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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 20-F**

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(Mark One)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

Commission file number: 001-41500

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**Intchains Group Limited**

(Exact Name of Registrant as Specified in Its Charter)

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Not applicable

(Translation of Registrant's Name Into English)

Cayman Islands

(Jurisdiction of Incorporation or Organization)

c/o Building 16, Lane 999,  
Xinyuan South Road, Lin-Gang Special Area,  
Pudong, Shanghai, 201306,  
the People's Republic of China  
(Address of Principal Executive Offices)

Chaowei Yan  
Chief Financial Officer  
Intchains Group Limited

c/o Building 16, Lane 999,  
Xinyuan South Road, Lin-Gang Special Area,  
Pudong, Shanghai, 201306,  
the People's Republic of China  
Telephone: +86 021 5896 1080

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing two Class A ordinary shares, par value \$0.000001 per share	ICG	The Nasdaq Stock Market LLC (The Nasdaq Capital Market)
Class A Ordinary Shares, par value US\$0.000001 per share*	N/A	The Nasdaq Stock Market LLC (The Nasdaq Capital Market)

\* Not for trading, but only in connection with the listing of the American depositary shares on The Nasdaq Stock Market LLC

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 120,020,962 ordinary shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ Yes ☒ No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ Yes ☒ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☐ Yes ☒ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

†The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant

included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒

International Financial Reporting Standards as issued  
by the International Accounting Standards Board ☐

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
☐ Yes ☒ No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. ☐ Yes ☐ No

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## INTRODUCTION

Except where the context otherwise requires and for purposes of this annual report only:

- unless otherwise noted, all references to years are to the calendar years from January 1 to December 31 and references to our fiscal year or years are to the fiscal year or years ended December 31.
- “ADRs” refers to the American depositary receipts, which, if issued, evidence our ADSs.
- “ADSs” refers to our American depositary shares, each of which represents two Class A ordinary shares.
- “ASICs” refers to application-specific ICs, meaning ICs designed for a specific application.
- “CAC” refers to the Cyberspace Administration of mainland China.
- “China” or the “PRC”, in each case, refers to the People’s Republic of China, including Hong Kong, Macau and Taiwan. The term “Chinese” has a correlative meaning for the purpose of this annual report. When used in the case of laws and regulations, of “China” or “the PRC”, it refers to only such laws and regulations of mainland China all references to “Renminbi” or “RMB” are to the legal currency of mainland China, and all references to “U.S. dollars,” “dollars,” “\$” or “US\$” are to the legal currency of the United States.
- “Class A ordinary shares” refers to our class A ordinary shares, par value US\$0.000001 per share.
- “Class B ordinary shares” refers to our class B ordinary shares, par value US\$0.000001 per share.
- “Company” refers to Intchains Group Limited, a Cayman Islands company and its subsidiaries.
- “CSRC” refers to the China Securities Regulatory Commission.
- “EIT” refers to enterprise income tax.
- “IC” or “chips” refers to integrated circuits.
- “iterate” or “iteration” refers to the act of repeating a process, either to generate an unbounded sequence of outcomes, or with the aim of approaching a desired goal, target or result.
- “mainland China” refers to the People’s Republic of China, excluding, solely for the purpose of this annual report, Hong Kong, Macau and Taiwan. The term “mainland Chinese” has a correlative meaning for the purpose of this report.
- “MIIT” refers to the Ministry of Industry and Information Technology of mainland China.
- “NDRC” refers to the National Development and Reform Commission of mainland China.
- “nm” refers to nanometer.
- “ordinary shares” or “shares” refer to our Class A ordinary shares and Class B ordinary shares.
- “RMB” and “Renminbi” refer to the legal currency of mainland China.
- “PoW” refers to proof-of-work.
- “PRC law(s) and regulation(s)” refers to the laws and regulations of mainland China.
- “tape-out” refers to the final result of the design process for ICs when the graphic for the photomask of the IC is sent to the fabrication facility, and a successful tape-out means all the stages in the design and verification process of ICs have been completed.
- “US\$” and “U.S. dollars” refer to the legal currency of the United States.
- “U.S.” and “United States” refer to the United States of America.
- “U.S. GAAP” refers to generally accepted accounting principles in the United States.
- “we,” “us,” “our company,” “the Group,” and “our” refer to the Company and its subsidiaries, as the context requires.

This annual report includes our audited consolidated financial statements for the years ended December 31, 2022, 2023 and 2024, and the related notes. Each ADS represents two class A ordinary shares. Our ADSs are listed on the Nasdaq Capital Market, or Nasdaq, under the symbol “ICG”.

We are headquartered in mainland China. Our revenue is primarily denominated in RMB and US\$, while our expenses are mainly denominated in RMB. The conversion of Renminbi into U.S. dollars in this annual report is based on the noon buying rate in the City of New York for cable transfers of Renminbi per U.S. dollars certified for customs purposes by the Federal Reserve Bank of New York, as set forth in the H.10 weekly statistical release of the Federal Reserve Board. Unless otherwise noted, all translations from Renminbi to U.S. dollars in this annual report are made at a rate of RMB7.2993 to US\$1.00, the noon buying rate in effect as of December 31, 2024. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, or at all.

## FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F contains forward-looking statements that are based on our current expectations, assumptions, estimates and projections about us and our industry. All statements other than statements of historical facts in this annual report are forward-looking statements. In some cases, these forward-looking statements can be identified by words and phrases such as “may,” “should,” “intend,” “predict,” “potential,” “continue,” “will,” “expect,” “anticipate,” “estimate,” “plan,” “believe,” “is /are likely to” or the negative form of these words and phrases or other comparable expressions. The forward-looking statements included in this annual report relate to, among others:

- our goals and strategies;
- our future prospects and market acceptance of our products and services;
- our future business development, financial condition and results of operations;
- expected changes in our revenue, costs or expenditures;
- anticipated cash needs and its needs for additional financing;
- growth of and competition trends in our industry;
- our ability to successfully integrate acquisitions;
- our expectations regarding demand for, and market acceptance of, our products;
- expectations with respect to the success of our research and development efforts;
- expectations regarding our growth rates, growth plans and strategies;
- general economic and business conditions in the markets in which we operate;
- relevant government policies and regulations relating to our business and industry;
- PRC laws, regulations and policies, including those applicable to the IC industry and foreign exchange;
- the impact of the geopolitical tensions between the United States and China or other countries, and the impact of actual or potential international military actions;
- the impact of pandemics or natural disasters;
- fluctuations in trading volume, price volatility, and evolving regulatory landscape across the cryptocurrency industry; and
- assumptions underlying or related to any of the foregoing.

These forward-looking statements involve various risks, assumptions and uncertainties. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may turn out to be incorrect. Our actual results could be materially different from our expectations. Important risks and factors that could cause our actual results to be materially different from our expectations are generally set forth in “Item 3. Key Information—D. Risk Factors” and elsewhere in this annual report.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. All forward-looking statements included herein attributable to us or other parties or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section and under the heading “Risk Factors” below. Except to the extent required by applicable laws and regulations, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statements are made or to reflect the occurrence of unanticipated events.

## **PART I.**

### **ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

### **ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

### **ITEM 3. KEY INFORMATION**

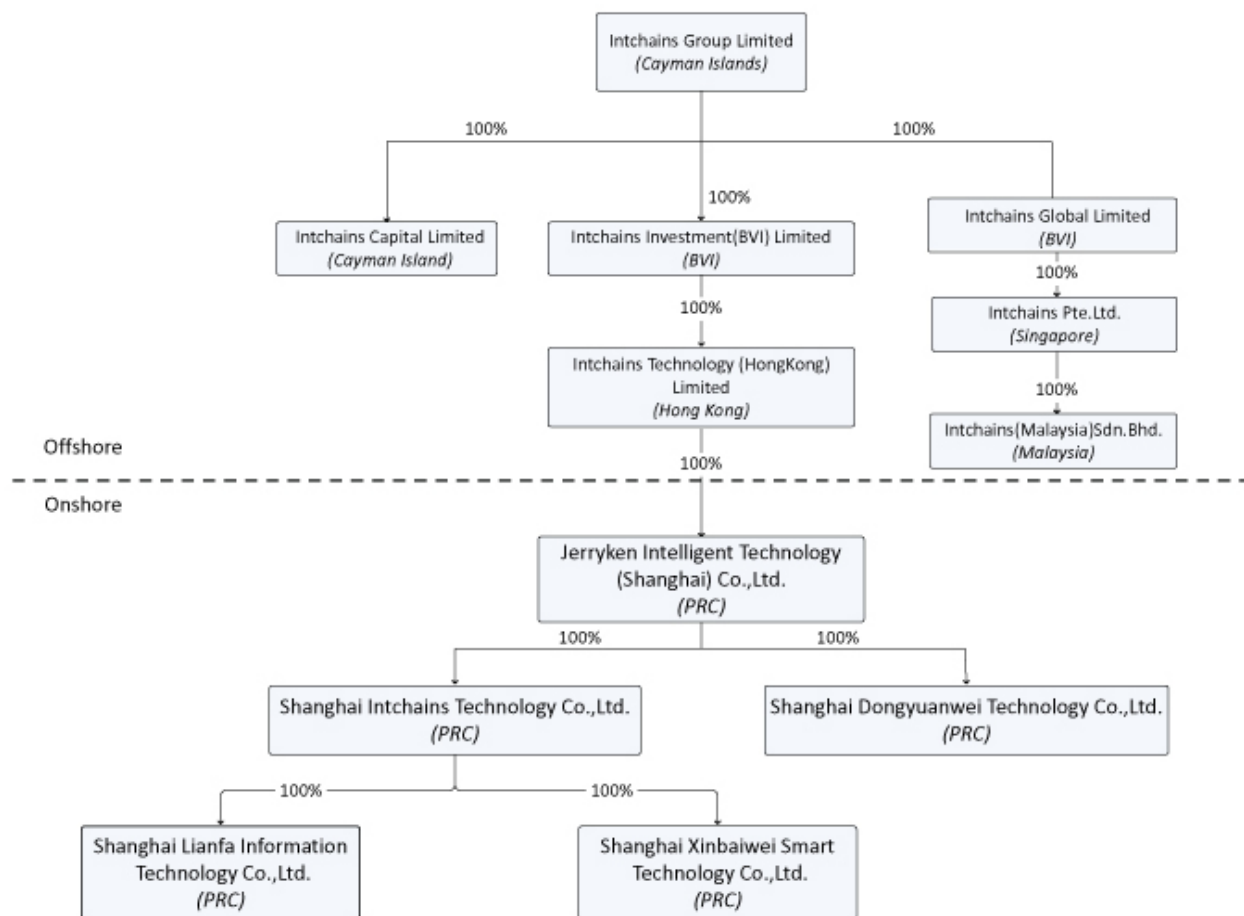
#### **Our Corporate Structure**

We are a Cayman Islands holding company with operations primarily conducted through our operating subsidiaries based in mainland China. The “Company” and “our Company” refer to Intchains Group Limited, a Cayman Islands company. “We,” “us,” and “our” refer to Intchains Group Limited and its subsidiaries. In mainland China, we conduct our business through Jerryken Intelligent Technology (Shanghai) Co., Ltd., or Jerryken Shanghai, Shanghai Intchains Technology Co., Ltd., or Shanghai Intchains, and Shanghai Dongyuanwei Information Technology Co., Ltd., each an indirect wholly owned subsidiary of the Company, and two operating subsidiaries wholly owned by Shanghai Intchains. In 2023, we initiated our business operations in Singapore through Intchains Pte. Ltd., which is an indirect wholly-owned subsidiary of the Company. In May 2023, Intchains Capital Limited was incorporated in the Cayman Islands as a wholly-owned subsidiary of Intchains Group Limited. In May 2024, Intchains (Malaysia) Sdn. Bhd. was incorporated in Malaysia as a wholly-owned subsidiary of Intchains Pte. Ltd.

Intchains Group Limited holds all of the equity interests in its PRC subsidiaries through subsidiaries incorporated in the British Virgin Islands, or BVI, and Hong Kong. As we have a direct equity ownership structure, we do not have any agreement or contract between our Company and any of its subsidiaries that are typically seen in a variable interest entity structure. Within our direct equity ownership structure, funds from foreign investors can be directly transferred to our PRC subsidiaries by way of capital injection or in the form of a shareholder loan from Intchains Group Limited. If the Company plans to distribute dividends to its shareholders, our PRC operating subsidiaries will transfer the funds to the Company through our subsidiaries incorporated in the BVI and Hong Kong, and the Company will then distribute dividends to all shareholders in proportion to the shares they hold, regardless of the citizenship or domicile of the shareholders.



The following diagram illustrates our simplified corporate structure as of the date of this annual report:



## Government Regulations and Permissions

We have been advised by Jingtian & Gongcheng, our PRC legal adviser, that, as of the date of this annual report, we have obtained all necessary permissions, approvals and authorizations in mainland China in all material aspects in relation to conducting our business operations in mainland China. Except for the business licenses issued by the local branch of the State Administration for Market Regulation, which our PRC subsidiaries have obtained and are in full force and effect as of the date of this annual report, Intchains Group Limited and our PRC subsidiaries are not required to obtain other licenses, approvals or permits to conduct our business operations in mainland China. However, as PRC laws and regulations with respect to certain licenses and permissions are unclear and are subject to interpretations and enforcement of local governmental authorities, we may inadvertently conclude that certain permissions and approvals are not required but the regulators do not take the same view as we do. Also, if applicable laws, regulations or interpretations change, we may be required to obtain additional licenses or approvals. Moreover, there may be new rules, regulations, government interpretations or government policies in China to govern the businesses we currently operate. Such new rules, regulations, government interpretations or government policies may subject our business operations to additional license or filing requirements.

## Cash Flow and Assets Transfer within Our Organization

Intchains Group Limited is a Cayman Islands holding company with no operations of its own. We conduct our operations primarily through our operating subsidiaries. As a result, although other means are available for us to obtain financing at the holding company level, the ability of Intchains Group Limited to pay dividends to the shareholders and to service any debt it may incur may depend upon dividends primarily paid by our PRC subsidiaries. If any of our operating subsidiaries incurs debt on its own behalf, the instruments governing such debt may restrict its ability to pay dividends to Intchains Group Limited. For more details, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Holding Company Structure.”

Under PRC laws and regulations, our PRC subsidiaries are subject to certain restrictions with respect to paying dividends or otherwise transferring any of their net assets to us. Remittance of dividends by a wholly foreign-owned enterprise out of China is also subject to examination by the banks designated by State Administration of Foreign Exchange, or SAFE. These restrictions are benchmarked against the paid-up capital and the statutory reserve funds of our PRC subsidiaries. For risks relating to the fund flows of our operations in China, see “—D. Risk Factors—Risks Relating to Doing Business in the PRC— Our corporate structure may restrict our ability to receive dividends from, and transfer funds to, our PRC operating subsidiaries, which could restrict our ability to act in response to changing market conditions in a timely manner.” Under PRC law, Intchains Group Limited may provide funding to our PRC subsidiaries only through capital contributions or loans, subject to satisfaction of applicable government registration and approval requirements. For the year ended December 31, 2024, except for inter-company transactions that occurred in the ordinary course of business, no cash or other asset transfers occurred among Intchains Group Limited and its subsidiaries, and no dividends or distributions from a subsidiary were made to Intchains Group Limited or other investors. As of date of this annual report, we had not faced difficulties or limitations on our ability to transfer cash between our subsidiaries.

#### **Dividends or Distributions Made to the U.S. Investors and Tax Consequences Thereof**

Intchains Group Limited has not declared or paid any dividends on our ordinary shares since our inception, nor has any present plan to pay any dividends on our ordinary shares or ADSs in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business. See “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividend Policy” For PRC and United States federal income tax considerations of an investment in our ADSs, see “Item 10. Additional Information—E. Taxation.” Under the current laws of the Cayman Islands, Intchains Group Limited is not subject to tax on income or capital gains. Upon payments of dividends to our shareholders, no Cayman Islands withholding tax will be imposed.

#### **Restrictions on Foreign Exchange and Our Ability to Transfer Cash between Entities, Across Borders, and to U.S. Investors, and Restrictions and Limitations on Our Ability to Distribute Earnings from Our Businesses**

We face various restrictions and limitations that impact our ability to transfer cash between our entities, across borders and to U.S. investors, and our ability to distribute earnings from our business, including our subsidiaries, to the Company and U.S. investors.

- We are not a Chinese operating company but a Cayman Islands holding company with operations conducted primarily through our PRC subsidiaries. As a result, although other means are available for us to obtain financing at the Company level, the Company’s ability to fund operations not conducted by our PRC subsidiaries, pay dividends to its shareholders, or service any debt it may incur may depend upon dividends paid by our PRC subsidiaries. If any of our PRC subsidiaries incurs debt on its own in the future, the instruments governing such debt may restrict its ability to pay dividends to the Company. If any of our PRC subsidiaries is unable to receive all or the majority of the revenues from their operations, we may be unable to pay dividends on our ADSs or ordinary shares.
- Due to restrictions on foreign exchange placed on our PRC subsidiaries by the PRC government under PRC laws and regulations, to the extent cash is located in mainland China or within an entity domiciled in mainland China and may need to be used to fund our operations outside of mainland China, the funds may not be available due to such limitations unless and until related approvals and registrations are obtained. The PRC government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency out of mainland China. A material portion of our revenue is or will be received in Renminbi and shortages in foreign currencies may restrict our ability to pay dividends or other payments. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade-related transactions, can be made in foreign currencies without prior approval from SAFE, as long as certain procedural requirements are met. Approval from or filing with appropriate government authorities is required if Renminbi is converted into foreign currency and remitted out of mainland China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may, at its discretion, impose restrictions on access to foreign currencies for current account transactions and if this occurs in the future, we may not be able to pay dividends in foreign currencies to our shareholders or repay our loans. See “Item 3. Key Information—D. Risk Factors—Government control of foreign currency conversion may affect the value of your investment.”
- Under PRC laws and regulations, each of our PRC operating subsidiaries may only pay dividends after 10% of its net profit has been set aside as reserve funds, unless such reserves have reached at least 50% of its registered capital. In addition, the profit available for distribution from our PRC operating subsidiaries is determined in accordance with generally accepted accounting principles in the PRC. This calculation may differ if it were performed in accordance with U.S. GAAP. See “Item 3. Key Information—D. Risk Factors—Our corporate structure may restrict our ability to receive dividends from, and transfer funds to, our PRC operating subsidiaries, which could restrict our ability to act in response to changing market conditions in a timely manner.”

- Due to various requirements imposed by PRC laws and regulations on loans to and direct investment in PRC entities by offshore holding companies, any loans to our PRC subsidiaries, which are foreign-invested enterprises, cannot exceed a statutory limit, and shall be filed with SAFE or its local counterparts. Furthermore, any capital contributions we make to our PRC subsidiaries shall be registered with the PRC State Administration for Market Regulation or its local counterparts, and reported to with the Ministry of Commerce or its local counterparts. This may delay or prevent us from using our offshore funds to make loans or capital contribution to our PRC subsidiaries and thus may restrict our ability to execute our business strategy, and materially and adversely affect our liquidity and our ability to fund and expand our business. See “Item 3. Key Information—D. Risk Factors—PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the proceeds of our initial public offering to make loans or additional capital contributions to our PRC subsidiaries, which could materially and adversely affect our liquidity and our ability to fund and expand our business operations.”
- If the Company is considered a PRC tax resident enterprise for tax purposes (we do not currently consider the Company to be a PRC resident enterprise), any dividends that the Company pays to its overseas shareholders may be regarded as China-sourced income and as a result may be subject to PRC withholding tax. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Regulations of Our Business—Dividends payable by us to our foreign investors and gains on the sale of the ADSs may become subject to withholding taxes under the PRC tax laws.”

### **Effect of Holding Foreign Companies Accountable Act and Related SEC Rules**

On December 15, 2022, the Public Company Accounting Oversight Board, or PCAOB, announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in mainland China and Hong Kong completely in 2022. The PCAOB Board vacated its previous 2021 determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in mainland China and Hong Kong. The PCAOB inspections team has also completed fieldwork for 2023, with the complete access required under the Holding Foreign Companies Accountable Act, or the HFCAA. However, whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in mainland China and Hong Kong is subject to uncertainties and depends on a number of factors out of our and our auditor’s control. The PCAOB continues to demand complete access in mainland China and Hong Kong moving forward, as well as to continue pursuing ongoing investigations and initiate new investigations as needed. The PCAOB has also indicated that it will act immediately to consider the need to issue new determinations with the HFCAA if needed. Our financial statements contained in this annual report of Form 20-F have been audited by MaloneBailey, LLP, an independent registered public accounting firm that is headquartered in the United States with offices in Beijing and Shenzhen, China. MaloneBailey, LLP is a firm registered with the PCAOB, and is required by the United States laws to undergo regular inspections by the PCAOB to assess its compliance with the laws of the U.S. and professional standards. As of the date of this annual report, we have not been and do not expect to be identified by the SEC under the HFCAA. However, if our auditor cannot be inspected by the PCAOB in the future, or if we otherwise fail to meet the PCAOB’s requirements, our ADSs will be delisted from the Nasdaq Stock Market, and our ADSs will not be permitted for trading over the counter in the United States under the HFCAA and related regulations. If our ADSs are prohibited from trading in the United States, we cannot assure you that we will be able to list on a non-U.S. exchange or that a market for our securities will develop outside of the United States. Such a prohibition would substantially impair your ability to sell or purchase our ADSs when you wish to do so, and the risk and uncertainty associated with delisting would have a negative impact on the price of our ADSs. Moreover, the HFCAA or other efforts to increase U.S. regulatory access to audit information could cause investor uncertainty for affected issuers, including us, and the market price of our ADSs could be adversely affected. Furthermore, such a prohibition would significantly affect our ability to raise capital on terms acceptable to us, or at all, which would have a material adverse impact on our business, results of operations and financial condition.

**A. [Reserved]**

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**D. Risk Factors**

**Summary of Risk Factors**

Investing in our ADSs may expose you to a number of risks, including risks relating to our business and industry, risks relating to regulations of our business, risks relating to doing business in the PRC, risks relating to our corporate structure and risks relating to our ADSs. The following summarizes part, but not all, of these risks. Please carefully consider all of the information discussed in “Item 3. Key Information—D. Risk Factors” and elsewhere in this annual report which contains a more thorough description of risks relating to investing in us.

***Risks Relating to Our Business and Industry***

- We have incurred net losses and negative cash flows from operating activities in the past, and we may not achieve or sustain profitability.
- There is no assurance that a cryptocurrency will maintain its long-term value, and volatility in the market prices of cryptocurrencies may adversely affect our business and results of operations.
- The industry in which we operate is characterized by constant changes. If we fail to innovate or to provide products that meet the expectations of our customers, we may be unable to attract new customers or retain existing customers, and as a result our business and results of operations may be adversely affected.
- We are subject to risks associated with legal, political or other conditions or developments regarding holding, using or mining of cryptocurrencies and related products and services, which could negatively affect our business, financial condition, and results of operations.
- Our altcoin mining products depends on supplies from limited numbers of third-party foundry partners, and any failure to obtain sufficient foundry capacity from this foundry would significantly delay the shipment of our products.
- Failure at tape-out or failure to achieve the expected final test yields for our ASIC chips could negatively impact our operating results.
- Our research and development activities may not result in the successful development of new products.
- Any failure of our products to meet the necessary quality standards could adversely affect our reputation, business and results of operation.
- We may be unable to make the substantial investments in research and development that are required to remain competitive in our business.
- Failure to maintain inventory levels in line with the approximate level of demand for our products could cause us to lose sales, expose us to increased inventory risks and subject us to increases in holding costs, risk of inventory obsolescence, increases in markdown allowances and write-offs, any of which could have a material adverse effect on our business, financial condition and results of operations.
- The average selling prices of our products may decrease from time to time due to technological advancement and we may not be able to pass such decreases onto our suppliers, which may in turn adversely affect our profitability.
- If we are unable to effectively execute our growth strategies, maintain our rapid growth trends and manage risks associated with expanding the scale of our operations, our ability to grow our business and establish our overseas market may be negatively affected.
- Our limited operating history and rapid revenue growth may make it difficult for us to forecast our customer demand and our business development, or to assess the seasonality and volatility in our business.
- We rely on a limited number of third parties to package and test our products.

- Our prepayments and purchase commitments to suppliers may subject us to counterparty risk associated with such suppliers and negatively affect our liquidity and cash position.

### **Risks Related to Our ETH Accumulation Strategy**

- Our ETH accumulation strategy exposes us to various risks.
- ETH is a highly volatile asset, and fluctuations in the price of ETH have in the past influenced and are likely to continue to influence our financial results and the market price of our ADSs.
- ETH and other digital assets are novel assets, and are subject to significant legal, commercial, regulatory and technical uncertainty.
- Our ETH accumulation strategy subjects us to enhanced regulatory oversight.
- Due to the unregulated nature and lack of transparency surrounding the operations of many ETH trading venues, ETH trading venues may experience greater fraud, security failures or regulatory or operational problems than trading venues for more established asset classes, which may result in a loss of confidence in ETH trading venues and adversely affect the value of our ETH.
- The concentration of our ETH holdings enhances the risks inherent in our ETH accumulation strategy.
- The emergence or growth of other digital assets, including those with significant private or public sector backing, could have a negative impact on the price of ETH and adversely affect our business.
- Our ETH holdings are less liquid than our existing cash and cash equivalents and may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents.
- If we or our third-party service providers experience a security breach or cyberattack and unauthorized parties obtain access to our ETH, or if our private keys are lost or destroyed, or other similar circumstances or events occur, we may lose some or all of our ETH and our financial condition and results of operations could be materially adversely affected.
- We face risks relating to the loss or destruction of private keys required to access our ETH and cyberattacks or other data loss relating to our ETH.
- Regulatory changes reclassifying ETH as a security could lead to our classification as an “investment company” under the Investment Company Act of 1940 and could adversely affect the market price of ETH and the market price of our ADSs.
- We face risks relating to the loss or destruction of private keys required to access our ETH and cyberattacks or other data loss relating to our ETH.

### **Risks Relating to Doing Business in the PRC**

- Changes in the political and economic policies of the Chinese government or in relations between China and the United States may materially and adversely affect our business, financial condition, results of operations and the market price of our ADSs.
- Escalating international trade tensions, particularly between the U.S. and China, may significantly impact our manufacturing operations, supply chain, and financial performance
- The Chinese government may intervene in or influence our operations at any time, which could result in a material change in our operations and significantly and adversely impact the value of our ADSs.
- Changes in U.S. and Chinese regulations may adversely impact our business, our operating results, our ability to raise capital and the market price of our ADSs.
- Changes in international trade policies and international barriers to trade may have an adverse effect on our business and expansion plans.
- There remain uncertainties regarding interpretation and implementation of Overseas Listing Trial Measures.
- There remain uncertainties regarding interpretation and implementation of Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Issuance and Listing of Securities by Domestic Enterprises.
- Recent negative publicity surrounding China-based companies listed in the United States may negatively impact the trading price of our ADSs.

- Changes to and uncertainties in the legal system of the PRC may have a material adverse impact on our business, financial condition and results of operations. Legal protections available to you under the legal system of the PRC may be limited.
- PRC regulations relating to the establishment of offshore special purpose vehicles by PRC residents may subject our PRC-resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to make capital contributions into our PRC subsidiaries, limit our PRC subsidiaries' ability to distribute profits to us, or otherwise adversely affect our financial position.
- Our corporate structure may restrict our ability to receive dividends from, and transfer funds to, our PRC operating subsidiaries, which could restrict our ability to act in response to changing market conditions in a timely manner.
- Dividends payable by us to our foreign investors and gains on the sale of the ADSs may become subject to withholding taxes under the PRC tax laws.
- PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the proceeds of our initial public offering to make loans or additional capital contributions to our PRC subsidiaries, which could materially and adversely affect our liquidity and our ability to fund and expand our business operations.
- We may be classified as a "resident enterprise" for PRC enterprise income tax purposes, which could result in unfavorable tax consequences to us and our non-PRC shareholders.
- Government control of foreign currency conversion may affect the value of your investment.

#### ***Risks Relating to the ADSs***

- The trading price of the ADSs is likely to be volatile, which could result in substantial losses to investors.
- If securities or industry analysts do not publish research or reports about our business, or if they adversely change their recommendations regarding the ADSs, the market price for the ADSs and trading volume could decline.
- Because we do not expect to pay dividends in the foreseeable future, you must rely on price appreciation of the ADSs for a return on your investment.
- Our dual-class voting structure will limit your ability to influence corporate matters and could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial
- The dual-class structure of our ordinary shares may adversely affect the trading market for our ADSs.
- Our amended and restated memorandum and articles of association contain anti-takeover provisions that could have a material adverse effect on the rights of holders of our Class A ordinary shares and ADSs.

#### **Risks Relating to Our Business and Industry**

***We have incurred net losses and negative cash flows from operating activities in the past, and we may not achieve or sustain profitability.***

We have incurred net losses and negative cash flows from operating activities in prior periods, and there is no assurance that we will achieve or maintain profitability. We recorded a net loss of RMB26.8 million for the year ended December 31, 2023, and had net cash outflows from operating activities of RMB4.7 million and RMB138.3 million (US\$18.9 million) for the years ended December 31, 2023 and 2024, respectively. We cannot assure you that we will generate net income from operating activities in future periods. Our ability to achieve profitability depends on multiple factors, including our ability to manage expenses, effectively scale our operations, navigate the volatility inherent in cryptocurrency and blockchain mining markets, and sustain our competitive position.

We expect to continue making significant investments in the development and expansion of our business, which will place substantial demands on our management, operational infrastructure, and financial resources. As our business grows, it may become increasingly complex, and we may encounter operational challenges. We may not be successful in enhancing our financial and management controls, improving our financial reporting systems and procedures, attracting and retaining qualified personnel, or maintaining customer satisfaction. If we are unable to effectively manage our growth and capitalize on market opportunities, we may be unable to achieve profitability, which could materially and adversely affect our business, financial condition, and results of operations.



There is no assurance that we will generate positive cash flows from operating activities in the future. If we continue to experience net operating cash outflows, our working capital may become constrained, which could adversely affect our liquidity and financial position. If we are unable to generate sufficient revenue or secure additional financing, we may be required to delay, scale down, or significantly curtail our business operations, any of which could materially and adversely impact our financial condition and results of operations.

If our cash requirements exceed our available liquidity, we may seek to raise additional capital through debt or equity financing or obtain a credit facility. However, we cannot assure you that we will be able to secure such financing on commercially reasonable terms, or at all, particularly given prevailing economic conditions. Any issuance of equity or equity-linked securities could result in dilution to existing shareholders, while incurring additional debt could increase our financial obligations and subject us to restrictive covenants. If we are unable to obtain sufficient financing, we may experience liquidity constraints, which could materially and adversely affect our business, financial condition, and results of operations.

***There is no assurance that a cryptocurrency will maintain its long-term value, and volatility in the market prices of cryptocurrencies may adversely affect our business and results of operations.***

Cryptocurrencies are a relatively new asset class, with their adoption as a means of payment for goods and services remaining limited to certain industries and markets. Additionally, as most cryptocurrencies are not backed by any government, reserve currency, or precious metal, their long-term value remains uncertain. Banks and other financial institutions may refuse to process cryptocurrency transactions, facilitate wire transfers to or from cryptocurrency exchanges, or maintain accounts for individuals or entities engaged in cryptocurrency-related activities.

