and consists of two parts: the number of meetings attended by the Directors (Supervisors) (working hours) and the assessment of their professional competence and contribution. Directors are expressly required to attend at least 2/3 of the Board of Directors' meetings in person each year, and if they fail to attend in person, they are required to delegate their attendance to other directors. Failure to meet the requirements will result in a deduction of points for each absence. The evaluation results of directors' performance shall be considered by the Board of Directors and supervisors, and the evaluation results of supervisors' performance shall be considered by supervisors' evaluation of each other, and the evaluation results of directors' and supervisors' performance shall be submitted to the shareholders' meeting for final deliberation by the Legal and Compliance Department after the evaluation results of directors and supervisors have passed the deliberation. The shareholders' meeting will notify the Board of Directors and the Directors and Supervisors themselves of the evaluation results, and will make recommendations or opinions on the handling of the situation based on the results of the evaluation.

In accordance with the above institutional documents, the Issuer has completed the evaluation of the performance of Directors and Supervisors for the previous year in a timely manner and in accordance with the principles of compliance with the law, objectivity and fairness, science and effectiveness, and seeking truth from facts.

### (2) Departure Audit Policy for Key Positions

The Issuer has formulated the *Operation Manual of Departure Audit Policy*, which clearly

stipulates the scope of the departure audit personnel, mainly including: senior management personnel (General Manager, Head of Finance Department and Head of Risk Department) as agreed in the Articles of Association, and other department heads, key position employees. At present, the Departure Audit Policy has formed an effective coverage of the Issuer's employees in key positions.

The Issuer conducts a comprehensive audit of the following aspects of the outgoing executives or key position employees (as practically required) during their terms of office: any violation of discipline, any outstanding financial liabilities, fulfillment of the performance targets for the term of office, compliance and legality of the business under their management, construction of internal control and risk management for the business under their management, major economic or criminal cases occurring within their scope of responsibility, as well as their own liabilities, any violation of national policies and regulations relating to the business they are engaged in, any matters of responsibility that have caused potentially significant losses or adverse impacts on the Company, any irregularities in decision-making or any issues that have jeopardized the interests of clients.

### (3) Risk Management Policies for Innovative Business and Product Management

The Issuer adheres to the principles of cost-accountability, risk-control and full disclosure of information when carrying out business and product innovations in compliance with laws, administrative rules and regulations. In accordance with the relevant provisions of the Guidelines on Financial Innovation for Commercial Banks issued by the former CBIRC, the Issuer has formulated the *Policy on the Management of Innovative Businesses, New Products and New Projects*. The policy specifies the definitions of "innovative business", "new products" and "new projects", departmental responsibilities, approval procedures, approval rules and business processes. It is required that the demand initiating departments of "innovative business", "new products" and "new projects" should do the system first when launching innovative business and new products, namely before the business, product or project is launched, it shall take the lead in formulating or revising appropriate internal management rules and regulations, so as to provide project and design beforehand, commissioning, piloting and training during the process, evaluation and authorization afterward.

The Issuer has formulated the Product Management Policy in order to strengthen the comprehensive management of the entire life cycle of all the Company's products, and to execute the enhancement and improvement of the risk management capability of innovative businesses and products. For conventional and non-conventional products, including the incubation of new products and the optimization of mature products, the requirements are clearly defined in terms of proposal mode, approval process and departmental responsibilities. The entire product management process includes product demand initiation, demand assessment and confirmation, product approval, product on-line and off-line, product monitoring and iteration.

The Issuer has the ability to refine and complete the risk management for innovative business and products management, and continues to improve and optimize them.

### **3. Business Decision System of the Issuer**

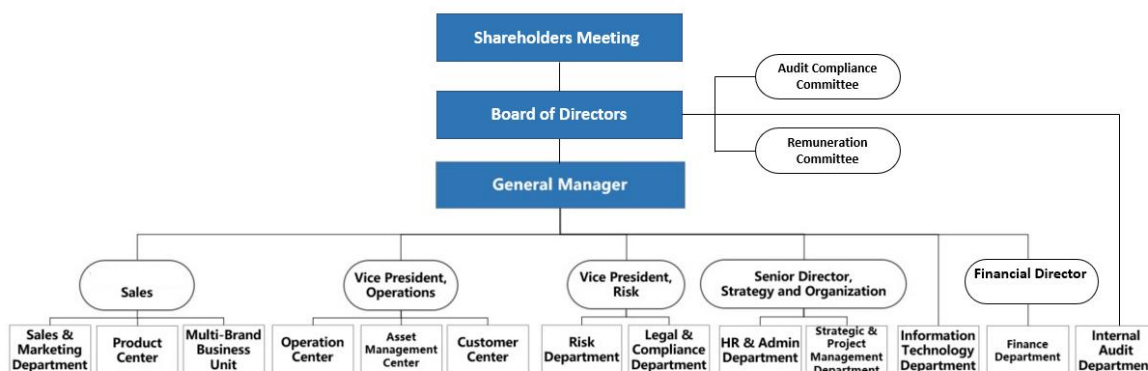
The Issuer's highest authority is the shareholders' meeting. The Issuer's operating decision-making system consists of a board of directors nominated by shareholders, who are responsible for implementing the resolutions of the shareholders' meeting; the General Manager (President) appointed by the board of directors follows the appropriate instructions of the board of directors and implements the decisions of the board of directors. As the Chief Executive Officer, he is responsible for the day-to-day affairs of the Issuer.

The Issuer's board of directors, supervisors and internal management bodies operate independently and in a regulated manner. The Company has independent and complete self-operation capabilities in terms of personnel, assets, finance, structure and business.

#### 4. Organizational Structure of the Issuer

As of the date of this Offering Circular, the Issuer has 13 departments including Sales and Marketing Department, Product Center, Multi-brand Business Unit, Operation Center, Asset Management Center, Customer Center, Risk Department, Legal and Compliance Department, Human Resources and Administrative Management Department, Strategy and Project Management Department, Information Technology Department, Finance Department and Internal Audit Department.

The Company's organizational chart is as follows:



#### VI. Capital Structure of the Issuer

By the End of Recent Three Years and One Period, the Issuer's capital structure is as follows:

*(Unit: RMB in 10 thousand)*

Items	31 December 2023	31 December 2024	31 December 2025	31 March 2026
Net of core Tier-one capital	800,763.31	849,429.32	844,886.28	874,168.68
Net of Tier-one capital	800,763.31	849,429.32	844,886.28	874,168.68
Net capital	855,818.72	905,787.88	914,816.53	943,925.35
Total risk-weighted assets	4,948,082.81	5,064,302.43	5,664,350.65	5,650,290.68
Core tier-one capital adequacy ratio	16.18%	16.77%	13.71%	14.22%
Tier-one capital adequacy ratio	16.18%	16.77%	13.71%	14.22%
Capital adequacy ratio	17.30%	17.89%	14.85%	15.36%

*Note: The above indicators By the End of Recent Three Years and One Period were calculated based on the Administrative Measures for Capital of Commercial Banks.*

## **VII. The Investment Relationship between the Issuer and Its Parent Company, Subsidiaries and other Investors**

### **1. Shareholding Structure of the Issuer**

As of the date of this Offering Circular, the shareholding structure of the Issuer is as follows:

<b>Shareholder</b>	<b>Paid-in Capital (RMB Yuan)</b>	<b>Percentage</b>
Geely Automobile Holdings Limited	3,000,000,000.00	75.00%
BNP Paribas Personal Finance	800,000,000.00	20.00%
Cofiplan S.A.	200,000,000.00	5.00%
<b>Total</b>	<b>4,000,000,000.00</b>	<b>100.00%</b>

### **2. Information on the Parent Companies**

#### **(1) Geely Automobile Holdings Limited**

Geely Auto is affiliated to Zhejiang Geely Holding Group. It is one of the top ten automobile manufacturers in China and an important part of Zhejiang Geely Holding Group. Geely Automobile focuses on the research and development, manufacturing and sales of passenger vehicles. Its products are mainly sold in the China market and have expanded product sales to other countries through exports in the past few years.

According to the 2025 Annual Report released by Geely Auto, its full-year turnover reached RMB 345.232 billion, net profit reached RMB 16.852 billion, and the cumulative total sales for the year (including Lynk & Co) were 3.025 million vehicles, representing a year-on-year increase of 39%. The earnings per share of Geely Auto (0175.HK) reached RMB 1.67. In Q1 2026, Geely Auto achieved record-high sales volume, with total sales (including Lynk & Co) reaching 709.4 thousand units, representing a year-on-year increase of 1%.

Zhejiang Geely Holding Group was founded in 1986 and entered the automobile industry in 1997. It is committed to becoming a globally competitive and influential intelligent electric travel and energy service technology company. Its business covers automobiles and its upstream and downstream industries, intelligence, travel services, green transportation capacity, digital technology, etc. The group headquarters is in Hangzhou, and its subsidiaries including Geely, Lynk & Co, Zeekr, Volvo, Lotus, LEVC, Homtruck Commercial Vehicles, Radar, Caocao Mobility, Limao Mobility, etc. actively participate in market competition by focusing on the position of its brands.

#### **(2) BNP Paribas Personal Finance**

BNP Paribas Personal Finance ("BNPP PF") is a wholly owned subsidiary of BNP Paribas. It is mainly engaged in automobile finance, personal loans, and other businesses, and is a leader in the field of personal financing in Europe. In nearly 70 years of operation, its business has expanded to thirty countries. As of the end of 2025, BNPP PF reported full-year revenues of EUR 5,052 million and realized a pre-tax profit of EUR 968 million.

(3) Cofiplan S.A.

Cofiplan S.A. ("Cofiplan") was founded in 1997 in Paris, France. It is a wholly-owned subsidiary of BNPP PF, the largest consumer finance provider in Europe. Cofiplan is a non-bank financial institution regulated by the Authority for Prudential Regulation (Autorité de Contrôle Prudentiel et de Résolution, "ACPR").

Cofiplan, as the automobile finance branch of BNPP PF, is dedicated to automobile inventory financing. Cofiplan provides services to car manufacturers (including Volvo, Honda, Suzuki) and multi-brand car dealers (including BymyCar) to meet their financing needs.

**3. Equity Investments by the Issuer**

As of the date of this Offering Circular, there is no equity investment made by the Issuer.

## SECTION 6 ANALYSIS ON THE FINANCIAL CONDITION OF THE ISSUER

### I. Summary on the Financial Statements and Notes of the Issuer for the Recent Three Years and One Period

#### 1. Financial Statements for the Recent Three Years and One Period

Grant Thornton Zhitong Certified Public Accountants LLP audited the Issuer's financial statements and the notes to the relevant financial statements for 2023, 2024 and 2025 and issued GTCNSZ (2024) No.310A010483 audit report, GTCNSZ (2025) No. 310A015125 audit report and GTCNSZ (2026) No. 310A018972 audit report, which are of the opinion that the financial statements of the Issuer have been prepared in accordance with the provisions of the Accounting Standards for Business Enterprises and fairly reflect the consolidated financial position of the Issuer as of December 31, 2023, December 31, 2024 and December 31, 2025, as well as the consolidated results of operations and cash flows of the Issuer for the years of 2023, 2024 and 2025, respectively. The issuer's financial statements for January-March 2026 are unaudited.

Unless otherwise stated, the Issuer's financial data quoted in this Offering Circular are quoted from, or calculated on the basis of the Issuer's audited financial statements for 2023, 2024 and 2025, as well as the unaudited financial statements as of March 31, 2025.

#### Issuer's Consolidated Balance Sheet By the End of the Recent Three Years and One Period

(Unit: RMB Yuan)

Items	31 December 2023	31 December 2024	31 December 2025	31 March 2026
<b>Assets</b>				
Cash and balances with central banks	350,773,561.49	353,574,945.73	-	-
Due from banks and other financial institutions	3,933,284,731.27	4,398,787,202.33	7,649,148,867.10	5,327,873,072.21
Loans and advances to customers	53,163,697,372.21	50,188,223,717.74	61,610,780,669.95	61,171,858,538.68
Finance lease receivables	48,395,523.72	3,328,483,284.18	5,281,017,211.86	5,937,369,662.12
Fixed assets	34,291,098.97	24,503,269.09	20,469,042.13	18,848,282.35
Right of use assets	11,650,562.60	22,275,337.55	14,811,543.28	12,960,100.36
Intangible assets	58,335,801.82	47,616,956.85	36,554,239.17	32,596,489.00
Deferred income tax assets	807,111,982.77	756,681,323.97	1,054,448,782.69	1,054,448,782.69
Other assets	983,381,290.65	1,613,437,600.02	1,961,874,387.53	2,082,713,472.33
<b>Total assets</b>	<b>59,390,921,925.50</b>	<b>60,733,583,637.46</b>	<b>77,629,104,743.71</b>	<b>75,638,668,399.74</b>
<b>Liabilities</b>				
Borrowing funds	24,638,004,543.31	22,654,657,679.56	32,010,450,901.15	29,740,446,866.98

Items	31 December 2023	31 December 2024	31 December 2025	31 March 2026
Deposits taking	6,909,170,684.89	6,156,167,123.21	5,855,398,801.25	5,855,623,801.21
Employee benefits payable	76,191,288.68	63,813,612.79	49,569,030.72	27,611,469.27
Taxes payable	82,859,041.04	61,297,336.47	422,194,248.30	440,747,955.48
Bonds payable	16,705,397,877.04	20,620,276,012.37	27,366,973,059.46	27,533,667,479.87
Lease liabilities	12,429,615.92	22,321,027.60	14,348,150.28	12,350,239.24
Other liabilities	2,895,128,418.59	2,613,140,654.77	3,234,242,153.33	3,090,046,301.98
<b>Total liabilities</b>	<b>51,319,181,469.47</b>	<b>52,191,673,446.77</b>	<b>68,953,176,344.49</b>	<b>66,700,494,114.03</b>
<b>Owners' equity</b>				
Paid-in capital	4,000,000,000.00	4,000,000,000.00	4,000,000,000.00	4,000,000,000.00
Surplus reserve	497,472,436.71	604,489,410.18	667,891,231.03	667,891,231.03
General risk reserves	858,168,098.90	870,058,042.04	1,119,297,912.93	1,119,297,912.93
Retained earning	2,716,099,920.42	3,067,362,738.47	2,888,739,255.26	3,150,985,141.75
Total owners' equity attributable to equity holders of the Company	8,071,740,456.03	8,541,910,190.69	8,675,928,399.22	8,938,174,285.71
<b>Total owners' equity</b>	<b>8,071,740,456.03</b>	<b>8,541,910,190.69</b>	<b>8,675,928,399.22</b>	<b>8,938,174,285.71</b>
<b>Total liabilities and owners' equity</b>	<b>59,390,921,925.50</b>	<b>60,733,583,637.46</b>	<b>77,629,104,743.71</b>	<b>75,638,668,399.74</b>

### Issuer's Consolidated Income Statement for the Recent Three Years and One Period

(Unit: RMB Yuan)

Items	From 1 January 2023 to 31 December 2023	From 1 January 2024 to 31 December 2024	From 1 January 2025 to 31 December 2025	From 1 January 2026 to 31 March 2026
<b>Operating Income</b>	<b>2,759,295,692.87</b>	<b>2,583,926,397.36</b>	<b>2,596,046,701.26</b>	<b>673,427,216.43</b>
Net interest income	2,593,281,264.08	2,366,432,173.58	2,288,588,361.85	596,082,561.91
Interest income	4,216,498,515.18	3,834,726,053.32	3,505,997,504.99	922,109,375.45
Interest expenses	1,623,217,251.10	1,468,293,879.74	1,217,409,143.14	326,026,813.54
Net fee and commission income	165,481,763.26	216,585,014.68	307,042,483.68	77,080,502.88
Fee and commission income	189,278,995.16	237,049,708.99	327,569,411.90	81,929,412.38
Fee and commission expense	23,797,231.90	20,464,694.31	20,526,928.22	4,848,909.50
Other income	532,665.53	504,435.02	415,855.73	264,151.64
Proceeds from disposal of assets	-	404,774.08	-	-
<b>Operating Costs</b>	<b>1,103,048,291.01</b>	<b>1,239,732,798.98</b>	<b>1,807,671,797.93</b>	<b>323,752,315.93</b>
Tax and surcharges	26,878,390.55	21,365,828.17	27,582,919.99	5,185,965.55
Operating and administrative expenses	767,835,645.44	1,015,457,827.36	1,149,368,306.59	224,063,081.49