A significant portion of cryptocurrency demand is driven by speculators and investors seeking to profit from price fluctuations, which contributes to volatility. Additionally, cryptocurrency prices are influenced by the evolving regulatory landscape and ongoing developments in blockchain technology. Given the relatively short history of cryptocurrencies, their prices have shown extreme fluctuations, which directly impact our business and financial condition.

We derive substantially all of our revenue from the sales of mining products. We price our products with reference to the market price of cryptocurrencies and the expected economic return of cryptocurrency mining. If cryptocurrency prices decline significantly, the economic returns of mining activities and the demand for our mining products may drop, exposing us to risks such as excess inventory, inventory markdowns, and margin compression. If the market for our mining products contracts significantly or ceases to exist, our business and results of operations would be materially harmed.

Conversely, if cryptocurrency prices experience a sharp increase, demand for our mining products may surge. If our production and service capabilities cannot scale quickly enough to meet this demand, we may lose customers and market share. Additionally, if demand exceeds our expectations, we may be unable to maintain adequate inventory levels, resulting in lost sales and competitive disadvantages.

Our reliance on the cryptocurrency market makes us particularly vulnerable to its fluctuations. If we are unable to adapt to market volatility and sustain the scale and profitability of our mining products, our business, financial condition, and results of operations may be materially and adversely affected.

**The industry in which we operate is characterized by constant changes. If we fail to innovate or to provide products that meet the expectations of our customers, we may be unable to attract new customers or retain existing customers, and as a result our business and results of operations may be adversely affected.**

The industry in which we operate is characterized by constant changes, including rapid technological evolution, continual shifts in customer demand, frequent introductions of new products and solutions and constant emergence of new industry standards and practices. For example, algorithms used for mining a certain cryptocurrency may change from time to time, and our customers may demand mining products with the latest algorithms that meet their requirements. Thus, our success will depend, in part, on our ability to respond to these changes in a cost-effective and timely manner. We need to anticipate the emergence of new technologies and assess their market acceptance. We also need to invest significant resources in research and development in order to keep our products competitive in the market.

However, research and development activities are inherently uncertain, and we might encounter practical difficulties in commercializing our research and development results, which could result in excessive research and development expenses or delays. Given the fast pace with which blockchain technologies have been and will continue to be developed, we may not be able to timely upgrade our technologies in an efficient and cost-effective manner, or at all. In addition, new developments in deep learning, computer vision, blockchain and cryptocurrency could render our products obsolete or unattractive. If we are unable to keep up with the technological developments and anticipate market trends, or if new technologies render our technologies or solutions obsolete, customers may no longer be attracted to our products. As a result, our business, results of operations and financial condition would be materially and adversely affected.

As our current products designed for cryptocurrency mining, any limitation on the usage and adaptation of cryptocurrency and any actual or perceived adverse development in the cryptocurrency market, which is rapidly and continuously evolving, can adversely affect our results of operations. As there is no wide consensus with respect to the value and application of cryptocurrency, any future development may continue to affect the price of cryptocurrency and as a result affect the demand for our products. In addition, any event or rumor that generates negative publicity for the cryptocurrency industry and market, such as allegations that cryptocurrency is used for money laundering or other illicit activities, could result in harm to our reputation, which in turn may negatively affect our results of operations.

Decentralization, or the lack of control by a central authority, is a key reason that cryptocurrencies have attracted many committed users. However, the decentralized nature of cryptocurrency is subject to growing discussion and suspicion. Individuals, companies or groups, as well as cryptocurrency exchanges that own vast amounts of cryptocurrencies, can affect the market price of cryptocurrency. Furthermore, the production of computing equipment for blockchain applications and mining pool locations are becoming centralized. The suspicion about the decentralized nature of cryptocurrency may cause our customers to lose confidence in the prospects of the cryptocurrency industry. This in turn could adversely affect the market demand for our mining products and our business.

**We are subject to risks associated with legal, political or other conditions or developments regarding holding, using or mining of cryptocurrencies and related products and services, which could negatively affect our business, financial condition, and results of operations.**

End users of our products are based across the world. As such, changes in government policies, taxes, general economic and fiscal conditions, as well as political, diplomatic or social events, expose us to financial and business risks. In particular, changes in domestic or overseas policies and laws regarding holding, using and/or mining of cryptocurrencies and related products and services could result in an adverse effect on our business operations and results of operations. Moreover, if any domestic or international jurisdiction where we operate or sell our mining products prohibit or restricts cryptocurrency mining activities, we may face legal and other liabilities and may experience a material loss of revenue.

There are significant uncertainties regarding future regulations pertaining to the holding, using or mining of cryptocurrencies and related products and services, which may adversely affect our results of operations. While cryptocurrency has gradually gained more market acceptance and attention, it is anonymous and may be used for black market transactions, money laundering, tax evasion, terrorism or other illegal activities. As a result, governments may seek to regulate, restrict, control or ban the mining, use and holding of cryptocurrencies and related products and services. Our existing policies and procedures for the detection and prevention of money laundering and terrorism-funding activities through our business activities have only been adopted in recent years and may not completely eliminate instances in which we or our products may be used by other parties to engage in money laundering and other illegal or improper activities. We cannot assure you that there will not be a failure in detecting money laundering or other illegal or improper activities which may adversely affect our reputation, business, financial condition and results of operations.

With advances in technology, cryptocurrencies are likely to undergo significant changes in the future. It remains uncertain whether cryptocurrency will be able to cope with, or benefit from, those changes. In addition, as cryptocurrency mining employs sophisticated and high computing power devices that need to consume a lot of electricity to operate, future developments in the regulation of energy consumption, including possible restrictions on energy usage in the jurisdictions where we sell our products, may also affect our business operations and the demand for our current mining products. There has been public backlash surrounding the environmental impact of cryptocurrency mining, particularly the large consumption of electricity, and governments of various jurisdictions have responded.



For example, in the United States, the federal government and certain local governments, including the states of Washington and New York, have proposed and/or implemented measures to address the environmental impact of cryptocurrency-related operations, particularly the high electricity consumption of cryptocurrency mining activities, such as the two-year moratorium on new fossil fuel-powered cryptocurrency mining operations enacted by the state of New York in 2022. In China, the People's Bank of China, or the PBOC, the Cyberspace Administration of China, or the CAC, Ministry of Industry and Information Technology, State Administration for Industry and Commerce, China Banking Regulatory Commission, China Securities Regulatory Commission and China Insurance Regulatory Commission issued "Announcement on Preventing Token Fundraising Risks" on September 4, 2017, prohibiting all organizations and individuals from engaging in initial coin offering transactions and token trading platforms from providing pricing, information agency or other services for tokens or virtual currencies. On May 21, 2021, the Financial Stability and Development Committee of the PRC State Council mentioned the need to resolutely crack down on bitcoin mining and trading activities. On June 18, 2021, the "Notice of the Sichuan Provincial Development and Reform Commission and the Sichuan Provincial Energy Administration on the Cleanup and Shutdown of Virtual Currency Mining Projects" required electricity companies within Sichuan Province in China to close down power supply to businesses involved in cryptocurrency mining. On June 21, 2021, the PBOC was reported to have held interviews with certain financial institutions in China, and stressed that banks and other financial institutions in China shall strictly implement the "Guarding Against Bitcoin Risks" and the "Announcement on Preventing Token Fundraising Risks" and other regulatory requirements, diligently fulfill their customer identification obligations, and shall not provide account opening, registration, trading, clearing, settlement and other services related to blockchain and cryptocurrency business. On September 15, 2021, ten ministries and commissions, including PBOC, CAC and the Supreme People's Court of PRC, published the Notice on Further Prevention and Disposal of the Risk of Speculation in Cryptocurrency Trading, which clarifies that certain cryptocurrency-related businesses are illegal financial activities and emphasizes the establishment of a mechanism to deal with risks related to cryptocurrency trading and speculation, strengthening the monitoring and warning of cryptocurrency trading and speculation risk, and the establishment of a multi-dimensional and multi-level risk prevention and disposal system. Furthermore, according to the Industrial Structure Adjustment Guidance Catalogue (2024 Edition) published by the National Development and Reform Commission on December 27, 2023, cryptocurrency mining activities are listed as the backward production processes and equipment under the eliminated category, and as such, investments in activities in the elimination category, including cryptocurrency mining activities, are prohibited in China. The above regulations and policies, any future similar regulation and policies may result in decreased demand for our mining products in our main markets.

***Our altcoin mining products depends mainly on supplies from a third-party foundry partner, and any failure to obtain sufficient foundry capacity from this foundry partner would significantly delay the shipment of our products.***

We do not own any IC fabrication facilities. A leading semiconductor foundry, or the Foundry Partner, has been our major third-party foundry partner for our ASIC chips. We sold our ASIC chips either directly to our customers or through the altcoin mining machines incorporating our ASIC chips until the end of May 2024, after which we ceased selling chips as a standalone product while continuing to sell altcoin mining machines incorporating our ASIC chips. In 2022, 2023 and 2024, the value of the wafers we purchased from the Foundry Partner accounted for 49.6%, 66.0% and 68.4%, respectively, of our total procurement for the respective years. It is important for us to have a reliable relationship with the Foundry Partner and other future foundry service providers to ensure adequate product supply to respond to customer demand.

We cannot guarantee that the Foundry Partner will be able to meet our manufacturing requirements. The ability of the Foundry Partner to provide us with foundry services is limited by its technology migration, available capacity and existing obligations. If the Foundry Partner fails to succeed in its technology migration, it will not be able to deliver to us qualified ICs, which will significantly affect our technological advancement and shipment of ASIC chips. This could in turn result in lost sales and have a material adverse effect on our relationships with our customers and on our business and financial condition. In addition, we do not have a guaranteed level of production capacity from the Foundry Partner. We do not have long-term contracts with the Foundry Partner, and we source our supplies on a purchase order basis and prepay the purchase amount. As a result, we depend on the Foundry Partner to allocate to us a portion of its manufacturing capacity sufficient to meet our needs, to produce products of acceptable quality and at acceptable final test yields and to deliver those products to us on a timely basis and at acceptable prices. If the Foundry Partner raises its prices or is unable or unwilling to meet our required capacity for any reason, such as shortages or delays in the shipment of semiconductor equipment or raw materials required to manufacture our ICs, or if our business relationships with the Foundry Partner deteriorate, we may not be able to obtain the required capacity and would have to seek alternative foundries, which may not be available on commercially reasonable terms, or at all. Moreover, it is possible that other customers of the Foundry Partner that are larger and/or better financed than we are, or that have long-term contracts with it, may receive preferential treatment in terms of capacity allocation or pricing. In addition, if we do not accurately forecast our capacity needs, the Foundry Partner may not have available capacity to meet our immediate needs or we may be required to pay higher costs to fulfill those needs, either of which could materially and adversely affect our business, operating results or financial condition.

In particular, the production of our ASIC chips may require advanced IC fabrication technologies, and foundries other than the Foundry Partner might not have sufficient production capacity for such technologies, if at all, to meet our requirements. This may expose us to risks associated with engaging new foundries. For example, using foundries with which we have not established relationships could expose us to potentially unfavorable pricing, unsatisfactory quality or insufficient capacity allocation.

Other risks associated with our reliance on a limited number of third party foundries, in particular, the Foundry Partner, include limited control over delivery schedules and quality assurance, lack of capacity in periods of excess demand, unauthorized use of our intellectual property and limited ability to manage inventory and parts. In particular, although we have entered into confidentiality agreements with our Foundry Partner for the protection of our intellectual property, it may not protect our intellectual property with the same degree of care as we use to protect our intellectual property. See "—If we fail to adequately protect our intellectual property rights, our ability to compete effectively or to defend ourselves from litigation could be impaired, which could reduce our total revenue and increase our costs." If we fail to properly manage any of these risks, our business and results of operations may be materially and adversely affected.

Moreover, if the Foundry Partner suffers any damage to its facilities, suspends manufacturing operations, loses benefits under material agreements, experiences power outages or computer virus attacks, lacks sufficient capacity to manufacture our products, encounters financial difficulties, is unable to secure necessary raw materials from its suppliers or suffers any other disruption or reduction in efficiency, we may encounter supply delays or disruptions.

***Failure at tape-out or failure to achieve the expected final test yields for our ASIC chips could negatively impact our operating results.***

The tape-out process is a critical milestone in the development of our ASIC chips and mining products in general. A successful tape-out means all the stages in the design and verification process of our ASIC chips have been completed, and the product is ready to be sent for manufacturing. A tape-out will be either a success or a failure, and in the latter case design modifications will be needed. The tape-out process is very costly, and repeated failures can significantly increase our costs, lengthen our product development period and delay our product launch. While we have consistently achieved successful initial tape-outs in the initial batch historically, we cannot assure you that we will be able to continue to have a high tape-out success rate in the future.

Once tape-out is successful, the ASIC design is sent for manufacturing, and the final test yield is a measurement of the production success rate. The final test yield is a function of both of product design, which is developed by us, and process technology, which typically belongs to the third-party foundries contracted to manufacture the chips. While we have historically achieved high final test yields, such as 100% between 2022 and 2024, we cannot assure you that we will be able to maintain such high final test yields in the future. Low final test yields can result from either a product design deficiency or a process technology failure or a combination of both. As such, we may not be able to identify problems causing low final test yields until our product designs go to the manufacturing stage, which may substantially increase our per unit costs and delay the launch of new products.

For example, if the Foundry Partner experiences manufacturing inefficiencies or encounters disruptions, errors or difficulties during production, we may fail to achieve acceptable final test yields or experience product delivery delays. We cannot be certain that the Foundry Partner will be able to develop, obtain or successfully implement process technologies needed to manufacture future generations of our products on a timely basis. Moreover, during the periods in which foundries are implementing new process technologies, their manufacturing facilities may not be fully productive. A substantial delay in the technology transitions to smaller geometry process technologies could have a material and adverse effect on us, particularly if our competitors transition to such technologies before us.

In addition, resolution of yield problems requires cooperation among us, the Foundry Partner and package and test partners. We cannot assure you that the cooperation will be successful and that any yield problems can be fixed.

***Our research and development activities may not result in the successful development of new products.***

We are committed to various research and development activities for the growth of our business. These activities and efforts include the launch of new products through the development of our technology platform to diversify our product offerings and broaden the applications of our proprietary technologies.

There is no assurance that any research and development activities conducted by us will be completed within the anticipated time frame or that the costs of such research and development activities can be fully or partially recovered. The development of new altcoin mining machines or other projects may fail to meet our technological or commercial expectations, resulting in products that underperform or do not meet market demands. Our altcoin mining machines are designed to mine specific altcoins, which creates additional risk if the targeted altcoin experiences decreased market value, reduced adoption, technical problems, or regulatory challenges. If an altcoin for which we have developed specialized mining equipment loses popularity or viability, demand for our corresponding machines would likely decline significantly. We cannot assure you that we can ultimately commercially produce and market new products. Furthermore, if our research and development activities do not result in the successful development of new products, or if such products fail to achieve anticipated performance metrics or commercial viability, our reputation, business prospects, financial conditions and results of operations could be materially and adversely affected.

***Any failure of our products to meet the necessary quality standards could adversely affect our reputation, business and results of operation.***

The quality of our products is critical to the success of our business and depends significantly on the effectiveness of our and of our manufacturing service providers' quality control systems. In our efforts to quickly meet new market trends and demand and to adopt new technologies, our products may not have adequate time to go through our normal rigorous testing procedures and final inspection, which could result in instances where our products cannot reach the required performance standard, or our products are found to be defective. These instances could result in our customers suffering losses. Defects detected before product delivery to our customers may result in additional costs for remediation and rework. Defects detected after the delivery and installation of our products may result in our incurring further costs relating to inspection, installation, remediation or product return, which may result in damages to our reputation, loss of customers, government fines and disputes and/or litigation.

In addition, we outsource a portion of our product manufacturing process to certain production partners, and in those instances we require these production partners to purchase parts and components from other third-party suppliers. Although we carry out quality inspections for the manufacturing process and the parts and components purchased by our production partners, we cannot assure you that we will always be able to detect defects in the manufacturing process or the parts and components purchased. Any defect in our third-party manufacturing process or parts and components purchased by them may lead to defects in our finished products, which may in turn increase our costs as well as damage our reputation and market share. We may not be able to procure contractual or other indemnities from the suppliers of the defective parts and components adequately, or at all. We may be subject to product liability claims and litigation for compensation which could result in substantial and unexpected expenditures and could materially and adversely affect our cash flow and operating results.

***We may be unable to make the substantial investments in research and development that are required to remain competitive in our business.***

Advances in cryptocurrency mining technology and the semiconductor industry have led to increased demand for ICs of higher speed and power efficiency for solving computational problems of increasing complexity. In 2022, 2023 and 2024, we incurred research and development expenses of RMB48.4 million, RMB42.3 million and RMB109.4 million (US\$15.0 million), respectively. We are committed to investing in new product development in order to stay competitive in our markets. We are driven by market demand, and we intend to continue to broaden and enhance our product portfolio in order to deliver the most effective solutions to our customers. Nevertheless, if we are unable to generate enough revenue or raise enough capital to make adequate research and development investments going forward, our product development and relevant research and development initiatives may be restricted or delayed, or we may not be able to keep pace with the latest market trends and satisfy our customers' needs, which could materially and adversely affect our results of operations. Furthermore, our research and development expenditures may not yield the expected results that enable us to roll out new products, which in turn will harm our prospects and results of operations.

***Failure to maintain inventory levels in line with the approximate level of demand for our products could cause us to lose sales, expose us to increased inventory risks and subject us to increases in holding costs, risk of inventory obsolescence, increases in markdown allowances and write-offs, any of which could have a material adverse effect on our business, financial condition and results of operations.***

To operate our business successfully and meet our customers' demands and expectations, we must maintain a certain level of finished goods inventory to ensure immediate delivery when required. However, forecasts are inherently uncertain. If our forecasted demand is lower than actual demand, we may not be able to maintain an adequate inventory level of our finished goods or produce our products in a timely manner, and we may lose sales and market share to our competitors. On the other hand, we may also be exposed to increased inventory risks due to accumulated excess inventory of our products or raw materials, parts and components for our products. Excess inventory levels may lead to increases in inventory holding costs, risks of inventory obsolescence and provisions for write-downs. The carrying value of our inventories were RMB41.8 million and RMB98.6 million (US\$13.5 million) as of December 31, 2023 and 2024, respectively.

***The average selling prices of our products may decrease from time to time due to technological advancement and we may not be able to pass such decreases onto our suppliers, which may in turn adversely affect our profitability.***

The IC design industry is characterized by rapid launches of new products, continuous technological advancements and changing market trends and customer preferences, all of which have generally translated to a shorter life cycle and a gradual decrease in the average selling prices of products over time. Because we compete in the environment of rapidly-evolving technology advancement and market trends and developments of the IC design industry, there are no assurances that we will be able to pass on any decrease in average selling prices of our products to our suppliers. In the event that average selling prices of our products unusually or significantly decrease and such decreases cannot be offset by a corresponding decrease in the prices of the principal components of our products, our gross profit margins may be materially and adversely affected, which in turn, may adversely affect our profitability.

***If we are unable to effectively execute our growth strategies, maintain our rapid growth trends and manage risks associated with expanding the scale of our operations, our ability to grow our business and establish our overseas market may be negatively affected.***

For the years ended December 31, 2022, 2023 and 2024, our revenue amounted to RMB473.7 million, RMB82.2 million and RMB281.8 million (US\$38.6 million), respectively. We may not be able to achieve future revenue growth if we are not able to successfully execute our product development and diversification, geographic expansion and other growth plans. In addition, our rapid growth has placed and will continue to place significant demands on our management and our administrative, operational, research and development and financial resources.

To accomplish our growth strategies and manage the future growth of our operations, we will be required to enhance our research and development capabilities, improve our operational and financial systems and internal controls, and expand, train and manage our growing employee base. Furthermore, we need to maintain and expand our relationships with our customers, suppliers, research institutions, third-party manufacturers and other third parties. Moreover, as we introduce new products or enter new markets, we may face new market, technological, operational and regulatory risks and challenges with which we are unfamiliar.

Our current and planned operations, personnel, systems, internal procedures and controls may not be adequate to support our future growth and expansion. The success of our growth strategies depends on a number of external factors, such as the growth of the semiconductor market and the demand for cryptocurrency, the level of competition we face and evolving customer behavior and preferences. If we are unable to execute our growth strategies or manage our growth effectively, we may not be able to capture market opportunities or respond to competitive pressures, which may materially and adversely affect our business prospects and results of operations.

As part of our growth strategy, we plan to expand our sales outside of the PRC. As we continue to grow our business and expand our operations globally, we will continue to sell our products into new jurisdictions in which we have limited or no experience and in which our brands may be less recognized. The expansion exposes us to a number of risks, including:

- difficulty in managing multinational operations;
- we may face competitors in the overseas markets who are more dominant and have stronger ties with customers and greater financial and other resources;
- fluctuations in currency exchange rates;
- challenges in providing customer services and support in these markets;
- challenges in managing our international sales channels effectively;
- unexpected transportation delays or interruptions or increases in international transportation costs;
- difficulties in and costs of exporting products overseas while complying with the different commercial, legal and regulatory requirements of the overseas markets in which we offer our products;
- difficulty in ensuring that our customers comply with the sanctions imposed by the Office of Foreign Assets Control of the U.S., or OFAC, on various foreign states, organizations and individuals;
- inability to obtain, maintain or enforce intellectual property rights;
- inability to effectively enforce contractual or legal rights or intellectual property rights in certain jurisdictions under which we operate;
- changes in a specific country or region's political or economic conditions or policies;
- unanticipated changes in prevailing economic conditions and regulatory requirements; and
- governmental policies favoring domestic companies in certain foreign markets or trade barriers including export requirements, tariffs, taxes and other restrictions and charges. In particular, there have been concerns over the exit of the United Kingdom from the European Union, a worldwide trend in favor of nationalism and protectionist trade policy and the ongoing trade dispute between the United States and China as well as other potential international trade disputes, all of which could cause turbulence in international markets. These government policies or trade barriers could increase the prices of our products and make us less competitive in such countries.

If we are unable to effectively manage these risks, our ability to expand our business abroad will be impaired, which could have a material and adverse effect on our business, financial condition, results of operations and prospects.

***Our limited operating history and rapid revenue growth may make it difficult for us to forecast our customer demand and our business development, or to assess the seasonality and volatility in our business.***

As the markets for altcoin mining products are still developing, we cannot forecast longer-term demand or order patterns for our products. We commenced our operation in December 2017. Because of our limited operating history and historical data, as well as the limited visibility into future demand trends for our products, we may not be able to accurately forecast our future revenue and budget our operating expenses accordingly. As most of our expenses are fixed in the short-term or incurred in advance of anticipated total revenue, we may not be able to adjust our expenses in a timely manner in order to offset any shortfall in revenue.

We have experienced fluctuations in orders during our limited operating history, and we expect such volatility to occur in the future. For example, foundries need other electronic components to manufacture our ASIC chips. These electronic components are also used in the manufacture of traditional consumer electronic products. As a result, to the extent there are cycles and fluctuations in the consumer electronics industry, they may have an impact on the supply of our raw materials. If we or our foundry partner are unable to secure raw materials due to these factors, or if any of our third-party manufacturing service providers are unable to increase production of new or existing products to meet any increases in demand, our total revenue would be adversely affected and our reputation with our customers may be damaged. In addition, our business highly correlate with market prices of cryptocurrencies as our mining products are primarily used in cryptocurrency mining activities. The market prices of cryptocurrencies are highly volatile and exhibit no material season-related pattern of fluctuations.

***We rely on a limited number of third parties to package and test our products.***

In addition to IC fabrication, we rely on a limited number of production partners for IC packaging and testing services. We also maintain collaborative relationships with several semiconductor component manufacturers. Reliance on these third parties for the testing and packaging of our ASIC chips presents significant risks to us, including the following:

- limited control over delivery schedules, quality assurance, final test yields and production costs;
- potential failure to obtain, or delay in obtaining, key process technologies;
- failure by us to find an alternative supplier;
- capacity shortages during periods of high demand;
- shortages of materials;
- unauthorized use of our intellectual property;
- limited warranties on ICs or products supplied to us; and
- potential increases in prices.

The ability and willingness of our production partners to adequately and timely perform is largely beyond our control. If one or more of these production partners fail to perform its obligations in a timely manner or at satisfactory quality levels, our ability to bring products to market and our reputation could suffer. If any of our production partners fail to deliver quality products and components to us on time and at reasonable prices, we could face difficulties in fulfilling our customers' orders, our total revenue could decline and our business, financial condition and results of operations would be adversely affected.

***Our prepayments and purchase commitments to suppliers may subject us to counterparty risk associated with such suppliers and negatively affect our liquidity and cash position.***

We may incur net cash outflows at an early stage of our production because we are required to prepay and/or commit to purchase from our foundry service providers before the relevant services are provided, in order to secure their production capacity. In particular, as of December 31, 2023 and 2024, the outstanding balance of prepayments we made to our Foundry Partner amounted to approximately RMB32.8 million and RMB38.8 million (US\$5.3 million), respectively. In addition, As of December 31, 2023 and 2024, our purchase obligation to foundry service providers amounted to nil and RMB7.3 million (US\$1.0 million), respectively. The amount of our prepayments and purchase commitments can significantly increase at the beginning of our launch of advanced products in the future.

We are subject to counterparty risk exposure to our suppliers. Any failure by our suppliers, in particular, our Foundry Partner, to perform their contractual obligations in a timely manner and/or in accordance with our requested quality may result in us not being able to fulfill customers' orders accordingly. In such event, we may not be able to receive back the prepayments or recover amounts committed for purchases in a timely manner or in full, or at all, notwithstanding that our suppliers are obligated to return such prepayments upon meeting certain conditions. Furthermore, such prepayments and purchase commitments also put cash pressure on us, and if the cash outflows for prepayments and purchase commitments significantly exceed the cash inflows during any period, our future liquidity and cash position will be adversely affected.

***We had a concentration of credit risk because we derived our revenue from a limited number of customers***

We primarily sell mining products to distributors in the PRC. For our overseas sales, we primarily sell our mining products to individual and corporate customers. For the year ended December 31, 2022, we had three customers each contributing more than 10% of our total revenue, accounting for 47.3%, 33.3% and 17.4%, respectively. For the year ended December 31, 2023, we had two customers each contributing more than 10% of our revenue, accounting for 56.2% and 41.9%, respectively, of our revenue. As we commenced our overseas sales to individual and corporate customers in 2024, our customer concentration decreased significantly. For the year ended December 31, 2024, we had three customers each contributing more than 10% of our revenue, accounting for 31.2%, 19.6% and 10.2%, respectively, of our total revenue for the year ended December 31, 2024. Generally, we either require prepayment in full or offer alternate payment plans for customers to prepay a certain percentage with the remainder to be settled after delivery of our products. Although our customer concentration has decreased significantly in 2024 due to the diversification of our customer base, we cannot assure you that we will not see concentration of accounts receivable from a small number of customers in the future. In such case, if any of these customers defaults on its payment obligations to us, we will not be able to recover the related accounts receivable, and our business, financial condition and results of operations may be materially and adversely affected.



***Power shortages, labor disputes and other factors may result in constraints on our production activities.***

The production of our mining products is dependent on adequate supplies of power and labor. If our production partners experience power shortages or labor disputes for any reason, it would likely result in disruptions to the production activities we outsource to them. There can be no assurance that our operations will not be affected by power shortages, labor disputes or other factors in the future, thereby causing material production disruptions and delays in our delivery schedule. In such event, our business, results of operations and financial condition could be materially and adversely affected.

***If we fail to adequately protect our intellectual property rights, our ability to compete effectively or to defend ourselves from litigation could be impaired, which could reduce our total revenue and increase our costs.***

We develop and protect our intellectual property portfolio by registering our patents, copyrights, IC layout design rights, utility models, trade secret laws and confidentiality agreements, non-compete agreements and nondisclosure agreement with our employees and others to protect our proprietary rights. However, we cannot assure you that the strategies and steps we are taking are sufficient to protect our intellectual property rights or that, notwithstanding legal protection, others do not or will not infringe or misappropriate our intellectual property rights. If we fail to adequately protect our intellectual property rights, or if changes in laws diminish or remove the current legal protections available to them, the competitiveness of our products may be eroded, and our business could suffer.

As of the date of this annual report, we have registered 32 trademarks (including two in mainland China and 30 outside mainland China) and a total of 12 patents in the PRC, including nine inventions and four utility model patents. As of the same date, we have registered 20 software copyrights and 34 IC layout-design rights in mainland China. The rights granted to us under our patents, IC layout-design rights and copyrights, including prospective rights sought in our pending patent applications, may not be meaningful or provide us with any commercial advantage. In addition, they could be opposed, contested, circumvented or designed around by our competitors or be declared invalid or unenforceable in judicial or administrative proceedings. Any failure of our patents, copyrights and IC layout-design rights to adequately protect our technologies may allow our competitors to offer similar products or technologies. We may not be able to protect our intellectual property rights in some countries where our products may be sold in the future. Even if intellectual property rights are granted outside of the PRC, effective enforcement in those countries may not be available to us, primarily due to the relatively weak legal regime protecting intellectual property rights in those countries and the difficulties to defend and enforce such rights. Accordingly, we may not be able to effectively protect our intellectual property rights in those countries. Many companies have encountered substantial intellectual property infringement in the PRC as well as in many of the countries where we may sell our products in the future.

Monitoring unauthorized use of our intellectual property is difficult and costly. Unauthorized use of our intellectual property may already have occurred or may occur in the future without our knowledge. Any failure by us to effectively protect our intellectual property could reduce the value of our technologies and impair our ability to compete. We may in the future need to initiate infringement claims or litigation. Litigation can be expensive and time-consuming and may divert the efforts of our technical staff and managerial personnel, which could result in lower total revenue and higher expenses, whether or not such litigation results in a determination favorable to us.

***We may face intellectual property infringement claims or other related disputes, which could be time-consuming, costly to defend or settle and result in the loss of significant rights and lower sales.***

As is typical in the semiconductor industry, we may be subject to infringement claims from time to time or otherwise become aware of potentially relevant patents or other intellectual property rights held by other parties that may cover some of our technology, products and services. The semiconductor industry is characterized by companies that hold large numbers of patents and other intellectual property rights and that vigorously pursue, protect and enforce these rights. Patent litigation has increased in recent years owing to increased assertions made by intellectual property licensing entities and to increasing competition and overlap of product functionality in our markets. Additionally, we have in the past entered into and may continue in the future continue to enter into licensing agreements with third parties for the use of their proprietary technologies, primarily software development tools, in the development of our products. As with any business relationship, we may face disputes and lawsuits related to those intellectual property licensing agreements. As our operations continue to grow in size and scale, the likelihood of us becoming involved in intellectual property related lawsuits and disputes to protect or defend our intellectual property rights and the use of third-party intellectual property rights will likely increase.

In addition, it is extremely difficult for us to monitor all of the patent applications that have been filed in the PRC, the United States or in other countries or regions and to determine whether, if such pending patents are granted, such patents would have a material and adverse effect on our business if our product and service offering were to infringe upon them.

Third parties may file claims against us or our customers alleging that our products, processes, or technologies infringe their patents or intellectual property rights. Regardless of their merits or resolutions, such claims would likely be costly to defend or settle and could divert the efforts and attention of our management and technical personnel. In addition, some of our customer agreements in the future may require us to indemnify and defend our customers from third-party infringement claims and to pay damages in the case of adverse rulings. As such, claims of this sort also could harm our relationships with our customers and may deter future customers from doing business with us. We do not know whether we could prevail in any such proceeding given the complex technical issues and inherent uncertainties involved in intellectual property litigation. If any pending or future proceedings result in an adverse outcome, we could be required to:

- cease the manufacturing, use or sale of the infringing products, processes or technologies;
- stop shipment to certain geographic areas;
- pay substantial damages for infringement;
- expend significant resources to develop non-infringing processes, technologies or products;
- license technology from the third-party claiming infringement, which license may not be available on commercially reasonable terms, or at all;
- cross-license our technology to a competitor in order to resolve an infringement claim, which could weaken our ability to compete with that competitor; or
- pay substantial damages to our customers to discontinue their use of or replace infringing products sold to them with non-infringing products.

Any of the foregoing results could have a material adverse effect on our business, financial condition and results of operations.

***If we fail to maintain an effective system of internal controls, our ability to accurately and timely report our financial results or prevent fraud may be adversely affected, and investor confidence and the market price of the ADSs may be adversely affected.***

In connection with the audit of our consolidated financial statements as of and for the years ended December 31, 2022, 2023 and 2024, a material weakness was identified as there was a lack of appropriate controls and segregation of duties over safeguarding of the private key in response to the risks of material misstatement related to the rights and obligations to crypto wallets.

We have begun and will continue to implement measures to address the above material weakness. For details of these remedial measures, see “Item 15. Controls and Procedures—Remediation of the Material Weakness in Internal Control.” However, the implementation of those measures may not fully remediate the material weakness in a timely manner. In the future, we may determine that we have additional material weaknesses, or our independent registered public accounting firm may disagree with our management’s assessment of the effectiveness of our internal controls. Our failure to correct these material weaknesses or our failure to discover and address any other material weaknesses could result in inaccuracies in our financial statements and impair our ability to comply with the applicable financial reporting requirements and related regulatory filings on a timely basis. Moreover, ineffective internal control over financial reporting could significantly hinder our ability to prevent fraud.

***The loss of any member of our senior management team, or our failure to attract, train and retain qualified personnel, especially our research and development personnel, could impair our ability to grow our business and effectively execute our business strategy.***

Since our inception, the growth and expansion of our business operations have been dependent upon the business strategies and foresight of our senior management. Our future success depends, in large part, on the continued contributions of our senior management team, specifically our founders Mr. Qiang Ding and Mr. Chaohua Sheng.

In addition, our future success depends on our ability to retain, attract and incentivize qualified personnel, including our management, sales, marketing, finance and especially research and development personnel. As the driver of our technological and product innovations, our research and development personnel represent a very significant asset of ours. As the technology in the semiconductor industry is advancing at a quick pace, there is an increasing need for skilled engineers. Many companies across the world are struggling to find suitable candidates for their research and development positions. The process of hiring employees with the combination of skills and characteristics required to implement our strategy can be extremely competitive and time-consuming. We cannot assure you that we will be able to attract adequate personnel as we continue to pursue our business strategies.

Moreover, we cannot assure you that we will be able to retain key existing employees. The loss of any of our founders, senior management or research and development team members could harm our ability to implement our business strategies and respond to the rapidly changing market conditions in which we operate, or could result in other operating risks. The loss of one or more of our key employees, especially our key research and development personnel which includes our founders, or our inability to retain, attract and motivate qualified research and development personnel, could have a material adverse effect on our business, financial condition and results of operations.

***We may employ aggressive pricing strategies to stay competitive, which can lead to a price reduction of our products and material adverse effect on our results of operations.***

We operate in highly competitive industries for mining products, and we may look to enter into markets with very competitive landscapes. Our competitors include many well-known domestic and international players, and we face competitors that are larger than us and have advantages over us in terms of economies of scale and financial and other resources. We expect that competition in our markets will continue to be intense, as we compete not only with existing players that have been focusing on mining, but also new entrants that include well-established players in the semiconductor industry, or players who have not been predisposed to this industry in the past. Some of these competitors may also have stronger brand names, greater access to capital, longer histories, longer relationships with their suppliers or customers and more resources than we do.

Furthermore, these competitors may be able to adapt to changes in the industry more promptly and efficiently. Intense competition from existing and potential competitors could result in material price reductions in the products we sell or a decrease in our market share. Aggressive pricing strategies by our competitors and an abundant supply of mining products in the market may cause us to reduce the prices of our products and also negatively affect the demand for our products or harm our profitability. If we fail to compete effectively and efficiently or fail to adapt to changes in the competitive landscape, our business, financial condition and results of operations may be materially and adversely affected.

***Our corporate actions are significantly influenced by our co-founders, who have the ability to exert significant influence over important corporate matters that require approval of shareholders while their interests may differ from those of the other shareholders. This may deprive you of the opportunity to receive a premium for your ADSs and materially reduce the value of your investment.***

Our memorandum and articles of association provide that in respect of all matters subject to a shareholders' vote, each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to 10 votes at general meetings of our shareholders. As of the date of this annual report, our co-founders Mr. Qiang Ding and Mr. Chaohua Sheng, beneficially owned 100% of our issued and outstanding Class B ordinary shares, representing approximately 91.85% of the aggregate voting power of our issued and outstanding share capital. The interests of our co-founders may differ from the interests of other shareholders. This concentration of ownership and the protective provisions in our amended and restated memorandum and articles of association, which had become effective after our initial public offering, may, among other things, discourage, delay or prevent a change in control of our company, which could have the dual effect of depriving our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and reducing the price of the ADSs. We may not be able to enter into other transactions that could be beneficial to us without the consent of our co-founders. As a result of the foregoing, the value of your investment could be materially reduced.

***We will be a "controlled company" within the meaning of the rules of Nasdaq and, as a result, will rely on exemptions from certain corporate governance requirements that provide protection to shareholders of other companies.***

We are a "controlled company" as defined under the rules of Nasdaq because Mr. Qiang Ding, one of our co-founders, the chairman of the board of directors and chief executive officer, held more than 50% of the aggregate voting power of our total issued and outstanding share capital. For so long as we remain a controlled company under that definition, we are permitted to elect to rely, and will rely, on certain exemptions from corporate governance rules, including exemptions from the rule that a nomination and corporate governance committee composed entirely of independent directors and a compensation committee composed entirely of independent directors. As a result, you will not have the same protection afforded to shareholders of companies that are subject to these corporate governance requirements.

***We may engage in acquisitions or strategic alliances that could disrupt our business, result in increased expenses, reduce our financial resources and cause dilution to our shareholders. We cannot assure you that such acquisitions or strategic alliances may be successfully implemented.***

Although we have not engaged in major equity acquisitions or strategic alliances with other companies in the past, we may look for such potential acquisitions or strategic alliances in the future to expand our business. However, we may not be able to find suitable acquisition candidates, complete acquisitions on favorable terms, if at all, or integrate any acquired business, products or technologies into our operations. If we do complete acquisitions, they may be viewed negatively by customers or investors and they may not enable us to strengthen our competitive position or achieve our goals. In addition, any acquisitions that we make could lead to difficulties in integrating personnel, technologies and operations from the acquired businesses and in retaining and motivating key personnel from these businesses. Moreover, acquisitions may disrupt our ongoing operations, divert management from day-to-day responsibilities and increase our expenses. Future acquisitions may reduce our cash available for operations and other uses, and could result in increases in amortization expenses related to identifiable intangible assets acquired, potentially dilutive issuances of equity securities or the incurrence of debt. We cannot predict the number, timing or size of future acquisitions, or the effect that any such acquisitions might have on our operating results.



***Cyber-security incidents, including data security breaches or computer viruses, could harm our business by disrupting our delivery of services, damaging our reputation or exposing us to liability.***

We receive, process, store and transmit, often electronically, the data of our customers and others, much of which is confidential. Unauthorized access to our computer systems or stored data could result in the theft, including cyber-theft, or improper disclosure of confidential information, and the deletion or modification of records could cause interruptions in our operations. These cyber-security risks increase when we transmit information from one location to another, including over the internet or other electronic networks. Our facilities, systems and procedures, and those of our third-party service providers, may be vulnerable to security breaches, acts of vandalism, software viruses, misplaced or lost data, programming or human errors or other similar events which may disrupt our delivery of services or expose the confidential information of our customers and others. Any security breach involving the misappropriation, loss or other unauthorized disclosure or use of confidential information of our customers or others, whether by us or a third party, could (i) subject us to civil and criminal penalties, (ii) have a negative impact on our reputation, or (iii) expose us to liability to our customers, third parties or government authorities. We are not aware of such breaches to date. Any of these developments could have a material adverse effect on our business, financial condition and results of operations. For more information, see “Item 16K. Cybersecurity.”

***Preferential tax treatment currently available to us in the PRC could be discontinued or reduced.***

As a foreign-invested enterprise in the PRC in IC design industry, according to Announcement on Corporate Income Tax Policies for Promoting High-quality Development of the Integrated Circuit and Software Industries issued by the Ministry of Finance and other relevant authorities on December 11, 2020, our PRC subsidiary Shanghai Intchains qualifies for preferential tax treatment which allows it to enjoy a 5-year tax holiday which exempts it from paying EIT for the first two years and allows it to pay EIT at half of the statutory rate for the following three years beginning from 2021 after utilizing all prior years’ tax losses. Shanghai Intchains had fully utilized its tax losses in 2021. When the benefits we currently receive under this preferential tax treatment expire in the future and if we do not receive any new and comparable preferential tax treatment, our financial condition and results of operations may be materially and adversely affected. In addition, we received tax refund of VAT, EIT and personal income tax from local government at certain percentages according to agreements entered annually since 2019. We cannot assure you that we will continue to qualify for these tax abatements or refunds in the future, or that the policies providing for them will remain in effect.

Shanghai Intchains was certified as a High and New Technology Enterprise in Shanghai, and therefore has been entitled to an EIT rate of 15.0% for a period of three years starting from 2019, which was renewed in 2022 for another three years. Under the PRC Enterprise Income Tax Law, or the EIT Law, and its relevant regulations, PRC companies are typically subject to an income tax rate of 25% under the EIT Law. Meanwhile, we shall, in accordance with the requirements of the tax authority and other relevant authorities, retain and submit our financial statements together with details of our research and development activities and other technological innovation activities for future reference to enjoy the preferential tax treatment. As advised by Jingtian & Gongcheng, our PRC legal adviser, if we fail to provide materials retained for future reference, we will not be entitled to enjoy the preferential tax treatment, as well as other benefits conferred under the accreditations.

***We require various approvals, licenses, permits and certifications to operate our business. Any failure to obtain or renew any of these approvals, licenses, permits or certifications could materially and adversely affect our business and results of operations.***

In accordance with the laws and regulations in the jurisdictions in which we operate, we are required to maintain various approvals, licenses, permits and certifications in order to operate our business. Complying with such laws and regulations may require substantial expense, and any non-compliance may expose us to liability. In the event of non-compliance, we may have to incur significant expenses and divert substantial management time to rectify any such non-compliance. In the future, if we fail to obtain all the necessary approvals, licenses, permits and certifications, we may be subject to fines or the suspension of operations at the production facilities and research and development facilities that do not have all the requisite approvals, licenses, permits and certifications, which could materially and adversely affect our business and results of operations. We may also experience adverse publicity arising from non-compliance with government regulations, which would negatively impact our reputation.

We cannot assure you that we will be able to fulfill all the conditions necessary to obtain and maintain all required government approvals, or that relevant government officials will always, if ever, exercise their discretion in our favor, or that we will be able to comply with any new laws, regulations or policies. There may also be delays on the part of government authorities in reviewing our applications and granting approvals, whether due to the lack of human resources or the imposition of new rules, regulations, government policies or their implementation, interpretation and enforcement. If we are unable to obtain, or if we experience material delays in obtaining, necessary government approvals, our operations may be substantially disrupted, which could materially and adversely affect our business, financial condition and results of operations.

***We may be involved in legal and other disputes from time to time arising out of our operations, including disputes with our raw material or component suppliers, production partners, customers or employees.***

We may from time to time be involved in disputes with various parties arising out of our operations, including raw material or electronic components suppliers, production partners, customers or employees. These disputes may lead to protests or legal or other proceedings and may result in damage to our reputation, substantial costs and diversion of resources and management's attention from our core business activities. In addition, we may encounter compliance issues with regulatory bodies in the course of our operations, in respect of which we may face administrative proceedings or unfavorable decisions that may result in liabilities and cause delays to our production and delivery. We may be involved in other proceedings or disputes in the future that may have a material adverse effect on our business, financial condition, results of operations or cash flows.

***Our insurance coverage is limited and may not be adequate to cover potential losses and liabilities. A significant uninsured loss or a loss in excess of our insurance coverage could have a material adverse effect on our results of operations and financial condition.***

We do not maintain any insurance covering our properties, equipment, inventory or employees, and we do not carry any business interruption or product liability insurance or any third-party liability insurance to cover claims in respect of personal injuries or any damages arising from accidents on our properties or in relation to our operations. The occurrence of certain incidents including severe weather, earthquake, fire, war, power outages, flooding and the consequences resulting from them may not be covered by our insurance policies adequately, or at all. If we were subject to substantial liabilities we could incur costs and losses that could materially and adversely affect our results of operations and financial condition.

***We may need additional capital but may not be able to obtain it in a timely manner and on favorable terms or at all.***

Our operations may require additional capital or financing from time to time in order to achieve further growth. We may require additional cash resources due to the future growth and development of our business. Our future capital requirements may be substantial as we seek to expand our operations and diversify our product offering. If our cash resources are insufficient to satisfy our cash requirements, we may seek to issue additional equity or debt securities or obtain new or expanded credit facilities.

Our ability to obtain external financing in the future is subject to a variety of uncertainties, including our future financial condition, results of operations and cash flows and the liquidity of international capital and lending markets. In addition, our loan agreements may contain financial covenants that restrict our ability to incur additional indebtedness or to distribute dividends. Any indebtedness that we may incur in the future may also contain operating and financial covenants that could further restrict our operations. There can be no assurance that financing will be available in a timely manner or in amounts or on terms acceptable to us, or at all. A large amount of bank borrowings and other debt may result in a significant increase in interest expense while at the same time exposing us to increased interest rate risks. Equity financing could result in dilution to our shareholders, and the securities issued in future financings may have rights, preferences and privileges that are senior to those of our ordinary shares or ADSs. Any failure to raise needed funds on terms favorable to us, or at all, could severely restrict our liquidity as well as have a material adverse effect on our business, financial condition and results of operations.

***We face risks related to natural disasters, health epidemics or pandemics, and other outbreaks.***

Our business could be adversely affected by the effects of epidemics or pandemics, including COVID-19, avian influenza, severe acute respiratory syndrome (SARS), influenza A (H1N1), ebola or any other epidemic or pandemic. Any such occurrences could cause severe disruption to our daily operations, including our fulfillment infrastructure and our customer service centers, and may even require a temporary closure of our facilities.

Following the outbreak of COVID-19 in early, 2020, many businesses and social activities in China and other countries and regions have been severely disrupted starting in the first quarter of 2020, including those of our suppliers, customers and employees. Although mainland China ended COVID-19 pandemic control measures in December 2022, there is no assurance that COVID-19 or another pandemic will not emerge in the future, which may cause market panics and materially and negatively affect the global financial markets. Such disruption and the potential slowdown of the world's economy could have a material adverse effect on our results of operations and financial condition. We and our customers experienced and may continue to experience significant business disruptions and suspension of operations due to quarantine measures to contain the spread of the pandemic, which may cause shortage in the supply of raw materials, increase the likelihood of default from our customers and delay our product delivery. A pandemic could also lead to great volatility in the cryptocurrency price, which may negatively affect the demand for our ASIC chips both in terms of the price and the quantity. Our business operations were disrupted, and may continue to be disrupted, if any of our employees are suspected of having contracted any contagious disease or condition, since it could require our employees to be quarantined or our offices to be closed down and disinfected. All of these had, and may continue to, have a material adverse effect on our results of operations and financial condition.

The occurrence of any of the foregoing or other natural or man-made disasters could cause damage or disruption to us, our employees, operations, markets and customers, which could result in significant delays in deliveries or substantial shortages of our products and could adversely affect our business, financial condition, results of operations or prospects.

***Any global systemic economic and financial crisis could negatively affect our business, results of operations, and financial condition.***

Any prolonged slowdown in the Chinese or global economy may have a negative impact on our business, results of operations and financial condition. The global financial markets have experienced significant disruptions since 2008 and the United States, Europe and other economies have experienced periods of recession. The recovery from the lows of 2008 and 2009 has been uneven and there are new challenges, including the escalation of the European sovereign debt crisis from 2011 and the slowdown of the PRC's economic growth since 2012, which may continue. There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies adopted by the central banks and financial authorities of some of the world's leading economies, including the United States and the PRC. There have also been concerns over unrest several geographic areas in the world, which have resulted in volatility in financial and other markets. There have also been concerns over the United Kingdom leaving the European Union as well as the significant potential changes to United States trade policies, treaties and tariffs, including trade policies and tariffs regarding the PRC.

There have also been concerns about the economic effect of the tensions in the relationship between the PRC and surrounding Asian countries. There could be in the future a number of domino effects from such turmoil on our business, including significant decreases in orders from our customers; insolvency of key suppliers resulting in product delays; inability of customers to obtain credit to finance purchases of our products and/or customer insolvencies; and counterparty failures negatively impacting our operations. Any systemic economic or financial crisis could cause revenue for the semiconductor industry as a whole to decline dramatically and could materially and adversely affect our results of operations.

***If counterfeit products are sold under our brand names and trademarks, our reputation and financial results could be materially and adversely affected.***

Third-party merchants and dealers are separately responsible for sourcing counterfeit products that are sold under our brand names and trademarks. Counterfeit products may be defective or inferior in quality as compared to authentic products. If our customers are not satisfied by counterfeit products sold under our brand names and trademarks, we may be subject to reputational damage. We believe our brand and reputation are important to our success and our competitive position. The discovery of counterfeit products sold under our brand names and trademarks may severely damage our reputation and cause customers to refrain from making future purchases from us, which would materially and adversely affect our business operations and financial results.

***If we are unable to maintain or enhance our brand recognition, our business, financial condition and results of operations may be materially and adversely affected.***

Maintaining and enhancing the recognition, image and acceptance of our brand are important to our ability to differentiate our products from and to compete effectively with our peers. Our brand image, however, could be jeopardized if we fail to maintain high product quality, pioneer and keep pace with evolving technology trends, or timely fulfill the orders for our products. If we fail to promote our brand or to maintain or enhance our brand recognition and awareness among our customers, or if we are subject to events or negative allegations affecting our brand image or the publicly perceived position of our brand, our business, operating results and financial condition could be adversely affected.

***Adverse developments affecting the financial services industry could adversely affect our current and projected business operations and our financial condition and results of operations.***

Adverse developments that affect financial institutions, such as events involving liquidity that are rumored or actual, have in the past and may in the future lead to bank failures and market-wide liquidity problems. For example, on March 10, 2023, Silicon Valley Bank, or SVB was closed by the California Department of Financial Protection and Innovation, which appointed the Federal Deposit Insurance Corporation, FDIC, as receiver. Similarly, on March 12, 2023, Signature Bank and Silvergate Capital Corp were each swept into receivership. The Department of the Treasury, the Federal Reserve and the FDIC released a statement that indicated that all depositors of SVB and Signature Bank, would have access to all of their funds, including funds held in uninsured deposit accounts, after only one business day of closure. More recently, in April 2024, New York Community Bancorp faced significant challenges following its acquisition of Signature Bank assets, suffering substantial losses and received a \$1.05 billion capital injection from investors. In the same month in 2024, Republic First Bank was closed by the Pennsylvania Department of Banking and Securities, with Fulton Bank acquiring its deposits and certain assets. These events demonstrate ongoing vulnerabilities in certain segments of the banking sector that could potentially impact financial markets more broadly.

We have not experienced any adverse impact to our liquidity or to our current and projected business operations, financial condition or results of operations. However, uncertainty remains over liquidity concerns in the broader financial services industry, and our business, our business partners, or industry as a whole may be adversely impacted in ways that we cannot predict at this time.

Although we assess our banking relationships as we believe necessary or appropriate, our access to cash in amounts adequate to finance or capitalize our current and projected future business operations could be significantly impaired by factors that affect the financial institutions with which we have banking relationships, and in turn, us. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, disruptions or instability in the financial services industry or financial markets, or concerns or negative expectations about the prospects for companies in the financial services industry. These factors could also include factors involving financial markets or the financial services industry generally. The results of events or concerns that involve one or more of these factors could include a variety of material and adverse impacts on our current and projected business operations and our financial condition and results of operations. These could include, but may not be limited to, delayed access to deposits or other financial assets or the uninsured loss of deposits or other financial assets; or termination of cash management arrangements and/or delays in accessing or actual loss of funds subject to cash management arrangements.

In addition, widespread investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all. Any decline in available funding or access to our cash and liquidity resources could, among other risks, adversely impact our ability to meet our operating expenses, financial obligations or fulfill our other obligations, result in breaches of our financial and/or contractual obligations or result in violations of federal or state wage and hour laws. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on our liquidity and our current and/or projected business operations and financial condition and results of operations.

In addition, our business partners could be adversely affected by any of the liquidity or other risks that are described above as factors, which in turn, could have a material adverse effect on our current and/or projected business operations and results of operations and financial condition. Any business partner bankruptcy or insolvency, or any breach or default by a business partner, or the loss of any significant business partner relationships, could result in material adverse impacts on our current and/or projected business operations and financial condition.

***Some of our operating subsidiaries has a limited operating history, which makes it hard for us to evaluate their ability to generate revenue through operations, and to date, none of them has generated significant revenues.***

Some of our operating subsidiaries were recently formed to explore the global markets for our products. Their limited operating history makes it difficult for us to evaluate their current business and future prospects. They have encountered, and will continue to encounter, risks and difficulties frequently experienced by growing companies in rapidly developing and changing industries, including challenges in forecasting accuracy, determining appropriate uses of their limited resources, gaining market acceptance, managing a complex and evolving regulatory landscape and developing new products. These subsidiaries' current or future operating model may require changes in order for them to scale their operations efficiently and be successful. Investors in our ADSs should consider the business and prospects of our subsidiaries in these countries in light of the risks and difficulties they face as early-stage companies.

## **Risks Related to Our ETH Accumulation Strategy**

### ***Our ETH accumulation strategy exposes us to various risks***

Since the first quarter of 2024, we have been implementing an ETH accumulation strategy to expand our investments in cryptocurrencies, with ETH serving as our primary long-term asset reserve. Our ETH acquisition strategy exposes us to various risks associated with ETH, including the following:

*ETH is a highly volatile asset.* ETH is a highly volatile asset that has traded between approximately \$2,200 per ETH and \$4,200 per ETH on the Coinbase in 2024. The trading price of ETH fluctuated significantly during prior periods, and such fluctuations may occur again in the future. For more details, please refer to the Risk Factor titled “ETH is a highly volatile asset, and fluctuations in the price of ETH have in the past influenced and are likely to continue to influence our financial results and the market price of our ADSs”

*ETH does not pay interest or dividends.* ETH does not pay interest or other returns, and we can only generate cash from our ETH holdings if we sell our ETH or implement strategies to create income streams or otherwise generate cash by using our ETH holdings. Even if we pursue any such strategies, we may be unable to create income streams or otherwise generate cash from our ETH holdings, and any such strategies may subject us to additional risks.

*Our ETH holdings significantly impact our financial results and the market price of our ADSs.* Our ETH holdings have significantly affected our financial results and if we continue to increase our overall holdings of ETH in the future, they will have an even greater impact on our financial results and the market price of our ADSs.

*Our ETH accumulation strategy has not been tested over an extended period of time or under different market conditions.* We are continually examining the risks and rewards of our ETH accumulation strategy. This strategy has not been tested over an extended period of time or under different market conditions. Some investors and other market participants may disagree with our ETH accumulation strategy or actions we undertake to implement it. If ETH prices were to decrease or our ETH accumulation strategy otherwise proves unsuccessful, our financial condition, results of operations, and the market price of our ADSs would be materially adversely impacted.

*The broader digital assets industry is subject to counterparty risks, which could adversely impact the adoption rate, price, and use of ETH.* A series of recent high-profile bankruptcies, closures, liquidations, regulatory enforcement actions and other events relating to companies operating in the digital asset industry, including the filings for bankruptcy protection by Three Arrows Capital, Celsius Network, Voyager Digital, FTX Trading and Genesis Global Capital, the closure or liquidation of certain financial institutions that provided lending and other services to the digital assets industry, including Signature Bank and Silvergate Bank, SEC enforcement actions against Coinbase, Inc. and Binance Holdings Ltd., the placement of Prime Trust, LLC into receivership following a cease-and-desist order issued by Nevada’s Department of Business and Industry, and the filing and subsequent settlement of a civil fraud lawsuit by the New York Attorney General against Genesis Global Capital, its parent company Digital Currency Group, Inc., and former partner Gemini Trust Company, have highlighted the counterparty risks applicable to owning and transacting in digital assets. Although these bankruptcies, closures, liquidations and other events have not resulted in any loss or misappropriation of our ETH, nor have such events adversely impacted our access to our ETH, they have, in the short-term, likely negatively impacted the adoption rate and use of ETH. Additional bankruptcies, closures, liquidations, regulatory enforcement actions or other events involving participants in the digital assets industry in the future may further negatively impact the adoption rate, price, and use of ETH, limit the availability to us of financing collateralized by ETH, or create or expose additional counterparty risks.

*Changes in our ownership of ETH could have accounting, regulatory and other impacts.* While we currently own ETH directly and through our wholly owned subsidiaries, we may investigate other potential approaches to owning ETH, including indirect ownership (for example, through ownership interests in a fund that owns ETH). If we were to own all or a portion of our ETH in a different manner, the accounting treatment for our ETH, our ability to use our ETH as collateral for additional borrowings, and the regulatory requirements to which we are subject, may correspondingly change.

The broader digital assets industry, including the technology associated with digital assets, the rate of adoption and development of, and use cases for, digital assets, market perception of digital assets, and the legal, regulatory, and accounting treatment of digital assets are constantly developing and changing, and there may be additional risks in the future that are not possible to predict.

### ***ETH is a highly volatile asset, and fluctuations in the price of ETH have in the past influenced and are likely to continue to influence our financial results and the market price of our ADSs***

ETH is a highly volatile asset, and fluctuations in the price of ETH have in the past influenced and are likely to continue to influence our financial results and the market price of our ADSs. Our financial results and the market price of our ADSs would be adversely affected, and our business and financial condition would be negatively impacted, if the price of ETH decreased substantially, including as a result of:

- decreased user and investor confidence in ETH, including due to the various factors described herein;



- investment and trading activities, such as (i) trading activities of highly active retail and institutional users, speculators, miners and investors, (ii) actual or expected significant dispositions of ETH by large holders, and (iii) actual or perceived manipulation of the spot or derivative markets for ETH or spot ETPs;
- negative publicity, media or social media coverage, or sentiment due to events in or relating to, or perception of, ETH or the broader digital assets industry, for example, (i) public perception that ETH can be used as a vehicle to circumvent sanctions, including sanctions imposed on Russia or certain regions related to the ongoing conflict between Russia and Ukraine, or to fund criminal or terrorist activities, such as the purported use of digital assets by Hamas to fund its terrorist attack against Israel in October 2023; (ii) expected or pending civil, criminal, regulatory enforcement or other high profile actions against major participants in the crypto ecosystem, including the SEC's enforcement actions against Coinbase, Inc. and Binance Holdings Ltd.; (iii) additional filings for bankruptcy protection or bankruptcy proceedings of major digital asset industry participants, such as the bankruptcy proceeding of FTX Trading and its affiliates; and (iv) the actual or perceived environmental impact of ETH and related activities, including environmental concerns raised by private individuals, governmental and non-governmental organizations, and other actors related to the energy resources consumed in the ETH mining process;
- changes in consumer preferences and the perceived value or prospects of ETH;
- competition from other digital assets that exhibit better speed, security, scalability, or energy efficiency, that feature other more favored characteristics, that are backed by governments, including the U.S. government, or reserves of fiat currencies, or that represent ownership or security interests in physical assets;
- a decrease in the price of other digital assets, including stablecoins, or the crash or unavailability of stablecoins that are used as a medium of exchange for ETH purchase and sale transactions, such as the crash of the stablecoin Terra USD in 2022, to the extent the decrease in the price of such other digital assets or the unavailability of such stablecoins may cause a decrease in the price of ETH or adversely affect investor confidence in digital assets generally;
- disruptions, failures, unavailability, or interruptions in service of trading venues for ETH, such as, for example, the announcement by the digital asset exchange FTX Trading that it would freeze withdrawals and transfers from its accounts and subsequent filing for bankruptcy protection and the recent SEC enforcement action brought against Binance Holdings Ltd., which initially sought to freeze all of its assets during the pendency of the enforcement action;
- the filing for bankruptcy protection by, liquidation of, or market concerns about the financial viability of digital asset custodians, trading venues, lending platforms, investment funds, or other digital asset industry participants;
- regulatory, legislative, enforcement and judicial actions that adversely affect the price, ownership, transferability, trading volumes, legality or public perception of ETH, or that adversely affect the operations of or otherwise prevent digital asset custodians, trading venues, lending platforms or other digital assets industry participants from operating in a manner that allows them to continue to deliver services to the digital assets industry;
- transaction congestion and fees associated with processing transactions on the ETH network;
- macroeconomic changes, such as changes in the level of interest rates and inflation, fiscal and monetary policies of governments, trade restrictions, and fiat currency devaluations;
- developments in mathematics or technology, including in digital computing, algebraic geometry and quantum computing, that could result in the cryptography used by the ETH blockchain becoming insecure or ineffective; and
- changes in national and international economic and political conditions, including, without limitation, the adverse impact attributable to the economic and political instability caused by the current conflict between Russia and Ukraine and the economic sanctions adopted in response to the conflict, and the potential broadening of the Israel-Hamas conflict to other countries in the Middle East.

***ETH and other digital assets are novel assets, and are subject to significant legal, commercial, regulatory and technical uncertainty***

ETH and other digital assets are relatively novel and are subject to significant uncertainty, which could adversely impact their price. The application of state and federal securities laws and other laws and regulations to digital assets is unclear in certain respects, and it is possible that regulators in the United States or foreign countries may interpret or apply existing laws and regulations in a manner that adversely affects the price of ETH.

The U.S. federal government, states, regulatory agencies, and foreign countries may also enact new laws and regulations, or pursue regulatory, legislative, enforcement or judicial actions, that could materially impact the price of ETH or the ability of individuals or institutions such as us to own or transfer ETH.