Items	From 1 January 2023 to 31 December 2023	From 1 January 2024 to 31 December 2024	From 1 January 2025 to 31 December 2025	From 1 January 2026 to 31 March 2026
Impairment losses	308,334,255.02	202,909,143.45	630,720,571.35	94,503,268.89
<b>Operating profit ("-" for loss)</b>	<b>1,656,247,401.86</b>	<b>1,344,193,598.38</b>	<b>788,374,903.33</b>	<b>349,674,900.50</b>
Add: Non-operating income	50,077,095.23	145,864,178.50	101,419,388.81	4,093.97
Less: Non-operating expenses	481,240.22	419,928.48	168,122.27	17,812.47
<b>Total profits ("-" for total loss)</b>	<b>1,705,843,256.87</b>	<b>1,489,637,848.40</b>	<b>889,626,169.87</b>	<b>349,661,182.00</b>
Less: Income tax expense	492,997,915.38	419,468,113.74	255,607,961.34	87,415,295.51
<b>Net profit ("-" for net loss)</b>	<b>1,212,845,341.49</b>	<b>1,070,169,734.66</b>	<b>634,018,208.53</b>	<b>262,245,886.49</b>
<b>Net other comprehensive income after tax</b>	-	-	-	-
<b>Total comprehensive income</b>	<b>1,212,845,341.49</b>	<b>1,070,169,734.66</b>	<b>634,018,208.53</b>	<b>262,245,886.49</b>

### Issuer's Consolidated Cash Flow Statement for the Recent Three Years and One Period

(Unit: RMB Yuan)

Items	From 1 January 2023 to 31 December 2023	From 1 January 2024 to 31 December 2024	From 1 January 2025 to 31 December 2025	From 1 January 2026 to 31 March 2026
<b>Cash flows from operating activities</b>				
Net decrease in customer loans and advances	-	1,355,304,176.81	-	-
Net increase in deposit and due from banks and other financial institutions	-	-	-	-3,690,473.00
Net decrease in deposit from central bank and other financial institutions	109,191.64	-	353,560,814.00	-
Net increase in due from and placement with other financial institutions	-	-	9,317,000,000.00	-2,287,000,000.00
Cash received from the collection of customer loan principal	-	-	-	10,083,047,988.60
Cash received from interest, fee and commission	2,477,583,599.14	2,672,662,470.90	3,360,715,232.28	716,363,789.84
Cash received from other operating activities	274,099,492.82	302,615,536.65	402,183,840.78	848,884,242.72
<b>Sub-total cash inflows from operating activities</b>	<b>2,751,792,283.60</b>	<b>4,330,582,184.36</b>	<b>13,433,459,887.06</b>	<b>9,357,605,548.16</b>
Net increase in loans and advances to customers	32,418,216.00	-	11,252,176,985.49	10,670,457,198.77
Net decrease in deposit and due from banks and other financial institutions	376,712.34	753,003,561.68	300,768,321.96	-
Net increase in deposit from central bank and other financial institutions	-	2,817,427.51	-	-

Items	From 1 January 2023 to 31 December 2023	From 1 January 2024 to 31 December 2024	From 1 January 2025 to 31 December 2025	From 1 January 2026 to 31 March 2026
Net decrease in due from and placement with other financial institutions	2,367,000,000.00	1,945,000,000.00	-	-
Cash paid to interest, fee and commission	2,133,758,352.33	2,258,763,846.50	2,528,862,767.30	184,830,679.16
Cash paid to and on behalf of employees	254,399,102.91	237,990,736.84	225,678,375.45	69,005,719.60
Tax payments	640,345,610.72	562,081,669.80	410,870,870.21	116,442,760.99
Cash paid in other operating activities	673,968,975.39	991,633,443.58	1,333,126,305.20	670,622,699.66
<b>Sub-total of cash outflows from operating activities</b>	<b>6,102,266,969.69</b>	<b>6,751,290,685.91</b>	<b>16,051,483,625.61</b>	<b>11,711,359,058.18</b>
<b>Net cash flows used in operating activities</b>	<b>-3,350,474,686.09</b>	<b>-2,420,708,501.55</b>	<b>-2,618,023,738.55</b>	<b>-2,353,753,510.02</b>
<b>Cash flows from investing activities</b>				
Cash received from disposal of fixed assets, intangible assets and other long-term assets	77,450.00	48,884.96	-	-
<b>Sub-total of cash inflows from investing activities</b>	<b>77,450.00</b>	<b>48,884.96</b>	<b>-</b>	<b>-</b>
Cash paid to acquire fixed assets, intangible assets and other long-term assets	39,780,814.99	16,159,615.23	20,836,000.02	1,800,273.00
<b>Sub-total of cash outflows from investing activities</b>	<b>39,780,814.99</b>	<b>16,159,615.23</b>	<b>20,836,000.02</b>	<b>1,800,273.00</b>
<b>Net cash flows from investing activities</b>	<b>-39,703,364.99</b>	<b>-16,110,730.27</b>	<b>-20,836,000.02</b>	<b>-1,800,273.00</b>
<b>Cash flows from financing activities</b>				
Cash received from bond issuance	-	-	-	-
Other cash receipts relating to financing activities	19,740,000,000.00	24,769,591,489.22	27,800,481,018.85	6,732,682,827.35
<b>Sub-total of cash inflows from financing activities</b>	<b>19,740,000,000.00</b>	<b>24,769,591,489.22</b>	<b>27,800,481,018.85</b>	<b>6,732,682,827.35</b>
Cash payments for interest expenses and distribution of dividends or profits	723,524,122.76	947,740,326.67	866,620,147.87	191,995,853.52
Other cash payments relating to financing activities	16,905,012,383.85	20,906,857,363.70	21,100,180,698.83	6,461,803,743.83
<b>Sub-total of cash outflows from financing activities</b>	<b>17,628,536,506.61</b>	<b>21,854,597,690.37</b>	<b>21,966,800,846.70</b>	<b>6,653,799,597.35</b>
<b>Net cash flows from financing activities</b>	<b>2,111,463,493.39</b>	<b>2,914,993,798.85</b>	<b>5,833,680,172.15</b>	<b>78,883,230.00</b>
<b>Effect of foreign exchange rate changes on cash and cash equivalents</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Items	From 1 January 2023 to 31 December 2023	From 1 January 2024 to 31 December 2024	From 1 January 2025 to 31 December 2025	From 1 January 2026 to 31 March 2026
<b>Net increase in cash and cash equivalents</b>	<b>-1,278,714,557.69</b>	<b>478,174,567.03</b>	<b>3,194,820,433.58</b>	<b>-2,276,670,553.02</b>
Add: Cash and cash equivalents at the beginning of the period	5,036,398,564.05	3,757,684,006.36	4,235,858,573.39	7,430,679,006.97
<b>Cash and cash equivalents at the end of the period</b>	<b>3,757,684,006.36</b>	<b>4,235,858,573.39</b>	<b>7,430,679,006.97</b>	<b>5,154,008,453.95</b>

## 2. Summary of the Notes to Financial Statements

### (1) Basis of Preparation

The consolidated financial statements have been prepared in accordance with the Accounting Standards for Business Enterprises issued by the Ministry of Finance, with their Application Guidance, Interpretations and other relevant requirements issued (hereinafter referred to as the "Accounting Standards for Business Enterprises").

The consolidated financial statements of the Company have been prepared on going concern basis.

The Company follows the accrual basis of accounting. The consolidated financial statements have been prepared under the historical cost convention except for certain financial instruments. Where assets are impaired, provisions for asset impairment are made in accordance with relevant accounting standards and regulations.

### (2) Significant Accounting Policies and Accounting Estimates

#### 1) Representation of compliance with the Accounting Standards for Business Enterprises

The consolidated financial statements of the Company truly and completely present the financial position and the operating results, cash flows and other information of the Company in compliance with the Accounting Standards for Business Enterprises.

#### 2) Accounting Period

The Company's accounting year starts on 1 January and ends on 31 December.

#### 3) Functional Currency

The functional currency of the Company is Renminbi Yuan ("RMB").

#### 4) Consolidated financial statements

##### (i) Scope of consolidated financial statements

The scope of consolidated financial statements is based on control. Control exists when the Company has power over the investee; exposure, or rights to variable returns from its involvement with the investee and has the ability to affect its returns through its power over the investee. A subsidiary is an entity that is controlled by the Company (including enterprise, a portion of an investee as a deemed separate component, and structured entity controlled by the enterprise).

(ii) Basis of preparation of consolidated financial statements

The consolidated financial statements are prepared by the Company based on the financial statements of the Company and its subsidiaries and other relevant information. When preparing consolidated financial statements, the accounting policies and accounting periods of the subsidiaries should be consistent with those established by the Company, and all significant intra-group balances and transactions are eliminated.

Where a subsidiary or business was acquired during the reporting period, through a business combination involving enterprises under common control, the financial statements of the subsidiary or business are included in the consolidated financial statements as if the combination had occurred at the date that the ultimate controlling party first obtained control.

Where a subsidiary or business was acquired during the reporting period, through a business combination involving enterprises not under common control, the identifiable assets and liabilities of the acquired subsidiaries or business are included in the scope of consolidation from the date that control commences.

The portion of a subsidiary's equity that is not attributable to the parent is treated as non-controlling interests and presented separately in the consolidated balance sheet within shareholders' equity. The portion of net profit or loss of subsidiaries for the period attributable to non-controlling interests is presented separately in the consolidated income statement below the "net profit" line item. When the amount of loss for the current period attributable to the non-controlling shareholders of a subsidiary exceeds the non-controlling shareholders' share of the opening owners' equity of the subsidiary, the excess is still allocated against the non-controlling interests.

(iii) Judgment of the control of structured subjects

The company establishes structured entities with specific business needs. The Company will evaluate the relationship with the structured entities and the risk and rewards to determine whether the company has control them. At the time of the evaluation, the company judges whether to control the structured entities based on all relevant facts and circumstances. The company will conduct a reassessment once the relevant facts and circumstances have changed and the relevant elements involved in the control definition have changed. Relevant facts and circumstances mainly include: (1) The purpose of setting up a special purpose trust. (2) Relevant activities of the special purpose trust and how to make decisions on related activities. (3) Whether the rights enjoyed by the company enable it to currently lead the activities of the special purpose trust. (4) Whether the company enjoys variable returns by participating in activities related to special purpose trusts. (5) Whether the company has the ability to use the power of the investee to influence the amount of its return. (6) The relationship between the company and other parties. If the results of the relevant factors are evaluated, the company will control the structured entities.

There is no significant difference between the consolidated financial statements of our company and the financial statements of our company.

5) Recognition criteria for cash and cash equivalents

Cash refers to as cash in hand and deposits that are readily available for withdrawal on demand. Cash equivalents are assets with a maturity of less than 3 months from the date of acquisition or highly liquid assets with an original maturity of less than three months, which are readily convertible into known amounts of cash and subject to an insignificant risk of changes in value (except restricted deposits).

6) Financial instruments

Financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or an equity instrument of another entity.

(i) Recognition and derecognition of financial instruments

The Company recognizes a financial instrument when it becomes a party to the contractual provision of the financial instrument.

The Company derecognizes a financial asset when the following criteria are met:

- a) The contractual rights to the cash flows from the financial asset expire; or
- b) The financial asset has been transferred and the transfer qualifies for derecognition in accordance with criteria set out below in "Transfer of Financial Asset".

The Company derecognizes a financial liability wholly or partially when the underlying present obligation is discharged in total or in part. An agreement between the Company (an existing borrower) and an existing lender to replace the original financial liability with a new financial liability with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis.

(ii) Classification and measurement of financial assets

The Company classifies financial assets as measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss at initial recognition on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Financial assets are measured at fair value upon initial recognition. For financial assets that are measured at fair value and whose changes are recognized in profit or loss in the current period, the related transaction costs are recognized in profit or loss for the current period. For other categories of financial assets, the related transaction costs are included in the initial recognition amount. For receivables arising from the sale of goods or the rendering of services that do not include or consider significant financing components, the Company recognizes the amount of consideration it expects to be entitled to as the initial recognition amount.

**Financial assets measured at amortized cost**

The Company classifies the financial assets that meet the following conditions and are not designated as measured at fair value through profit or loss as financial assets measured at amortized cost:

- The Company's business model of managing the financial assets aims at collecting contractual cash flows;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After the initial recognition, the effective interest rate method is adopted to measure the amortized cost of such financial assets. Gains or losses arising from financial assets that are measured at amortized cost and are not part of any hedging relationship shall be recorded in the current profit or loss when the financial assets are derecognized, amortized according to the effective interest method or impaired.

#### **Financial assets measured at fair value through other comprehensive income**

The Company classifies the financial assets that simultaneously meet the following conditions and are not specified as measured at fair value through profit or loss as financial assets measured at fair value through other comprehensive income:

- The Company's business model of managing the financial asset aims at both collecting contractual cash flows and selling the financial assets.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After the initial recognition, this type of financial assets are subsequently measured at fair value. The interest, loss allowance or gain and exchange loss or gain calculated using the effective interest rate method are included in the current profit or loss, while other gains or losses are included in other comprehensive income. When derecognized, the accumulated gains or losses previously recorded in other comprehensive income shall be transferred out from other comprehensive income and recorded in the current profit or loss.

#### **Financial assets measured at fair value through profit or loss**

In addition to the above financial assets measured at amortized cost and measured at fair value through other comprehensive income, the Company classifies all other financial assets as financial assets measured at fair value through profit or loss. At initial recognition, to eliminate or significantly reduce accounting mismatches, the Company irrevocably designates certain financial assets that would otherwise be measured at amortized cost or at fair value with changes recognized in other comprehensive income, as financial assets measured at fair value with changes recognized in profit or loss for the current period. After the initial recognition, this kind of financial asset is subsequently measured at fair value, and the gains or losses (including interest and dividend income) generated are recorded into the current profit or loss, unless the financial asset is part of the hedging relationship.

The business model of managing financial assets refers to how the Company manages financial assets to generate cash flows. The business model determines whether the cash flow from the

financial assets under management of the Company is derived from the receipt of contractual cash flows, the sale of financial assets or a combination of both. The Company determines its business model for managing financial assets on the basis of objective facts and the specific business objectives for the management of financial assets determined by key management personnel.

The Company assesses the contractual cash flow characteristics of financial assets to determine whether the contractual cash flows generated by the relevant financial assets on specified dates are solely payments of principal and interest on the principal amount outstanding. Principal refers to the fair value of financial assets at initial recognition. Interest includes consideration for the time value of money, the credit risk associated with the amount of principal outstanding over a given period, and other basic lending risks and costs, as well as a profit margin. In addition, the Company assesses contractual terms that may cause a change in the time distribution or amount of the contractual cash flows of financial assets to determine whether they meet the requirements of the above contractual cash flow characteristics.

Only when the Company changes the business model of managing financial assets, all affected related financial assets shall be reclassified on the first day of the first reporting period after the change of the business model, otherwise the financial assets shall not be reclassified after the initial recognition.

Financial assets are measured at fair value at the time of initial recognition. For financial assets measured at fair value through profit or loss, relevant transaction costs are directly recorded into current profit or loss; for other classes of financial assets, the relevant transaction costs are included in the initial recognition amount. For accounts receivable arising from the sale of products or provision of services, which do not contain or do not take into account the material financing component, the Company is entitled to collect the consideration amount as expected as the initial recognition amount.

### (iii) Classification and measurement of financial liabilities

On initial recognition, financial liabilities can be classified into financial liabilities at fair value through profit or loss and other financial liabilities. For financial liabilities that have not been designated at fair value through profit or loss, transaction costs that are attributable to the financial liabilities are included in their initial recognition amounts.

#### **Financial liabilities measured at fair value through profit or loss**

Financial liabilities measured at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated at the time of initial recognition as measured at fair value through profit or loss. For such financial liabilities, the subsequent measurement shall be made according to the fair value, and the gains or losses caused by changes in the fair value as well as the dividends and interest expenses related to such financial liabilities shall be recorded into current profit or loss.