It is not possible to predict whether, or when, the Congress will grant additional authorities to the SEC or other regulators, or whether, or when, any other federal, state or foreign legislative bodies will take any similar actions. It is also not possible to predict the nature of any such additional authorities, how additional legislation or regulatory oversight might impact the ability of digital asset markets to function or the willingness of financial and other institutions to continue to provide services to the digital assets industry, nor how any new regulations or changes to existing regulations might impact the value of digital assets generally and ETH specifically. The consequences of increased regulation of digital assets and digital asset activities could adversely affect the market price of ETH and in turn adversely affect the market price of our ADSs.

Moreover, the risks of engaging in an ETH accumulation strategy are relatively novel and have created, and could continue to create, complications due to the lack of experience that third parties have with companies engaging in such a strategy, such as increased costs of director and officer liability insurance or the potential inability to obtain such coverage on acceptable terms in the future.

The growth of the digital assets industry in general, and the use and acceptance of ETH in particular, may also impact the price of ETH and is subject to a high degree of uncertainty. The pace of worldwide growth in the adoption and use of ETH may depend, for instance, on public familiarity with digital assets, ease of buying, accessing or gaining exposure to ETH, institutional demand for ETH as an investment asset, the participation of traditional financial institutions in the digital assets industry, consumer demand for ETH as a means of payment, and the availability and popularity of alternatives to ETH. Even if growth in ETH adoption occurs in the near or medium-term, there is no assurance that ETH usage will continue to grow over the long-term.

Because ETH has no physical existence beyond the record of transactions on the ETH blockchain, a variety of technical factors related to the ETH blockchain could impact the price of ETH. For example, malicious attacks by validators, inadequate staking and gas fee mechanisms to incentivize validation of ETH transactions, hard “forks” of the ETH blockchain into multiple blockchains, and advances in digital computing, algebraic geometry, and quantum computing could undercut the integrity of the ETH blockchain and negatively affect the price of ETH.

The liquidity of ETH may also be reduced and damage to the public perception of ETH may occur, if financial institutions were to deny or limit banking services to businesses that hold ETH, provide ETH-related services or accept ETH as payment, which could also decrease the price of ETH. Recent actions by U.S. banking regulators have reduced the ability of ETH-related services providers to access to banking services, including (i) the issuance of the February 23, 2023 “Interagency Liquidity Risk Statement” by the Federal banking agencies cautioning banks on contagion risks posed by providing services to digital assets customers, (ii) the Federal Reserve Board’s denial of Custodia Bank’s application of a Federal Reserve account, and (iii) the inclusion of crypto-related divestiture conditions in recent merger transaction approvals. Additionally, in August 2023, the Federal Reserve established a Novel Activities Supervision Program to enhance the supervision of novel activities conducted by banking organizations supervised by the Federal Reserve. The program will focus on novel activities related to crypto-assets, distributed ledger technology, and complex, technology-driven partnerships with nonbanks to deliver financial services to customers. Liquidity of ETH may also be impacted to the extent that changes in applicable laws and regulatory requirements negatively impact the ability of exchanges and trading venues to provide services for ETH and other digital assets.

#### ***Our ETH accumulation strategy subjects us to enhanced regulatory oversight***

There has been increasing focus on the extent to which digital assets can be used to launder the proceeds of illegal activities, fund criminal or terrorist activities, or circumvent sanctions regimes, including those sanctions imposed in response to the ongoing conflict between Russia and Ukraine. If we are found to have purchased any of our ETH from bad actors that have used ETH to launder money or persons subject to sanctions, we may be subject to regulatory proceedings and any further transactions or dealings in ETH by us may be restricted or prohibited.

Additional laws, guidance and policies may be issued by regulators in the United States and overseas countries and regions following the filing for Chapter 11 bankruptcy protection by FTX, one of the world’s largest cryptocurrency exchanges, in November 2022. While the financial and regulatory fallout from FTX’s collapse did not directly impact our business, financial condition or corporate assets, the FTX collapse may have increased regulatory focus on the digital assets industry. U.S. and foreign regulators have also increased, and are highly likely to continue to increase, enforcement activity, and are likely to adopt new regulatory requirements in response to FTX’s collapse. Increased enforcement activity and changes in the regulatory environment, including changing interpretations and the implementation of new or varying regulatory requirements by the government or any new legislation affecting ETH, as well as enforcement actions involving or impacting our trading venues, counterparties and custodians, may impose significant costs or significantly limit our ability to hold and transact in ETH. In addition, private actors that are wary of ETH or the regulatory concerns associated with bitcoin may in the future take further actions that may have an adverse effect on our business or the market price of our ADSs.

***Due to the unregulated nature and lack of transparency surrounding the operations of many ETH trading venues, ETH trading venues may experience greater fraud, security failures or regulatory or operational problems than trading venues for more established asset classes, which may result in a loss of confidence in ETH trading venues and adversely affect the value of our ETH***

ETH trading venues are relatively new and, in many cases, unregulated. Furthermore, there are many ETH trading venues which do not provide the public with significant information regarding their ownership structure, management teams, corporate practices and regulatory compliance. As a result, the marketplace may lose confidence in ETH trading venues, including prominent exchanges that handle a significant volume of ETH trading and/or are subject to regulatory oversight, in the event one or more ETH trading venues cease or pause for a prolonged period the trading of ETH or other digital assets, or experience fraud, significant volumes of withdrawal, security failures or operational problems.

The SEC alleged as part of its June 5, 2023, complaint that Binance Holdings Ltd. committed strategic and targeted “wash trading” through its affiliates to artificially inflate the volume of certain digital assets traded on its exchange. Such reports and allegations may indicate that the ETH market is significantly smaller than expected and that the United States makes up a significantly larger percentage of the ETH market than is commonly understood. Any actual or perceived false trading in the ETH market, and any other fraudulent or manipulative acts and practices, could adversely affect the value of our ETH. Negative perception, a lack of stability in the broader ETH markets and the closure, temporary shutdown or operational disruption of ETH trading venues, lending institutions, institutional investors, institutional miners, custodians, or other major participants in the ETH ecosystem, due to fraud, business failure, cybersecurity events, government-mandated regulation, bankruptcy, or for any other reason, may result in a decline in confidence in ETH and the broader ETH ecosystem and greater volatility in the price of ETH.

***The concentration of our ETH holdings enhances the risks inherent in our ETH accumulation strategy***

As of April 14, 2025, we held an aggregate of approximately 7,025 ETH, acquired at an aggregate purchase price of approximately RMB144.9 million (US\$19.8 million) and we may opt to purchase additional ETH and increase our overall holdings of ETH in the future. The concentration of our ETH holdings limits the risk mitigation that we could take advantage of by purchasing a more diversified portfolio of treasury assets, and the absence of diversification enhances the risks inherent in our ETH accumulation strategy. Any future significant declines in the price of ETH would have, a more pronounced impact on our financial condition than if we used our cash to purchase a more diverse portfolio of assets.

***The emergence or growth of other digital assets, including those with significant private or public sector backing, could have a negative impact on the price of ETH and adversely affect our business***

As a result of our ETH accumulation strategy, the majority of our digital assets are concentrated in our ETH holdings. Accordingly, the emergence or growth of digital assets other than ETH may have a material adverse effect on our financial condition. However, there are numerous alternative digital assets and many entities, including consortiums and financial institutions, are researching and investing resources into private or permissioned blockchain platforms or digital assets that may be perceived as superior and could gain market share relative to ETH.

Other alternative digital assets that compete with ETH in certain ways include “stablecoins,” which are designed to maintain a constant price because of, for instance, their issuers’ promise to hold high-quality liquid assets (such as U.S. dollar deposits and short-term U.S. treasury securities) equal to the total value of stablecoins in circulation. Stablecoins have grown rapidly as an alternative to ETH and other digital assets as a medium of exchange and store of value, particularly on digital asset trading platforms.

Additionally, central banks in some countries have started to introduce digital forms of legal tender. For example, China’s CBDC project was made available to consumers in January 2022, and governments including the United States, the European Union, and Israel have been discussing the potential creation of new CBDCs. Whether or not they incorporate blockchain or similar technology, CBDCs, as legal tender in the issuing jurisdiction, could also compete with, or replace, ETH and other digital assets as a medium of exchange or store of value. As a result, the emergence or growth of these or other digital assets could cause the market price of ETH to decrease, which could have a material adverse effect on our business, prospects, financial condition, and operating results.

***Our ETH holdings are less liquid than our existing cash and cash equivalents and may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents***

Historically, the ETH markets have been characterized by significant volatility in price, limited liquidity and trading volumes compared to sovereign currencies markets, relative anonymity, a developing regulatory landscape, potential susceptibility to market abuse and manipulation, compliance and internal control failures at exchanges, and various other risks inherent in its entirely electronic, virtual form and decentralized network.



During times of market instability, we may not be able to sell our ETH at favorable prices or at all. As a result, our ETH holdings may not be able to serve as a source of liquidity for us to the same extent as cash and cash equivalents. Additionally, we may be unable to enter into term loans or other capital raising transactions collateralized by our unencumbered ETH or otherwise generate funds using our ETH holdings, including in particular during times of market instability or when the price of ETH has declined significantly. If we are unable to sell our ETH, enter into additional capital raising transactions using ETH as collateral, or otherwise generate funds using our ETH holdings, or if we are forced to sell our ETH at a significant loss, in order to meet our working capital requirements, our business and financial condition could be negatively impacted.

***If we or our third-party service providers experience a security breach or cyberattack and unauthorized parties obtain access to our ETH, or if our private keys are lost or destroyed, or other similar circumstances or events occur, we may lose some or all of our ETH and our financial condition and results of operations could be materially adversely affected.***

Security breaches and cyberattacks are of particular concern with respect to our ETH. ETH and other blockchain-based cryptocurrencies and the entities that provide services to participants in the ETH ecosystem have been, and may in the future be, subject to security breaches, cyberattacks, or other malicious activities. A successful security breach or cyberattack could result in:

- a partial or total loss of our ETH in a manner that may not be covered by insurance or the liability provisions of the custody agreements with the custodians who hold our ETH;
- harm to our reputation and brand;
- improper disclosure of data and violations of applicable data privacy and other laws; or
- significant regulatory scrutiny, investigations, fines, penalties, and other legal, regulatory, contractual and financial exposure.

Further, any actual or perceived data security breach or cybersecurity attack directed at other companies with digital assets or companies that operate digital asset networks, regardless of whether we are directly impacted, could lead to a general loss of confidence in the broader ETH blockchain ecosystem or in the use of the ETH network to conduct financial transactions, which could negatively impact us.

Attacks upon systems across a variety of industries, including industries related to ETH, are increasing in frequency, persistence, and sophistication, and, in many cases, are being conducted by sophisticated, well-funded and organized groups and individuals, including state actors. The techniques used to obtain unauthorized, improper or illegal access to systems and information (including personal data and digital assets), disable or degrade services, or sabotage systems are constantly evolving, may be difficult to detect quickly, and often are not recognized or detected until after they have been launched against a target. These attacks may occur on our systems or those of our third-party service providers. We may experience breaches of our security measures due to human error, malfeasance, insider threats, system errors or vulnerabilities or other irregularities. In particular, unauthorized parties may attempt, to gain access to our systems and facilities, as well as those of our third-party service providers, through various means, such as hacking, social engineering, phishing and fraud.

Threats can come from a variety of sources, including criminal hackers, hacktivists, state-sponsored intrusions, industrial espionage, and insiders. In addition, certain types of attacks could harm us even if our systems are left undisturbed. For example, certain threats are designed to remain dormant or undetectable, sometimes for extended periods of time, or until launched against a target and we may not be able to implement adequate preventative measures. Further, there has been an increase in such activities due to the increase in work-from-home arrangements since the onset of the COVID-19 pandemic. The risk of cyberattacks could also be increased by cyberwarfare in connection with the ongoing Russia-Ukraine and Israel-Hamas conflicts, or other future conflicts, including potential proliferation of malware into systems unrelated to such conflicts. Any future breach of our operations or those of others in the ETH industry, including third-party services on which we rely, could materially and adversely affect our business.

***We face risks relating to the loss or destruction of private keys required to access our ETH and cyberattacks or other data loss relating to our ETH***

We face risks relating to the custody of our ETH, including potential vulnerabilities associated with third-party exchange services. We hold all of our ETH in Coinbase Exchange accounts, where Coinbase, not us, controls the private keys to these assets. This arrangement is similar to traditional securities brokerage accounts, where the exchange maintains custody and control of the assets. These exchange accounts are not covered by Service Organization Control (SOC) reports, which means they lack the third-party verification and controls validation that SOC reports typically provide for qualified custodial services. Unlike some companies that diversify their cryptocurrency holdings across multiple platforms or use specialized crypto custodians, our current practice concentrates all of our ETH holdings with a single exchange. This concentration creates heightened risk, as any operational, financial, or security issue affecting Coinbase could potentially impact our entire ETH holdings. If Coinbase were to experience service disruptions, security breaches, regulatory challenges, or insolvency proceedings, we could face significant difficulties accessing or recovering our ETH. In light of the increasing amount of ETH we hold, we continually seek to evaluate additional custody solutions to achieve a greater degree of diversification as the extent of potential risk of loss is dependent, in part, on the degree of diversification. If there is a decrease in the availability of digital asset custody solutions that we believe can safely secure our ETH, we may need to enter into agreements that are less favorable than our current arrangements or take other measures to custody our ETH, and our ability to seek a greater degree of diversification would be materially adversely affected.

Our use of an exchange also exposes us to the risk that the ETH Coinbase holds on our behalf could be subject to insolvency proceedings where we could be treated as a general unsecured creditor, potentially inhibiting our ability to exercise ownership rights with respect to our ETH. Any loss associated with such insolvency proceedings would likely exceed any available insurance coverage related to our ETH.

By holding our ETH on a centralized exchange rather than in self-custodial wallets, we do not directly control the private keys necessary to authorize transactions on the Ethereum blockchain. Instead, we rely completely on Coinbase's security protocols, operational integrity, and financial stability. Should Coinbase suffer a security breach, operational failure, or face bankruptcy, we could lose access to or ownership of our ETH holdings with limited or no recourse for recovery. If regulatory developments or enforcement actions cause Coinbase to discontinue or limit its services, we may need to quickly identify alternative custody solutions or establish self-custody measures, which could expose us to additional security risks, operational complications, and potential transaction costs or losses during any transition period.

***Regulatory changes reclassifying ETH as a security could lead to our classification as an "investment company" under the Investment Company Act of 1940 and could adversely affect the market price of ETH and the market price of our ADSs.***

Our assets are increasingly concentrated in our ETH holdings. While the SEC has not made a definitive determination regarding ETH's status as a security, the transition to proof-of-stake consensus in 2022 has created additional regulatory uncertainty. A determination by the SEC that ETH constitutes a security for purposes of federal securities laws could lead to our classification as an "investment company" under the Investment Company Act of 1940, which would subject us to significant additional regulatory controls. Such classification could have a material adverse effect on our ability to execute on our ETH strategy and our business operations, and may also require us to substantially change the manner in which we conduct our business.

In addition, if ETH is determined to constitute a security for purposes of federal securities laws, the additional regulatory restrictions imposed by such a determination could adversely affect the market price of ETH and in turn adversely affect the market price of our listed securities. Moreover, ETH's status as the blockchain on which numerous other tokens and decentralized applications operate means that regulatory actions against ETH could have cascading effects throughout the broader cryptocurrency ecosystem, potentially magnifying the negative impact on ETH's value and consequently the value of our holdings.

#### **Risks Relating to Doing Business in the PRC**

***Changes in the political and economic policies of the Chinese government or in relations between China and the United States may materially and adversely affect our business, financial condition, results of operations and the market price of our ADSs.***

Due to our extensive operations in China, our business, results of operations, financial condition and prospects may be influenced to a significant degree by economic, political, legal and social conditions in China or changes in government relations between China and the United States or other governments. There is significant uncertainty about the future relationship between the United States and China with respect to trade policies, treaties, government regulations and tariffs. China's economy differs from the economies of developed countries in many respects, including with respect to the amount of government involvement, level of development, growth rate, control of foreign exchange, allocation of resources and legal system. While China's economy has experienced significant growth over the past four decades, growth has been uneven across different regions and among various economic sectors. The Chinese government has implemented various measures to encourage economic development and guide the allocation of resources. Some of these measures may benefit the overall Chinese economy, but may have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations that are currently applicable to us. In addition, in the past the Chinese government implemented certain measures, including interest rate increases, to control the pace of economic growth. These measures may cause decreased economic activity in China, which may adversely affect our business and results of operations. In July 2021, the Chinese government provided new guidance to and placed restrictions on mainland China-based companies raising capital outside of mainland China. In light of the recent developments in China and the overall risks with the China-based variable interest entities, or VIE, structure, the SEC has imposed enhanced disclosure requirements on China-based companies seeking to register securities with the SEC. Although we do not have a VIE structure, due to our extensive operations in China, any future Chinese, U.S. or other rules and regulations that place restrictions on capital raising or other activities by companies with extensive operations in China could adversely affect our business and results of operations. If the business environment in China deteriorates from the perspective of domestic or international investment, or if relations between China and the United States or other governments deteriorate, the Chinese government may intervene with our operations and our business in China and United States, as well as the market price of our ADSs, may also be adversely affected.

**Escalating international trade tensions, particularly between the U.S. and China, may significantly impact our manufacturing operations, supply chain, and financial performance.**

Political events, international trade disputes, and other disruptions to international commerce could harm the global economy and adversely affect our business, customers, suppliers, and other business partners. Recent shifts in U.S. tariff policies, including increased tariffs on goods imported from China and other regions, as well as the potential for additional protectionist measures, may impact our operations.

The U.S. government has indicated its intent to adopt a new approach to trade policy and in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements. As of the date of this annual report, following recent increases in U.S. tariffs on Chinese imports, while most of our products have been temporarily exempted, certain exports to the U.S. remain subject to an aggregate 125% tariff. For the year ended December 31, 2024, customers in the U.S. accounted for approximately 12.4% of our total revenue. These actions have also resulted in retaliatory measures against goods from the United States.

While our altcoin mining products are manufactured in mainland China, our ASIC chips are primarily procured from the Foundry Partner which has manufacturing facilities in the United States. As of the date of this annual report, China has imposed an aggregate 125% tariff on all U.S. goods, which impacts our cost structure for essential components, as some of our ASIC chips, sourced from the United States since 2024, are manufactured in facilities located in the United States and are subject to the tariff when imported into China. Any further escalation in U.S. tariffs or trade restrictions, particularly those affecting Chinese imports, or any further escalation in Chinese tariffs on U.S. goods, could result in higher costs, reduced profitability, or supply chain disruptions for us. We may also be required to increase prices to our customers, particularly those in the United States, which may reduce demand, or if we are unable to increase prices, we may experience lower margins on our products, and our revenue may decline as a result.

Moreover, political uncertainty surrounding international trade disputes, particularly the ongoing tension between the U.S. and China, could damage customer confidence and decision-making, leading to a material adverse effect on our business. Such uncertainty may also limit our access to new business opportunities, negatively impacting our operations. Additionally, current and potential future actions by the U.S. or the PRC that affect trade relations could contribute to global economic instability, which may harm our markets, our business, or our financial performance. The financial condition of our customers could also be adversely affected by trade-related disruptions, and we cannot predict the extent or form of future actions or escalations.

***The Chinese government may intervene in or influence our operations at any time, which could result in a material change in our operations and significantly and adversely impact the value of our ADSs.***

We have been advised by Jingtian & Gongcheng, our PRC legal adviser, that we have obtained all necessary permissions or approvals and authorizations in mainland China in all material aspects in relation to conducting our business operations in mainland China. Except for the business licenses issued by the local branch of the State Administration for Market Regulation, which our PRC subsidiaries have obtained and are in full force and effect as of the date of this annual report, Intchains Group Limited and our PRC subsidiaries are not required to obtain other licenses, approvals or permits to conduct our IC design business operations in mainland China.

To the best of our knowledge, as of the date of this annual report, there are no laws or regulations that are or will be adopted in the near future by PRC government authorities that would prevent us from maintaining the business licenses we have obtained or would require us to obtain additional licenses or qualifications in order to operate our IC design business.

However, the Chinese government has significant oversight and discretion over the conduct of our business and may intervene or influence our operations as the government deems appropriate to further regulatory, political and societal goals. The Chinese government has recently published new policies that significantly affected certain industries such as the education and internet industries, and we cannot rule out the possibility that it will in the future release regulations or policies regarding our business operations that could require us to seek permission from Chinese authorities to continue to operate our business, we may be unable to obtain such approval requirements or maintain our business licenses which may adversely affect our business, financial condition and results of operations, and could have a material adverse effect on the trading price of the ADSs. Furthermore, recent statements made by the Chinese government have indicated an intent to increase the government's oversight and control over offerings of companies with significant operations in mainland China that are to be conducted in foreign markets, as well as foreign investment in mainland China-based issuers like us. Any such action, once taken by the Chinese government, could significantly limit or completely hinder our ability to offer or continue to offer ADSs to our investors, and could cause the value of our ADSs to significantly decline or become worthless.

***Changes in U.S. and Chinese regulations may adversely impact our business, our operating results, our ability to raise capital and the market price of our ADSs.***

The U.S. government, including the SEC, has made statements and taken certain actions that led to changes to United States and international relations, and will impact companies with connections to China, including imposing several rounds of tariffs affecting certain products manufactured in China, imposing certain sanctions and restrictions in relation to China and issuing statements indicating enhanced review of companies with significant China-based operations. On October 7, 2022, the Bureau of Industry and Security (“BIS”) under the Commerce Department of the U.S. issued rules aimed at restricting China’s ability to obtain advanced computing chips, develop and maintain supercomputers, and manufacture advanced semiconductor products (the “Rule”). Although the Rule is intended to restrict China’s ability to purchase and manufacture certain high-end chips used in military applications, it may result in negative impact on companies that provide advanced computing chips, products containing such chips, or items related to supercomputers and semiconductors to customers based in China. The Rule sets forth the following restrictions, among others, (i) adding certain advanced and high-performance computing chips and computer products that contain such chips to the Commerce Control List of BIS (“CCL”); (ii) adding new license requirements for items destined for an end use relating to supercomputer or semiconductor development or production in China; (iii) adding certain semiconductor manufacturing equipment and related items to the CCL; and (iv) adding new license requirements for items intended for any semiconductor fabrication facility in China that fabricates ICs meeting specified criteria. We provided integrated solutions of high-performance computing mining products. While it does not appear that the Rule is directly applicable to us, we cannot assure you that regulatory authorities will not reach a different conclusion. Should our products be deemed to come within the purview of the Rule, our business, financial condition and results of operations may be materially and adversely affected.

It is unknown whether and to what extent new U.S. government legislation, executive orders, tariffs, laws or regulations will be adopted, or the effect that any such actions would have on companies with significant connections to China, on our industry or on us. Any unfavorable government policies on cross-border relations and/or international trade, including increased scrutiny on companies with significant China-based operations, capital controls or tariffs, may affect our ability to raise capital, the market price of our ADSs or prevent us from selling our products in certain countries. Furthermore, the SEC has issued statements primarily focused on companies with significant China-based operations, such as us.

If any new legislation, executive orders, tariffs, laws and/or regulations are implemented, if existing trade agreements are renegotiated, if the U.S. or Chinese governments take retaliatory actions due to the recent U.S.-China tensions or if the Chinese government exerts more oversight and control over securities offerings that are conducted in the United States, such changes could have an adverse effect on our business, financial condition and results of operations, our ability to raise capital and the market price of our ADSs.

While we have implemented internal control measures to mitigate our risk exposure to international sanctions, sanctions laws and regulations are constantly evolving, and new persons and entities are regularly added to the list of sanctioned persons. Further, new requirements or restrictions could come into effect which might increase the scrutiny on our business or result in one or more of our business activities being deemed to have violated sanctions. Our business and reputation could be adversely affected if the authorities of the United States, the European Union, the United Nations or any other jurisdictions were to determine that any of our future activities constitutes a violation of the sanctions they impose or provides a basis for a sanction’s designation of our group.

***Changes in international trade policies and international barriers to trade may have an adverse effect on our business and expansion plans.***

We are headquartered in China and export our products globally, and derive sales from sales of our products to customers globally. Changes and potential changes to trade policies, tariffs, export controls, economic sanctions, and supply chain restrictions in or affecting the jurisdictions in which we operate and to which we sell our products, or the perception that these changes or potential changes could occur, could adversely affect the financial and economic conditions in those jurisdictions, as well as our international sales, financial condition and results of operations.

In recent years, the U.S. government has imposed various restrictions on both inbound and outbound trade and investment with China. Such measures have imposed significant increases in tariff rates on goods imported into the United States, and restrictions on the export of certain products, software, and technology. In particular, the U.S. implemented export controls focused on the semiconductor and advanced computing industries. These restrictions may impact our operations, in particular, with regard to the development and manufacturing of current and new products. On October 28, 2024, the Office of Investment Security of the U.S. Department of the Treasury issued a final rule to implement President Biden’s August 2023 Executive Order on Addressing United States Investments in Certain National Security Technologies and Products in Countries of Concern. This executive order provided for the establishment of a new and targeted national security regulatory framework directed at controlling outbound investment from the United States in certain sensitive industry sectors in mainland China, Hong Kong and Macau. This rule has become effective on January 2, 2025, or the Outbound Investment Rule.

As implemented by the Outbound Investment Rule, the new framework imposes notification requirements and prohibitions on specified investments by U.S. persons in the semiconductor and microelectronics sector, quantum information technologies, and artificial intelligence systems. Within the semiconductor and microelectronics sector, prohibited investments will include certain covered investments in electronic design automation software; certain fabrication and advanced packaging tools; the design, fabrication, or packaging of certain advanced integrated circuits, and supercomputers. Notifiable investments will include any covered investments related to the design, fabrication, or packaging of integrated circuits not otherwise covered by the prohibition. Persons from countries of concern engaged the development of the foregoing technologies are defined as “Covered Foreign Persons,” and certain investments by U.S. persons in Covered Foreign Persons are subject to the Outbound Investment Rule, including acquisitions of equity interests, certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund related to Covered Foreign Persons. Once the Outbound Investment Rule becomes effective, we may be deemed a Covered Foreign Person because we are engaged in the design of integrated circuits. Even though U.S. persons’ acquisitions of certain publicly traded securities (such as our ADSs) will be exempted from the notification requirements and prohibitions under the Outbound Investment Rule, the Outbound Investment Rule may still limit our ability to raise additional capital from U.S. investors, which could increase our cost of capital or prevent us from raising sufficient capital when needed, negatively impacting our business, financial condition and prospects.

***There remain uncertainties regarding interpretation and implementation of Overseas Listing Trial Measures.***

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “Overseas Listing Trial Measures”) and the related guidelines, which became effective on March 31, 2023. The Overseas Listing Trial Measures regulate both direct and indirect overseas offering and listing by PRC domestic companies by adopting a filing-based regulatory regime. The Overseas Listing Trial Measures provide that if the issuer meets both of the following criteria, the overseas securities offering and listing conducted by such issuer will be deemed as indirect overseas offering subject to the filing procedure set forth under the Overseas Listing Trial Measures: (i) 50% or more of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent fiscal year is accounted for by the issuer’s domestic companies; and (ii) the issuer’s business activities are substantially conducted in mainland China, or its principal place of business are located in mainland China, or the senior managers in charge of its business operations and management are mostly Chinese citizens or domiciled in mainland China. The determination as to whether or not an overseas offering and listing by domestic companies is indirect, shall be made on a substance over form basis.

According to the Overseas Listing Trial Measures, subsequent securities offerings of an issuer in the same overseas market where it has previously offered and listed securities shall be filed with the CSRC within 3 working days after the offering is completed. The Company shall file with the CSRC within 3 working days after the offering is completed, and submit a report on the status of this offering to the CSRC after completion of all tranches of the issuance.

As there is uncertainty with respect to the filing requirements and implementation, we cannot assure you that we would be able to complete the filing procedures, obtain the approvals or complete other compliance procedures in a timely manner, or at all, or that any completion of filing or approval or other compliance procedures would not be rescinded. Any such failure would subject us to sanctions by the CSRC or other PRC regulatory authorities, which may include fines and penalties, restrictions on or prohibition of the payments or remittance of dividends by our subsidiaries in China, restrictions on or delays to the repatriation of the proceeds from future capital raising activities into China, restrictions on or delays to our future offering of securities, or other actions that could have a material and adverse effect on our business, financial condition, results of operations, reputation and prospects, as well as the trading price of our ordinary shares. Accordingly, the value of your investment may be materially and adversely affected or become worthless.

***There remain uncertainties regarding interpretation and implementation of Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Issuance and Listing of Securities by Domestic Enterprises.***

On February 24, 2023, CSRC published the Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Issuance and Listing of Securities by Domestic Enterprises (the “Provisions”), which became effective on March 31, 2023 together with Overseas Listing Trial Measures. According to the Provisions, a domestic company that plans to, either directly or through its overseas listed entity, publicly disclose or provide to relevant entities or individuals including securities companies, securities service providers, and overseas regulators, documents and materials that contain state secrets or government work secrets, shall first obtain approval from competent authorities according to law, and file with the secrecy administrative department at the same level. Further, a domestic company that plans to, either directly or through its overseas listed entity, publicly disclose or provide to relevant entities or individuals including securities companies, securities service providers, and overseas regulators, other documents and materials that, if divulged, will cause adverse impact on national security or public interest, shall strictly fulfill relevant procedures stipulated by applicable national regulations.



Opinions remain unclear on how they will be interpreted and implemented by relevant PRC governmental authorities. While we have implemented policies and procedures with the intent to comply with the Provisions, we cannot ensure that we will be able to fully comply with the future interpretations and implementations of the Provisions. Domestic companies that fail to comply with the requirements under the Provisions in the course of their indirect overseas issuance and listing may be held legally liable by competent authorities or become subject to criminal penalties.

***Recent negative publicity surrounding China-based companies listed in the United States may negatively impact the trading price of our ADSs.***

We believe that recent negative publicity surrounding companies with operations in China that are listed in the United States have negatively impacted the stock prices of these companies. Certain politicians in the United States have publicly warned investors to shun China-based companies listed in the United States. The SEC and the Public Company Accounting Oversight Board (United States), or the PCAOB, also issued a joint statement on April 21, 2020, reiterating the disclosure, financial reporting and other risks involved in the investments in companies that are based in emerging markets as well as the limited remedies available to investors who might take legal action against such companies. Furthermore, various equity-based research organizations have recently published reports on China-based companies after examining their corporate governance practices, related party transactions, sales practices and financial statements, and these reports have led to special investigations and listing suspensions on U.S. national exchanges. Any similar scrutiny on us, regardless of its lack of merit, could cause the market price of our ADSs to fall, divert management resources and energy, cause us to incur expenses in defending ourselves against rumors, and increase the premiums we pay for director and officer insurance.

***Our ADSs may be delisted under the Holding Foreign Companies Accountable Act if the PCAOB is unable to inspect auditors or their affiliates that are located in China. The delisting of our ADSs, or the threat of such delisting, may materially and adversely affect the value of your investment. Additionally, the inability of the PCAOB to conduct inspections deprives our investors of the benefits of such inspections.***

As part of a continued regulatory focus in the United States on access to audit and other information currently protected by national law, in particular China's, the HFCAA has been signed into law on December 18, 2020. The HFCAA, as subsequently amended, states if the SEC determines that we have filed audit reports issued by a registered public accounting firm that has not been subject to inspection for the PCAOB for two consecutive years, the SEC shall prohibit our ADSs from being traded on a national

On December 2, 2021, the SEC adopted final amendments to its rules implementing the HFCAA, which include requirements to disclose information, including the auditor name and location, the percentage of shares of the issuer owned by governmental entities, whether governmental entities in the applicable foreign jurisdiction with respect to the auditor has a controlling financial interest with respect to the issuer, the name of each official of the Chinese Communist Party who is a member of the board of the issuer, and whether the articles of incorporation of the issuer contains any charter of the Chinese Communist Party. These amendments also establish procedures the SEC will follow in identifying issuers and prohibiting trading by certain issuers under the HFCAA, including that the SEC will identify an issuer as a "Commission-identified Issuer" if the issuer has filed an annual report containing an audit report issued by a registered public accounting firm that the PCAOB has determined it is unable to inspect or investigate completely, and will then impose a trading prohibition on an issuer after it is identified as a Commission-Identified Issuer for three consecutive years.

In August 2022, the PCAOB, the CSRC and the Ministry of Finance of the PRC signed the Statement of Protocol, which establishes a specific and accountable framework for the PCAOB to conduct inspections and investigations of PCAOB-governed accounting firms in mainland China and Hong Kong. On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in mainland China and Hong Kong completely in 2022. The PCAOB Board vacated its previous 2021 determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in mainland China and Hong Kong. The PCAOB inspections team has also completed fieldwork for 2023, with the complete access required under the HFCAA. However, whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in mainland China and Hong Kong is subject to uncertainties and depends on a number of factors out of our and our auditor's control. The PCAOB continues to demand complete access in mainland China and Hong Kong moving forward, as well as to continue pursuing ongoing investigations and initiate new investigations as needed. The PCAOB has also indicated that it will act immediately to consider the need to issue new determinations with the HFCAA if needed. Our financial statements contained in this annual report of Form 20-F have been audited by MaloneBailey, LLP, an independent registered public accounting firm that is headquartered in the United States with offices in Beijing and Shenzhen, China. MaloneBailey, LLP is a firm registered with the PCAOB, and is required by the United States laws to undergo regular inspections by the PCAOB to assess its compliance with the laws of the U.S. and professional standards.

As of the date of this annual report, we have not been and do not expect to be identified by the SEC under the HFCAA. However, if our auditor cannot be inspected by the PCAOB in the future, or if we otherwise fail to meet the PCAOB's requirements, our ADSs will be delisted from the Nasdaq Stock Market, and our shares will not be permitted for trading over the counter in the United States under the HFCAA and related regulations. If our ADSs are prohibited from trading in the United States, we cannot assure you that we will be able to list on a non-U.S. exchange or that a market for our ADSs will develop outside of the United States. Such a prohibition would substantially impair your ability to sell or purchase our ADSs when you wish to do so, and the risk and uncertainty associated with delisting would have a negative impact on the price of our ADSs. Moreover, the HFCAA or other efforts to increase U.S. regulatory access to audit information could cause investor uncertainty for affected issuers, including us, and the market price of our ADSs could be adversely affected. Furthermore, such a prohibition would significantly affect our ability to raise capital on terms acceptable to us, or at all, which would have a material adverse impact on our business, results of operations and financial condition.

***Economic, political and social conditions as well as governmental policies in the PRC could adversely affect our business, prospects, financial condition and financial results.***

A majority of our business operations is currently conducted in the PRC and we derive a majority of our revenue from the PRC. The PRC economy differs from the economies of most developed countries in many aspects, including:

- political structure;
- level of government involvement and control;
- growth rate and level of development;
- level and control of capital investment and reinvestment;
- control of foreign exchange;
- allocation of resources; and
- legal systems.

The PRC economy has been transitioning from a centrally planned economy to a more market-oriented economy for approximately four decades as the PRC government has implemented economic reform measures to utilize market forces in the development of the PRC economy. We cannot predict whether changes in the economic, political and social conditions of the PRC and in its laws, regulations and policies will have any adverse effect on our current or future business, financial condition or results of operations.

More specifically, many of the economic reforms carried out by the PRC government are unprecedented or experimental and are expected to be refined and improved over time. This refining and adjustment process may not necessarily have a positive effect on our operations and business development. These actions, as well as other actions and policies of the government of the PRC, could cause a decrease in the overall level of economic activity in the PRC and the surrounding regions and, in turn, have an adverse impact on our business and financial condition.

***Changes to and uncertainties in the legal system of the PRC may have a material adverse impact on our business, financial condition and results of operations. Legal protections available to you under the legal system of the PRC may be limited.***

The PRC is still in the process of developing a comprehensive statutory framework. Since 1979, the PRC government has established a commercial law system, and significant progress has been made in promulgating laws and regulations relating to economic affairs and matters such as corporate organization and governance, foreign investment, commerce, taxation and trade. However, many of these laws and regulations are relatively new, and the implementation and interpretation of these laws and regulations remain uncertain in many areas. It may be difficult to obtain swift and equitable enforcement or to obtain enforcement of a judgment by a court of another jurisdiction. Consequently, developments and changes in the PRC laws and regulations, including their interpretation and enforcement, may have a material and adverse effect on our business, financial condition and results of operations. Furthermore, the legal protections available to you under the PRC legal system may be limited.

***You may experience difficulties enforcing judgments against us and our management in the PRC.***

We are not a Chinese operating company but a Cayman Islands holding company. Substantially all of our assets are located outside of the United States. In addition, except for Dr. Weiping Ma, our current directors and executive officers, including Mr. Qiang Ding, Mr. Chaohua Sheng, Mr. Conway Kong-Wai Lee, Mr. Qingyang Gu, and Mr. Chaowei Yan, are nationals and residents of countries other than the United States. Substantially all or a substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult for you to bring an action against us or against these individuals in the United States in the event that you believe that your rights have been infringed under the civil liability provisions of the U.S. federal securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of the PRC may render you unable to enforce a judgment against our assets or the assets of our directors and officers.

***PRC regulations relating to the establishment of offshore special purpose vehicles by PRC residents may subject our PRC-resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to make capital contributions into our PRC subsidiaries, limit our PRC subsidiaries' ability to distribute profits to us, or otherwise adversely affect our financial position.***

Under several regulations promulgated by SAFE, PRC residents and PRC corporate entities are required to register with and obtain approval from local branches of SAFE or designated qualified foreign exchange banks in mainland China in connection with their direct or indirect offshore investment activities. In addition, any PRC resident who is a direct or indirect shareholder of an offshore company is required to update the previously filed registration with the local branch of SAFE, with respect to any material change involving that offshore company, such as an increase or decrease in capital, transfer or swap of shares, merger or division. These regulations apply to all direct and indirect shareholders and beneficial owners of our company who are PRC residents, or PRC-Resident Shareholders, and may apply to any offshore acquisitions that we make in the future. To the best of our knowledge, as of the date of this annual report, certain of our principal shareholders who are required to complete the foreign exchange registration under SAFE Circular 37 have not yet completed such registration. We cannot assure you that these shareholders will complete the necessary registration in a timely manner, or at all, or that there will not be any material adverse impact on our business operations or financial condition as a result of such non-compliance. In addition, we may not at all times be fully aware or informed of the identities of all the PRC residents holding direct or indirect interests in our company, and we cannot assure you that all of our shareholders and beneficial owners who are PRC residents will comply with these foreign exchange regulations.

If any PRC-Resident Shareholder fails to make the required registration or update a previously filed registration, our PRC subsidiaries may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to us, and we may also be prohibited from injecting additional capital into our PRC subsidiaries. Moreover, failure to comply with the various foreign exchange registration requirements described above could result in liability on the related PRC-Resident shareholder or our PRC subsidiaries under the PRC laws for evasion of applicable foreign exchange restrictions.

***Our corporate structure may restrict our ability to receive dividends from, and transfer funds to, our PRC operating subsidiaries, which could restrict our ability to act in response to changing market conditions in a timely manner.***

We are a Cayman Islands holding company and a certain portion of our operations are conducted through our operating subsidiaries. The ability of our operating subsidiaries to make dividend and other payments to us may be restricted by factors that include changes in applicable foreign exchange and other laws and regulations.

In particular, under the PRC law, each of our PRC operating subsidiaries may only pay dividends after 10% of its net profit has been set aside as reserve funds, unless such reserves have reached at least 50% of its registered capital. In addition, the profit available for distribution from our PRC operating subsidiaries is determined in accordance with generally accepted accounting principles in the PRC. This calculation may differ if it were performed in accordance with U.S. GAAP. As a result, we may not have sufficient distributions from our PRC operating subsidiaries to enable necessary profit distributions to our shareholders in the future, which would be based upon our financial statements prepared under U.S. GAAP.

Distributions by our PRC operating subsidiaries to us other than as dividends may be subject to governmental approval and taxation. Any transfer of funds from our company to our PRC operating subsidiaries, either as a shareholder loan or as an increase in registered capital, is subject to registration or approval of PRC governmental authorities, including the relevant administration of foreign exchange and/or the relevant examining and approval authority. These limitations on the free flow of funds between us and our PRC subsidiaries could restrict our ability to act in response to changing market conditions in a timely manner.

***Dividends payable by us to our foreign investors and gains on the sale of the ADSs may become subject to withholding taxes under the PRC tax laws.***

Under the EIT Law and EIT Implementation Rules, our foreign corporate shareholders may be subject to a 10% income tax upon any gains realized from the transfer of their ADSs and dividends distributable to such foreign corporate shareholder, if such income is regarded as income from "sources within the PRC." According to the EIT Implementation Rules, whether income generated from transferring equity investments is to be regarded as sources within the PRC or from foreign territory shall depend upon the locations in which the enterprises accepting the equity investment are located. However, it is unclear whether income received by our shareholders will be deemed to be income from sources within the PRC and whether there will be any exemption or reduction in taxation for our foreign corporate shareholders due to the promulgation of the EIT Law. If our foreign corporate shareholders are required to pay PRC income tax on the transfers of the ADSs that they hold or on the gains on the sale of the ADSs by them, the value of our foreign corporate shareholders' investments in the ADSs may be materially and adversely affected.

***PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the proceeds of our initial public offering to make loans or additional capital contributions to our PRC subsidiaries, which could materially and adversely affect our liquidity and our ability to fund and expand our business operations.***

We may transfer funds to our PRC subsidiaries or finance our PRC subsidiaries by means of shareholders' loans or capital contributions. Any loans to our PRC subsidiaries, which are foreign-invested enterprises, cannot exceed a statutory limit, and shall be filed with SAFE or its local counterparts. Furthermore, any capital contributions we make to our PRC subsidiaries shall be registered with the PRC State Administration for Market Regulation or its local counterparts, and reported to with the Ministry of Commerce or its local counterparts.



On March 30, 2015, SAFE promulgated the Circular on Reforming the Administration Measures on Conversion of Foreign Exchange Registered Capital of Foreign-invested Enterprises, or SAFE Circular 19. SAFE Circular 19, however, allows foreign invested enterprises in mainland China to use their registered capital settled in RMB converted from foreign currencies to make equity investments, but the registered capital of a foreign invested company settled in RMB converted from foreign currencies remains not allowed to be used, among other things, for investment in the security markets, or offering entrustment loans, unless otherwise regulated by other laws and regulations. On June 9, 2016, SAFE further issued the Circular of the State Administration of Foreign Exchange on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts, or SAFE Circular 16, which, among other things, amended certain provisions of Circular 19. According to SAFE Circular 19 and SAFE Circular 16, the flow and use of the RMB capital converted from foreign currency-denominated registered capital of a foreign invested company is regulated such that RMB capital may not be used for purposes beyond its business scope or to provide loans to non-affiliates unless otherwise permitted under its business scope. On October 23, 2019, SAFE promulgated the Circular of the State Administration of Foreign Exchange on Further Promoting the Facilitation of Cross-Border Trade and Investment, or SAFE Circular 28, which removes the restrictions on domestic equity investments by non-investment foreign-invested enterprises with their capital funds, provided that certain conditions are met. The applicable foreign exchange circulars and rules may limit our ability to transfer the net proceeds from our foreign capital raisings to our PRC subsidiaries and convert the net proceeds into RMB, which may adversely affect our business, financial condition, and results of operations.

***We may be classified as a “resident enterprise” for PRC enterprise income tax purposes, which could result in unfavorable tax consequences to us and our non-PRC shareholders.***

The EIT Law provides that enterprises established outside of the PRC whose “de facto management bodies” are located in the PRC are considered “resident enterprises” and are generally subject to the uniform 25% enterprise income tax rate on their worldwide income. In addition, a circular issued by the State Administration of Taxation on April 22, 2009 regarding the standards used to classify certain Chinese-invested enterprises controlled by Chinese enterprises or Chinese group enterprises and established outside of the PRC as “resident enterprises” clarified that dividends and other income paid by such “resident enterprises” will be considered to be PRC source income, subject to PRC withholding tax, currently at a rate of 10%, when recognized by non-PRC enterprise shareholders. This circular also subjects such “resident enterprises” to various reporting requirements with the PRC tax authorities. Under the implementation regulations to the enterprise income tax, a “de facto management body” is defined as a body that has material and overall management and control over the manufacturing and business operations, personnel and human resources, finances and properties of an enterprise. In addition, the circular mentioned above sets out criteria for determining whether “de facto management bodies” are located in the PRC for overseas incorporated, domestically controlled enterprises. However, as this circular only applies to enterprises established outside of the PRC that are controlled by PRC enterprises or groups of PRC enterprises, it remains unclear how the tax authorities will determine the location of “de facto management bodies” for overseas incorporated enterprises that are controlled by individual PRC residents like us and some of our subsidiaries. Therefore, although all of our management is currently located in the PRC, it remains unclear whether the PRC tax authorities would require or permit our overseas registered entities to be treated as PRC resident enterprises. We do not currently consider our company to be a PRC resident enterprise. However, if the PRC tax authorities disagree with our assessment and determine that we are a “resident enterprise” we may be subject to enterprise income tax at a rate of 25% on our worldwide income and dividends paid by us to our non-PRC shareholders as well as capital gains recognized by them with respect to the sale of the ADSs may be subject to a PRC withholding tax.

This will have an impact on our effective tax rate, a material adverse effect on our net income and results of operations, and may require us to withhold tax on our non-PRC shareholders.

***Government control of foreign currency conversion may affect the value of your investment.***

The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. Under existing PRC foreign exchange regulations, payments of certain current account items can be made in foreign currencies without prior approval from the local branch of SAFE by complying with certain procedural requirements. However, approval from appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of the PRC to pay capital expenses such as the repayment of bank loans denominated in foreign currencies. The restrictions on foreign exchange transactions under capital accounts could also affect the ability of our subsidiaries in the PRC to obtain foreign exchange through debt or equity financing, including by means of loans or capital contributions from us. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions.

***Labor contract laws in China may adversely affect our results of operations.***

The current PRC Labor Contract Law imposes greater liabilities on employers and significantly increases the cost of an employer's decision to reduce its workforce. Moreover, it stipulates that the employment contract of an employee must be automatically terminated upon reaching the mandatory retirement age. If we decide to significantly change or decrease our workforce, the Labor Contract Law could adversely affect our ability to enact such changes in a manner that is most advantageous to our business or in a timely and cost-effective manner, thus materially and adversely affecting our financial condition and results of operations.

***Increases in labor costs and employee benefits in China may adversely affect our business and our profitability.***

The PRC economy has been experiencing significant growth, leading to inflation and increased labor costs. China's overall economy and the average wage in China are expected to continue to grow. In addition, we are required by PRC laws and regulations to pay various statutory employee benefits, including pensions, housing fund, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance to designated government agencies for the benefit of our employees. The determination of the relevant government agencies whether an employer has made adequate payments of the requisite statutory employee benefits is within their discretion. Employers that fail to make adequate payments may be subject to late payment fees, fines and/or other penalties. Future increases in China's inflation and material increases in labor costs and employee benefits may materially and adversely affect our profitability and results of operations unless we are able to pass on these costs to our customers.

***Risks Relating to the ADSs***

***The trading price of the ADSs is likely to be volatile, which could result in substantial losses to investors.***

The trading price of the ADSs is likely to be volatile and could fluctuate widely due to factors beyond our control. This may happen because of broad market and industry factors, including the performance and fluctuation of the market prices of other companies with business operations located mainly in China that have listed their securities in the United States. The securities of some of these companies have experienced significant volatility since their initial public offerings, including, in some cases, substantial trading price declines. The trading performances of other PRC companies' securities after their offerings may affect the attitudes of investors toward PRC companies listed in the United States in general, and consequently may impact the trading performance of our ADSs, regardless of our actual operating performance.

In addition to market and industry factors, the price and trading volume of our ADSs may be highly volatile due to factors specific to our own operations, including the following:

- variations in our revenue, earnings and cash flow;
- announcements of new investments, acquisitions, strategic partnerships or joint ventures by us or our competitors;
- announcements of new offerings, solutions and expansions by us or our competitors;
- changes in financial estimates by securities analysts;
- detrimental adverse publicity about us, our products or our industry;
- additions or departures of key personnel;
- the release of lockup or other transfer restrictions on our outstanding equity securities or sales of additional equity securities; and
- potential litigation or regulatory investigations.

Any of these factors may result in large and sudden changes in the volume and price at which our ADSs will trade.

In addition, the share price of a number of companies involved in initial public offerings, particularly among companies with relatively smaller public floats, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Such rapid and substantial price volatility, including any share price run-up, may be unrelated to our actual or expected operating performance and financial condition or prospects, making it difficult for prospective investors to assess the rapidly changing value of our ADSs. This volatility may prevent you from being able to sell your securities at or above the price you paid for your securities.

In the past, shareholders of public companies have often brought securities class action suits against those companies following periods of instability in the market price of their securities. If we were involved in a class action suit, it could divert a significant amount of our management's attention and other resources from our business and operations and require us to incur significant expenses to defend the suit, which could harm our results of operations. Any such class action suit, whether or not successful, could harm our reputation and restrict our ability to raise capital in the future. In addition, if a claim is successfully made against us, we may be required to pay significant damages, which could have a material adverse effect on our financial condition and results of operations.

***If securities or industry analysts do not publish research or reports about our business, or if they adversely change their recommendations regarding the ADSs, the market price for the ADSs and trading volume could decline.***

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

***Because we do not expect to pay dividends in the foreseeable future, you must rely on price appreciation of the ADSs for a return on your investment.***

We currently intend to retain most, if not all, of our available funds and any future earnings to fund the development and growth of our business. As a result, we do not expect to pay any cash dividends in the foreseeable future. Therefore, you should not rely on an investment in our ADSs as a source for any future dividend income.

Our board of directors has discretion as to whether to distribute dividends, subject to certain requirements of Cayman Islands law. Under Cayman Islands law, a Cayman Islands company may pay a dividend out of either profit or share premium account, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. Accordingly, the return on your investment in the ADSs will likely depend entirely upon any future price appreciation of the ADSs. There is no guarantee that the ADSs will appreciate in value or even maintain the price at which you purchased the ADSs. You may not realize a return on your investment in the ADSs, and you may even lose your entire investment in the ADSs.

***Our dual-class voting structure will limit your ability to influence corporate matters and could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial***

We have adopted a dual-class voting structure such that our ordinary shares consist of Class A ordinary shares and Class B ordinary shares. Based on our dual-class share structure, holders of Class A ordinary shares are entitled to one vote per share in respect of matters requiring the votes of shareholders, while holders of Class B ordinary shares are entitled to ten votes per share. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. Upon any transfer of Class B ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder, such Class B ordinary shares shall be automatically and immediately converted into the equal number of Class A ordinary shares. However, the creation of any pledge, charge, encumbrance or other third party right on any Class B ordinary shares to secure a holder's contractual or legal obligations, except in cases where and until any such pledge, charge, encumbrance or other third party right is enforced and results in the third party holding legal title to the relevant Class B ordinary shares, will not be considered as a sale, transfer, assignment or disposition and will not trigger the automatic conversion. In addition, the termination of directorship on the board or employment with us of any holder of Class B ordinary shares will not trigger the automatic conversion either.

Due to the disparate voting powers attached to these two classes of ordinary shares, our co-founders, namely, Mr. Qiang Ding and Mr. Chaohua Sheng, beneficially owned all of our issued Class B ordinary shares, representing 53.3% of our total issued and outstanding share capital as of December 31, 2024 and they will be able to exercise 91.9% of the total voting power of our issued and outstanding share capital as of the same date. You will experience further dilution to the extent that additional Class B ordinary shares are issued in the future. As a result, our founders will have considerable influence over matters such as electing directors and approving material mergers, acquisitions or other business combination transactions. This concentrated control will limit your ability to influence corporate matters and could also discourage others from pursuing any potential merger, takeover or other change of control transactions, which could have the effect of depriving the holders of our Class A ordinary shares and our ADSs of the opportunity to sell their shares at a premium over the prevailing market price.

***The dual-class structure of our ordinary shares may adversely affect the trading market for our ADSs.***

Certain shareholder advisory firms have announced changes to their eligibility criteria for inclusion of shares of public companies on certain indices, including the S&P 500, that would exclude companies with multiple classes of shares and companies whose public shareholders hold no more than 5% of the total voting power from being added to such indices. In addition, several shareholder advisory firms have announced their opposition to the use of multiple class structures. As a result, the dual class structure of our ordinary shares may prevent the inclusion of our ADSs representing Class A ordinary shares in such indices and may cause shareholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure. Any such exclusion from stock indices could result in a less active trading market for our ADSs. Any actions or publications by shareholder advisory firms critical of our corporate governance practices or capital structure could also adversely affect the value of our ADSs.

***Our amended and restated memorandum and articles of association contain anti-takeover provisions that could have a material adverse effect on the rights of holders of our Class A ordinary shares and ADSs.***

Our amended and restated memorandum and articles of association contain provisions to limit the ability of others to acquire control of our company or cause us to engage in change-of-control transactions, including a provision that entitles each Class B ordinary share to ten votes in respect of all matters subject to a shareholders' vote. These provisions could have the effect of depriving our shareholders of an opportunity to sell their shares at a premium over prevailing market prices by discouraging third parties from seeking to obtain control of our company in a tender offer or similar transaction. Our board of directors has the authority, without further action by our shareholders, to issue preferred shares in one or more series and to fix their designations, powers, preferences, privileges, and relative participating, optional or special rights and the qualifications, limitations or restrictions, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with our Class A ordinary shares, in the form of ADS or otherwise. We could issue preferred shares quickly with terms calculated to delay or prevent a change in control of our company or make removal of management more difficult. If our board of directors decides to issue preferred shares, the price of our ADSs may fall and the voting and other rights of the holders of our Class A ordinary shares and ADSs may be materially and adversely affected.

***You may face difficulties in protecting your interests, and your ability to protect your rights through U.S. courts may be limited because we are incorporated under Cayman Islands law.***

We are an exempted company incorporated under the laws of the Cayman Islands. Our corporate affairs are governed by our memorandum and articles of association, the Companies Act of the Cayman Islands and the common law of the Cayman Islands. The rights of shareholders to take action against our directors, actions by our minority shareholders and the fiduciary duties of our directors to us under the Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from the common law of England, the decisions of whose courts are of persuasive authority, but are not binding, on a court in the Cayman Islands. The rights of our shareholders and the fiduciary duties of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands have a less developed body of securities laws than the United States. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States.

Shareholders of Cayman Islands exempted companies like us have no general rights under Cayman Islands law to inspect corporate records (other than the memorandum and articles of association) or to obtain copies of lists of shareholders of these companies. Our directors have discretion under our articles of association to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obligated to make them available to our shareholders. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

Certain corporate governance practices in the Cayman Islands, which is our home country, differ significantly from requirements for companies incorporated in other jurisdictions such as the United States. We may follow the home country practice for certain corporate governance practices which may differ from the requirements of the Nasdaq. If we choose to follow the home country practice, our shareholders may be afforded fewer protections than they otherwise would under rules and regulations applicable to U.S. domestic issuers.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of the board of directors or controlling shareholders than they would as public shareholders of a company incorporated in the United States.

***Fluctuations in the exchange rate between the RMB and the U.S. dollar could result in foreign currency exchange losses and could materially reduce the value of your investment.***

The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions and the foreign exchange policy adopted by the PRC government. On July 21, 2005, the PRC government ended its policy of pegging the value of the RMB to the U.S. dollar. Following the removal of the U.S. dollar peg, the RMB appreciated more than 20% against the U.S. dollar over the following three years. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the RMB and the U.S. dollar remained within a narrow band. Since June 2010, the RMB has fluctuated against the U.S. dollar, at times significantly and unpredictably. On November 30, 2015, the Executive Board of the International Monetary Fund (IMF) completed the regular five-year review of the basket of currencies that make up the Special Drawing Right, or the SDR, and decided that with effect from October 1, 2016, the RMB is determined to be a freely usable currency and will be included in the SDR basket as a fifth currency, along with the U.S. dollar, the Euro, the Japanese yen and the British pound. In the fourth quarter of 2016, the RMB had depreciated significantly in the backdrop of a surging U.S. dollar and persistent capital outflows of China. This depreciation halted in 2017, and the RMB appreciated approximately 7% against the U.S. dollar during this one-year period. Starting from the beginning of 2019, the RMB has depreciated significantly against the U.S. dollar again. In early August 2019, the PBOC set the RMB's daily reference rate at RMB7.0039 to US\$1.00, the first time that the exchange rate of the RMB to the U.S. dollar exceeded 7.0 since 2008. With the development of the foreign exchange market and progress towards interest rate liberalization and RMB internationalization, the PRC government may in the future announce further changes to the exchange rate system, and we cannot assure you that the RMB will not appreciate or depreciate significantly in value against the U.S. dollar in the future. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future.

A material portion of our revenue and substantially all of our costs are denominated in RMB. We are a holding company and we primarily rely on dividends paid by our operating subsidiaries in China for our cash needs. Any significant revaluation of the RMB may materially and adversely affect our results of operations and financial position reported in RMB when translated into U.S. dollars, and the value of, and any dividends payable on, the ADSs in U.S. dollars. To the extent that we need to convert U.S. dollars into RMB for our operations, appreciation of the RMB against the U.S. dollar would have an adverse effect on the RMB amount we would receive. Conversely, if we decide to convert our RMB into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the RMB would have a negative effect on the U.S. dollar amount.

***We are an emerging growth company within the meaning of the Securities Act and may take advantage of certain reduced reporting requirements.***

We are an “emerging growth company,” as defined in the JOBS Act, and we may take advantage of certain exemptions from requirements applicable to other public companies that are not emerging growth companies including, most significantly, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002 for so long as we are an emerging growth company until the fifth anniversary from the date of our initial listing.

The JOBS Act also provides that an emerging growth company does not need to comply with any new or revised financial accounting standards until such date that a private company is otherwise required to comply with such new or revised accounting standards. We intend to avail ourselves of the extended transition period.

***We are a foreign private issuer within the meaning of the rules under the Exchange Act, and as such we are exempt from certain provisions applicable to United States domestic public companies.***

Because we are a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the securities laws and regulations in the United States that apply to U.S. domestic issuers, including, among others:

- the rules under the Exchange Act requiring the filing of quarterly reports on Form 10-Q or current reports on Form 8-K with the SEC;
- the sections of the Exchange Act regulating the solicitation of proxies, consents, or authorizations in respect of a security registered under the Exchange Act;
- the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time; and
- the selective disclosure rules by issuers of material nonpublic information under Regulation FD.

We will be required to file an annual report on Form 20-F within four months of the end of each fiscal year. In addition, we opt to publish our results on a quarterly basis through press releases, distributed pursuant to the rules and regulations of the Nasdaq. Press releases relating to financial results and material events will also be furnished to the SEC on Form 6-K. However, the information we are required to file with or furnish to the SEC will be less extensive and less timely than that required to be filed with the SEC by U.S. domestic issuers. As a result, you may not be afforded the same protections or information that would be made available to you were you investing in a U.S. domestic issuer.



***We may lose our foreign private issuer status in the future, which could result in significant additional costs and expenses to us.***

As discussed above, we are a foreign private issuer, and therefore, we are not required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act. The determination of foreign private issuer status is made annually on the last business day of an issuer's most recently completed second fiscal quarter, and, accordingly, the next determination will be made with respect to us on June 30, 2025. In the future, we would lose our foreign private issuer status if (1) more than 50% of our outstanding voting securities are owned by U.S. residents and (2) a majority of our directors or executive officers are U.S. citizens or residents, or we fail to meet additional requirements necessary to avoid the loss of foreign private issuer status. If we lose our foreign private issuer status, we will be required to file with the SEC periodic reports and registration statements on U.S. domestic issuer forms, which are more detailed and extensive than the forms available to a foreign private issuer. We will also have to comply with U.S. federal proxy requirements, and our officers, directors and 10% shareholders will become subject to the short-swing profit disclosure and recovery provisions of Section 16 of the Exchange Act. In addition, we will lose our ability to rely upon exemptions from certain corporate governance requirements under the listing rules of the Nasdaq. As a U.S. listed public company that is not a foreign private issuer, we will incur significant additional legal, accounting and other expenses that we will not incur as a foreign private issuer.

***The voting rights of holders of ADSs are limited by the terms of the deposit agreement, and you may not be able to exercise your right to vote your ordinary shares.***

As a holder of the ADSs, you will only be able to exercise the voting rights with respect to the underlying ordinary shares represented by your ADSs in accordance with the provisions of the deposit agreement. Under the deposit agreement, you must vote by giving voting instructions to the depositary. Upon receipt of your voting instructions, the depositary will vote the underlying ordinary shares represented by your ADSs in accordance with these instructions. You will not be able to directly exercise your right to vote with respect to the underlying ordinary shares represented by your ADSs unless you cancel and withdraw such ordinary shares. Under our amended and restated memorandum and articles of association, the minimum notice period required for convening a general meeting is ten days. When a general meeting is convened, you may not receive sufficient advance notice to withdraw the underlying ordinary shares represented by your ADSs to allow you to vote with respect to any specific matter. If we ask for your instructions, the depositary will notify you of the upcoming vote and will arrange to deliver our voting materials to you. We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote the underlying ordinary shares represented by your ADSs. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for their manner of carrying out your voting instructions. This means that you may not be able to exercise your right to vote and you may have no legal remedy if the underlying ordinary shares represented by your ADSs are not voted as you requested.

***The depositary for the ADSs will give us a discretionary proxy to vote our ordinary shares underlying your ADSs if you do not vote at shareholders' meetings, except in limited circumstances, which could adversely affect your interests.***

Under the deposit agreement for the ADSs, if you do not vote, the depositary may give us a discretionary proxy to vote the ordinary shares underlying the ADSs at shareholders' meetings if we have timely provided the depositary with notice of meeting and related voting materials and (i) we have instructed the depositary that we wish a discretionary proxy to be given, (ii) we have informed the depositary that there is no substantial opposition as to a matter to be voted on at the meeting, and (iii) a matter to be voted on at the meeting would not have a material adverse impact on shareholders.