#### **Financial liabilities measured at amortized cost**

For other financial liabilities, the effective interest rate method shall be adopted, the subsequent measurement shall be made at the amortized cost, and the gains or losses arising from

derecognition or amortization shall be recorded into current profit or loss.

### **The distinction between financial liabilities and equity instruments**

Financial liabilities refer to liabilities that meet one of the following conditions:

- a) A contractual obligation to deliver cash or other financial assets to other parties.
- b) A contractual obligation to exchange financial assets or financial liabilities with another party under potentially adverse conditions.
- c) A non-derivative contract that has to be settled with or can be settled with the firm's own equity instruments in the future, under which the firm will deliver a variable number of its own equity instruments.
- d) A derivative contract that has to be settled with or can be settled with the firm's own equity instruments in the future, except for a derivative contract in which a fixed number of its own equity instruments are to be exchanged for a fixed amount of cash or other financial assets.

An equity instrument is a contract that certifies ownership of the remaining interest in an enterprise's assets after all liabilities have been deducted.

If the Company cannot unconditionally avoid fulfilling a contractual obligation by delivering cash or other financial assets, such contractual obligation meets the definition of a financial liability.

If a financial instrument has to be settled with or can be settled with the Company's own equity instruments in the future, consideration needs to be given to whether the Company's own equity instruments used to settle the instrument is to be used as a substitute for cash or other financial assets, or to give the holder of the instrument the remaining interest in the issuer's assets after deduction of all liabilities. If it is the former, the instrument is a financial liability of the Company; if it is the latter, the instrument is an equity instrument of the Company.

#### (iv) Fair value of financial instruments

For fair value measurement of financial assets and liabilities, please refer to 7) below.

#### (v) Impairment of financial assets

On the basis of expected credit losses, the Company conducts impairment accounting treatment for the following items and recognises the allowance:

- Financial assets measured at amortized cost;
- Receivables and investments in debt instruments measured at fair value and accounted for in other comprehensive income;
- Lease receivables.

### **Measurement of expected credit losses**

The term "expected credit loss" refers to the weighted average of the credit loss of a financial

instrument weighted by the risk of default. Credit loss refers to the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, that is, the present value of all cash shortfalls.

The Company calculates the probabilistic weighted amount of the present value of the difference between the cash flows receivable under the contract and the cash flows expected to be received and recognizes the expected credit loss, taking into account reasonable and supportable information concerning past events, current conditions and forecast of future economic conditions, with the respective risks of a default occurring as the weights.

The Company separately measures the expected credit losses of financial instruments at different stages. If the credit risk of the financial instrument has not increased significantly since the initial recognition, the financial instrument is in the first stage and the Company shall measure the loss allowance at an amount equal to 12-month expected credit losses; if the credit risk of the financial instrument has increased significantly since the initial recognition but no credit losses have occurred, the financial instrument is in the second stage and the Company shall measure the loss allowance at an amount equal to lifetime expected credit losses; if credit losses have occurred to a financial instrument since its initial recognition, it is in the third stage and the Company shall measure the loss allowance at an amount equal to lifetime expected credit losses.

For financial instruments with low credit risk at the balance sheet date, the Company assumes that the credit risk has not increased significantly since the initial recognition, and measures the loss allowance at an amount equal to 12-month expected credit losses.

The term "lifetime expected credit losses" refers to the expected credit losses resulting from all possible events of default during the entire expected life of a financial instrument. The expected credit losses within the next 12 months refer to the expected credit loss caused by the default event of the financial instrument that may occur within 12 months after the balance sheet date (or the expected duration of the financial instrument if the expected duration of the financial instrument is less than 12 months) and is part of lifetime expected credit losses.

When measuring expected credit losses, the Company shall take into account the longest contract period (including the option to renew the contract) for which it is exposed to credit risk.

The Company calculates interest income on the basis of the Book value before impairment provisions and the effective interest rate for financial instruments in stage I and stage II and with lower credit risk. For financial instruments in the third stage, the interest income is calculated on the basis of the amortized cost of the Book value less the impairment provision and the effective interest rate.

### **An assessment of a significant increase in credit risk**

By comparing the risk of default of financial instruments on the balance sheet date with the risk of default on the initial recognition date, the Company determines the relative change of default risk within the expected duration of financial instruments, so as to evaluate whether the

credit risk of financial instruments has significantly increased since the initial recognition.

In determining whether credit risk has increased significantly since the initial recognition, the Company considers reasonable and supportable information, including forward-looking information that can be obtained without unnecessary additional cost or effort. Information considered by the Company includes:

- The debtor fails to pay the principal and interest as due under the contract;
- A material deterioration, if any, of the external or internal credit rating of the financial instrument that has occurred or is expected to occur;
- A serious deterioration of the debtor's business results occurred or is expected to occur;
- A change in the existing or anticipated technological, market, economic or legal environment which will have a material adverse effect on the debtor's ability to repay the Company.

According to the nature of financial instruments, the Company evaluates whether credit risk increases significantly on the basis of individual financial instruments or a group of financial instruments. When assessing on the basis of a group of financial instruments, the Company may classify financial instruments based on common credit risk characteristics, such as overdue information and credit risk rating.

If overdue for more than 30 days, the Company determines that the credit risk of the financial instrument has increased significantly.

### **Credit-impaired financial assets**

On the balance sheet date, the Company evaluates whether credit impairment has occurred in financial assets measured at amortized cost and debt investments measured at fair value through other comprehensive income. When one or more events which have an adverse effect on the expected future cash flows of a financial asset occur, the financial asset becomes a credit-impaired financial asset. Evidence of credit impairment of financial assets includes the following observable information:

- Major financial difficulties occur to the issuer or the debtor;
- A breach of contract by the debtor, such as a default or late payment of interest or principal;
- The Company, for economic or contractual considerations relating to the debtor's financial difficulties, gives concessions that the debtor would not have made under any other circumstances;
- The debtor is likely to go bankrupt or undergo other financial restructuring;
- The financial difficulties of the issuer or debtor result in the disappearance of an active market for the financial asset.

### **Presentation of expected credit losses**

In order to reflect the change of the credit risk of financial instruments since the initial

recognition, the Company re-measures the expected credit losses on each balance sheet date, and the increase or recovered amount of the loss allowance thus formed shall be recorded into the current profit or loss as a loss allowance or gain. For a financial asset measured at amortized cost, the loss allowance shall offset the carrying amount of the financial asset as stated in the balance sheet; for the debt investment measured at fair value through other comprehensive income, the Company recognizes its loss allowance in other comprehensive income and does not offset the carrying amount of the financial asset.

### **Write-off**

If the Company no longer reasonably expects that the contractual cash flows of a financial asset can be recovered in its entirety or a portion thereof, the carrying amount of the financial asset shall be directly written-off. Such a write-off constitutes a derecognition of the relevant financial asset. This usually occurs when the Company determines that the debtor does not have assets or sources of income that generate sufficient cash flows to repay the amount to be written-off. However, in accordance with the Company's procedures for recovering amounts due, the financial assets that have been written-off may still be affected by the execution activities.

If a financial asset that has been written-off is recovered later, a reversal of loss allowance shall be recorded in profit or loss of the current period.

#### (vi) Transfer of financial assets

Transfer of a financial asset is a transaction whereby the Company assigns or conveys a financial asset to another party which is not the originator of that financial asset.

When the Company transfers substantially all the risks and rewards of ownership of a financial asset to the transferee, the Company shall derecognize the financial asset. If the Company retains substantially all the risks and rewards of ownership of a financial asset, the Company shall not derecognize the financial asset.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, derecognition shall depend on whether the Company has retained control of the financial asset, which is based on the transferee's practical ability to sell the asset. If the Company has not retained control of the financial asset, it shall derecognize the financial asset; otherwise, it shall recognize the financial asset or liability to the extent of its continuing involvement.

#### (vii) Offsetting a financial asset and a financial liability

A financial asset and a financial liability shall be offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. In other circumstances, financial assets and financial liabilities are presented separately from each other in the balance sheet and shall not be offset.

#### 7) Fair value measurement

Fair value is the price that arm's length market participants would receive from the sale of an

asset or pay to transfer a liability in a routine transaction under the market conditions at the measurement date.

The Company measures the related assets or liabilities at fair value assuming the assets or liabilities are exchanged in a routine transaction in the principal market; in the absence of a principal market, the Company assumes the transactions involving the related assets or liabilities are carried out in the most advantageous active market. The principal market (or the most advantageous active market) is where the Company has immediate access at the measurement date. The Company uses the assumptions adopted by the market participants in setting the price of the related assets or liabilities in order to maximize their economic benefits.

For financial assets or financial liabilities with active markets, the Company uses the quoted prices in the active markets as their fair values. For financial instruments without an active market, the Company establishes the fair values using a valuation technique.

A fair value measurement of a non-financial asset takes into account of a market participant's ability to generate economic benefits by using the asset in its best possible way or by disposing it to another market participant who is able to generate the economic benefits by using the asset in its best possible way.

The Company uses a valuation technique that is the available under the current circumstance which relies on sufficient data and market inputs and particularly, the use of relevant observable inputs. Only when the observable market data cannot be obtained or impractical to obtain, unobservable inputs may be used.

Assets and liabilities measured or disclosed at fair value in the consolidated financial statements shall be classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements in its entirety based on the lowest level input: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; Level 3 inputs are unobservable inputs for the asset or liability.

At each balance sheet date, the Company reevaluates the assets and liabilities continuously measured at fair value in the consolidated financial statements to determine whether any significant transfer among the levels of fair value measurement occurs.

## 8) Fixed assets and depreciation

### (i) Recognition

Fixed assets are tangible assets with useful economic life exceeding one year and are used in rendering of service and held for management purpose. Fixed assets shall be recognized only when it is probable that economic benefits will follow to the Company and the amounts can be reliably measured.

Fixed assets shall be recognized only when it is probable that economic benefits will flow to the Company and the amounts can be reliably measured.

Fixed assets are measured initially at cost upon acquisition.

Subsequent expenditures related to fixed assets are included in the cost of fixed assets when the economic benefits related to them are likely to flow into the Company and their costs can be measured reliably; the daily repair expenses of fixed assets that do not meet the criteria for subsequent expenditure of fixed assets capitalization shall be included in the current profit or loss or the cost of relevant assets according to the beneficiary at the time of occurrence. The carrying amount of the replaced part shall be derecognized.

(ii) Classification and depreciation policies

Fixed assets are depreciated using the straight-line method to allocate the cost of the assets to their estimated residual values over their estimated useful life. Depreciation is provided when the fixed assets are ready for their intended use and should cease when they are derecognised as fixed assets. The estimated useful life, estimated residual values expressed as a percentage of cost and annual depreciation rates are as follows (without considering impairment):

Category of fixed assets	Estimated useful life	Residual value %	Annual rate of depreciation %
Office furniture and others	2~5 years	0.00	20.00~50.00

For fixed assets which are impaired, the related depreciation charge is prospectively determined based upon the adjusted carrying amounts over their remaining useful economic life.

(iii) Refer to subsequent sections 11) for the impairment testing and the impairment provision of fixed assets.

(iv) Useful lives, estimated residual values and depreciation methods are reviewed at least at each year-end.

The Company adjusts the useful lives of fixed assets if their expected useful lives are different with the original estimates and adjusts the estimated net residual values if they are different from the original estimates.

(v) Disposal of fixed assets

When the fixed assets are disposed, or no economic benefit is expected to be generated through the use or disposal, the fixed assets shall be derecognised. The amount of the disposal income from the sale, transfer, scrapping or destruction of fixed assets after deducting its carrying value and relevant taxes is recorded into the current profit or loss.

9) Borrowing costs

(i) Capitalization criteria

The borrowing costs incurred by the Company can be directly recognized as capitalization and be recorded into the cost of the relevant assets, where is satisfied with construction or production of assets of capitalization. Other borrowing costs shall be recognized as expenses at the time of occurrence and be recorded into the current profits and loss. Borrowing costs at the same time meet the following conditions, the beginning of capitalization:

a) Assets expenditure has occurred, including expenditure incurred in the form of cash, transfer of non-cash assets or interest-bearing debt for the acquisition or construction of

assets eligible for capitalization;

- b) Borrowing costs have been incurred;
- c) The purchase or construction or production activities necessary for the asset to be ready for use or sale may have begun.

(ii) Capitalization period

The borrowing costs shall cease to be capitalized when the Company purchases or manufactures assets that meet the conditions of capitalization to reach the intended use or sales status. The borrowing costs incurred after the assets eligible for capitalization meet the intended use or sale may be recognized as expenses at the time of occurrence and included in the current profit and loss.

Assets that meet the conditions of capitalization are abnormally interrupted during the acquisition or construction process and the interruption period lasts for more than 3 months. The capitalization of the borrowing costs shall be suspended; the borrowing costs during the normal interruption period shall continue to be capitalized.

(iii) Capitalization rate of borrowing costs and calculation of capitalization amount

The amount of interest actually incurred in the current period, the amount of interest received from the unused borrowing funds deposited in the bank or the investment income obtained from the temporary investment shall be capitalized; the general borrowing shall exceed the amount of the accumulated assets the weighted average of the asset expenditure is multiplied by the capitalization rate of the general borrowing and the capitalization amount is determined. The capitalization rate is determined based on the weighted average interest rate of general borrowings.

During the period of capitalization, the exchange difference of foreign currency special borrowings shall be capitalized; the exchange difference of foreign currency general borrowings shall be recorded into the current profits and loss.

10) Intangible assets

The Company's intangible assets include software.

Intangible assets are stated at actual cost upon acquisition and the useful economic life are determined at the point of acquisition. When the useful life is finite, amortization method shall reflect the pattern in which the asset's economic benefits are expected to be realised. If the pattern cannot be determined reliably, the straight-line method shall be used. An intangible asset with an indefinite useful life shall not be amortized.

Amortization methods of an intangible asset with a finite useful life are shown as follows:

Category	Useful years	Amortization methods
Software	5 years	Straight-line method

The Company shall review the useful life and amortization method of an intangible asset with a finite useful life at least at each year end. Changes of useful life and amortization method

shall be accounted for as a change in accounting estimate.

An intangible asset shall be derecognized in profit or loss when it is not expected to generate future economic benefits.

For impairment test method and provision for impairment loss of intangible assets, please refer to subsequent section 12).

#### 11) Impairment of non-financial assets

The Company recognizes impairment for fixed assets measured using cost model, intangible assets and right of use assets (except for deferred tax assets and financial assets) as follows:

Assets are tested for impairment if there is any indication that an asset may be impaired at the balance sheet date. If indication exists, the Company shall perform an impairment test by estimating its recoverable amount. Goodwill arising in a business combination, intangible asset with an indefinite useful life or intangible asset not ready for its intended use shall be tested for impairment annually, irrespective of whether there is any indication that the asset may be impaired.

The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. A provision for asset impairment is determined and recognized on an individual asset basis. If it is not possible to estimate the recoverable amount of the group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

If the recoverable amount of the asset is less than its carrying amount, a provision for impairment is made and an impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

Once the impairment loss mentioned above is recognized, it is not allowed to be reversed for the value recovered in the subsequent periods.

#### 12) Long-term deferred expenses

Long-term deferred expenses are recorded on actual costs incurred and amortized over the beneficial period. For deferred expenses incurred which do not generate future economic benefits to the Company subsequent to the financial period, the unamortized balance shall be charged to profit or loss for the current period.

#### 13) Employee benefits

##### (i) Scope of employee benefits

Employee benefits refer to all forms of consideration or compensation given by the Company in exchange for service rendered by employees or for the termination of employment relationship. Employee benefits include short-term employee benefits, post-employment benefits, termination benefits and other long-term employee benefits. Benefits provided to the Company's employee spouse, children, dependents, family members of deceased employees, or other beneficiaries are also part of employee benefits.

(ii) Short-term employee benefits

The Company shall recognize the employees' wages incurred, bonus, social security contributions such as premiums or contributions on medical insurance, work injury insurance and maternity insurance and housing funds as liabilities through profit or loss or related cost of the assets for the financial year in which the employees render the related services. If the liability is not expected to be settled in full within the next twelve months after the end of the accounting period in which the employees render the related services and this has significant financial impact, it shall be measured at the present value using an appropriate discount rate.