The effect of this discretionary proxy is that you cannot prevent the underlying ordinary shares represented by the ADSs from being voted, except under the circumstances described above. This may make it more difficult for holders to influence the management of the company. Holders of ordinary shares are not subject to this discretionary proxy.

***Your rights to pursue claims against the depositary as a holder of ADSs are limited by the terms of the deposit agreement.***

Under the deposit agreement, any action or proceeding against or involving the depositary, arising out of or based upon the deposit agreement or the transactions contemplated thereby or by virtue of owning the ADSs may only be instituted in a state or federal court in New York, New York, and you, as a holder of our ADSs, will have irrevocably waived any objection which you may have to the laying of venue of any such proceeding, and irrevocably submitted to the exclusive jurisdiction of such courts in any such action or proceeding.

The depositary may, in its sole discretion, require that any dispute or difference arising from the relationship created by the deposit agreement be referred to and finally settled by an arbitration conducted under the terms described in the deposit agreement, although the arbitration provisions do not preclude you from pursuing claims under the Securities Act or the Exchange Act in state or federal courts.



***ADS holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action.***

The deposit agreement governing the ADSs representing our Class A ordinary shares provides that, subject to the depositary's right to require a claim to be submitted to arbitration, the federal or state courts in the City of New York have exclusive jurisdiction to hear and determine claims arising under the deposit agreement and in that regard, to the fullest extent permitted by law, ADS holders waive the right to a jury trial of any claim they may have against us or the depositary arising out of or relating to our shares, the ADSs or the deposit agreement, including any claim under the U.S. federal securities laws. As the waiver relates to claims arising as a matter of contract in relation to the ADSs, we believe that, as a matter of construction of the clause, the waiver would likely to continue to apply to ADS holders who withdraw the Class A ordinary shares represented by the ADSs from the ADS facility with respect to claims arising before the withdrawal, and the waiver would most likely not apply to ADS holders who subsequently withdraw the Class A ordinary shares represented by ADSs from the ADS facility with respect to claims arising after the withdrawal. However, to our knowledge, there has been no case law on the applicability of the jury trial waiver to ADS holders who subsequently withdraw the Class A ordinary shares represented by the ADSs from the ADS facility.

If we or the depositary opposed a jury trial demand based on the waiver, the court would determine whether the waiver was enforceable based on the facts and circumstances of that case in accordance with the applicable state and federal law. To our knowledge, the enforceability of a contractual pre-dispute jury trial waiver in connection with claims arising under the federal securities laws has not been finally adjudicated by the United States Supreme Court. However, we believe that a contractual pre-dispute jury trial waiver provision is generally enforceable, including under the laws of the State of New York, which govern the deposit agreement, by a federal or state court in the City of New York, which has exclusive jurisdiction over matters arising under the deposit agreement. In determining whether to enforce a contractual pre-dispute jury trial waiver provision, courts will generally consider whether a party knowingly, intelligently and voluntarily waived the right to a jury trial. We believe that this is the case with respect to the deposit agreement and the ADSs. It is advisable that you consult legal counsel regarding the jury waiver provision before investing in the ADSs.

If you or any other holders or beneficial owners of ADSs, including purchasers of ADSs in secondary market transactions, bring a claim against us or the depositary in connection with matters arising under the deposit agreement or the ADSs, including claims under federal securities laws, you or such other holder or beneficial owner may not be entitled to a jury trial with respect to such claims, which may have the effect of increasing the cost of bringing a claim and limiting and discouraging lawsuits against us and the depositary. If a lawsuit is brought against either or both of us and the depositary under the deposit agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have, including results that could be less favorable to the plaintiff(s) in any such action.

Nevertheless, if this jury trial waiver provision is not enforced, to the extent a court action proceeds, it would proceed under the terms of the deposit agreement with a jury trial. No condition, stipulation or provision of the deposit agreement or ADSs shall relieve us or the depositary from our respective obligations to comply with the Securities Act and the Exchange Act.

***The deposit agreement may be amended or terminated without your consent.***

We may amend or terminate the deposit agreement without your consent. If you continue to hold your ADSs after an amendment to the deposit agreement, you agree to be bound by the deposit agreement as amended. However, amendment to certain rights that may increase costs or prejudice a substantial right of ADS holders will not take effect until 30 days after notice thereof in accordance with the deposit agreement.

***You, as holders of ADSs, may have fewer rights than holders of our ordinary shares and must act through the depositary to exercise those rights.***

Holders of ADSs do not have the same rights as our registered shareholders. As a holder of the ADSs, you will not have any direct right to attend general meetings of our shareholders or to cast any votes at such meetings. You will only be able to exercise the voting rights that are carried by the underlying ordinary shares represented by your ADSs indirectly in accordance with the provisions of the deposit agreement. Under the deposit agreement, you may vote only by giving voting instructions to the depositary. Upon receipt of your voting instructions, the depositary will try, as far as is practicable, to vote the underlying ordinary shares represented by your ADSs in accordance with your instructions. If we ask for your instructions, then upon receipt of your voting instructions, the depositary will try to vote the underlying ordinary shares represented by your ADSs in accordance with those instructions. If we do not instruct the depositary to ask for your instructions, the depositary may still vote in accordance with instructions you give, but it is not required to do so. You will not be able to directly exercise your right to vote with respect to the underlying ordinary shares represented by your ADSs unless you withdraw such ordinary shares and become the registered holder of such shares prior to the record date for the general meeting.

***You may experience dilution of your holdings due to the inability to participate in rights offerings.***

We may, from time to time, distribute rights to our shareholders, including rights to acquire securities. Under the deposit agreement, the depositary will not distribute rights to holders of ADSs unless the distribution and sale of rights and the securities to which these rights relate are either exempt from registration under the Securities Act with respect to all holders of ADSs, or are registered under the provisions of the Securities Act. The depositary may, but is not required to, attempt to sell these undistributed rights to third parties, and may allow the rights to lapse. We may be unable to establish an exemption from registration under the Securities Act, and we are under no obligation to file a registration statement with respect to these rights or underlying securities or to endeavor to have a registration statement declared effective. Accordingly, holders of ADSs may be unable to participate in our rights offerings and may experience dilution of their holdings as a result.

***You may be subject to limitations on the transfer of your ADSs.***

Your ADSs are transferable on the books of the depositary. However, the depositary may close its books at any time or from time to time when it deems it expedient in connection with the performance of its duties. The depositary may close its books from time to time for a number of reasons, including in connection with corporate events such as a rights offering, during which time the depositary needs to maintain an exact number of ADS holders on its books for a specified period. The depositary may also close its books in emergencies, and on weekends and public holidays. The depositary may refuse to deliver, transfer or register transfers of our ADSs generally when our share register or the books of the depositary are closed, or at any time if we or the depositary thinks it is advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***We may incur increased costs as a result of being a public company, particularly after we ceased to qualify as an “emerging growth company.”***

We are a public company and expect to incur significant legal, accounting and other public company expenses that we did not incur as a private company. The Sarbanes-Oxley Act of 2002, as well as rules previously and subsequently implemented by the SEC and the Nasdaq, impose various requirements on the corporate governance practices of public companies.

We expect these rules and regulations to increase our legal and financial compliance costs and to make some corporate activities more time-consuming and costly. After we are no longer an “emerging growth company,” we expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and the other rules and regulations of the SEC. For example, as a result of becoming a public company, we will need to increase the number of independent directors and adopt policies regarding internal controls and disclosure controls and procedures. We also expect that operating as a public company will make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or to incur substantially higher costs to obtain the same or similar coverage. In addition, we will incur additional costs associated with our public company reporting requirements. It may also be more difficult for us to find qualified persons to serve on our board of directors or as executive officers. In addition, we will incur other additional costs associated with our public company reporting requirements under the SEC rules and regulations. We are currently evaluating and monitoring developments with respect to these rules and regulations, and we cannot predict or estimate with any degree of certainty the amount of additional costs we may incur or the timing of such costs.

***As an exempted company incorporated in the Cayman Islands, we are permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from the requirements of the Nasdaq; these practices may afford fewer protection to shareholders than they would enjoy if we complied fully with the Nasdaq.***

As a Cayman Islands exempted company listed on the Nasdaq, we are subject to Nasdaq corporate governance listing standards. However, Nasdaq rules permit a foreign private issuer like us to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the Nasdaq corporate governance standards. We intend to follow Cayman Islands corporate governance practices in lieu of the corporate governance requirements of the Nasdaq that listed companies must have for as long as we qualify as a foreign private issuer including, among others:

- a nomination and corporate governance committee composed entirely of independent directors;
- a compensation committee composed entirely of independent directors;
- provide an annual certification by our chief executive officer that he or she is not aware of any non-compliance with any corporate governance rules of the Nasdaq;

- the requirement to hold an annual general meeting of shareholders;
- have regularly scheduled executive sessions with only independent directors; or
- seek shareholder approval for (i) the implementation and material revisions of the terms of share incentive plans, (ii) the issuance of more than 1% of our outstanding ordinary shares or more than 1% of our outstanding voting power to a related party, (iii) the issuance of more than 20% of our outstanding ordinary shares, and (iv) an issuance that would result in a change of control.

To the extent we choose to follow home country practice in the future, our shareholders may be afforded less protection than they otherwise would enjoy under Nasdaq corporate governance standards applicable to U.S. domestic issuers.

***We may become a passive foreign investment company, or PFIC, which could result in adverse U.S. tax consequences to U.S. investors.***

Based on the past and projected composition of our income and assets, and the valuation of our assets, including goodwill, we do not expect to be a passive foreign investment company, or a PFIC, in the current taxable year or in the foreseeable future, although there can be no assurance in this regard.

In general, we will be a PFIC for any taxable year in which:

- at least 75% of our gross income is passive income, or
- at least 50% of the value (determined based on a quarterly average) of our assets is attributable to assets that produce or are held for the production of passive income.

The determination of whether we are a PFIC is made annually. Accordingly, it is possible that we may become a PFIC in the current or any future taxable year due to changes in our asset or income composition. The composition of our assets and income may be affected by how, and how quickly, we use our liquid assets. Because we have valued our goodwill based on the expected market value of the ADSs, a decrease in the price of the ADSs may also result in our becoming a PFIC.

If we are a PFIC for any taxable year during which you hold the ADSs or ordinary shares, our PFIC status could result in adverse United States federal income tax consequences to you if you are a United States Holder, as defined under “Taxation—U.S. Federal Income Tax Consequences.” For example, if we are or become a PFIC, you may become subject to increased tax liabilities under United States federal income tax laws and regulations, and will become subject to burdensome reporting requirements. There can be no assurance that we will not be a PFIC for the current or any future taxable year. Our U.S. counsel expresses no opinion with respect to our PFIC status.

***Techniques employed by short sellers may drive down the market price of the ADSs.***

Short selling is the practice of selling securities that a seller does not own but rather has borrowed from a third party with the intention of buying identical securities back at a later date to return to the lender. Short sellers hope to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement shares, as short sellers expect to pay less in that purchase than they received in the sale. As it is in short sellers’ interest for the price of the security to decline, many short sellers publish, or arrange for the publication of, negative opinions and allegations regarding the relevant issuer and its business prospects in order to create negative market momentum and generate profits for themselves after selling a security short. These short attacks have, in the past, led to selling of shares in the market.

Public companies listed in the United States that have substantially all of their operations in China have been the subject of short selling. Much of the scrutiny and negative publicity has centered on allegations of, among other things, lack of effective internal control over financial reporting resulting in financial and accounting irregularities and mistakes, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. As a result, many of these companies have conducted or are now conducting internal and external investigations into the allegations and, in the interim, are subject to shareholder lawsuits and/or SEC enforcement actions.

We may be the subject of short selling, and it is not clear what long-term effect the related negative publicity could have on us. We may also be subject to short seller attacks from time to time in the future. If we were to become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we may have to expend a significant amount of resources to investigate such allegations and/or defend ourselves. While we would strongly defend against any such short seller attacks, we may be constrained in the manner in which we can proceed against the relevant short sellers by principles of freedom of speech, applicable state law or issues of commercial confidentiality. Such a situation could be costly and time-consuming, and could divert management’s attention from the day-to-day operations of our company. Even if such allegations are ultimately proven to be groundless, allegations against us could severely impact the market price of our ADSs and our business operations.

## ITEM 4. INFORMATION ON THE COMPANY

### A. History and Development of the Company

We, Intchains Group Limited, are a holding company incorporated in the Cayman Islands and conduct our operations primarily through our PRC subsidiaries. We began our operations in December 2017 when Shanghai Intchains Technology Co., Ltd., or Shanghai Intchains, was founded in Shanghai, China.

With the growth of our business and in order to facilitate international capital raising, we underwent an offshore reorganization in the second half of 2021. In June 2021, Intchains Group Limited was incorporated in the Cayman Islands as our offshore holding company. Shortly after its incorporation, Intchains Group Limited incorporated a wholly-owned subsidiary in the British Virgin Islands, or BVI, namely, Intchains Investment (BVI) Limited, or Intchains BVI. In October 2021, Intchains Global Limited, or Intchains Global, was incorporated in the BVI as a wholly-owned subsidiary of Intchains Group Limited. In February 2022, Intchains Global acquired 100% equity interest in Intchains Pte. Ltd., a private limited company incorporated in Singapore, for the purpose of holding our planned business in Singapore. Following the incorporation of Intchains BVI, Intchains Technology (Hongkong) Limited, or Intchains HK, was incorporated in Hong Kong in July 2021 as a wholly-owned subsidiary of Intchains BVI. In September 2021, Intchains HK established Jerryken Intelligent Technology (Shanghai) Co., Ltd., or WFOE, as a wholly foreign owned entity in the PRC. In October 2021, Golden Stone Hong Kong Holding Limited, a then independent third party which is wholly owned by Mr. Zhaoyang Ma who is a principal shareholder, acquired 1% equity interest in Shanghai Intchains, upon completion of which, Shanghai Intchains became a sino-foreign equity joint venture. WFOE acquired approximately 82.49% equity interest in Shanghai Intchains in November 2021 and further acquired the remaining 17.51% equity interest in Shanghai Intchains in December 2021, and Intchains Group Limited became the ultimate holding company of our operating subsidiaries. On July 8, 2022, we subdivided our authorized share capital from US\$50,000 divided into US\$0.0001 par value each to US\$50,000 divided into US\$0.000001 par value each. In May 2023, Intchains Capital Limited was incorporated in the Cayman Islands as a wholly-owned subsidiary of Intchains Group Limited. On May 28, 2024, Shanghai Dongyuanwei Information Technology Co., Ltd. was incorporated in Shanghai, the PRC, as a wholly-owned subsidiary of Jerryken Shanghai. On May 31, 2024, Intchains (Malaysia) Sdn. Bhd. was incorporated in Malaysia as a wholly-owned subsidiary of Intchains Pte. Ltd.

### Corporate Information

We are a Cayman Islands exempted company limited by shares, operating under the Companies Act of the Cayman Islands. Our principal executive offices are located at Building 16, Lane 999, Xinyuan South Road, Lin-Gang Special Area, Pudong, Shanghai, 201306, the People's Republic of China, and our telephone number is +86 021 5896 1080. Our primary website address is <http://www.intchains.com>. The information on our websites do not form a part of this annual report. In March, 2023, we completed our initial public offering on the Nasdaq Capital Market. In the offering, 1,114,516 ADSs, representing 2,229,032 Class A ordinary shares, were issued and sold to the public at a price of US\$8.00 per ADS, after underwriter exercised over-allotment option to purchase additional ADSs. Our agent for service of process in the United States is Puglisi & Associates, located at 850 Library Avenue, Suite 204, Newark, Delaware 19711. The SEC maintains an Internet site at <http://www.sec.gov> that contains electronic reports, proxy and information statements, and other information regarding us and other issuers that file electronically with the SEC. For information regarding our principal capital expenditures, see "Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Capital Expenditures."

### B. Business Overview

#### Overview

We are an innovative altcoins development company that primarily engages in the provision of altcoin mining products, the strategic acquisition and holding of Ethereum-based cryptocurrencies and the active development of innovative Web3 applications.

Our product offering underwent a strategic transition starting from the third quarter of 2023, we gradually adjusted our product offerings to focus on selling altcoin mining machines that incorporate our high-performance ASIC chips, rather than offering both integrated machines and standalone ASIC chips as we did in 2022 and most of 2023. By June 2024, we had fully discontinued the sale of standalone ASIC chips, with our revenue now generated entirely from altcoin mining machines that integrate our ASIC chips. Our products collectively cater to the evolving needs of the blockchain industry.

Following our global business development strategy, we have been continuously expanding our overseas presence in 2024. In February 2024, we acquired certain assets related to the Goldshell WEB3 infrastructure brand, aiming to enter the downstream production and sales sector for altcoin mining machines, as well as other WEB3 infrastructure-related hardware and software products. Subsequently, we launched our Goldshell-branded altcoin mining machines targeting overseas markets in early March 2024. As a result, we began generating revenue from customers in overseas countries and regions, primarily in Hong Kong and the United States. For the year ended December 31, 2024, our overseas revenue accounted for 54.5% of our total revenue.

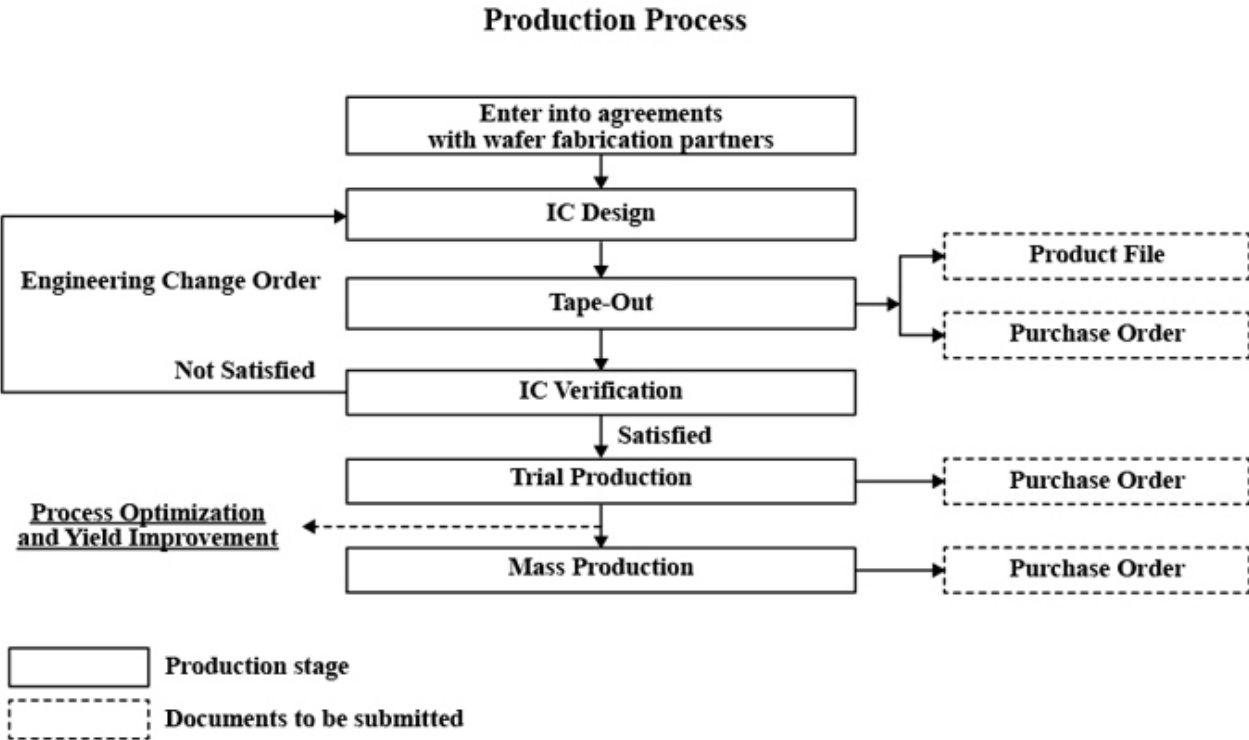
We continued to leverage our technological expertise in ASIC chip design through our proprietary “Xihe” Platform, which has enabled us to successfully complete tape-outs for six ASIC chips since 2024, providing us with the technological foundation needed to develop altcoin mining products for our customers. Since 2024, we have introduced 13 series of altcoin mining machines, marketed primarily under our “Goldshell” brand, with 23 distinctive models designed for mining cryptocurrencies that we consider to be promising such as Dogecoin, Alphium, Kaspas and Aleo. These altcoin mining machines are optimized for performance and energy efficiency, providing our customers with effective mining capabilities for these selected altcoins.

In addition, since the first quarter of 2024, we have been implementing a pivotal Ethereum accumulation strategy to expand our investments in cryptocurrencies, with ETH-based cryptocurrencies serving as our primary long-term asset reserve. We believe that this initiative will fully unlock the value of our capital while enhancing our competitiveness and advancing our role in the development of the WEB3 industry, thereby driving sustainable growth for both the Company and the industry. As of April 14, 2025, we held an aggregate of approximately 7,025 ETH, acquired at an aggregate purchase price of approximately RMB144.9 million (US\$19.8 million) and an average purchase price of approximately RMB20,628 (US\$2,826) per ETH, inclusive of fees and expenses.

As part of our blockchain application expansion efforts, we launched two initiatives since the second half of 2024, including Goldshell Pay, a payment solution for merchants and Goldshell Wallet, an air-gapped security wallet. Both projects are currently in the trial stages and are not expected to contribute materially to our profits in the near future. However, we believe they represent an important step toward becoming a company with a stable application development pipeline and the ability to navigate across the crypto cycle.

Our Products

We primarily offer high-performance mining products including altcoin mining machines incorporating our ASIC chips that have high computing power and superior power efficiency, ASIC chips and ancillary software and hardware, all of which cater to the evolving needs of the blockchain industry. As a part of our product offering transition, we ceased offering ASIC chips to our customers as standalone products in the second half of 2024. We utilize a fabless business model to produce ASIC chips, which are the most important components in our altcoin mining products, and we specialize in the front-end and back-end of IC design, which are the major components of the IC product development chain. See forth below is a diagram illustrating the general process of our ASIC chip design and production:





## Our Altcoin mining products

We focus on the design of ASIC chips for blockchain applications, engaging in both the front-end and back-end of ASIC chip design, which represent the major links in the product development chain. Our ASIC chip design expertise serves as the foundation for our comprehensive altcoin mining product offerings.

Drawing upon our extensive knowledge of the cryptocurrency industry and strong technological expertise in ASIC chip design, we expanded our product offerings in the fourth quarter of 2023 to include complete altcoin mining machines incorporating our ASIC chips. Throughout 2024, we have gradually shifted our focus toward offering these integrated mining machines rather than standalone ASIC chips. While we continued to offer standalone ASIC chips for various alternative cryptocurrencies during the first half of 2024, we ceased this offering by June 2024.

Our ASIC chips are designed for a number of popular alternative cryptocurrencies other than Bitcoin, including Litecoin, Dogecoin (“Doge”), Aleo, Kaspa (“KAS”), Alephium (“ALPH”), among others. As the cryptographic algorithms involved for mining different types of cryptocurrencies vary, we have developed various unique ASIC chip designs to power our mining hardware. These ASIC chips remain the most important component in our altcoin mining products.

In order to maintain our competitive advantage, we continually iterate our ASIC chip design to optimize computing power and power efficiency. The following table sets forth a summary of the status of the development of our ASIC chips.

Algorithm	Chip Model	Tape Out	Status
Blake2b	ICT580	June 2019	Near the end of the product cycle
Blake2bsha3	ICC590	May 2020	Near the end of the product cycle
Blake2s	ICA586	October 2020	Near the end of the product cycle
Blake2s	ICA585	December 2021	In mass production
Blake3	IEN618	February 2024	In mass production
Eaglesong	ICA588	October 2020	Near the end of the product cycle
Sha512MD160	ICA589	October 2020	Near the end of the product cycle
Scrypt	ICT560	June 2019	Near the end of the product cycle
Scrypt	IAA561	May 2021	Near the end of the product cycle
Scrypt	IEN610	February 2024	In mass production
Scrypt	IEU650	April 2025	Tape out completed
kHeavyHash	IEN617	February 2024	In mass production
<i>Confidential Algorithm</i>	ICC551/552/553	March 2022	In mass production
zkSNARK	ION575/577	December 2024	In mass production
<i>Confidential Algorithm</i>	SR3050	November 2024	Tape out completed

The following table sets forth certain specifications of the primary series of altcoin mining machines we have launched since 2024 or are planning to launch as of the date of this annual report:

Series	Types of Altcoin Mined	Primary ASIC Embedded	Computing Power (±5%)	Energy Consumption (±5%)	Status
AE BOX series	ALEO	ION575/ION577	37~54 Mh/s	9.73~10.45J/Mh	Launched in the first quarter of 2025
E-AE1M series	ALEO	ION575	230Mh/s	8.70J/Mh	Launched in the first quarter of 2025
Byte series	ALEO	ION575	5.5MH/s	11.82J/MH	Launched in the first quarter of 2025
	LTC & DOGE	IEN610	80MH/s	0.81J/MH	
AE MAX series	ALEO	ION575/ION577	305.6Mh/s	9.67J/Mh	Plan to launch in the second quarter of 2025
AL BOX series	ALPH	IEN618	0.36~1.25TH/s	0.48~0.5J/TH	Launched in the second quarter of 2024
AL MAX series	ALPH	IEN618	8.3TH/s	403 J/TH	Launched in the third quarter of 2024
E-AL1M series	ALPH	IEN618	3.0~4.4TH/s	367~409 J/TH	Launched in the second quarter of 2024
KA BOX series	KAS	IEN617	1.18~1.6TH/s	339~375 J/TH	Launched in the third quarter of 2024
KA MAX series	KAS	IEN617	11.5 Th/s	295.65 J/Th	Launched in the third quarter of 2024
E-KA1M series	KAS	IEN617	3.8~5.5TH/s	289~327 J/TH	Launched in the third quarter of 2024
MINI DOGE III series	LTC & DOGE & BELLS	IEN610	620~810Mh/s	0.49~0.62 J/Mh	Launched in the first quarter of 2024
E-DG1M series	LTC & DOGE & BELLS	IEN610	2500~3400 Mh/s	0.42~0.53 J/Mh	Launched in the fourth quarter of 2024
DG MAX series	LTC & DOGE & BELLS	IEN610	6500Mh/s	0.53J/Mh	Launched in the fourth quarter of 2024



We price our altcoin mining machines in consideration of the market price of cryptocurrencies, prices of our competitors' products, expected economic return of cryptocurrency mining, product types and demand for mining hardware. Additionally, we have adopted a floating pricing mechanism, consistent with industry practice. We normally set an initial price for our product at launch and adjust the price as market conditions evolve. When the market price of a cryptocurrency fluctuates, we will adjust the price of our products accordingly.

For most cryptocurrencies that require a mining process to be released or traded, the computing services mainly revolve around the mining hardware. The global cryptocurrency mining hardware industry consists of all the hardware used for mining cryptocurrencies under different chip architecture and algorithms, mainly dominated by ASIC-based and GPU-based mining hardware with high computing power.

Our altcoin mining machines are built using our proprietary product solutions and integrates our in-house designed ASIC chips. To ensure efficient assembly and production, we have partnered with two contract manufacturers based in the PRC to assemble our altcoin mining machines.

### ***Our “Xihe” Platform***

We have built a proprietary technology platform named “Xihe” Platform, which allows us to develop a wide range of ASIC chips with high efficiency and scalability. The platform integrates our self-developed blockchain PoW algorithms and related cryptographic algorithms, as well as our systematic data analysis process. Since our inception, we have developed different hardware models and several innovative systems under the “Xihe” Platform that are dedicated to the research and development of chips, including a factory production test system, an after-sales data system, a computing server system and a batch management system.

Our “Xihe” Platform is a platform based on advanced computing technologies and focused on the application of HPC ASIC chips and their related integrated solutions in the blockchain field. The “Xihe” Platform helps to facilitate our research and development in the application of high-power computation in the blockchain field and enables us to achieve shorter time-to-market of our products and achieve lower cost and higher gross profit. The advantages of the “Xihe” Platform include the following:

- it continuously establishes and updates the foundry database standards based on advanced technologies to effectively optimize the functionality, power consumption and surface area of power computing chips, thereby achieving lower cost and higher gross profit margin;
- capabilities in blockchain PoW algorithms and related cryptology-based computing algorithms allow us to perform systematic analysis, analyze algorithms, develop ASIC solutions, and seize new market opportunities;
- comprehensive baseboard design, testing board/design, automatic test equipment and system level test solution design capabilities give us flexibility in selecting ASIC chip types and production plans, which in turn enables us to roll out products quickly, ensure the quality of our chips and thereby lower our costs; and
- it maximizes production efficiency through equipping our production process with self-developed software tailored to our chips, including self-developed factory production testing system, after-sales data system, server backstage system, and volume/group management system.

Through our “Xihe” Platform, we have been able to launch products with shorter time-to-market, lower overall costs and relatively higher gross profit margins compared to our competitors in the industry. We design our ASIC chips in-house, enabling us to leverage proprietary silicon data for next generation products. Furthermore, from our past tape-outs with 100% success rate, we own the most critical silicon data that gives us advantages to deliver the most advanced product ahead of our competitors. For emerging market opportunities, we can quickly analyze the relevant algorithms, offer ASIC solutions and achieve mass production of the ASIC chips in five to eight months, compared to ten to 14 months generally needed by our industry peers. The ASIC solutions we offer are among the best in the industry within the same time window.

### **Sales and Marketing**

For our altcoin mining products, customers primarily evaluate technical performance specifications when selecting suppliers. Our sales and marketing strategy recognizes this technical focus, as customers typically engage with us through professional channels based on our products' published specifications. Industry-specific third-party websites regularly publish rankings of altcoin mining products based on performance criteria, and many customers connect with us through these platforms.

Our sales and marketing personnel communicate directly with potential customers to understand their specific needs and product requirements, allowing us to recommend suitable products from our portfolio. We maintain our own web presence, including websites under the Goldshell brand, which we update periodically with current product information and specifications. To enhance brand awareness and market visibility, we maintain an active presence on various social media platforms, including X (formerly known as Twitter) and WeChat, where we share market insights, promote our products, and engage with the cryptocurrency mining community.

## **Our Customer Base**

The customer base for our altcoin mining products primarily comprised PRC-based distributors in 2022 and 2023, expanding to include overseas individual and corporate buyers from March 2024 when we began offering Goldshell-branded altcoin mining machines. While substantially all of our customers were in China during 2022 and 2023, in 2024 we diversified geographically with approximately 54.5% of revenue generated from mainland China and the remainder from overseas markets including the United States and Hong Kong. We anticipate the proportion of revenue from overseas markets to increase substantially going forward.

For the year ended December 31, 2024, we had three customers each contributing more than 10% of our revenue, accounting for 31.2%, 19.6% and 10.2%, respectively. We believe that even if relationships with our main customers were to be impaired or terminated, we could effectively redirect sales to other customers, as demand for our products is driven primarily by performance metrics and cryptocurrency market conditions rather than customer-specific factors.