(iii) Post-employment benefits

Post-employment benefit plan includes defined contribution plans and defined benefit plans. Defined contribution plans are post-employment benefit plans under which an enterprise pays fixed contributions into a separate fund and will have no future obligations to pay the contributions. Defined benefit plans are post-employment benefit plans other than defined contribution plans. The Company has only defined contribution plans in place.

Defined contribution plans include primary endowment insurance and unemployment insurance.

The Company shall recognize, in the accounting period in which an employee provides service, the contribution payable to a defined contribution plan as a liability, with a corresponding charge to the profit or loss for the current period or the cost of a relevant asset.

(iv) Termination benefits

The Company provides for termination benefits to the employees and shall recognize an employee benefits liability for termination benefits, with a corresponding charge to the profit or loss for the current period, at the earlier of the following dates: when the Company cannot unilaterally withdraw the offer of the termination benefits because of an employment termination plan or a redundancy proposal; or when the Company recognizes the costs or expenses relating to a restructuring that involves the payment of the termination benefits.

(v) Other long-term employee benefits

When other long-term employee benefits provided by the Company to the employees satisfied the conditions for classifying as a defined contribution plan, those benefits shall be accounted for in accordance with the above requirements relating to a defined contribution plan.

14) General risk reserves

General risk reserve is provided from the net profit for offsetting any unidentified potential loss partially.

Pursuant to CJ [2012] No.20 on <Administrative Measures for the Provisioning of Financial Enterprises> issued by the Ministry of Finance, the Company is required to transfer a certain amount of its undistributed profit to general risk reserves to undertake the risks and loss of assets at the end of each financial year. The percentage of the provision of general risk reserve shall not be lower than 1.5% of the ending balance of assets with risk exposure.

According to the changes of macroeconomic situations and reference from non-performing loan amounts, non-performing loan ratio, coverage of provision for non-performing loan, provision for loan ratio, total provision for loan ratio, etc., the Ministry of Finance may adjust the scope of assets subject to risk exposure, standard risk factor and the percentage of provision of general risk reserve. The Company will make adjustments in accordance with updated requirements from the Ministry of Finance where necessary.

Principally, the Company is not able to make profit appropriation if there is inadequate provision to general risk reserve. After the approvals from the board of directors, shareholders' meeting and certain level of ministry department, general risk reserve can be offset against loss but cannot be used for dividends. For special reason approved from the board of directors, shareholders' meeting and certain level of ministry department, general risk reserve can be transferred to retained earnings.

## 15) Revenue

### (i) General principles

The Group has fulfilled its contractual obligation to recognize revenue when the customer acquires control of the relevant goods or services.

If the contract contains two or more performance obligations, the Group shall, on the commencement date of the contract, allocate the transaction price to each single performance obligation according to the relative proportion of the individual selling price of the commodity or service committed by each single performance obligation, and measure the income according to the transaction price allocated to each single performance obligation.

If one of the following conditions is satisfied, the Group shall perform its obligations within a certain period of time; otherwise, it belongs to the performance obligation at a certain point:

- a) The Client obtains and consumes the economic benefits brought by the Group's performance at the same time of the Group's performance.
- b) The customer can control the goods under construction during the performance of the Group.
- c) The commodities produced by the Group during the performance of the Contract have irreplaceable purposes, and the Group has the right to collect payment for the accumulated part of the performance completed so far during the whole period of the Contract.

For the performance obligations performed within a certain period of time, the Group shall recognize the income in accordance with the performance progress within that period. If the performance progress cannot be reasonably determined and the Group is expected to be compensated for the costs already incurred, the revenue shall be recognized according to the amount of the costs already incurred until the performance progress can be reasonably determined.

For performance obligations performed at a certain point, the Group recognizes revenue at the point when the customer acquires control of the relevant goods or services. In determining whether a customer has acquired control of goods or services, the Group will take into account

the following indications:

- a) The Group has a current right to receive payment for the goods or services, that is, the Customer has a current obligation to pay for the goods.
- b) The Group has transferred the legal ownership of the commodity to the customer, that is, the customer has the legal ownership of the commodity.
- c) The Group has transferred the goods in kind to the customer, that is, the customer has physical possession of the goods.
- d) The Group has transferred the main risks and rewards on the ownership of the commodity to the customer, that is, the customer has acquired the main risks and rewards on the ownership of the commodity.
- e) The customer has accepted the goods or services.
- f) Other indications that the customer has acquired control of the product.

The Group's right to receive consideration for goods or services transferred to a customer (and this right depends on other factors other than the passage of time) is a contract asset which is subject to impairment on the basis of expected credit losses (see (6) 5). The Group's right, unconditional (depending only on the passage of time) to collect consideration from customers is shown as a receivable. The Group's obligation to transfer goods or services to customers for which it has received or receivable consideration is a contractual liability.

The contract assets and contract liabilities under the same contract shall be presented on a net basis. If the net amount is the debit balance, it shall be presented under the item of "Contract Assets" or "Other Non-current Assets" according to its liquidity; If the net amount is a credit balance, it shall be shown under the item "Contract Liabilities" or "Other Non-current Liabilities" according to its liquidity.

(ii) Specific methods

a) Interest income

Interest income and expense of all interest-earning financial assets and interest-bearing financial liabilities other than derivative financial instruments are included in the consolidated income statement as "interest income" and "interest expense" based to effective interest method. Interest income and expense arising from derivative financial instruments are included in the "investment income" in the consolidated income statement.

The effective interest rate refers to the interest rate at which the estimated future cash inflow or outflow of the financial instrument is discounted to the net book value of the financial asset or financial liability according to the estimated duration of the financial instrument or shorter period. In determining the effective interest rate, it is necessary to consider the contractual terms of the financial instrument (such as prepayment rights) and include all fees and all transaction costs attributable to the actual interest rate component, but does not include future credit losses. If the Company's estimates of future income or expenses change, the book value of financial assets or liabilities may also be adjusted accordingly. The adjusted book value is

calculated based on the original effective interest rate, and the change is also included in profit or loss. If the difference between the actual interest rate and the contract interest rate is small, it can also be calculated according to the contract interest rate.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

b) Fee and commission income

Fee and commission income is recognised on an accrual basis when the relevant services are rendered.

16) Recognition of interest expense

Interest expense on financial liabilities is calculated on the basis of the amortised cost of the financial liability, the timing of the funds employed and is recognised in the respective period using the effective interest method.

For other expenses, they are recognized on accrual basis.

17) Government grant

A government grant is recognized only when the Company complies with the conditions attached with the particular grant and the grant is received.

If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, the grant is measured at fair value, or if the fair value cannot be reliably determined; the grant is measured at nominal amount of RMB 1.

A government grant related to an asset is a grant obtained by the Company whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets. Otherwise, the government grant is treated as a government grant related to income.

When a government grant is not specified in the official documentation, the Company shall recognize the portion of the grant as grant related to asset which matches the long-term asset value. The remaining portion of the grant shall then be treated as a government grant related to income.

A government grant related to an asset is recognized as deferred income and amortized systematically to profit or loss over the useful life of the related asset. For a government grant related to income, if the grant is a compensation for related expenses or loss already incurred, the grant is recognized immediately in profit or loss for the current period; if the grant is a compensation for related expenses or loss to be incurred in subsequent periods, the grant is recognized as deferred income and recognized in profit or loss over the periods in which the costs are recognized. Government grants measured at nominal amounts are directly recognized in profit or loss for the period.

For repayment of a government grant already recognized, if there is a balance of the related

deferred income, the repayment is offset against the carrying amount of the deferred income and any excess is recognized in profit or loss for the current period. If there is no balance of the related deferred income, the repayment is recognized immediately in profit or loss for the current period.

#### 18) Deferred tax assets and liabilities

Income tax expense comprises current tax expense and deferred tax expense. Except for goodwill being affected in a business combination or transactions and other events recognized directly in equity, any related deferred tax assets or liabilities shall be recognized in profit or loss.

Deferred tax assets and deferred tax liabilities are accounted for using balance sheet liability method and are recognized based on the differences arising between the tax base of assets and liabilities and their carrying amount (temporary differences).

A deferred tax liability shall be recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- (i) Initial recognition of goodwill, or initial recognition of an asset or liability arising from a transaction with the following characteristics: The transaction is not a business combination and the transaction does not affect accounting profits or taxable income (except for individual transactions where the initial recognition of assets and liabilities results in equal taxable temporary differences and deductible temporary differences);
- (ii) For taxable temporary differences related to investments in subsidiaries, joint ventures and associates, the timing of the reversal of the temporary differences can be controlled and the temporary differences are not likely to be reversed in the foreseeable future.

Deferred tax assets are only recognized for deductible temporary differences, deductible loss and tax credits to the extent that it is probable that taxable profit will be available in the future against which the deductible temporary differences, deductible loss and tax credits can be utilized, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that:

- (i) It is not a business combination and at the time of the transaction, affect neither accounting profit nor taxable profit (except for individual transactions where the initial recognition of assets and liabilities results in equal taxable temporary differences and deductible temporary differences);
- (ii) Arises from investments in subsidiaries, branches and associates, and interest in joint ventures, to the extent that, and only to the extent that, it is probable that the temporary difference will reverse in the foreseeable future and taxable profits will be available against which the temporary difference can be utilized.

At the balance sheet date, deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the period then the asset is realized or the liability is settled.

At the balance sheet date, the Company shall review the carrying amount of deferred tax assets for possible impairment. The Company shall reduce the carrying amount of a deferred tax asset

to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefit of part or all of that deferred tax asset to be utilized. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

At the balance sheet date, deferred tax assets and deferred tax liabilities are stated at net amounts after offsetting when the following conditions are simultaneously met:

- (i) The tax entity has the legal right to settle current income tax assets and current income tax liabilities on a net basis within the Company;
- (ii) The deferred income tax assets and deferred income tax liabilities relate to income taxes levied by the same taxing authority on the same taxable entity within the Company.

## 19) Leases

### (i) Identification of leases

At inception of a contract, the Company, as a lessee or a lessor, shall assess whether the customer under the contract has the right to obtain substantially all of the economic benefits from use of the identified asset during the period of use and has the right to direct the use of the identified asset during the period of use. The Company considers the contract to be a lease or to include a lease if one of the parties to the contract conveys the right to control the use of one or more identified assets for a certain period of time in exchange for consideration.

### (ii) The Company acts as the lessee

At the commencement date, the Company recognizes the right-of-use assets and lease liabilities for all leases, except for simplified short-term leases and leases of low value assets.

For the accounting policy of the right-of-use assets, see Note (20) of the Genius AFC's 2025 Audit Report.

Lease liabilities are initially measured at the present value of the outstanding lease payments at the commencement date of the lease using the interest rate implicit in the lease. If the interest rate implicit in the lease cannot be determined, the incremental borrowing rate shall be used as the discount rate. The lease payments include: fixed payments and in-substance fixed payments; if there are lease incentives, the relevant amount of lease incentives shall be deducted; variable lease payments depending on an index or a rate; the exercise price of the option provided that the lessee is reasonably certain that the option will be exercised; the amount to be paid to exercise the option to terminate the lease if the lease term reflects that the lessee will exercise the option to terminate the lease; and the amount expected to be payable based on the residual value of the security provided by the lessee. The interest expense of the lease liability in each period of the lease term shall be calculated in accordance with the fixed periodic interest rate and recorded into the profit or loss of the current period. The variable lease payment not included in the measurement of lease liabilities shall be recorded into the current profit or loss when actually incurred.

### **Short-term lease**

A short-term lease is a lease that, at the commencement date, has a lease term of 12 months or

less, except for a lease that contains a purchase option.

The Company will record the lease payment amount of short-term lease into the cost of relevant assets or current profit or loss in each period of the lease term according to the straight-line method.

For short-term leases, the Company chooses to adopt the above simplified treatment method for the items that meet the short-term lease conditions in the following asset types according to the classes of leased assets.

#### **Leases of low value assets**

Leases of low value assets refer to lease of a single leased asset whose value is less than 40,000 yuan when it is a brand-new asset.

The Company will include the lease payment of the low-value asset lease into the cost of the relevant asset or current profit or loss in each period of the lease term according to the straight-line method.

For leases of low value assets, the Company chooses to adopt the above simplified treatment method according to the specific situation of each lease.

#### 20) Right-of-use assets

##### (i) Criteria for the recognition of right-of-use assets

The Company's right-of-use assets refer to the Company's right to use the leased assets during the lease term as the lessee.

On the commencement date, the right-of-use assets shall be initially measured at cost. The cost includes: the initial measurement of the lease liability; for the amount of lease payments paid on or before the commencement date of the lease term, if there is a lease incentive, the relevant amount of lease incentive already enjoyed will be deducted; initial direct costs incurred by the Company as the lessee; the costs which the Company, as the lessee, expects to incur in dismantling and removing the leased assets, restoring the premises on which the leased assets are located or restoring the leased assets to the state agreed in the lease terms. The Company, as the lessee, shall recognise and measure the costs of demolition and restoration in accordance with the "Accounting Standards for Business Enterprises No.13 – Contingencies". Subsequent adjustments are made for any remeasurement of lease liabilities.

##### (ii) Depreciation method of the right-of-use assets

The Company uses the straight line method of depreciation. Where the Company, as the lessee, can reasonably determine that it obtains the ownership of the leased assets upon expiration of the lease term, depreciation shall be accrued over the remaining useful life of the leased assets. Where it is impossible to reasonably determine that the ownership of the leased asset can be acquired at the expiration of the lease term, depreciation shall be accrued in the shorter period between the lease term and the remaining useful life of the leased asset.

##### (iii) Refer to Note (12) of the Genius AFC's 2025 Audit Report. for the impairment test method of the right-of-use assets and the loss allowance.

## 21) Critical accounting estimates and judgments

Based on historical experience and other factors, including reasonable expectation to future matter, the Company evaluates the critical accounting estimates and judgments regularly.

Important accounting estimates and key assumptions that are likely to lead to significant adjustment risks in the book value of assets and liabilities in the next fiscal year are listed as follows:

### **Accounting treatment for special purpose trust**

As the sponsoring institution, the Company initiated the establishment of special purpose trusts, and transferred some individual auto mortgage loan portfolios to special purpose trusts, which used them as carriers to issue asset-backed securities (“asset securitization transactions”). See Note 6 of the Genius AFC’s 2025 Audit Report.

When the management of the Company determines whether it should respond to the consolidated financial statements of the special purpose trust, the Company will make an assessment of the relationship between the special purpose trust and the related risks and rewards to determine whether the Company has control over its existence. At the time of the evaluation, the Company judges whether to control the special purpose trust based on all relevant facts and circumstances. The Company will conduct a reassessment once the relevant facts and circumstances have changed and the relevant elements involved in the control definition have changed. Relevant facts and circumstances mainly include: (1) The purpose of setting up a special purpose trust. (2) Relevant activities of the special purpose trust and how to make decisions on related activities. (3) Whether the rights enjoyed by the Company enable it to currently lead the activities of the special purpose trust. (4) Whether the Company enjoys variable returns by participating in activities related to special purpose trusts. (5) Whether the Company has the ability to use the power of the investee to influence the amount of its return. (6) The relationship between the Company and other parties.

In addition, when the management of the Company determines whether it can terminate the confirmation of the credit assets transferred to the special purpose trust, it considers the transfer and recognition of financial assets, risk income and control in the <Accounting Standards for Business Enterprises No. 23 - Transfer of Financial Assets>. The transfer of rights and related requirements for confirmation.

### **Impairment loss on loans**

The Company calculates expected credit losses on loans using loan default exposures and expected credit loss rates, and determines expected credit loss rates based on probability of default and default loss rates. In determining the expected credit loss rate, the Company uses data such as internal historical credit loss experience and adjusts historical data to take into account current conditions and forward-looking information. In considering forward-looking information, the Company uses indicators such as the risk of economic downturns, changes in the external market environment, the technological environment and customer conditions. The Company regularly monitors and reviews the assumptions associated with the calculation of

expected credit losses.

### Income taxes

Significant estimates are required in determining the provision for income tax. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated issues from tax audit based on estimates of whether additional taxes will be due. In particular, the deductibility of certain items is subject to tax authority's approval. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax and current tax liabilities and deferred income tax assets and liabilities in the period during which such a determination is made.

At the end of this year, the management of the Company assesses the amount of taxable income that may be available in the future. It is concluded that it is probable that sufficient taxable income will be used to offset the temporary difference. Therefore, the corresponding deferred income tax assets are recognized.