Our payment terms typically require either full prepayment or partial prepayment with the balance due after product delivery. We conduct credit evaluations for key customers but generally do not require collateral. An allowance for doubtful accounts is established based on receivable age and customer-specific credit risk factors. For the year ended December 31, 2024, substantially all of our customers paid the full purchase price before product delivery. While we historically operated primarily on a transactional basis with one-off sales or individual purchase orders, in 2024 we began entering into strategic agreements with certain customers. Under these agreements, the customers provide advance deposits to us that can be applied toward future purchases, while subsequent purchases by these customers are carried out through individual purchase orders. We place no restrictions on product resale by our customers.

## **Research and Development**

We consider our research and development capability to be key to the development of our business. We engage in ongoing research and development activities to meet the technological requirements of customers and maintain our cutting-edge technological capabilities. As of December 31, 2024, our research and development team comprised a total of 91 employees, or approximately 68.4% of our total number of employees. Our research and development expenses were RMB109.4 million (US\$15.0 million) for the year ended December 31, 2024.

Our research and development team is led by our chief technology officer, Mr. Chaohua Sheng, who has more than 16 years of industry experience. Our research and development work is mainly categorized into chip development, product hardware development, product software development, product testing and research in new technology directions. Our research and development team tracks, evaluates and anticipates the latest industry developments and customers' needs in determining our research and development project focus and new product roadmap. We intend to expand our research and development team and continue to enhance our research and development capabilities.

## **Production**

### ***Our Fabless Model***

We do not directly manufacture ASIC chips. Instead, we adopt a fabless model, whereby we conduct front-end and back-end designs of our ASIC chips, which are then manufactured, packaged and tested and assembled by world-class wafer foundry and OSAT (outsourced semiconductor assembly and test) partners that we cooperate with. Under the fabless model, we are able to leverage the expertise of industry leaders in areas such as fabrication, quality control and reliability, testing and packaging. In addition, the fabless model allows us to avoid many of the significant costs and risks associated with owning and operating various fabrication and packaging and testing facilities. Our fabrication partner is responsible for procurement of the majority of the raw materials used in the production of our ASIC chips. As a result, we can focus our resources on research and development, product design and additional quality assurances.

### ***Wafer Fabrication***

We work with our foundry partners, including the Foundry Partner, one of the world's leading semiconductor foundries, which is also our primary wafer fabrication partner, to produce wafers for our ASIC chips. We place orders to the foundry partners according to our business needs. After we place our orders, and once our foundry partners accept our orders, we are required to prepay in full in order to secure production capacity from them. It takes an average of approximately four months from the time when we place our order to the delivery of wafers. We started our cooperation with the Foundry Partner in 2018, and we do not maintain any long-term contract or framework agreement. While we continue to seek opportunities to improve our supply chain, we face concentration risks, as we currently depend on a limited number of suppliers for our wafers.

### ***Packaging and Testing***

After the wafers are manufactured, they are shipped to OSAT partners for packaging into ASIC chips, which are then tested to ensure the required quality assurance procedures are all met.

We typically provide rolling forecasts and firm orders for our packaging and testing partners to purchase necessary materials, and settle with our packaging and testing partners on a monthly basis and we are required to pay them within 30 days upon receipt of invoices.

### ***Mining Machine Assembly***

We outsource the assembly of our mining machines to third-party contract manufacturers in order to prioritize on the design and development of new ASIC chips. We currently maintain a working relationship with two contract manufacturers for the assembly of our altcoin mining machines. Pursuant to our arrangement, we are responsible for providing overall equipment design, ASIC chips and certain main components and software and the contract manufacturer is responsible for acquiring ancillary hardware and carrying out equipment assembly. The finished altcoin mining machines are delivered directly from their production bases.

### **Quality Control**

We emphasize quality control in all aspects of our operations. From product development, component sourcing to product assembly and delivery, we strictly control the quality of our products and components, to ensure our altcoin mining products meet our stringent internal standards as well as international and industry standards. We also require our fabrication, packaging and testing, and mining machine production service providers to apply their stringent quality control standards and provide us their quality inspection reports.

### **Warranty and After Sales Services**

We generally provide a six-month warranty for our altcoin mining products, which we believe is in line with prevailing industry practice. Our warranties cover regular maintenance services and parts and labor for repairs. We accept exchanges of our altcoin mining products only for major defects.

We believe our exchange policy is consistent with relevant laws and regulations governing product quality and consumer rights and interests. We have not received any requests for exchange which individually or in aggregate has had a material adverse effect on our business and financial condition. In addition, as of the date of this annual report, we have not experienced any product recall that adversely impacted our reputation, business operations or financial condition.

### **Competition**

The altcoin mining machines market is relatively fragmented, with many mining products providers focusing on different end applications and corresponding algorithms of ASIC chips. However, for certain market segments, the concentration ratio is relatively high. We believe our competitive advantage over existing and potential competitors lies in our: established position as a leading fabless provider of high-performance computing ASIC chips optimized for key blockchain algorithms; innovative technology platform; broad mining product portfolio tailored to capture market growth potential; close and stable relationships with our major suppliers; and visionary and experienced management team as well as talented research and development personnel.

### **Intellectual Property**

We develop and protect our intellectual property portfolio by registering our patents, copyrights, IC layout design rights, utility models, trade secret and confidentiality agreements, non-compete agreements and nondisclosure agreement with our employees and others to protect our proprietary rights. As of the date of this annual report, we have registered 32 trademarks (including two in mainland China and 30 outside mainland China) and a total of 13 patents in the PRC, including nine inventions and four utility model patents. As of the same date, we have registered 19 software copyrights and 34 IC layout-design rights in mainland China.

We rely on patent, trademark, copyright, trade secret protection and confidentiality agreements to safeguard our interests in this respect. Intellectual property rights resulting from the research and development work by our employees belong to us.

Proprietary know-how that is not patentable and proprietary technologies and processes for which patents, IC layout design rights and copyrights are difficult to enforce are also of significant importance to our operations. We rely on trade secret protection and confidentiality agreements to safeguard our interests in this respect. Certain elements in our operations are not covered by patents, IC layout design rights or copyrights. We have taken security measures to protect these elements.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. Monitoring unauthorized use of our technology is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriation of our technology. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources.

We have in the past entered and may continue in the future to enter into IP licensing agreements with third parties for the use of their proprietary technologies, primarily IC development tools, in the development of our products. Third parties may initiate litigation against us alleging infringement of their proprietary rights or breach of a licensing agreement or declaring their non-infringement of our intellectual property rights. In the event of a successful claim of infringement or breach of a licensing agreement and our failure or inability to develop non-infringing technology or license the infringed or similar technology or cure the breach on a timely basis, our business could be harmed. Moreover, even if we are able to license the infringed or similar technology, license fees could be substantial and may adversely affect our results of operations. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry — If we fail to adequately protect our intellectual property rights, our ability to compete effectively or to defend ourselves from litigation could be impaired, which could reduce our total revenue and increase our costs” and “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—We may face intellectual property infringement claims or other related disputes, which could be time-consuming, costly to defend or settle and result in the loss of significant rights and lower sales.”

## Employees

We had 133 full-time employees as of December 31, 2024, substantially all of whom were in mainland China. The following table sets forth the numbers of our full-time employees, categorized by function, as of December 31, 2024:

<b>Function</b>	<b>Number of Employees</b>	<b>Percentage of Total Number of Employees</b>
Research and development	91	68.4%
Sales and marketing	22	16.5%
Administration	11	8.3%
Finance and accounting	9	6.8%
<b>Total</b>	<b>133</b>	<b>100.0%</b>

We enter into employment contracts with our full-time employees. The remuneration payable to our employees includes fixed salaries, performance-based project bonuses and share-based compensation pursuant to our share incentive plan. We determine employees’ remuneration based on factors including years of experience, qualifications and market rate. In order to maintain the quality, knowledge and skills of our employees, we appreciate the importance of training to employees. We provide regular training to our employees, which include orientation training for new employees and continuing on-the-job training for existing employees.

As required by applicable laws and regulations in China, we participate in various employee social security plans that are organized by municipal and provincial governments for our full-time employees in mainland China, including pension, unemployment insurance, maternity insurance, work-related injury insurance, medical insurance and housing funds. We are required under PRC law to make contributions to statutory employee benefit plans from time to time for our PRC-based full-time employees at specified percentages of the salaries, bonuses and certain allowances of such employees, up to a maximum amount specified by the local governments in mainland China.

Our employees are not covered by any collective bargaining agreement. We believe that we maintain a good working relationship with our employees, and we have not experienced any significant labor disputes as of the date of this annual report.

## ***Insurance***

Besides the government-mandated social insurance and housing provident fund schemes, we do not maintain any insurance covering our properties, equipment, inventory or employees, and we do not carry any business interruption or product liability insurance or any third-party liability insurance to cover claims in respect of personal injuries or any damages arising from accidents on our properties or in relation to our operations. We have obtained and currently maintain the relevant directors and officers liability policies for our directors and executive officers since our initial public offering in March 2023. We believe that our insurance coverage is in line with industry practice. Any uninsured occurrence of business disruption, litigation or natural disaster, or significant damages to our uninsured equipment or facilities could have a material adverse effect on our results of operations. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Our insurance coverage is limited and may not be adequate to cover potential losses and liabilities. A significant uninsured loss or a loss in excess of our insurance coverage could have a material adverse effect on our results of operations and financial condition.”

## **Environmental Matters**

We are subject to PRC environmental laws and regulations including the Environmental Protection Law of the PRC. These laws and regulations govern a broad range of environmental matters, including air pollution, noise emissions and water and waste discharge. We consider the protection of the environment to be important and have implemented measures in the operation of our business to ensure our compliance with all applicable requirements under PRC environmental laws and regulations. Due to the nature of our operations, the waste we produce is not hazardous and has minimal impact on the environment.

Our operations are subject to regulation and periodic monitoring by local environmental authorities. If we fail to comply with present or future laws and regulations, we could be subject to fines, suspension of production or cessation of operations.

## **Regulation**

### ***Regulations and Government Policies Relating to the IC Industries and Blockchain Industries***

#### ***Regulations and Government Policies Relating to the IC Industries***

As demonstrated by The Circular of the State Council on Printing and Distributing Policies for Encouraging the Development of the Software Industry and the Integrated Circuit Industry issued on June 24, 2000, the PRC continues to enact policies encouraging new and advanced technology and supporting the software and IC industries.

On January 28, 2011, the State Council issued the Circular of the State Council on Printing and Distributing Policies for Further Encouraging the Development of the Software Industry and the Integrated Circuit Industry, which aims to formulate a series of policies for the purposes of further optimizing development environment for the software industry and integrated circuit industry, increasing the quality and the level of industry development and cultivating a number of influential and strong leading enterprises in these industries. This circular addresses topic including fiscal tax policies, investment and financing policies, research and development policies, import and export policies, talent policies, intellectual property policies and market policies.

On June 24, 2014, the MIIT, the NDRC, the Ministry of Science and Technology of the PRC and the Ministry of Finance of the PRC issued the Outline for Promoting the Development of the National Integrated Circuit Industry, which highlights those great efforts shall be put on the development of the IC design industry. By focusing on the industrial chain of key areas and strengthening IC design, software development, system integration, collaborative innovation in contents and services, the goal is to drive the development of the manufacturing industry through the rapid growth of the design industry.

On June 8, 2015, the NDRC issued the Notice on Implementing Major Engineering Packages in Emerging Industries. The Notice highlights the efforts in developing IC construction infrastructures, focusing on enhancing the level of advanced technology, design industry concentration ratio and industrial chain supporting ability, selecting areas with more mature technology, good industrial base and wide application potential, and accelerating the industrialization of high-performance IC products.

On November 7, 2018, the State Statistical Bureau issued the Classification of Strategic Emerging Industries, which lists IC design as a national strategic new industry.

On July 27, 2020, the State Council issued Several Policies for Promoting the High-quality Development of the Integrated Circuit Industry and the Software Industry in the New Era, which highlights the IC industry and software industry as the core of the information industry, and provides further policy support in terms of finance and taxation, investment and financing, research and development, import and export, talents, intellectual property rights, market and international cooperation for IC industries.

On March 12, 2021, NPC adopted Outline of the 14th Five-Year Plan for National Economic and Social Development and the Long-Range Objectives Through the Year 2035, IC industries continue to be listed as one of the eight major pioneering and strategic national projects that the State has clearly developed.



### *Regulations and Government Policies Relating to the IC Industries and Blockchain Industries*

On December 15, 2016, the State Council issued the Notice of the 13th Five-Year Plan for National Informatization. This notice highlights the need to strengthen the layout of strategic innovative technologies, including blockchain technology, as well as others such as enhanced quantum communications, future networks, brain-like computing, artificial intelligence, holographic display, virtual display, big data cognitive analysis, new nonvolatile storage, driverless vehicles and gene editing.

On July 8, 2017, the State Council issued the Notice on Issuing New Generation AI Development Plan. This notice points out that advancing the integration of blockchain technology and artificial intelligence and establishing a new social credit system will significantly minimize the cost and risk of interpersonal communications.

On October 5, 2017, the General Office of the State Council issued the Guiding Opinions on Actively Promoting Supply Chain Innovation and Application, which highlights and promotes the research of using emerging technologies such as blockchain and artificial intelligence to establish a credit evaluation mechanism based on supply chain.

Pursuant to the Outline of the 14th Five-Year Plan for National Economic and Social Development and the Long-Range Objectives Through the Year 2035, the blockchain industry is one of the key industries in the digital economy. and technological innovation in blockchain such as smart contracts, consensus algorithms, cryptographic algorithms and distributed systems will be further promoted.

On May 27, 2021, the MIIT and the Office of the Central Cyberspace Affairs Commission issued the Guiding Opinions on Accelerating the Application of Blockchain Technology and the Development of the Industry, which points out efforts should be made to promote the integrated development of blockchain and the internet, big data, artificial intelligence and other new-generation information technologies, and build an advanced blockchain industry system.

On November 1, 2021, the MIIT issued the “14th Five-Year Plan” Development Plan for the Information and Communication Industry. This notice makes it a priority for future development to significantly increase the level of computing power and significantly enhance the service capacity of facilities such as artificial intelligence and blockchain.

The promulgation and implementation of abovementioned policies and regulations have provided the IC industries and Blockchain Industries with financial, tax, technical and talent support, promoted the development of the IC industries and Blockchain Industries and created a good operational environment for our business.

### **Regulations and Government Policies Relating to Cryptocurrency**

Pursuant to the Circular on Prevention of Risks Associated with Bitcoin jointly promulgated by the PBOC, the MIIT, the China Banking Regulatory Commission, the CSRC and the China Insurance Regulatory Commission on December 3, 2013, Bitcoin shall be considered a kind of virtual commodity in nature, which does not have the same legal status with fiat currencies and shall not be used and circulated in the market as currency. This circular also provides that financial institutions and payment institutions shall not engage in businesses related to Bitcoin.

Pursuant to the Announcement on Prevention of Risks from Offering and Financing of Cryptocurrencies promulgated by seven PRC governmental authorities including the PBOC on September 4, 2017, and Guarding against the Speculative Risks of Cryptocurrency Trading promulgated by the National Internet Finance Association of China, the China Banking Association; and the Payment & Clearing Association of China on May 18, 2021, illegal activities in offering and financing of cryptocurrencies, including initial coin offerings (ICOs), are forbidden in the PRC because such activities may be considered to constitute illegal offering of securities or illegal fundraising. Furthermore, financial institutions and payment institutions shall not engage in businesses related to cryptocurrency offering or financing transactions.

Pursuant to the Circular of the Regulating Cryptocurrency Mining Activities promulgated by eleven PRC governmental authorities including the PBOC on September 3, 2021, which aims to dispose of the “hidden risks” in cryptocurrency mining as it pursues China’s carbon-neutrality goals, and cryptocurrency mining is to be classified as a phased-out industry. This circular does not outlaw cryptocurrency mining completely, rather it orders local authorities to clamp down on illegal mining activities with plans to gradually phase out the industry. Investing in and constructing new mining projects will not be allowed and the existing mining projects will be given time to exit, and the entire industrial chain of the upstream and downstream of cryptocurrency mining activities will be tighten regulated.

On September 15, 2021, ten PRC governmental authorities including the PBOC issued the Notice on Further Preventing and Disposing of Risks in Cryptocurrency Trading and Speculation. This notice reiterates that cryptocurrencies do not have the same legal status as legal currencies, and emphasizes that certain cryptocurrency-related businesses are illegal financing activities, such as conducting exchanges between legal currencies and cryptocurrencies, or between cryptocurrencies, buying and selling cryptocurrencies as a central counterparty, providing information intermediary and pricing services for cryptocurrency transactions, token issuance and financing, and cryptocurrencies derivatives transactions. Cryptocurrency exchanges providing services to domestic residents are also illegal financial activities, and the relevant domestic staffs and subjects providing the services of marketing and promotion, payment and settlement, and technical support for them will be investigated for knowingly participating in the cryptocurrency industry.



On March 12, 2022, the NDRC published the Market Access Negative List (2022 Edition), which lists the virtual currency mining activities as the “backward production processes and equipment” under the eliminated item in the Catalogue for Guiding Industrial Restructuring. According to such list, market entities are prohibited from investing in eliminated items. The above regulations and policies may result in no customers in the PRC buying our products. The policies and regulations relating to the cryptocurrency industry do not have a direct impact on the Company, because the Company does not engage in any of the above described activities. However they could have an impact on the Company’s customers in the PRC, which could indirectly impact the demand for the Company’s productions.

### ***Laws and Regulations Relating to Other Business Areas***

#### ***Foreign Exchange***

Pursuant to the Administrative Regulations of the PRC on Foreign Exchange promulgated by the State Council on January 29, 1996 and amended on August 1, 2008 with effect from August 5, 2008, and various regulations issued by SAFE, and other PRC regulatory agencies, foreign currency could be exchanged or paid through two different accounts, namely current account and capital account. Payment of current account items, including commodity, trade and service-related foreign exchange transactions and other current payment, may be made by conversion between RMB and foreign currencies without approval of SAFE, but are subject to procedural requirements including presenting relevant documentary evidence of such transactions. Capital account items, such as direct equity investment, loans and repatriation of investment, require the prior approval from or registration with SAFE or its local branch for conversion between RMB and the foreign currency, and remittance of the foreign currency outside the PRC.

Pursuant to the Notice on Administration of Foreign Exchange Involved in Offshore Investment, Financing and Round-Trip Investment Conducted by Domestic Residents Through Special Purpose Vehicles, which was promulgated by SAFE and went into effect on July 4, 2014, prior to making capital contribution in a special purpose vehicle by a PRC resident using its legitimate assets or interests in the PRC or overseas, the PRC resident shall apply to the foreign exchange bureau for completion of foreign exchange registration formalities for overseas investments. A “domestic entity” referred to in this notice shall mean enterprise and institutional legal persons and any other economic organizations established in the PRC pursuant to the law; a “PRC resident individual” shall mean a PRC citizen holding a PRC resident identity document, military personnel identity document or armed police personnel identity document, and any foreign individual who does not hold a PRC identity document but normally resides in the PRC due to economic reasons.

Pursuant to the Notice on Further Simplification and Improvement of Foreign Exchange Administration Policies for Direct Investment, promulgated by SAFE on February 13, 2015 and effective June 1, 2015, two administrative approval matters, including foreign exchange registration approval under domestic direct investment and foreign exchange registration approval under overseas direct investment, shall be reviewed and processed directly by banks. SAFE and its local bureaus shall implement indirect supervision through the foreign exchange registration with banks for direct investment.

Pursuant to the Notice of SAFE on Reforming the Mode of Management of Settlement of Foreign Exchange Capital of Foreign-Funded Investment Enterprises promulgated on March 30, 2015 and effective June 1, 2015, and the Notice of SAFE on Reforming and Regulating the Policies for Administration of Foreign Exchange Settlement under the Capital Account promulgated on and effective June 9, 2016, the system of voluntary foreign exchange settlement is implemented for the foreign exchange earnings of foreign exchange capital of foreign-invested enterprises. Foreign exchange capital in a foreign-invested enterprise capital account, for which the monetary contribution has been confirmed by SAFE (or for which the monetary contribution has been registered for account entry), may be settled at a bank as required by the actual management needs of the enterprise. The voluntary settlement ratio of foreign-invested enterprise foreign exchange capital projects has been temporarily set at 100%. SAFE may make adjustments to the said ratio at appropriate times based on the status of the international balance of payments. In addition, foreign exchange earnings under capital projects and the RMB funds obtained from the exchange settlements thereof shall not be used by foreign-invested enterprises for the following purposes: (1) direct or indirect payments of expenditures exceeding its business scope or those being prohibited by the laws and regulations of the PRC; (2) direct or indirect uses in securities investments or investments other than capital-protected banking products (except as otherwise expressly provided); (3) issuance of loans to non-affiliated enterprises (excluding those that are expressly permitted within their business scope); and (4) construction or purchase of real estate not for personal use (except for real estate enterprises).

### *Foreign Investment*

In March 2019, the Standing Committee of the National People's Congress of the PRC passed the Foreign Investment Law of the People's Republic of China, or the Foreign Investment Law. Among other things, the Foreign Investment Law defines the "foreign investment" as the investment activities in China conducted by foreign individuals, enterprises and other organizations, or the Foreign Investors, in a direct or indirect manner. The PRC governmental authorities will administrate foreign investment by applying the principal of pre-entry national treatment together with a negative list, to be specific, the Foreign Investors are prohibited from making any investments in the fields cataloged into prohibited industries for foreign investment based on the negative list, while they are allowed to make investments in the restricted industries provided that all the requirements and conditions as set forth in the negative list have been satisfied; when the Foreign Investors make investments in the fields other than those included in the negative list, the national treatment principle shall apply.

Pursuant to Provisions for Guiding the Foreign Investment Direction, projects with foreign investment fall into 4 categories, namely encouraged, permitted, restricted and prohibited. Projects with foreign investment that are encouraged, restricted or prohibited shall be listed in the Foreign Investment Catalog. Projects with foreign investment not listed as encouraged, restricted or prohibited projects are permitted projects.

Pursuant to the Special Administrative Measures for Access of Foreign Investment (2021 Edition), or the 2021 Edition Negative list, issued by the MOFCOM and the NDRC on December 27, 2021, which came into effect on January 1, 2022. Our business does not fall into the negative list and is permitted for foreign investment.

The Foreign Investment Law replaced the Law of the People's Republic of China on Wholly Foreign-owned Enterprises. It stipulates that the PRC implements a system of pre-establishment national treatment plus negative list for the administration of foreign investment. Foreign investors are not allowed to invest in fields or sectors prohibited in the market access negative list for foreign investment. Foreign investors that intend to invest in the fields subject to access restrictions stipulated in the market access negative list for foreign investment shall be required to satisfy the conditions stipulated in such negative list. The PRC policies supporting enterprise development are equally applicable to foreign-invested enterprises. The PRC does not impose expropriation on foreign investment. Under special circumstances, if it requires imposing expropriation on foreign investment due to the need of public interest, expropriation shall be imposed according to legal procedures, and the foreign-invested enterprises concerned shall receive fair and reasonable compensation. Foreign-invested enterprises can raise funds through public issuance of stocks, corporate bonds and other securities in accordance with the law. Overall, The Foreign Investment Law establishes the clear principle of applying national treatment to FIEs except those engaged in industries on the 2021 Negative List. Since our current and planned business is not on the 2021 Negative List, to the best of our knowledge, it will not create any material adverse effect to our Company's business.

### *Outbound Investment*

Pursuant to the Measures for Administration of Overseas Investment Management promulgated by the MOFCOM on September 6, 2014 and effective October 6, 2014 and the Measures for Administration of Overseas Investment of Enterprises promulgated by the NDRC on December 26, 2017 and effective March 1, 2018, a domestic institution is required to undergo relevant procedures for offshore investment prior to its overseas direct investment and obtain relevant record-filing, approval, certificate or permit. If an enterprise fails to complete the aforesaid procedures, it will be required by the competent authorities to suspend or cease the implementation of the project.

In the past, we have established an overseas subsidiary but failed to complete overseas investment record-filing formalities. Considering we no longer hold any equity interest in the aforesaid subsidiary, our risk of incurring relative legal liabilities would be low.

### *Regulations on Import and Export of Goods*

Pursuant to the Foreign Trade Law of the PRC promulgated by the Standing Committee of the NPC on May 12, 1994 and last amended on November 7, 2016, foreign trade dealers who are engaged in the import or export of goods or technologies shall register with the competent authority responsible for foreign trade under the State Council or its authorized bodies unless such registration is not required under the laws, administrative regulations and the provisions of the competent department of foreign trade under the State Council. Where a foreign trade dealer fails to register as required, the customs will not process the procedures of declaration and clearance of the imported or exported goods.

Pursuant to the Customs Law of the PRC promulgated by the Standing Committee of the NPC on January 22, 1987 and last amended on April 29, 2021, unless otherwise stipulated, the declaration of import and export goods may be made by consignees and consignors themselves, and such formalities may also be completed by their entrusted customs brokers that have registered with the Customs. The consignees and consignors for import or export of goods and the customs brokers engaged in customs declaration shall register with the Customs in accordance with the laws.

## **Laws and Regulations Relating to Taxation**

### *Enterprise Income Tax*

Pursuant to the EIT Law promulgated on March 16, 2007, amended on and effective December 29, 2018, and the Regulation on Implementation of the Enterprise Income Tax Law of the PRC, or the EIT Implementation Rules, issued on December 6, 2007 and effective April 23, 2019, EIT shall be applicable at a uniform rate of 25% to all resident or non-resident enterprises. EIT shall be payable by a resident enterprise for income sourced within or outside the PRC. EIT shall be payable by a non-resident enterprise, for income sourced within the PRC by its institutions or premises established in the PRC, and for income sourced outside the PRC for which the institutions or premises established in the PRC have a de facto relationship. Where the non-resident enterprise has no institutions or premises established in the PRC or has income bearing no de facto relationship with the institution or premises established, EIT shall be payable by the non-resident enterprise only for income sourced within the PRC.

Pursuant to the Administrative Measures on the Accreditation of High and New Technology Enterprises, high and new technology enterprises accredited pursuant to these measures may make declarations under and benefit from tax concession policies in accordance with relevant regulations including the EIT Law and the EIT Implementation Rules, the Law of the PRC on Administration of Levying and Collection of Taxes and the Regulation of Implementation of the Law of the PRC on Administration of Levying and Collection of Taxes.

Pursuant to the Announcement on the Enterprise Income Tax Policies for Promoting the High-quality Development of the Integrated Circuit Industry and the Software Industry promulgated by the Ministry of Finance, the State Taxation Administration, the NDRC and the MIIT on December 12, 2020 and effective from January 1, 2020, and the Announcement No. 9 [2021] of the MIIT, the NDRC, the Ministry of Finance and the State Taxation Administration, upon certification, an integrated circuit design, equipment, materials, packaging, or testing enterprise or a software enterprise shall be exempt from the EIT from the first to the second year from the year when such enterprise makes profits, and be subject to the EIT levied at half of the 25% statutory tax rate from the third to the fifth year.

### *Value-Added Tax*

Pursuant to the Provisional Regulation on Value-Added Tax of the PRC promulgated by the State Council, as amended on November 5, 2008, February 6, 2016 and November 19, 2017 and effective November 19, 2017, all entities and individuals in the PRC engaging in the sales of goods, provision of processing services, repairs and replacement services, sales services, intangible assets, real estate and the importation of goods are required to pay value added tax, or VAT. Unless otherwise stated, the rate of VAT shall be 17%.

Pursuant to the Notice on Value-Added Tax Policies of Software Products a general taxpayer who sells self-developed software products and subject to VAT at a rate of over 3% may, after being taxed at the fixed tax rate of 17%, receive a VAT refund.

According to the Circular of the SAT, on Adjusting Value-added Tax Rates, where a taxpayer engages in a taxable sales activity for the value-added tax purpose or imports goods, the previous applicable 17% and 11% tax rates are lowered to 16% and 10% respectively.

According to the Circular on Policies to Deepen Value-added Tax Reform, where a taxpayer engages in a taxable sales activity for the value-added tax purpose or imports goods, the previous applicable 16% and 10% tax rates are lowered to 13% and 9% respectively.

### *Tax on Dividends*

Pursuant to the EIT Law and the EIT Implementation Rules, except as otherwise provided by relevant tax treaties with the PRC government, dividends paid by foreign-invested investment enterprises to foreign investors which are non-resident enterprises and which have not established or operated premises in the PRC, or which have established or operated premises but where their income has no de facto relationship with such establishment or operation of premises shall be subject to a withholding tax of 10%.

Pursuant to the Arrangement between Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income entered into between the PRC government and the Hong Kong Special Administrative Region, where the beneficial owner is a company directly holding at least 25% of the equity interest of the company paying the dividends, the tax charged shall not exceed 5% of the distributed dividends. In any other case, the tax charged shall not exceed 10% of the distributed dividends.

Pursuant to the Announcement on Issues Relating to “Beneficial Owner” in Tax Treaties promulgated by the SAT on February 3, 2018 and came effective April 1, 2018, a “beneficial owner” shall mean a person who has ownership and control over the income, and the rights and property from which the income is derived. Upon the determination of the “beneficial owner” status of a resident of the treaty counterparty who needs to enjoy the tax treaty benefits (hereinafter referred to as the “applicant”), a comprehensive analysis shall be conducted taking into account the actual conditions of the specific case. In general, the following factors are unfavorable for the determination of “beneficial owner” status of an applicant: (1) the applicant is obligated to pay 50% or more of the income, within 12 months from its receipt, to a resident of a third country (region), where the term “obligated” includes agreed obligations and de facto payment for which there is no agreed obligation; (2) the business activities undertaken by the applicant do not constitute substantive business activities, where substantive business activities shall include manufacturing, distribution and management activities of a substantive nature, the determination of whether the business activities undertaken by the applicant are of a substantive nature shall be based on the functions actually performed and the risks borne, and investment holding management activities of a substantive nature undertaken by the applicant may constitute substantive business activities (where the applicant undertakes investment holding management activities which do not constitute substantive business activities, and simultaneously undertakes other business activities, if such other business activities are not sufficiently significant, these shall not constitute substantive business activities); (3) the treaty counterparty country (region) does not levy, or exempts tax on the relevant income, or levies tax but with a very low actual tax rate; (4) in addition to the loan contract based on which interest is derived and paid, there exists other loans or deposit contracts between the creditor and the third party, of which factors such as the amount, interest rate and date of execution are similar; and (5) in addition to the transfer contract for rights to use such as copyright, patent, technology, from which the royalties are derived and paid, there exists other transfer contracts for rights to use or ownership in relation to copyright, patent, technology between the applicant and a third party.

Pursuant to the Notice of the SAT on the Relevant Issues Concerning the Implementation of Dividend Clauses in Tax Treaties promulgated by the SAT and effective February 20, 2009, all of the following conditions shall be satisfied before the concession tax rate in a tax treaty can be enjoyed: (1) the tax resident obtaining dividends shall be restricted to the company as provided in the tax treaty; (2) among all the ownership equity interests and voting shares of the PRC resident company, the proportion directly owned by the tax resident complies with the prescribed proportions under the tax treaty; and (3) the proportion of the equity interests of the PRC resident company directly owned by such tax resident complies with, at all times within the twelve months before obtaining the dividends, the proportions specified in the tax treaty.