#### 22) Change of significant accounting estimate

##### (i) Significant changes in accounting policies

During the period, the Company had no significant changes in accounting policies.

##### (ii) Significant changes in accounting estimate

During the period, the Company had no significant changes in accounting estimates.

## II. Description of Material Litigation of the Issuer

No litigation or arbitration matters having material effect on the business activities have occurred since the establishment of the Issuer.

## III. Analysis on the Financial Condition of the Issuer

### 1. Trend Analysis on the Main Profit or Loss Items

#### (1) Trend Analysis on the Income and Composition Changes

#### Analysis on the Issuer's Income for the Recent Three Years and One Period

(Unit: RMB in 10 thousand)

Items	From 1 January 2023 to 31 December 2023		From 1 January 2024 to 31 December 2024		From 1 January 2025 to 31 December 2025		From 1 January 2026 to 31 March 2026	
	Amount	Proportion	Amount	Proportion	Amount	Proportion	Amount	Proportion
Net interest income	259,328.13	93.98%	236,643.22	91.58%	228,858.84	88.16%	59,608.26	88.51%
Net fee and commission income	16,548.18	6.00%	21,658.50	8.38%	30,704.25	11.83%	7,708.05	11.45%
Other income	53.27	0.02%	50.44	0.02%	41.59	0.02%	26.42	0.04%
Gain on disposal of assets	-	-	40.48	0.02%	-	-	-	-
<b>Total operating income</b>	<b>275,929.57</b>	<b>100.00%</b>	<b>258,392.64</b>	<b>100.00%</b>	<b>259,604.67</b>	<b>100.00%</b>	<b>67,342.72</b>	<b>100.00%</b>

In 2023, despite the overall domestic macroeconomic slowdown and the impact of the epidemic

and chip shortage, the Issuer's business has maintained steady growth and its operating income has also continued to grow thanks to its shareholder Geely Auto's sales volume stabilizing in the top five in China. In 2024, the issuer reported operating revenue of RMB 2,584 million, marking its first year of decline, primarily due to narrowed net interest margins amid macroeconomic headwinds and intensified market competition. In 2025, the Issuer's operating revenue increased by 0.47% compared to the same period of the previous year. For the first three months of 2026, the issuer's operating revenue stood at RMB 673 million, demonstrating relatively stable operational performance.

## (2) Trend Analysis on the Expenses and Composition Changes

### Analysis on the Issuer's Expenses for the Recent Three Years and One Period

(Unit: RMB in 10 thousand)

Items	From 1 January 2023 to 31 December 2023		From 1 January 2024 to 31 December 2024		From 1 January 2025 to 31 December 2025		From 1 January 2026 to 31 March 2026	
	Amount	Proportion	Amount	Proportion	Amount	Proportion	Amount	Proportion
Taxes and surcharges	2,687.84	2.44%	2,136.58	1.72%	2,758.29	1.53%	518.60	1.60%
Operating and administrative expenses	76,783.56	69.61%	101,545.78	81.91%	114,936.83	63.58%	22,406.31	69.21%
Impairment losses	30,833.43	27.95%	20,290.91	16.37%	63,072.06	34.89%	9,450.33	29.19%
<b>Total operating costs</b>	<b>110,304.83</b>	<b>100.00%</b>	<b>123,973.28</b>	<b>100.00%</b>	<b>180,767.18</b>	<b>100.00%</b>	<b>32,375.23</b>	<b>100.00%</b>

For the year of 2023, 2024, 2025 and January-March of 2026, the Issuer's operating costs were RMB 1,103 million, RMB 1,240 million, RMB 1,808 million and RMB 324 million respectively.

Operating costs increased by 12.39% in 2024 compared with 2023, primarily due to heightened market competition, which prompted the issuer to further ramp up marketing expenditures, leading to a rise in operation and administrative expenses. In 2025, operating costs increased by 45.81% compared to 2024, primarily due to the rapid growth in loan size in 2025, which led to an increase in business and management expenses.

Overall, with the increase in assets, the improvement of the Issuer's internal management, and the continuous improvement of office automation, operating costs have been effectively controlled in proportion to the growth of operating income.

## (3) Profit Formation and Trend Analysis

### Analysis on the Issuer's Profit for the Recent Three Years and One Period

(Unit: RMB in 10 thousand)

Amount	From 1 January 2023 to 31 December 2023	From 1 January 2024 to 31 December 2024	From 1 January 2025 to 31 December 2025	From 1 January 2026 to 31 March 2026
Operating profit	165,624.74	134,419.36	78,837.49	34,967.49
Net profit	121,284.53	107,016.97	63,401.82	26,224.59

The Issuer has been profitable for the Recent Three Years and One Period. For the year of 2023, 2024 and 2025, the Issuer's operating profit increased by 4.93% -18.84% and -41.35% respectively compared with the same period last year. From January to March 2026, the Issuer's

operating profit was RMB 350 million. The Issuer's operational capacity remains relatively stable.

For the year of 2023, 2024 and 2025, the Issuer's net profit changed by -0.71% -11.76% and -40.76% respectively compared with the same period last year. From January to March 2026, the Issuer's net profit was RMB 262 million.

Although the Issuer's net profit has declined over the past two years due to macroeconomic and market competition pressures, its profitability remains relatively stable.

## 2. Trend Analysis on Changes in the Structure of Assets and Liabilities

### (1) General Analysis of Assets Condition

#### Analysis on the Issuer's Assets By the End of the Recent Three Years and One Period

(Unit: RMB in 10 thousand)

Items	31 December 2023		31 December 2024		31 December 2025		31 March 2026	
	Amount	Proportion	Amount	Proportion	Amount	Proportion	Amount	Proportion
Cash and balances with central banks	35,077.36	0.59%	35,357.49	0.58%	-	-	-	-
Due from banks and other financial institutions	393,328.47	6.62%	439,878.72	7.24%	764,914.89	9.85%	532,787.31	7.04%
Loans and advances to customers	5,316,369.74	89.51%	5,018,822.37	82.64%	6,161,078.07	79.37%	6,117,185.85	80.87%
Finance lease receivables	4,839.55	0.08%	332,848.33	5.48%	528,101.72	6.80%	593,736.97	7.85%
Fixed assets	3,429.11	0.06%	2,450.33	0.04%	2,046.90	0.03%	1,884.83	0.02%
Right of use assets	1,165.06	0.02%	2,227.53	0.04%	1,481.15	0.02%	1,296.01	0.02%
Intangible assets	5,833.58	0.10%	4,761.70	0.08%	3,655.42	0.05%	3,259.65	0.04%
Deferred income tax assets	80,711.20	1.36%	75,668.13	1.25%	105,444.88	1.36%	105,444.88	1.39%
Other assets	98,338.13	1.66%	161,343.76	2.66%	196,187.44	2.53%	208,271.35	2.75%
<b>Total assets</b>	<b>5,939,092.19</b>	<b>100.00%</b>	<b>6,073,358.36</b>	<b>100.00%</b>	<b>7,762,910.47</b>	<b>100.00%</b>	<b>7,563,866.84</b>	<b>100.00%</b>

The Issuer continues to take retail business as its strategic development direction and wholesale business as its business supplement.

From 2023 to 2025, the good cooperative relationship with dealers and the growth in sales of this brand of cars has helped the Issuer's retail business develop steadily, and the amount of its retail business has grown steadily. The Issuer's asset size has increased with the continuous development of its retail business. The Issuer's total assets at the end of 2023 and 2024 increased by 1.43% and 2.26% respectively compared with the end of the previous period. As of year-end 2025, supported by Geely Group's robust sales performance, the issuer originated

over 880,000 retail loan contracts during the year. Total assets reached RMB 77.629 billion, reflecting a 27.82% increase by the end of 2025. At the end of March 2026, the issuer's total assets were RMB 75.639 billion, decreased by 2.56% compared to the end of last year. The Issuer's business was significantly affected by seasonal fluctuations in the industry, with most credit asset issuance concentrated in the second half of the year; in addition, the increasing market competition in recent years has led to a slowdown in the Issuer's business growth compared to previous years.

### Loan and advances of the Issuer By the End of the Recent Three Years and One Period

(Unit: RMB in 100 million)

Items	31 December 2023	31 December 2024	31 December 2025	31 March 2026
Retail loans and advances	537.93	529.98	678.72	682.15
Wholesale loans and advances	7.84	17.83	6.47	5.36
<b>Total loans and advances issued</b>	<b>545.78</b>	<b>547.81</b>	<b>685.20</b>	<b>687.51</b>
Loan impairment provision	13.66	12.64	16.28	16.42
<b>Book value of loans and advances issued *</b>	<b>532.12</b>	<b>535.17</b>	<b>668.92</b>	<b>671.09</b>

\*The book value of loans and advances issued includes sale and leaseback.

### (2) General Analysis of Liabilities Condition

Analysis on the Issuer's Liabilities By the End of the Recent Three Years and One Period

(Unit: RMB in 10 thousand)

Items	31 December 2023		31 December 2024		31 December 2025		31 March 2026	
	Amount	Proportion	Amount	Proportion	Amount	Proportion	Amount	Proportion
Borrowing funds	2,463,800.45	48.01%	2,265,465.77	43.41%	3,201,045.09	46.42%	2,974,044.69	44.59%
Deposits taking	690,917.07	13.46%	615,616.71	11.80%	585,539.88	8.49%	585,562.38	8.78%
Employee benefits payable	7,619.13	0.15%	6,381.36	0.12%	4,956.90	0.07%	2,761.15	0.04%
Taxes payable	8,285.90	0.16%	6,129.73	0.12%	42,219.42	0.61%	44,074.80	0.66%
Bonds payable	1,670,539.79	32.55%	2,062,027.60	39.51%	2,736,697.31	39.69%	2,753,366.75	41.28%
Lease liabilities	1,242.96	0.02%	2,232.10	0.04%	1,434.82	0.02%	1,235.02	0.02%
Other liabilities	289,512.84	5.64%	261,314.07	5.01%	323,424.22	4.69%	309,004.63	4.63%
<b>Total liabilities</b>	<b>5,131,918.15</b>	<b>100.00%</b>	<b>5,219,167.34</b>	<b>100.00%</b>	<b>6,895,317.63</b>	<b>100.00%</b>	<b>6,670,049.41</b>	<b>100.00%</b>

Since 2023, the Issuer's liabilities have changed with changes in assets. The total liabilities at the end of 2024 increased by 1.70% compared to that at the end of 2023. The total liabilities at the end of 2025 were RMB 68.953 billion, increased by 32.12% compared to that at the end of 2024. The total liabilities at the end of March 2026 were RMB 66.70 billion, decreased by 3.27% compared with the end of 2025. Changes in the Issuer's liability are consistent with changes in its asset.

The Issuer's main financing channels are interbank borrowings, issuing asset-backed securities and absorbing shareholder deposits. The borrowing funds, as the Issuer's main financing channel, are all interbank borrowings, the proportion of which to total liabilities by the End of the Recent Three Years and One Period was 48.01%, 43.41%, 46.42% and 44.59% respectively. Interbank borrowings are mainly short-term borrowings within one year.

Bonds payable are asset-backed securitization products and financial bonds issued by the Issuer, which serve as an effective supplement to the Issuer's financing channels. The proportion of bonds payable to total liabilities in the Recent Three Years and One Period was 32.55%, 39.51%, 39.69% and 41.28% respectively. For specific information, please refer to Chapter 7, Section 2 "Historical Bond Issuance" of this Offering Circular.

Deposits taking are all long term time deposits from the Issuer's related parties, and the funds are related companies of the shareholder Geely Auto. The proportion of deposits taking to total liabilities By the End of the Recent Three Years and One Period was 13.46%, 11.80%, 8.49% and 8.78% respectively. The financial support from shareholders primarily supplements the Issuer's long term funding requirements.

Based on the capital needs of auto loans, the Issuer comprehensively considers the cost, amount, term, availability and other dimensions, and weighs the amount and proportion of financing achieved through different financing channels.

### **(3) Analysis of Changes in Paid-in Capital**

In order to support the Issuer's business development, the shareholders have increased the Issuer's capital in 2018 and 2019 separately. As of the date of this Offering Circular, the Issuer's registered capital is RMB 4 billion, and the capital increases are as follows:

According to the *Reply on Approving the Change of Registered Capital of Genius Auto Finance Co., Ltd.* (Hu Yin Jian Fu [2018] No. 55) issued by the Shanghai Supervision Bureau of the former CBRC on January 22, 2018, the Issuer's registered capital increased from RMB 900 million to RMB 2 billion, of which Geely Automobile Holdings Co., Ltd. contributed 80%; BNP Paribas Personal Finance contributed 20%. On January 30, 2018, the Shanghai Branch of Grant Thornton Zhitong Certified Public Accountants LLP issued the *Capital Verification Report of Genius Auto Finance Co., Ltd.* (Grant Thornton Yanzi (2018) No. 310FC0002) for the Issuer, confirming that as of January 26, 2018, the Issuer's registered capital was RMB 2 billion, and its cumulative paid-in capital was RMB 2 billion. The above capital contributions were all monetary contributions.

According to the *Reply on Approving the Change of Registered Capital of Genius Auto Finance Co., Ltd.* issued by the Shanghai Supervision Bureau of the former CBIRC on April 16, 2019 (Hu Yin Bao Jian Fu [2019] No. 325), the Issuer's registered capital increased from RMB 2 billion to RMB 4 billion, of which Geely Automobile Holdings Co., Ltd. contributed 80%; BNP Paribas Personal Finance contributed 20%. On May 9, 2019, the Shanghai Branch of Grant Thornton Zhitong Certified Public Accountants LLP issued the *Capital Verification Report of Genius Auto Finance Co., Ltd.* (Grant Thornton Yanzi (2019) No. 310FC0005) for the Issuer, confirming that as of May 7, 2019, the Issuer's registered capital was RMB 4 billion, and its cumulative paid-in capital was RMB 4 billion. The above capital contributions were all monetary contributions.

After two capital increases, the Company's capital strength has been further strengthened, providing a stable source of funds for the sustained and long-term development of the Company's business. At the same time, the capital increase cannot fully cover the capital needs caused by business growth. The Issuer still needs to actively explore other financing channels

to facilitate the sustainable and healthy development of the business.

### 3. Analysis of Main Regulatory Indicators

Indicators	Formula	Regulatory requirement	31 December 2023	31 December 2024	31 December 2025	31 March 2026
Capital adequacy ratio	Net capital	$\geq 10.5\%$	17.30%	17.89%	14.85%	15.36%
	Risk-weighted assets					
Tier-one capital adequacy ratio	Net of tier-one capital	$\geq 8.5\%$	16.18%	16.77%	13.71%	14.22%
	Risk-weighted assets					
Core tier-one capital adequacy ratio	Net of core tier-one capital	$\geq 7.5\%$	16.18%	16.77%	13.71%	14.22%
	Risk-weighted assets					
Ratio of single client financing	Balance of the credit	$\leq 15\%$	1.35%	8.59%	2.21%	1.48%
	Net capital					
Ratio of single group client financing	Balance of the credit	$\leq 50\%$	1.94%	9.36%	2.21%	1.48%
	Net capital					
Ratio of self-used fixed assets	Balance of self-used fixed assets	$\leq 40\%$	0.40%	0.27%	0.22%	0.20%
	Net capital					
Non-performing loan ratio	Non-performing loan	-	0.21%	0.31%	0.29%	0.28%
	Total loans					
Liquidity ratio	Current assets	$\geq 50\%$	343.61%	285.77%	341.64%	300.96%
	Current liabilities					
Provision coverage ratio	Actual provision for loans	$\geq 150\%$	1169.19%	813.61%	857.50%	878.41%
	Non-performing loans					
Leverage ratio	Net of tier-one capital	$\geq 4\%$	13.44%	13.91%	10.92%	11.59%
	Adjusted balance of on-balance sheet assets + balance of derivative assets + balance of securities financing transaction assets + adjusted balance of off-balance sheet items					
Percentage of credit extended to a single shareholder and its related parties	Credit balances to a single shareholder and its related parties	$\leq 100\%$	5.55%	28.27%	5.05%	3.50%
	Amount of the shareholder's capital contribution in the company					

The above table shows that the Issuer meets the regulatory requirements for all regulatory indicators.

The Issuer's capital adequacy ratios by the End of the Recent Three Years and One Period were 17.30%, 17.89%, 14.85% and 15.36% respectively, all higher than the standard values required by regulatory requirements. At the same time, the Tier 1 capital adequacy ratio and the Core

Tier 1 capital adequacy ratio were also higher than regulatory requirements, providing a guarantee for the safety of the Company's business operations.

The Issuer's loan concentration is low, which helps prevent risks and increase risk diversification. By the End of the Recent Three Years and One Period, both ratio of single client financing and ratio of single group client financing have complied with regulatory requirements. Notably, the year-end 2024 ratios showed an increase compared to 2023, primarily due to the company's strategic elevation of credit lines for existing key clients in 2024. Overall, loan risks have been effectively dispersed, and loan risk concentration has been controlled at a good level.

The Issuer's liquidity indicators have been higher than the standard value required by the regulation by the End of the Recent Three Years and One Period, indicating that the Company's liquidity risk can be well controlled and the Issuer's short-term solvency is guaranteed to a certain extent.

The Issuer's provision coverage ratio has been significantly higher than the standard value required by regulation by the End of the Recent Three Years and One Period, and loan loss provisions are sufficient.

#### 4. Quality of Assets and Provision for Losses

##### Issuer's Loan Quality By the End of the Recent Three Years and One period

(Unit: RMB in 10 thousand)

Items	31 December 2023	31 December 2024	31 December 2025	31 March 2026
Normal	5,373,985.23	5,393,174.37	6,759,200.63	6,770,966.36
Special-mention	61,433.79	68,127.85	72,777.66	84,602.63
Substandard	4,095.44	5,162.92	5,599.38	5,791.68
Doubtful	3,369.13	3,994.15	5,191.52	5,146.43
Loss	4,182.48	7,675.64	9,185.66	8,628.96
Total loans	<b>5,447,066.07</b>	<b>5,478,134.93</b>	<b>6,851,954.85</b>	<b>6,875,136.06</b>
<b>Non-performing loans</b>	11,647.05	16,832.71	19,976.56	19,567.07
Non-performing loans Ratio	0.21%	0.31%	0.29%	0.28%
Loan Loss Provisions	136,176.65	136,953.37	171,298.87	171,878.40
Loan provision ratio	1169.19%	813.61%	857.50%	878.41%

The Issuer's non-performing loan ratio remains at low level, with the non-performing loan ratios by the End of the Recent Three Years and One Period being 0.21%, 0.31%, 0.29% and 0.28% respectively. As of the end of March 2026, the Issuer's non-performing loan ratio has slightly increased. The increasingly intense industry competition as different types of institutions have continuously entered the market in recent years has led to a slowdown in the company's asset growth. Meanwhile, the risks of existing assets are gradually being exposed, leading to a slight increase in the non-performing loan ratios. Overall, the Issuer's credit asset quality is still at a relatively good level among its peers and the risk is controllable.

The Issuer has strict risk control and maintains a prudent attitude in both the five-level classification of loans and the provision of loan loss reserves. As a result, the balance of the Issuer's loan loss provisions has strong coverage of the latter three types of loans classified in the five-level classification, and the Issuer has a strong risk resilience.

## 5. Analysis on Cash Flows

Analysis on the Issuer's Cash Flows for the Recent Three Years and One Period

(Unit: RMB in 10 thousand)

Items	From 1 January 2023 to 31 December 2023	From 1 January 2024 to 31 December 2024	From 1 January 2025 to 31 December 2025	From 1 January 2026 to 31 March 2026
Net cash flows used in operating activities	-335,047.47	-242,070.85	-261,802.37	-235,375.35
Net cash flows used in investing activities	-3,970.34	-1,611.07	-2,083.60	-180.03
Net cash flows from financing activities	211,146.35	291,499.38	583,368.02	7,888.32
Net increase in cash and cash equivalents	-127,871.46	47,817.46	319,482.04	-227,667.06

The Issuer's net cash flows used in operating activities were a net outflow over the Recent Three Years and One Period. The Issuer's cash inflows from operating activities were mainly from the net increase in due from and placement with other financial institutions and cash received from interest, fee and commission, and the cash outflows from operating activities were mainly from the net increase in loans and advances to customers, the net decrease in due from and placement with other financial institutions and cash paid to interest, fee and commission. The Issuer's net cash flows used in operating activities were manageable overall.

The Issuer's net cash flows used in investing activities in the Recent Three Years and One Period were all net outflows, mainly cash paid to acquire fixed assets, intangible assets and other long-term assets.

In the Recent three years and one Period, the Issuer's net cash flows from financing activities have continued to be positive, mainly because the Issuer, as an originator, issued asset-backed securitization products in the China Interbank Bond Market. During the reporting period, the cash inflows of newly issued products were higher than cash outflows from principal and interest payments of existing products.

With the growth of the industry and the sustained and healthy development of the Issuer's business, the Issuer will actively explore new and stable financing channels in the future to provide long-term, stable and diversified funding sources for the expansion of business.

## 6. Main Financial Advantages

### (1) Steady Growth in Assets Size

At the end of 2023, 2024, 2025 and March 2026, the Issuer's total assets were RMB 59.391 billion, RMB 60.734 billion, RMB 77.629 billion and RMB 75.639 billion respectively; loans and advances to customers were RMB 53.212 billion, RMB 53.517 billion, RMB 66.892 billion, and 67.109 billion respectively. By the End of the Recent Three Years and One Period, the Issuer's total assets have changed by 1.43%, 2.26%, 27.82% and -2.56% respectively from the end of the previous period, and the loans and advances to customers have changed by 4.14%, 0.57%, 24.99% and 0.32% respectively from the end of the previous period. Since 2025, benefiting from the good sales growth trend of Geely Automobile and the benign trend of

industry competition under the background of strengthened market regulation, the Issuer's loan growth rate has rebounded significantly, which has also driven the overall asset scale growth rate to rebound.

## **(2) Strong Profitability**

The Issuer's business has developed strongly since its opening, and expanded continuously and actively in its market share, and has achieved good results. As of the end of March 2026, the Issuer's loan business has covered 318 cities and has 3,924 cooperative car dealers. In 2023, 2024, 2025 and January-March of 2026, the Issuer's operating income were RMB 2.759 billion, RMB 2.584 billion, RMB 2.596 billion and RMB 0.673 billion respectively, and the Issuer achieved net profits of RMB 1.213 billion, RMB 1.070 billion, RMB 0.634 billion and RMB 0.262 billion respectively. The Issuer's profitability remains generally stable.

## **(3) Good Loan Quality and High Level of Capital Adequacy**

The Issuer's non-performing loans have been maintained at a low level both in absolute amount and as a percentage of total loans, and the quality of credit assets is relatively secure. According to the five-level loan classification standard, the Issuer's non-performing loan ratios by the End of the Recent Three Years and One Period were 0.21%, 0.31%, 0.29% and 0.28% respectively. In addition, the Issuer's capital adequacy ratio remains at a high level. The capital adequacy ratio by the End of the Recent Three Years and One Period were 17.30%, 17.89%, 14.85% and 15.36% respectively, which are significantly higher than regulatory requirements.

## **(4) High Liquidity and Low Concentration Risk**

The Issuer's liquidity ratios by the End of the Recent Three Years and One Period have met regulatory requirements and exceeded the standard value of 50%, which are 343.61%, 285.77%, 341.64% and 300.96% respectively, providing guarantee for the Company's continued and steady development. In addition, the Issuer's loan concentration is low. With regulatory requirements on ratio of single client financing and ratio of single group client financing met, the credit risks caused by high loan concentration are avoided.

## **V. Changes in the Financial Structure after the Issuance of the Bonds**

As of 31 March 2026, the Issuer's asset-liability ratio was 88.18%. The Issuer intends to increase liabilities by RMB 1.5 billion after the issuance of the Bonds. The Issuer's financial structure will change accordingly based on the following assumptions:

1. The base date of financial data is 31 March 2026;
2. The actual issued amount of the Bonds is RMB 1.5 billion;
3. The bonds are successfully issued and begin accruing interests on March 31, 2026.
4. Simulation 1 is calculated with the assumption that all proceeds from the Bonds are used for assets with a risk rated ratio of zero, and simulation 2 is calculated with the assumption that all proceeds from the Bonds are used for assets with a risk rated ratio of 100%, then the simulated capital adequacy ratio after the issuance in other cases is between simulation 1 and simulation 2.

The Issuer recommends that users of this Offering Circular read the following table with comparative reference to the Issuer's historical financial statements.

*(Unit: RMB in 10 thousand)*

Items	Actual Value as of 31 March 2026	After Issuance (Simulation 1)	After Issuance (Simulation 2)
Total assets	7,563,866.84	7,713,866.84	7,713,866.84
Total liabilities	6,670,049.41	6,820,049.41	6,820,049.41
Asset-liability ratio	88.18%	88.41%	88.41%
Net of core Tier-one capital	874,169	874,169	874,169
Net of Tier-one capital	874,169	874,169	874,169
Net capital	943,925	943,925	943,925
Risk-weighted assets	6,146,495	6,146,495	6,296,495
Core tier-one capital adequacy ratio	14.22%	14.22%	13.88%
Tier-one capital adequacy ratio	14.22%	14.22%	13.88%
Capital adequacy ratio	15.36%	15.36%	14.99%

In a static analysis, and simply including the Bonds in the calculation of total liabilities as of 31 March 2026, the Issuer's asset-liability ratio would increase from 88.18% to 88.41% after issuance, with an increase of 0.23%. After the issuance, the capital adequacy ratio will range from 14.99% to 15.36%, and the adequacy ratio of tier-one capital will range from 13.88% to 14.22% and the adequacy ratio of core tier-one capital will range from 13.88% to 14.22%, all of which are higher than the standard values set by the regulatory authorities.

As a non-banking financial institution, an auto finance company can obtain financing in the form of liabilities such as interbank borrowings, issuance of asset-backed securities and financial bonds, and absorbing shareholder deposits to support the development of automobile finance business, while its asset-liability ratio is usually higher than that of ordinary industrial and commercial enterprises. The issuance of the Bonds has little impact on the asset-liability ratio. At the same time, the Issuer will continue to adjust its asset-liability structure in accordance with its business environment as well as development goals and strategies. It is expected that the Issuer's asset-liability structure will not change significantly as a result according to the dynamic analysis.

As an active liability management tool, financial bonds give the Issuer the autonomy to proactively adjust its capital structure while absorbing funds for its business development, as well as increase more flexibility in terms of matching the maturity of assets and liabilities and adjusting the structure of long-term and short-term liabilities.

## SECTION 7 USE OF PROCEEDS AND HISTORIC BOND ISSUANCES

### I. Use of Proceeds

The proceeds of the Bonds will be used for supplementing the Issuer's working capital, supporting the Issuer's operations and other purposes in compliance with national laws and regulations and policies requirements, as well as optimizing the asset-liability structure of the Issuer.

### II. Historic Debt Securities Issuances

As of the date of this Offering Circular, Genius AFC, as the Originator, has successfully issued 33 asset-backed securitization products and 3 financial bond products in the China Interbank Bond Market with a cumulative issuance scale of RMB 153.12 billion. The details of the issuance and payment are as follows:

*(Unit: RMB in hundred million)*

Project Name/Securities Name	Underlying Assets	Issue Size	Outstanding Amount	Issue Date	Status
Generation 2018-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	19.40	-	2018-08-14	Paid Off
Generation 2018-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	40.00	-	2018-12-04	Paid Off
Generation 2019-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	30.00	-	2019-04-09	Paid Off
Generation 2019-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	40.00	-	2019-07-18	Paid Off
Generation 2019-3 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	40.00	-	2019-10-22	Paid Off
Generation 2020-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	40.00	-	2020-03-10	Paid Off
Generation 2020-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	40.00	-	2020-05-14	Paid Off
Generation 2020-3 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	45.04	-	2020-08-20	Paid Off
Generation 2020-4 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	40.42	-	2020-12-04	Paid Off
Generation 2021-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	47.00	-	2021-03-04	Paid Off
Generation 2021-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	45.00	-	2021-06-03	Paid Off
Generation 2021-3 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	37.00	-	2021-09-02	Paid Off
Generation 2021-4 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	45.00	-	2021-12-02	Paid Off
Generation 2022-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	46.88	-	2022-03-03	Paid Off
Generation 2022-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	48.88	-	2022-06-07	Paid Off
Generation 2022-3 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	40.58	-	2022-09-06	Paid Off
Generation 2022-4 Retail Auto Mortgage Loan Green Securitization	Retail Auto Loans	12.00	-	2022-10-18	Paid Off

<b>Project Name/Securities Name</b>	<b>Underlying Assets</b>	<b>Issue Size</b>	<b>Outstanding Amount</b>	<b>Issue Date</b>	<b>Status</b>
Generation 2022-5 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	50.00	-	2022-12-06	Paid Off
Generation 2023-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	47.40	-	2023-03-07	Paid Off
Generation 2023-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	48.00	-	2023-06-06	Paid Off
Generation 2023-3 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	50.00	-	2023-09-14	Paid Off
Generation 2023-4 Retail Auto Mortgage Loan Green Securitization	Retail Auto Loans	30.00	-	2023-11-07	Paid Off
Generation 2023-5 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	55.00	-	2023-12-07	Paid Off
Generation 2024-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	45.00	5.23	2024-04-09	Outstanding
Generation 2024-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	46.60	6.45	2024-08-08	Outstanding
Generation 2024-3 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	52.00	9.36	2024-10-09	Outstanding
Generation 2024-4 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	45.00	9.63	2024-12-05	Outstanding
Generation 2025-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	45.00	17.38	2025-03-11	Outstanding
Generation 2025-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	50.00	35.49	2025-09-09	Outstanding
Generation 2025-3 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	70.00	51.68	2025-11-10	Outstanding
Generation 2025-4 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	75.00	66.00	2025-12-08	Outstanding
Generation 2026-1 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	55.00	55.00	2026-03-10	Outstanding
Generation 2026-2 Retail Auto Mortgage Loan Securitization	Retail Auto Loans	64.97	64.97	2026-06-09	Outstanding
Genius Auto Finance Co., Ltd. 2024 Financial Bonds (Series 1) (Bond Connect)	-	15.00	12.00	2024-05-15	Outstanding
Genius Auto Finance Co., Ltd. 2024 Financial Bonds (Series 2) (Bond Connect)	-	15.00	15.00	2024-11-12	Outstanding
Genius Auto Finance Co., Ltd. 2025 Financial Bonds (Series 1) (Bond Connect)	-	15.00	15.00	2025-08-07	Outstanding

Source: Wind, CNABS. The outstanding amount is as of the date of this Offering Circular.

## SECTION 8 BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF THE ISSUER

### I. Board of Directors

As of the date of this Offering Circular, there are currently 5 directors on the Board of Directors of the Issuer, as listed below:

Name	Title
Quan ZHANG	Chairman
Jean-Cédric, Laurent Desplats-Redier	Vice Chairman
Jie LIN	Director
Xiaolin YUAN	Director
Yong DAI	Director

### Profiles of the Board of Directors

#### Quan ZHANG

- 2026.01 – Present, Chairman of Genius Auto Finance Co., Ltd
- 2024.10 – 20260.01, Director of Genius Auto Finance Co., Ltd
- 2014.03 – Present, Zhejiang Geely Holding Group, including:
  - 2022.07 – Present, served as Senior Vice President and CFO of Zhejiang Geely Holding Group; member of Economics and Management Committee of Zhejiang Geely Holding Group
  - 2021.05 – 2022.07, served as CFO of Zhejiang Geely Holding Group; member of Economics and Management Committee of Zhejiang Geely Holding Group
  - 2020.12 – 2021.05, served as vice CFO of Zhejiang Geely Holding Group; member of Economics and Management Committee of Zhejiang Geely Holding Group
  - 2019.02 – 2020.12, served as Director of Strategic Finance Center and Deputy General Manager of Financial Management Center and Head of Funding Department of Zhejiang Geely Holding Group
  - 2017.05 – 2019.02, served as Head of Finance Department of Geely Auto
  - 2015.07 – 2017.05, served as Head of Finance Department of Commercial Vehicle Project Group
  - 2014.03 – 2015.07, served as Head of Finance Department of Yinglun Dihua Company
- 2006.11 – 2014.03, served as Finance Manager of Delphi Power Propulsion Systems, Inc.
- 2005.06 – 2006.11, served as Accountant of Tyco (Shanghai) Eagle Safety Equipment Co.
- 2002.07 – 2005.06, served as Accountant of Sanjiu Shanghai Tape Co.

**Jean-Cédric, Laurent Desplats-Redier**

- 2023.07 – Present, appointed as Vice Chairman of Genius Auto Finance Co., Ltd.
- 2023.01 – Present, CEO of BNP Paribas Personal Finance Asia Pacific
- 2022.09 – 2022.12, job handover period
- 2017.08 – 2022.08, CEO and Director of BNP Paribas Personal Finance Mexico
- 2014.04 – 2017.07, CEO and Director of Domofinance (a joint venture credit company between BNP Paribas and Electricite De France that focuses on providing financing support for energy transition projects)
- 2012.03 – 2014.03, Deputy CEO of Domofinance (a joint venture credit company between BNP Paribas and Electricite De France that focuses on providing financing support for energy transition projects)
- 2009.07 – 2012.02, Executive of BNP Paribas Personal Finance Corporate Business Development
- 2008.01 – 2009.06, COO of Banco Cetelem Argentina
- 2006.05 – 2007.12, Head of Finance and Development at Cetelem Eurasia
- 2005.10 – 2006.04, BNP Paribas Personal Finance and BNP Paribas Fast Track Operations Management Training Program – "Developing Leadership" training course
- 2002.01 – 2005.09, Regional Head of Finance at Cetelem Western Europe and the Maghreb
- 1998.02 – 2001.12, Head of Planning and Asset Liability Management at Banco Cetelem Argentina
- 1996.06 – 1998.01, Head of Planning and Accounting at CetelemMaroc
- 1995.06 – 1996.05, Planner at Cetelem Belgium

**Jie LIN**

- 2015.07 – Present, appointed as Director of Genius Auto Finance Co., Ltd.
- 2014.10 – Present, served as General Manager of Zhejiang Geely Holding Group Automobile Sales Co., Ltd.
- 2008.06 – 2014.10, served as Executive Deputy General Manager of Zhejiang Geely Holding Group Automobile Sales Co., Ltd.
- 2007.10 – 2008.06, served as Deputy General Manager of Zhejiang Geely Holding Group Automobile Sales Co., Ltd.
- 2005.12 – 2007.09, served as Southwest Regional Sales Director of Zhejiang Geely Holding Group Automobile Sales Co., Ltd.
- 2004.07 – 2005.12, served as Regional Sales Manager of Zhejiang Geely Holding Group

Automobile Sales Co., Ltd.

- 2003.07 – 2004.07, served as General Manager of Geely Group Zhejiang Haoqing Motorcycle Co., Ltd. Sales Company
- 1997.03 – 2003.06, served as Deputy General Manager and After-sales Service Director at Geely Group Zhejiang Leike Machinery Co., Ltd. Motorcycle Sales Company
- 1996.10, served as Chief of Shandong Sales Department in Geely Group Motorcycle Sales Co., Ltd

**Xiaolin YUAN**

- 2017.07 – Present, appointed as Director of Genius Auto Finance Co., Ltd.
- 2017.04 – Present, served as Global Senior Vice President of Volvo Group, President and CEO of Volvo Group Asia Pacific
- 2014.08 – 2017.04, served as President of Volvo Group Asia Pacific, Chairman of Volvo Car Sales (Shanghai) Co., Ltd
- 2010.08 – 2014.08, served as Secretary of the Board of Directors, Head of Chairman's Office in Volvo Group
- 2009.03 – 2010.08, served as the person in charge of the Volvo M&A project of Zhejiang Geely Holding Group
- 2008.10 – 2009.03, served as Executive Assistant to the Vice President of BP (China) Investment Co., Ltd
- 2001 – 2005, served as Group Affairs and Business Partnership Manager in BP (China) Investment Co., Ltd
- 2000 – 2001, served as Third Secretary, Second Secretary of Ministry of Foreign Affairs of the People's Republic of China
- 1996 – 2000, served as Third Secretary of Embassy of the People's Republic of China in the Republic of the Philippines
- 1994 – 1996, served as Attendant, Third Secretary of Ministry of Foreign Affairs of the People's Republic of China

**Xiaolin YUAN**

- 2026.01 – Present, Director of Genius Auto Finance Co., Ltd.
- 2024.12 – Present, Chief Financial Officer and General Manager of the Finance Center of Geely Automobile Group
- 2022.09 – 2013.10, General Manager of the Strategic Investment Management Center of Geely Holding Group
- 2021.04 – 2022.09, Senior Director of Operation and Management at ZEEKR Automobile Group

- 2021.01 – 2021.04, Director of the Financial Management Department of Geely Automobile Group
- 2020.09 – 2021.01, Director of the Strategic Finance Center of Geely Holding Group
- 2018.09 – 2020.09, the Financial Accounting Director of Geely Automobile Group
- 2016.07 - 2018.09, served as Senior Financial Manager Overseas at Qingdao Haidarui Procurement Service Co., Ltd
- 2007.08 - 2016.07, Senior Audit Manager at KPMG

## II. Supervisors

As of the date of this Offering Circular, there are currently 2 supervisors of the Issuer:

Name	Title
Songren ZHANG	Supervisor
Paul Milcent	Supervisor

### Profiles of the Supervisors

#### Songren ZHANG

Songren ZHANG joined Geely Auto as the Finance Director and Secretary on May 17, 2005. Mr. Zhang received his bachelor's degree in business administration and accounting from the Hong Kong University of Science and Technology. Mr. Zhang is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Directors. Mr. Zhang has more than 20 years of experience in auditing, accounting and financial management and was a director of a wholly-owned subsidiary of Geely Automobile Group and an independent non-executive director of Ourgame International Holdings Limited

#### Paul Milcent

Mr. Paul Milcent is a member of the Executive Committee of BNP Paribas Personal Finance and has served as Head of Global Auto Financial Services for BNP Paribas Personal Finance since May 2022. Paul Milcent joined BNP Paribas Personal Finance in 2006 and has worked for the BNP Paribas Group for more than 10 years. He has worked as the Head of Global Retail Finance in France, Portugal, Germany, Turkey, Egypt and other regions, CEO and board member of branch offices and joint ventures in many places, having extensive cross-regional management experience.

## III. Senior Management

As of the date of this Offering Circular, there are currently 4 senior managers of the Issuer.:

Name	Title
Xu HAN	General Manager
Ye LU	Head of Finance Department
Hailong HE	Head of Risk Department
Zhuolun ZHANG	Head of Information Department

## **Profiles of the Senior Management**

### **Xu HAN**

- 2023.02 – Present, General Manager at Genius Auto Finance Co., Ltd
- 2015.12 – 2022.12, served as Sales Director, Sales and Marketing Director, Senior Marketing Director, Marketing Vice President at Genius Auto Finance Co., Ltd
- 2009 – 2015.12, served in marketing department at Shanghai Automobile Group Finance Co., Ltd., appointed as Regional Head of Account Managers since 2012

### **Ye LU**

- 2024.03 – Present, served as Head of Finance Department at Genius Auto Finance Co., Ltd.
- 2018.10 – 2024.03, served as Senior Treasury Manager at Genius Auto Finance Co., Ltd.
- 2015.04 – 2017.07, served as Funding Manager at Genius Auto Finance Co., Ltd.
- 2006.11 – 2015.04, served as Manager of Capital Analysis at Dongfeng Nissan Auto Finance Co., Ltd.
- 2003.03 – 2006.06, worked in the Finance Department at Bluestone Mortgage Pte. Ltd. (Australia).
- 1999.08 – 2001.07, worked as President’s Assistant of Shanghai Optical Communication Development Co.

### **Hailong HE**

- 2025.04 – Present, served as Head of Risk Department at Genius Auto Finance Co., Ltd.
- 2015.10 - 2025.03, served as Sales Operations Manager, Retail Quantitative Analysis Manager, Retail Risk Control Manager, Senior Retail Risk Manager, Deputy Head of Risk Department at Genius Auto Finance Co., Ltd.
- 2014.09 – 2015.09, served as Sales Planning Manager at Shanghai Maple Guorun Automobile Co., Ltd.
- 2014.06 – 2014.09, served as Sales Planning Manager at Zhejiang Geely Holding Group
- 2013.03 – 2014.05, served as Senior Dealer Finance Analyst at BMW Automotive Finance (China) Co., Ltd.
- 2010.12 – 2013.02, served as Dealer Finance Analyst at Ford Automotive Finance (China) Co., Ltd.

### **Zhuolun ZHANG**

- 2025.09 - Present, Chief Information Officer of Genius Auto Finance Co., Ltd
- 2023.02 – 2025.09, Deputy Chief Information Officer of Genius Auto Finance Co., Ltd

- 2019.04 – 2023.02, Senior Manager of Application and Data Innovation of Genius Auto Finance Co., Ltd
- 2016.06 – 2019.03 , Senior Application Development Manager of Genius Auto Finance Co., Ltd
- 2015.01 – 2016.05 , Business Analyst of Genius Auto Finance Co., Ltd
- 2010.04 – 2015.01, Senior Consultant of International Business Machines (China) Co., Ltd.

## SECTION 9 UNDERWRITING AND OFFERING METHOD

### I. Underwriting Method of the Bonds

The Bonds will be underwritten by the members of the Underwriting Syndicate organized by the Principal Underwriters by the method of standby commitment.

### II. Offering Method of the Bonds

The Bonds will be issued in the China Interbank Bond Market through a Bookbuilding and centralized placement process and underwritten by the Underwriting Syndicate organized by the Principal Underwriters.

The Bonds will be issued on July 9, 2026 by way of bookbuilding at the bookbuilding office of CITIC Securities Co., Ltd. (Address: 36/F, China Fortune Tower, No.1568 Century Avenue, Pudong New Area, Shanghai, China).

### III. Subscription Method of the Bonds

1. The Bonds will be issued through a Bookbuilding and centralized placement process. The detailed measures and requirements for the Investors to participate in the Bookbuilding and placement of the Bonds will be regulated in the *Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) Range of Subscription and Indicative Specification on Subscription* published by the Bookrunner.
2. The minimum subscription amount of the Bonds is RMB 10 million, and the subscription amount should be an integer multiple of RMB 10 million.
3. The Bonds will be issued in real name book-entry form and the Bonds subscribed by the Investors will be registered and held in custody in a custody account with CCDC.
4. Following the completion of the Issuance of the Bonds, CCDC shall be responsible for the registration and custody of the Bonds subscribed by the subscribers in accordance with the distribution instructions.
5. No extra fees shall be payable by the Investors for the subscription, registration and custody procedures. Investors shall comply with the relevant rules of the Custodian of the Bonds when carrying out the registration and custody procedures.
6. If there is any conflict or contravention between the above provisions relating to the subscription and custody of the Bonds and any laws, regulations or rules of CCDC currently in force or to be revised or enacted from time to time, the provisions of any laws, regulations or rules of CCDC currently in force or to be revised or enacted from time to time shall prevail.

## SECTION 10 TAXATION CONSIDERATIONS

The Investors shall comply with the relevant tax laws and regulations of the PRC. The following analysis is based on the applicable tax laws, regulations and administrative rules of the State Administration of Taxation currently in force. In the event of any change of relevant laws or regulations on taxation, the relevant new laws and regulations shall be referred to for the tax matters referred to in this Section.

The following does not constitute any legal or tax advice to the Investors, nor do they provide opinions on the possible tax consequences of investing in the Bonds. Investors who intend to purchase the Bonds and who are subject to special tax rules in accordance with applicable laws and regulations are advised by the Issuer to consult their own professional advisors regarding their tax liabilities.

### I. Value-added Tax

According to the "Value-Added Tax Law of the People's Republic of China," effective from January 1, 2026, units and individuals (including self-employed businesses) selling goods, services, intangible assets, and real estate (hereinafter referred to as "taxable transactions") within the territory of the People's Republic of China, as well as importing goods, are taxpayers of value-added tax and shall pay VAT in accordance with the law. Sales of financial products occurring domestically, financial products issued domestically, or transactions where the seller is a domestic unit or individual are considered taxable transactions. Investors shall pay value-added tax in accordance with relevant regulations.

### II. Enterprise Income Tax

#### i. Chinese resident enterprises

According to the "Enterprise Income Tax Law of the People's Republic of China" and its implementation rules, if the investor of this bond is a Chinese resident enterprise, during the period of holding this bond, the interest income earned from the bond and the gains obtained from the transfer or sale of this bond shall be consolidated with other current income for the calculation and payment of income tax. The standard tax rate for income tax is 25%.

#### ii. Non-resident enterprises in China

According to the "Enterprise Income Tax Law of the People's Republic of China" and its implementation regulations, non-resident enterprises that have not established institutions or premises within China, or that have established institutions or premises but have obtained income that is not actually related to the institutions or premises they have established, shall pay enterprise income tax on their income derived from within China. The source of interest income shall be determined by the location of the enterprise or institution or premises that bears and pays the interest; the source of income from the transfer of movable property shall be determined by the location of the enterprise or institution or premises that transfers the movable property.

If the investor of this bond is a non-resident enterprise that has not established any institutions

or premises within China, or has established institutions or premises but the income obtained is not actually related to the institutions or premises established, and the interest on this bond is borne and paid by the overseas issuer of this bond, then the interest income from this bond is considered as income derived from outside China, and the investor of this bond is not required to pay enterprise income tax in China on this interest income during the holding period of this bond. The income obtained by the non-resident enterprise from the transfer or sale of this bond is also considered as income derived from outside China, and it is not required to pay enterprise income tax in China on this property transfer income. In addition, according to the relevant provisions of the "Announcement of the Ministry of Finance and the State Taxation Administration on Continuing to Implement the Policies of Enterprise Income Tax and Value-Added Tax for Overseas Institutions Investing in the Domestic Bond Market" (Announcement No. 5 of the Ministry of Finance and the State Taxation Administration in 2026), from January 1, 2026, to December 31, 2027, the bond interest income obtained by overseas institutions investing in the domestic bond market is temporarily exempt from enterprise income tax. The scope of the above-mentioned temporary exemption from enterprise income tax does not include the bond interest obtained by overseas institutions established within China that has an actual connection with the institutions or premises.

### **III. Stamp Tax**

According to the *Stamp Tax Law of the People's Republic of China* that came into effect on 1 July 2022, all entities and individuals that execute taxable vouchers or conduct securities transactions within the territory of the PRC are the taxpayers of stamp tax, and shall pay stamp tax in accordance with the law. The *Stamp Tax Law of the People's Republic of China* does not list the financial bonds traded in the China Interbank Bond Market as a type of stampable document. Up to the date of this Offering Circular, investors shall not be required to pay stamp duty on the documents relating to the purchase, gift or inherit of the financial bonds. However, the Issuer cannot predict whether or not the government may impose stamp duty on the financial bonds transactions, nor can it predict the applicable rate if so imposed.

### **IV. PRC Tax payable by the Offshore Investors**

The PRC tax authority may require withholding of the PRC income tax and value-added tax and surcharges. As a result, the Offshore Investors may only receive amounts after deducting such withholdings. Offshore Investors shall consult with their own tax advisor before subscribing for or purchasing the Bonds.

Offshore Investors participating in the subscription of the Bonds through the "Bond Connect" or other means may be subject to withholding of income tax and value-added tax and surcharges if such taxes are payable in the PRC in accordance with applicable laws and regulations. The Issuer does not have any obligation to pay any additional amount as the tax gross-up or tax indemnity to any Investors. Any tax payable by the Investors shall be borne by themselves.

## SECTION 11 RATING OF THE BONDS

### I. Rating Opinions

Genius AFC, as the auto finance company jointly owned by a domestic famous automobile manufacturer and enterprises of global famous banking group, has certain competitive advantages in the industry. In terms of management and development, its corporate governance mechanism operates well, and its internal control system and comprehensive risk management system are relatively complete. In terms of operation, the company has established an extensive network of authorized dealerships, with its core business covering a wide geographic scope. While the overall scale of its credit business has maintained growth and the loan growth rate rebounded significantly in 2025. The loan portfolio is predominantly retail-focused. In terms of finance, the Company's asset quality is well managed, and its capital is sufficient, however, its cost control ability needs to be strengthened, its profitability indicators have declined significantly, and its profitability has weakened and there is a certain maturity mismatch between assets and liabilities, and the future liability structure needs to be optimized. As for the repayment ability of Bonds, the issuance of Bonds has little impact on the repayment ability of the Company. Considering the Company's own stable business and smooth financing channels, coupled with the shareholders' strong support for the Company's capital and liquidity, the probability of default of the Bonds is extremely low.

Based on the comprehensive analysis and evaluation of the Company's operational risk, financial risk, external support and terms of bond issuance, Lianhe Credit is of the opinion that the long-term credit rating of the Company is AAA and the credit rating of the Bonds is AAA, with a stable rating outlook.

#### 1. Major Advantages

**Wide business coverage and better credit business growth.** Benefiting from its extensive authorized dealership network and sustained sales growth of its branded vehicles, the Company has achieved broad market coverage in its core business segments. The overall loan portfolio has maintained steady expansion and the loan growth rate rebounded significantly in 2025, demonstrating competitive advantages in the auto finance sector.

**Credit asset quality is at a better level in the industry.** The Company's non-performing loan ratio remains at a low level in the industry, and the coverage of credit asset provisions is high.

**Capital is relatively sufficient.** The Company's overall scale of cash dividends is not high, and retained profits effectively supplement capital formation so the capital maintains an adequate level.

**The major shareholders have strong comprehensive strength and can provide strong support to the Company; meanwhile, the relevant provisions of the articles of association on capital replenishment by shareholders can help the sustainable development of the Company's business.** The first major shareholder of the Company is a well-known domestic automobile manufacturer, and the second major shareholder belongs to a globally recognized banking group. The shareholders of the Company have strong overall strength and are able to

provide strong support to the Company in terms of business development, financial support and capital replenishment; at the same time, it is stipulated in the Articles of Association that the shareholders shall replenish the capital of the Company when necessary.

## 2. Concerns

**Liability structure needs to be optimized.** The Company's source of funds is highly dependent on borrowing, the overall term of liabilities is relatively short, and there is a certain maturity mismatch between assets and liabilities, so the future liability structure needs to be optimized.

**Attention should be paid to the possible impact of external factors on the Company.** The Company's loan scale and profitability are significantly influenced by factors such as industry competition and sales volume of Geely-branded vehicles. Attention should be paid to the potential impact of changes in these external factors on the sustainability of its business growth and financial performance

### Monitoring Credit Ratings

According to the applicable laws and regulations as well as the business standards of Lianhe Credit, Lianhe Credit will monitor credit rating of the Bonds within validity period of the credit rating thereof, including the regular monitoring rating and the irregular monitoring rating.

Genius AFC shall provide relevant information in a timely manner in accordance with the documents list of Lianhe Credit for the purpose of its monitoring rating. Lianhe Credit will complete monitoring rating within validity period of the credit rating of the Bonds in accordance with relevant regulations and the rating contract.

Upon the occurrence of any material change to Genius AFC or the Bonds, or any material events which may materially affect Genius AFC or the Bonds, Genius AFC shall timely notify Lianhe Credit and provide relevant information.

Lianhe Credit will keep monitoring the operation and management status, external business environment of Genius AFC, and information related to the Bonds. Upon the occurrence of any material change or any material events which may materially affect Genius AFC or the credit rating of the Bonds, Lianhe Credit will conduct necessary investigation, promptly analyze, confirm or adjust the credit rating results based on facts, issue monitoring rating reports, and submit and disclose the monitoring rating reports and results in accordance with relevant regulations and the rating contract.

If Genius AFC fails to provide information for the monitoring rating in a timely manner, or there are other situations stipulated in regulatory regulations and the rating contract, Lianhe Credit may terminate or withdraw the credit rating.

## **SECTION 12 GUARANTEE OF THE BONDS**

The Bonds have no guarantee.

## SECTION 13 LEGAL OPINIONS

Beijing Zhong Lun Law Firm (hereinafter referred to as "Zhong Lun Law Firm") was engaged by the Issuer to issue a legal opinion on the Issuer's application for the issuance of the Bonds. Zhong Lun Law Firm is of the opinion that: the Issuer is a non-bank financial institution established in accordance with the law and in effective existence, and possesses the issuer qualification and legal conditions for the issuance of the Bonds; the issuance of the Bonds has obtained the approval and authorization of the Issuer's internal authorities, and has obtained the approval from the People's Bank of China; and the procedures for the issuance and the compilation of the Offering Circular and the Issuing Announcement are in compliance with the provisions of the laws and regulations. The issuance of the Bonds by the Issuer in the China Interbank Bond Market is in compliance with the Administrative Measures, the Announcement and other relevant laws and regulations.

## SECTION 14 INSTITUTIONS INVOLVED IN THE ISSUANCE

### I. Institutions Involved in the Issuance

<b>Issuer</b>	<b>Genius Auto Finance Co., Ltd.</b> Registered Office: 6/8F, Building 2, No.428 South Yanggao Road, Pilot Free Trade Zone, Shanghai, China Postal Code: 200127 Legal Representative: Xu HAN Contact Person: Ye LU, Yang LU, Li DAI, Min Sun Tel: 021-20535945、021-20538028、021-20535942、021-20538192 Fax: 021-20535886
<b>Lead Underwriter</b>	<b>CITIC Securities Co., Ltd.</b> Registered Office: North Building, Phase II Zhuo Yue Shi Dai Square, No.8 Zhong Xin San Road, Futian District, Shenzhen, Guangdong, China Postal Code: 518048 Legal Representative: Youjun ZHANG Contact Person: Chenyuan HUANG, Gen Li, Lihang Cui Tel: 021-20332804 Fax: 010-57601990
<b>Joint Lead Underwriter</b>	<b>Industrial Bank Co., Ltd.</b> Registered Office: Industrial Bank Tower, No.398 Middle Jiangbin Blvd., Taijiang District, Fuzhou, Fujian, China Postal Code: 350014 Legal Representative: Jiajin LV Contact Person: Chaowei CHEN, Zhiwei ZHANG Tel: 021-69530033、021-62677777-212112 Fax: /
	<b>Shanghai Pudong Development Bank Co., Ltd.</b> Registered Office: 12 Zhongshan East First Road, Shanghai Postal Code: 200002

Legal Representative: Weizhong ZHANG

Contact Person: Xinyi WU

Tel: 021-31882007

Fax: 021-63604215

**China CITIC Bank Corporation Limited**

Registered Office: 6-30/F and 32-42/F, Building 1, No.10  
Guanghua Road, Chaoyang District, Beijing, China

Postal Code: 100020

Legal Representative: Heying FANG

Contact Person: Zeyi MI

Tel: 010-66635940

Fax: 010-65559220

**Bank of China Limited**

Registered Office: No.1 Fuxingmen Nei Dajie, Xicheng District,  
Beijing, China

Postal Code: 100818

Legal Representative: Haijiao GE

Contact Person: Chong WANG

Tel: 010-66592195

Fax: 010-66591706

**China Bohai Bank Co., Ltd.**

Registered Office: No.218 Haihe East Road, Hedong District,  
Tianjin, China

Postal Code: 300012

Legal Representative: Jinhong WANG

Contact Person: Guoqing Zhang、Yifan CHEN

Tel: 022-58563819、021-50106378

Fax: /

**Fubon Bank (China) Co., Ltd**

Registered Office: Room 101, 18/19/20F, Building A, No. 1168 Century Avenue, Pilot Free Trade Zone, Shanghai, China

Postal Code: 200122

Legal Representative: Lixin MA

Contact Person: Shiyu LIU

Tel: 021-20619259

Fax: 021-68865922

**BNP Paribas (China) Limited**

Registered Office: Room 1701-1708, 17F, 479 Lujiazui Ring Road, Pilot Free Trade Zone, Shanghai, China

Postal Code: 200120

Legal Representative: PAUL YANG (Bohao YANG)

Contact Person: Sanyong BAO, Weihao Ling

Tel: 021-28962872、021-28962574

Fax: 021-28962850

**Guotai Haitong Securities Co., Ltd.**

Registered Office: No.618 Shangcheng Road, Pilot Free Trade Zone, Shanghai, China

Postal Code: 200000

Legal Representative: Jian ZHU

Contact Person:Jing LUO, Zhuonan JIANG, Jiawei CUI, Jiamin LIU

Tel: 021-38032263

Fax: 021-38032263

**China International Capital Corporation Limited**

Registered Office: 27/28F, China World Office 2, No. 1 Jianguomenwai Avenue, Chaoyang District, Beijing, China

Postal Code: 100004

Legal Representative: Liang CHEN

Contact Person: Jie MEI, Yongsheng KAN, Wenfang CHEN, Zhiwei Zhang, Yin ZHU

Tel: 010-65051166

Fax: 010-65051156

**China Securities Co.,Ltd.**

Registered Office: Building 4, No. 66 Anli Road, Chaoyang District, Beijing

Postal Code: 100000

Legal Representative: Cheng LIU

Contact Person: Ding SIMA, Kai LI

Tel: 010-56051909、010-56051897

Fax: 010-56160130

**China Merchants Securities Co., Ltd.**

Registered Office: No. 111, Fuhua First Road, Futian Street, Futian District, Shenzhen

Postal Code: 518046

Legal Representative: JiangTao ZHU

Contact Person: Menghui CAO, QiCheng Deng, LingYan ZHAO, Sun Yahui

Tel: 010-60840872

Fax: 010-57601990

**Mizuho Bank (China) Limited**

Registered Office: 21/F & 23/F, Shanghai World Financial Center, No. 100 Century Avenue, China (Shanghai) Pilot Free Trade Zone

Postal Code: 200120

Legal Representative: Kiskeya Yoshiura

Contact Person: Zhou Han, Wang Jing, Zhang Ziting, Ma Yuqing, Quan Jingyi and Zhang Hanlu

Tel: 021-38558335, 010-65251888-3302, 021-38558392, 021-38558355, 010-65251888-3301, 021-38558349

Fax: 021-68776001

**Accounting Firm**

**Grant Thornton Zhitong Certified Public Accountants LLP**

Registered Office: 5th Floor, Scitech Place, 22 Jianguomenwai Street, Chaoyang District, Beijing

Postal Code: 100004

Person in charge: Huiqi LI

Contact Person: Gen Hua GU, Bei Bei WANG

Tel: 010-85665588、021-23220200

Fax: 021-63403644

**Legal Counsel:**

**Beijing Zhong Lun Law Firm**

Registered Office: 22-31/F, South Tower of CP Center, No.20 Jin He East Avenue, Chaoyang District, Beijing, China

Postal Code: 100020

Person in charge: Xuebing ZHANG

Contact Person: Zhijie ZHANG, Ruikun CAO

Tel: 010-59572288

Fax: 010-65681022/1838

**Rating Agency**

**China Lianhe Credit Rating Co., Ltd.**

Registered Office: 17F, Building 2, No.2 Jianguomen Wai Street, Chaoyang District, Beijing, China

Postal Code: 100022

Legal Representative: Shaobo WANG

Contact Person: Mingjiao MA, Zhengrong WU

Tel: 010-85679696

Fax: 010-85679228

**Registration, Custody  
and Settlement  
Institution**

**China Central Depository & Clearing Co., Ltd.**

Registered Office: No.10 Financial Street, Xicheng District, Beijing

Postal Code: 100033

Legal Representative: Daqing WANG

Contact Person: Yuanzhe BI

Tel: 010-88170738

Fax: 010-66061875

**II. Members and Contacts of Underwriting Syndicate (in no particular order)**

No.	Role	Member	Contact	Tel	Fax
1	Lead Underwriter	CITIC Securities Co., Ltd.	Chenyuan HUANG, Gen Li, Lihang CUI	021-20332804	021-20262344
2	Joint Lead Underwriters	Industrial Bank Co., Ltd.	Chaowei CHEN, Zhiwei ZHANG	021-69530033、021-62677777-212112	/
3		Shanghai Pudong Development Bank Co., Ltd.	Xinyi WU	021-31882007	021-63604215
4		China CITIC Bank Corporation Limited	Zeyi MI	010-66635940	010-65559220
5		Bank of China Limited	Chong WANG	010-66592195	010-66591706
6		China Bohai Bank Co., Ltd.	Guoqing Zhang, Yifan CHEN	022-58563819、021-50106378	/
7		Fubon Bank (China) Co., Ltd	Shiyu LIU	021-20619259	021-68865922
8		BNP Paribas (China) Limited	Sanyong BAO, Weihao Ling	021-28962872、021-28962574	021-28962850
9		Guotai Haitong Securities Co., Ltd.	Jing LUO, Zhuonan JIANG, Jiawei CUI, Jiamin LIU	021-38032263	021-38032263
10		China International Capital Corporation Limited	Jie MEI, Yongsheng KAN, Wenfang CHEN, Zhiwei Zhang, Yin ZHU	010-65051166	010-65051156
11		China Securities Co., Ltd.	Ding SIMA, Kai LI	010-56051909、010-56051897	010-56160130
12		China Merchants Securities Co., Ltd.	Menghui CAO, QiCheng Deng, LingYan ZHAO, Sun Yahui	010-60840872	010-57601990
13		Mizuho Bank (China) Limited	Zhou Han, Wang Jing, Zhang Ziting, Ma Yuqing, Quan Jingyi and Zhang Hanlu	021-38558335、010-65251888-3302、021-38558392、021-38558355、010-65251888-3301、021-38558349	021-68776001
14		Other Members of the Underwriting Syndicate	Standard Chartered Bank (China) Limited	Lai Haili	+86 2138518896
15	Sumitomo Mitsui Banking Corporation (China) Limited		Wang Kailin	021-38609401	021-38609829
16	MUFG Bank (China) Limited		He Guanjie, Hu Liang	13817116545、13917277055	021-68881665
17	Beijing Rural Commercial Bank Co., Ltd.		Wu Xiaonan, Zhai Xuebing	010-89198202	021-38566922/23
18	Cr é dit Agricole CIB (China) Limited		Chen Sixuan, Wang Chengtang, Yao Luhan	021-22163639, +852 67952082, 021-22163626	021-38566922/23

No.	Role	Member	Contact	Tel	Fax
19		DBS Bank (China) Limited	Qu Yukui, Tang Haoyu, Lu Mengjiao, Zhu Jingyi	+86(021)20610784 / +86(021)38968690 / +86(021)20610784 / +86(021)20610945	+86(021)38968989

## SECTION 15 DOCUMENTS AVAILABLE FOR INSPECTION

### I. Documents for Disclosure

1. The audited annual financial statements and audit reports of Genius Auto Finance Co., Ltd. for the year of 2023, 2024 and 2025; unaudited financial statements of Genius Auto Finance Co., Ltd. from January to March 2026
2. Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) Offering Circular.
3. Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) Issuing Announcement.
4. The credit rating report and the monitoring credit rating arrangement issued of the Bonds.
5. Legal opinion of the Bonds.

### II. Address

Issuer: **Genius Auto Finance Co., Ltd.**  
Address: 6/8F, Building 2, No.428 South Yanggao Road, Pilot Free Trade Zone, Shanghai, China  
Postal Code: 200127  
Contact Person: Ye LU, Yang LU, Li DAI, Min SUN  
Tel: 021-20535945, 021-20538028, 021-20535942, 021-20538192  
Fax: 021-20535886

Investors may obtain full access to this Offering Circular and the above-mentioned documents available for inspection at the above address in the business hours of Business Days during the Offering Period of the Bonds.

Further, Investors may obtain full access to this Offering Circular and the above-mentioned documents available for inspection on the following website.

[www.chinabond.com.cn](http://www.chinabond.com.cn)

[www.chinamoney.com.cn](http://www.chinamoney.com.cn)

Investors shall consult their own securities brokers, lawyers, professional accountants, or other professional advisors if they have any doubts about the Offering Circular and aforesaid documents.

(This page has no main text, and is the signature page of the *Genius Auto Finance Co., Ltd. 2026 Financial Bonds (Series 1) (Bond Connect) Offering Circular*)

Genius Auto Finance Co., Ltd.  
Date July 1, 2026

A red circular stamp is positioned to the right of the text. The stamp contains the company name in English, "Genius Auto Finance Co., Ltd.", around the perimeter and in Chinese characters, "智致汽车金融有限公司", in the center.