Pursuant to the Announcement of the State Taxation Administration on Issuing the Administrative Measures for Entitlement to Treaty Benefits for Non-resident Taxpayers promulgated by the SAT on October 14, 2019 and effective January 1, 2020, entitlement to treaty benefits for non-resident taxpayers shall be handled by means of “self-judgment of eligibility, declaration of entitlement, and retention of relevant materials for future reference”. Where non-resident taxpayers judge by themselves that they meet the conditions for entitlement to treaty benefits, they may obtain such entitlement themselves at the time of making tax declarations, or at the time of making withholding declarations via withholding agents. At the same time, they shall collect, gather and retain relevant materials for future reference in accordance with the provisions of these measures, and shall accept the follow-up administration of tax authorities. Relevant information proving the status of “beneficial owner” shall be retained in the case of entitlement to dividends, interest and treaty benefits of royalty clauses.

## **Laws and Regulations Relating to Labor and Social Security**

Pursuant to the Labor Law of the PRC promulgated on July 5, 1994 and amended on and effective December 29, 2018, companies must negotiate and enter into employment contracts with their employees based on the principle of fairness. Companies must establish and strengthen an employment hygiene system, strictly implement the national labor safety and health rules and standards, deliver occupational health and safety education to employees, prevent work-related accidents, and reduce occupational hazards. In addition, employers and employees shall purchase social insurances and pay for social insurance fees in compliance with applicable PRC laws.

### *Labor Contracts*

The Labor Contract Law of the PRC, which was promulgated on June 29, 2007 and subsequently amended on December 28, 2012 and effective July 1, 2013, serves as the primary law regulating the labor contract relationship between companies and employees. Pursuant to this law, an employment relationship is established between the employer and the worker since the day of employment. The employer shall execute a written employment contract with the worker. Furthermore, to safeguard the legal rights and interests of workers, the way to calculate compensation for the probation period and for damages shall be subject to the provisions of the law.

### *Social Security and Housing Provident Fund*

Pursuant to the Interim Regulations on Levying Social Insurance Premiums promulgated on January 22, 1999 and amended on March 24, 2019, Decisions of the State Council on Modifying the Basic Endowment Insurance System for Enterprise Employees promulgated on December 3, 2005, Decision on Establishment of Basic Medical System for Urban Employee issued by State Council with effect from December 14, 1998, the Regulations on Unemployment Insurance effective from January 22, 1999, Regulations on Work-Related Injury Insurance promulgated on April 27, 2003 with effect from January 1, 2004, and as amended on December 20, 2010, and the Interim Measures concerning the Maternity Insurance for Enterprise Employees promulgated on December 14, 1994 with effect from January 1, 1995, employers are required to register with the competent social insurance authorities and provide their employees with welfare schemes covering pension insurance, unemployment insurance, maternity insurance, work-related injury insurance and medical insurance.

Pursuant to the Social Insurance Law of the PRC, which became effective on July 1, 2011 with last amendment on December 29, 2018, all employees are required to participate in basic pension insurance, basic medical insurance schemes and unemployment insurance, which must be contributed by both the employers and the employees. All employees are required to participate in work-related injury insurance and maternity insurance schemes, which must be contributed by the employers. Employers are required to complete registrations with local social insurance authorities. Moreover, the employers must timely make all social insurance contributions. Except for mandatory exceptions such as force majeure, social insurance premiums may not be paid late, reduced, or be exempted. Where an employer fails to make social insurance contributions in full and on time, the social insurance contribution collection agencies shall order it to make all or outstanding contributions within a specified period and impose a late payment fee at the rate of 0.05% per day from the date on which the contribution becomes due. If such employer fails to make the overdue contributions within such time limit, the relevant administrative department may impose a fine equivalent to 1—3 times the overdue amount.

Pursuant to the Administrative Regulations on the Housing Provident Fund effective from April 3, 1999, amended on March 24, 2002 and March 24, 2019, enterprises are required to register with the competent administrative centers of housing provident fund and open bank accounts for housing provident funds for their employees. Employers are also required to timely pay all housing fund contributions for their employees. Where an employer fails to submit and deposit registration of housing provident fund or fails to go through the formalities of opening housing provident fund accounts for its employees, the housing provident fund management center shall order it to go through the formalities within a prescribed time limit. Failing to do so at the expiration of the time limit will subject the employer to a fine of not less than RMB10,000 and up to RMB50,000. When an employer fails to pay housing provident fund due in full and in time, housing provident fund center is entitled to order it to rectify, failing to do so would result in enforcement exerted by the court.

## **Laws and Regulations Relating to Intellectual Property**

### *Trademarks*

Pursuant to the Trademark Law of the PRC promulgated on August 23, 1982, amended on April 23, 2019 and effective November 1, 2019 and the Regulation on Implementation of the Trademark Law of the PRC amended on April 29, 2014 and effective May 1, 2014, the right to the exclusive use of a registered trademark is limited to the approved trademark registration, and to goods for which the use of the trademark has been approved. The period of validity of registered trademarks lasts for ten years from the day of registration approval. Absent the authorization by the owner of the registered trademark, the use of the registered trademark or a similar trademark on the same category of goods or similar goods constitutes an infringement of the right to exclusive use of the registered trademark. The infringer shall, in accordance with the relevant regulations, cease the infringement activities, take correction actions, and compensate for losses.

### *Patents*

Pursuant to the Patent Law of the PRC promulgated on March 12, 1984, last amended on October 17, 2020 and effective June 1, 2021, and the Rules for the Implementation of the Patent Law of the PRC last amended on December 11, 2023 and effective January 20, 2023, after the grant of the patent right for inventions and utility models, except otherwise regulated under the Patent Law, no entity or individual may, without the authorization of the patent owner, exploit such patent, that is to manufacture, use, offer to sell, sell or import the patented product, or use the patented process, and use, offer to sell, sell or import products directly obtained from such patented process, for production or business purposes. After the patent right is granted for a design, no unit or individual shall, without the authorization of the patent owner, exploit such patent, that is to manufacture, offer to sell, sell, or import any product containing such patented design for production or business purposes. Where infringement has been established, the infringer shall, in accordance with the relevant regulations, be ordered to cease the infringement activities, take corrective actions, and compensate for losses.

### *Copyrights*

Pursuant to the Copyright Law of the PRC promulgated on September 7, 1990, last amended on November 11, 2020 and effective June 1, 2021, works of PRC citizens, legal persons or other organizations shall, regardless of whether they have been published, be entitled to the copyright pursuant to this law. Works include written works; oral works; musical, dramatic, opera, dance, acrobatic and artistic works; visual arts, architectural works; photographic works; film works and works created using methods similar to filmmaking; graphical works and modeling works such as engineering design graphs, product design graphs, maps and schematic diagrams; computer software; and other works stipulated by legal and administrative regulations.



Pursuant to the Regulation on Protection of Computer Software promulgated on December 20, 2001, last amended on January 30, 2013 and effective date on March 1, 2013, software copyright is conferred on the software development completion date. The protection period for a software copyright of a legal person or other organizations lasts for 50 years, concluding on the day of December 31 in the 50th year after the initial release of the software. However, in the case where the software has not been released within 50 years from its development completion date, protection shall no longer be offered by these regulations. A software copyright holder may register with competent software registration authority under the State Council Copyright Administrative Department. Registration certification documents issued by the competent software registration authority serve as the prima facie proof of such registration.

#### *IC Layout Designs*

Pursuant to the Regulation on the Protection of Integrated Circuit Layout Designs promulgated on April 2, 2001 and implemented on October 1, 2001, and the Protection of Integrated Circuit Layout Designs Regulations Implementing Rules promulgated on September 18, 2001 and effective October 1, 2001, layout design proprietary right holders enjoy the following proprietary rights: to duplicate the whole or any part of the protected layout designs that is original; to make commercial use of the protected layout designs, ICs containing such layout designs, or items containing such ICs.

#### **Regulations in relation to M&A Rules and Overseas Listing**

Accordance with the M&A Rules which was promulgated by the MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the SAT, the State Administration for Industry and Commerce, the CSRC and SAFE and took effect on September 8, 2006 and was subsequently amended on June 22, 2009 by the MOFCOM, a foreign investor was required to obtain necessary approvals when (i) a foreign investor acquires equity in a domestic non-foreign invested enterprise thereby converting it into a foreign-invested enterprise, or subscribes for new equity in a domestic enterprise via an increase of registered capital thereby converting it into a foreign-invested enterprise; or (ii) a foreign investor establishes a foreign-invested enterprise which purchase and operates the assets of a domestic enterprise, or which purchases the assets of a domestic enterprise and injects those assets to establish a foreign-invested enterprise. According to article 11 of the M&A Rules, where a domestic company or enterprise, or a domestic natural person, through an overseas company established or controlled by it/him, acquires a domestic company which is related to or connected with it/him, approval from MOFCOM is required. According to the Manual of Guidance on Administration for Foreign Investment Access issued by MOFOM on December 18, 2008, the equity transfer by the Chinese shareholders to the foreign shareholders in an established foreign-invested enterprise shall not be governed by the provisions on mergers and acquisitions. It does not matter whether the Chinese party and the foreign party are related parties or whether the foreign party is an existing shareholder or a new investor.

As prior to the acquisition of all the equities of Shanghai Intchains by Jerryken Intelligent Technology (Shanghai) Co., Ltd., Shanghai Intchains was a sino-foreign equity joint venture and did not belong to “domestic companies” based on M&A Rules. Therefore, the M&A Rules does not apply to the acquisition of all the equities of Shanghai Intchains by Jerryken Intelligent Technology (Shanghai) Co., Ltd. and no approval from the CSRC is needed.

On July 6, 2021, the State Council and General Office of the of the Communist Party China Central Committee issued Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law, which steps-up scrutiny of overseas listings by companies and calls for strengthening cooperation in cross-border regulation, improving relevant laws and regulations on cyber security, cross-border data transmission and confidential information management, including the confidentiality requirement and file management related to the issuance and listing of securities overseas, enforcing the primary responsibility of the enterprises for information security of China based overseas listed companies and promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies. Furthermore, establishing and improving a system of extraterritorial application of laws in the capital market are also mentioned, judicial interpretations and supporting rules for extraterritorial application provisions of the Securities Law shall be formulated as soon as possible.

On February 17, 2023, with the approval of the State Council, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, or the Trial Measures, and five supporting guidelines, which has come into effect on March 31, 2023. Pursuant to the Trial Measures, (1) domestic companies that seek to offer or list securities overseas, both directly and indirectly, shall complete filing procedures with the CSRC pursuant to the requirements of the Trial Measures within three working days following its submission of initial public offerings or listing application. If a domestic company fails to complete required filing procedures or conceals any material fact or falsifies any major content in its filing documents, such domestic company may be subject to administrative penalties, such as order to rectify, warnings, fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly liable persons may also be subject to administrative penalties, such as warnings and fines; (2) if the issuer meets both of the following criteria, the overseas offering and listing conducted by such issuer shall be deemed as indirect overseas offering and listing by a PRC domestic company: (i) 50% or more of any of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent fiscal year were derived from PRC domestic companies; and (ii) the majority of the issuer’s business activities are carried out in mainland China, or its main place(s) of business are located in mainland China, or the majority of senior management team in charge of its business operations and management are PRC citizens or have their usual place(s) of residence located in mainland China; and (3) where PRC domestic companies seeking indirect overseas offering and listing in an overseas market, the issuer shall designate a major domestic operating entity responsible for all filing procedures with the CSRC, and where an issuer makes an application for initial public offerings or listings in an overseas market, the issuer shall submit filings with the CSRC within three business days after such application is submitted.



On the same day, the CSRC also held a press conference for the release of the Trial Measures and issued the Notice on Administration for the Filing of Overseas Offering and Listing by Domestic Companies, which, among others, clarified that (1) domestic companies that have submitted valid applications for their indirect overseas offering and listing prior to the effective date of the Trial Measures, March 31, 2023, but have not yet obtained approval from overseas regulatory authorities or stock exchanges, are allowed to reasonably arrange the timing for submitting their filing applications with the CSRC, and must complete the filing before the completion of their overseas offering and listing; (2) domestic companies that have obtained approval from overseas regulatory authorities or stock exchanges for their indirect overseas offering and listing prior to the effective date of the Trial Measures but have not yet completed their indirect overseas listing, are granted a six-month transition period from March 31, 2023. If these domestic companies fail to complete their indirect overseas offering and listing within such six-month transition period, they will be required to make filings with the CSRC pursuant to the Trial Measures; and (3) the CSRC will solicit opinions from relevant regulatory authorities and complete the filing of the overseas listing of companies seeking listing with contractual arrangements if they duly meet the compliance requirements, and support the development and growth of these companies by enabling them to utilize two markets and two kinds of resources.

On February 24, 2023, the CSRC, together with Ministry of Finance of the PRC, National Administration of State Secrets Protection and National Archives Administration of China, revised the Provisions on Strengthening Confidentiality and Archives Administration for Overseas Securities Offering and Listing which was issued by the CSRC, National Administration of State Secrets Protection and National Archives Administration of China in 2009, or the Provisions. The revised Provisions is issued under the title the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies, and has come into effect on March 31, 2023 together with the Trial Measures. One of the major revisions to the revised Provisions is expanding its application to cover indirect overseas offering and listing, as is consistent with the Trial Measures. The revised Provisions require that, including but not limited to (a) a domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals or entities including securities companies, securities service providers and overseas regulators, any documents and materials that contain state secrets or working secrets of government agencies, shall first obtain approval from competent authorities according to law, and file with the secrecy administrative department at the same level; and (b) domestic company that plans to, either directly or indirectly through its overseas listed entity, publicly disclose or provide to relevant individuals and entities including securities companies, securities service providers and overseas regulators, any other documents and materials that, if leaked, will be detrimental to national security or public interest, shall strictly fulfill relevant procedures stipulated by applicable national regulations. On or after March 31, 2023, any failure or perceived failure by the Company or PRC subsidiaries to comply with the above confidentiality and archives administration requirements under the revised Provisions and other PRC laws and regulations may result in that the relevant entities would be held legally liable by competent authorities, and referred to the judicial organ to be investigated for criminal liability if suspected of committing a crime.

#### ***Regulations Relating to Dividend Distributions***

According to the PRC Company Law and Foreign Investment Law, each of our PRC subsidiaries, as a foreign invested enterprise, or FIE, is required to draw 10% of its after-tax profits each year, if any, to fund a common reserve, and which may stop drawing its after-tax profits if the aggregate balance of the common reserve has already accounted for over 50% of its registered capital. These reserves are not distributable as cash dividends. Furthermore, under the EIT Law, which became effective in January 2008, the maximum tax rate for the withholding tax imposed on dividend payments from PRC foreign invested companies to their overseas investors that are not regarded as “resident” for tax purposes is 20%. The rate was reduced to 10% under the Implementing Regulations for the EIT Law issued by the State Council. However, a lower withholding tax rate might be applied if there is a tax treaty between China and the jurisdiction of the foreign holding companies, such as tax rate of 5% in the case of Hong Kong companies that holds at least 25% of the equity interests in the foreign-invested enterprise, and certain requirements specified by PRC tax authorities are satisfied.

Pursuant to the Notice on Improving the Check of Authenticity and Compliance to Further Promote Foreign Exchange Control promulgated by SAFE in January 2017, which stipulates several capital control measures with respect to outbound remittance of profits from domestic entities to offshore entities, including the following: (1) under the principle of genuine transaction, banks shall check board resolutions regarding profit distributions, the original version of tax filing records and audited financial statements; and (2) domestic entities shall hold income to account for previous years’ losses before remitting the profits. Moreover, domestic entities shall make detailed explanations of sources of capital and utilization arrangements, and provide board resolutions, contracts and other proof when completing the registration procedures in connection with an outbound investment.

### ***Regulations in relation to Cyber Security and Data Protection***

On November 7, 2016, the Standing Committee of the National People's Congress (the "SCNPC") promulgated the Cyber Security Law of the PRC, or Cyber Security Law, which became effective on June 1, 2017. The Cyber Security Law requires network operators to perform certain functions related to cyber security protection and strengthen the network information management. On June 10, 2021, the SCNPC promulgated the Data Security Law of the PRC, or the PRC Data Security Law, which became effective on September 1, 2021. Pursuant to the PRC Data Security Law, data refers to any record of information in electronic or any other form and data processing including the collection, storage, use, processing, transmission, provision, and public disclosure of data.

On December 28, 2021, the CAC, jointly with other twelve PRC governmental authorities, promulgated the Measures for Cybersecurity Review, or Cybersecurity Measures, which became effective on February 15, 2022. The Cybersecurity Measures provides that, among other things, (i) online platform operators possessing personal information of more than one million users must apply to the Cybersecurity Review Office for a cybersecurity review before conducting any listing in a foreign country, (ii) the purchase of network products and services of a critical information infrastructure operator and data processing activities of an online platform operator that affect or may affect national security shall be subject to the cybersecurity review, and (iii) the relevant governmental authorities in the PRC may initiate cyber security review if such governmental authorities determine any network products and services and data processing activities affect or may affect national security.

On November 14, 2021, the CAC promulgated the Regulations on the Administration of Cyber Data Security (Draft for Comments), or Draft Cyber Data Regulations. In accordance with relevant PRC regulations, apply for cybersecurity review when carrying out the following activities: (i) the merger, reorganization or separation of online platform operators that have acquired a large number of data resources related to national security, economic development or public interests, which affects or may affect national security; (ii) processing personal information of more than one million individuals and seeking a listing in a foreign country; (iii) applying for listing in Hong Kong, which affects or may affect national security; and (iv) other data processing activities that affect or may affect national security. As at the date of this annual report, the Draft Cyber Data Regulations are still in draft form and subject to change with substantially uncertainty.

### **C. Organizational Structure**

For an organizational structure of the Company and its subsidiaries and a detailed description of the Company's significant subsidiaries, see "Item 3. Key Information—Our Corporate Structure."

### **D. Property, Plant and Equipment**

Our principal executive offices are located at Building 16, Lane 999, Xinyuan South Road, Lin-Gang Special Area, Pudong, Shanghai, 201306, the People's Republic of China. As of December 31, 2024, we occupied three properties in Shanghai, China, for research and development and office purposes, with a total gross floor area of approximately 8,472.17 square meters. Out of these properties, one was leased by us, with an aggregate gross floor area of approximately 1,318.27 square meters, with the lease ending on February 28, 2025. The other two properties were owned by us, with one property having a total gross floor area of approximately 2,639.68 square meters that was acquired by us in June 2023, and another property having a total gross floor area of approximately 4,514.22 square meters that was acquired by us in December 2021.

### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.

### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

#### **A. Operating Results**

##### **Overview**

We are an innovative altcoins development company that primarily engages in the provision of altcoin mining products, the strategic acquisition and holding of Ethereum-based cryptocurrencies and the active development of innovative Web3 applications.

## ***Major Factors Affecting Our Results of Operations***

In addition to the general factors affecting the Chinese and global economy and our industry, our results of operations and financial condition are affected by a number of industry- and company-specific factors, including those set out below:

### ***Expected economic returns on cryptocurrency mining activities and fluctuation of cryptocurrency price***

Our revenue primarily consists of proceeds of sales of altcoin mining products, which are, in general, determined by the demand and pricing of our ASIC chips. An increase in the economic return of cryptocurrency mining activities would generally stimulate the demand and average selling price for our ASIC chips and, in turn, our mining machines that incorporate our ASIC chips and ancillary hardware and software. An increase in the cryptocurrency price is the most significant factor that could increase the expected economic returns generated by cryptocurrency mining activities. Other factors that may increase the economic return of cryptocurrency mining activities include, among others, increase in transaction fees, decrease in electricity costs or other operating costs, increase in computing power and efficiency of mining machines, reduction of difficulties of mining activities and increase in number of cryptocurrencies awarded for mining activities. The volatility of the cryptocurrency price may significantly affect our business of operations and financial condition.

A decrease in the expected economic returns of cryptocurrency mining activities and the cryptocurrency price may also lead to increase in inventory write-downs, credit sales and write-downs of advances to suppliers as a result of stagnant demand and decrease in the average selling price for our altcoin mining products, which may significantly affect our gross margin and extend the billing cycle of our products.

Cryptocurrency prices have fluctuated significantly in the past few years and resulted in a corresponding fluctuation in our sales. In the future, we expect that the cryptocurrency prices may continue to fluctuate, and as such, we would expect to experience a significant corresponding fluctuation in both sales volume and average selling prices of altcoin mining products, as well as write-downs of inventory, which may erode our profitability in the case of a significant cryptocurrency price drop. See “Item 3. Key Information — D. Risk Factors — Risks Relating to Our Business and Industry—There is no assurance that a cryptocurrency will maintain its long-term value, and volatility in the market prices of cryptocurrencies may adversely affect our business and results of operations.”

### ***Market demand for our altcoin mining products and development of blockchain technology and cryptocurrency markets***

Our current altcoin mining products are mainly used for cryptocurrency mining. There can be no assurance that cryptocurrency mining will continue to grow in the future. Because market demand is dependent on the development of the blockchain technology, as well as innovations in cryptocurrency applications, our results of operations will significantly depend on our ability to keep pace with market demand to attract new customers or retain existing customers as well as to maintain or increase our market share. Our results of operations will also be significantly affected by developments in overall blockchain technology and cryptocurrency markets, and in particular, the cryptocurrency market. The cryptocurrency market may be affected by various factors, including, among others, the cryptocurrency price and expected return on cryptocurrency related activities such as mining and trading, different views regarding the decentralized nature of cryptocurrencies, acceptance of cryptocurrencies as an investment instrument as well as a currency for payment, competing cryptocurrencies to cryptocurrency, and changes in the cryptocurrency algorithm and the mechanism of mining.

### ***Performance and cost of our products***

The pricing of and demand for our altcoin mining products are closely related to their performance, which in turn, is primarily determined by the embedded ASIC chips. In general, more advanced process technologies can accommodate designs that produce ASIC chips with higher power efficiency. The introduction of new process and design technologies also enables us to gradually lower the production costs of ASIC chips with comparable computing power. However, the application of such process technologies also commands high initial setup costs, particularly when the new production techniques first become available, which translates to higher per unit costs. Our new generation ASIC chips using the most advanced process technologies will need to achieve strong sales in order to justify the initial setup costs of the new production techniques and maintain our profitability. At the same time, as the most advanced production capabilities of IC foundries ramp up, the initial high unit cost for IC fabrication may also decrease, which will likely translate to lower fabrication costs and a positive effect on our business, results of operations and financial condition.

### ***Competitiveness in research and development***

As we compete largely on the performance of our altcoin mining products, research and development is key to the success of our products. In 2022, 2023 and 2024, we incurred research and development expenses of RMB48.4 million, RMB42.3 million and RMB109.4 million (US\$15.0 million), respectively. We continue to focus on enhancing our product planning and research and development capabilities to enable us to introduce or improve products that can well address evolving customer needs in a timely manner. As existing competitors may introduce new technologies or provide more competitive offerings and more companies may enter the market to compete with us, competition may intensify in the future and consequently our competitiveness and market share may be affected. As a result, our ability to continue offering new and enhanced altcoin mining products as well as competitive technologies and applications will have a significant impact on our results of operations.

### Regulatory environment

We have historically generated all of our revenue from customers based in China. Since 2024, we have been continuously expanding our overseas presence in line with our global business development strategy. As such, we need to make efforts and incur costs to ensure that we are compliant with the existing laws and regulations relating to our business in the various jurisdictions that are material to our business and operations, and to comply with new laws and regulations or changes under existing laws and regulations that may arise in the future. Our ability to anticipate and respond to potential changes in government policies and regulations will have a significant impact on our business operations in such countries and our overall results of operations. See “Item 3 — Risk Factors — Risks Relating to Our Business and Industry — We are subject to risks associated with legal, political or other conditions or developments regarding holding, using or mining of cryptocurrencies and related products and services, which could negatively affect our business, financial condition, and results of operations.”

### Production capacity

As a company utilizing the fabless model, we outsource the fabrication process of our ICs to a limited number of foundries, and we outsource the testing and packaging process to third-party testing and packaging partners. In addition, we outsource the assembly of our altcoin mining machines to third-party contract manufacturers. We work closely with a limited number of such production partners. We cannot guarantee that our third-party production partners will be able to meet our manufacturing requirements or capacity or that they will not raise their prices. As a result, our ability to quickly respond to market demand and meet production timelines, as well as to price our products competitively, is highly dependent on our collaboration with third-party production partners. If our production partners are unable to meet our production capacity requirements or deliver products that meet our quality standards on a timely basis, our results of operations will be adversely affected. We may also incur significant cash outflow at the early stages of our production process because we are required to make prepayments to some of our third-party production partners to secure their production capacity beforehand, which may affect our liquidity position. In addition, any failure by our third-party production partners to perform their obligations in a timely manner may subject us to counterparty risk and make it difficult or impossible for us to fulfill our customers’ orders, which would harm our reputation and negatively affect our business, results of operations and financial condition.

### Revision of the 2023 Financial Statements

Certain line items presented in the consolidated financial statements for the year ended December 31, 2023 have been revised to correct the classification of cash and cash equivalents to short-term and long-term investments. For further information, see Note 2(af) and corresponding revisions to Notes 2(g), 4, and 8 regarding the adjustments in our annual audited consolidated financial statements in this annual report.

## Key Components of Results of Operations

### Revenues

We derive our revenue primarily from sales of high-performance mining products including altcoin mining machines incorporating our ASIC chips, which we began offering to customers in the fourth quarter of 2023, ASIC chips that have high computing power and superior power efficiency, and ancillary software and hardware, all of which cater to the evolving needs of the blockchain industry. In 2022, 2023 and 2024, we generated total revenue of RMB473.7 million, RMB82.2 million and RMB281.8 million (US\$38.6 million), respectively. The following table sets forth the breakdown of our revenue for the years indicated:

	2022 RMB'000	Years ended December 31,		2024 US\$'000
		2023 RMB'000	2024 RMB'000	
Mining products				
- ASIC chips	436,980	47,736	36,406	4,988
- Mining machines	—	8,496	240,587	32,960
- Ancillary software and hardware	36,760	12,126	4,374	599
Subtotal	<b>473,740</b>	<b>68,358</b>	<b>281,367</b>	<b>38,547</b>
Intelligent router products <sup>(1)</sup>	—	13,839 <sup>(1)</sup>	—	—
Others <sup>(2)</sup>	—	28	400	55
Total	<b>473,740</b>	<b>82,225</b>	<b>281,767</b>	<b>38,602</b>

#### Notes:

1. In 2023, the revenue was substantially derived from a one-off sale of intelligent router products, which were produced by external vendors and integrated with our software solutions for resale purposes. This was a one-off transaction for us, with no plans in place to pursue this business line in the future.

2. Primarily including the revenue in connection with the maintenance services of the mining products that exceed the warranty period and the sales of products for WEB3 applications.

Revenue from sales of our ASIC chips as a standalone product is primarily affected by the number of ASIC chips sold and their average selling price. The following table sets forth the breakdown of sales volume and average selling price (per unit) (“ASP”) of ASIC chips delivered for the years indicated:

	Revenue (RMB '000)	2022 Sales Volume (Unit)	ASP (RMB)	Revenue (RMB '000)	2023 Sales Volume (Unit)	ASP (RMB)	Revenue (RMB '000)	2024 Sales Volume (Unit)	ASP (RMB)	Revenue (US\$ '000)	2024 ASP (US\$)
<b>ASIC Chip (as a standalone product)</b>											
ICT560	42,793	598,264	71.53	256	4,096	62.50	639	15,360	41.59	88	5.7
ICT570	5,197	34,464	150.80	—	—	—	—	—	—	—	—
ICT580	4,231	42,624	99.27	2,304	59,066	39.01	—	—	—	—	—
ICC590	49,104	527,048	93.17	5,552	186,722	29.73	695	19,144	36.31	95	4.97
ICA585	166,508	681,454	244.34	7,300	196,164	37.21	547	25,688	21.30	75	2.92
ICA586	71,865	199,012	361.11	235	10,936	21.49	4,613	73,888	62.44	632	8.55
ICA588	61,939	549,596	112.70	1,070	39,232	27.27	398	12,456	31.92	54	4.37
ICA589	5,884	69,396	84.79	424	19,934	21.27	1,919	59,524	32.23	263	4.42
IAA561	25,875	486,663	53.17	10,823	273,442	39.58	5,426	112,063	48.41	743	6.63
ICC551	3,570	43,848	81.42	19,260	520,800	36.98	9,976	152,320	65.49	1,367	8.97
ICC552	—	—	—	493	8,568	57.54	1,769	23,520	75.22	242	10.31
IEN617	—	—	—	—	—	—	2,118	7,260	291.75	290	39.97
IEN610	—	—	—	—	—	—	120	1,260	95.58	17	13.09
IEN618	—	—	—	—	—	—	8,164	1,990	4,102.53	1,118	562.04
Others	14	2,866	5.04	19	3,245	5.86	22	3,800	5.79	4	0.79
<b>Total</b>	<b>436,980</b>	<b>3,235,235</b>	<b>135.07</b>	<b>47,736</b>	<b>1,322,205</b>	<b>36.10</b>	<b>36,406</b>	<b>508,273</b>	<b>71.63</b>	<b>4,988</b>	<b>9.81</b>

We expanded our product offerings in the fourth quarter of 2023 to include complete altcoin mining machines, and we launched our Goldshell-branded standard series of altcoin mining machines in 2024. The following table sets forth the breakdown of sales volume and ASP (per unit) of ASIC chips embedded in the mining machines that was delivered for the years indicated:

	Revenue (RMB '000)	2022 Sales Volume (Unit)	ASP (RMB)	Revenue (RMB '000)	2023 Sales Volume (Unit)	ASP (RMB)	Revenue (RMB '000)	2024 Sales Volume (Unit)	ASP (RMB)	Revenue (US\$ '000)	2024 ASP (US\$)
AL BOX series	—	—	—	—	—	—	118,621	5729	20,705.36	16,251	2,836.62
AL MAX series	—	—	—	—	—	—	1,746	95	18,378.95	239	2,517.91
DG MAX series	—	—	—	—	—	—	31,908	2218	14,385.93	4,371	1,970.86
E-AL1M series	—	—	—	—	—	—	3,178	198	16,050.51	435	2,198.91
E-DG1M series	—	—	—	—	—	—	24,873	2043	12,174.74	3,408	1,667.93
E-KA1M series	—	—	—	—	—	—	1,710	174	9,827.59	234	1,346.37
KA BOX series	—	—	—	—	—	—	37,701	5161	7,304.98	5,165	1,000.78
MINI DOGE III series	—	—	—	—	—	—	18,737	5186	3,613.00	2,567	494.98
Others	—	—	—	8,496 <sup>(1)</sup>	135,168	62.86	2,113	1232	1,715.10	290	234.97
<b>Total</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>8,496</b>	<b>135,168</b>	<b>62.86</b>	<b>240,587</b>	<b>22,036</b>	<b>10,917.91</b>	<b>32,960</b>	<b>1,495.75</b>

Note:

- (1) Represented the non-standardized and non-serialized sales of the mining products prior to the introduction of the “Goldshell” branded mining products.



The average selling price of our ASIC chips and mining machines changes from period to period and is primarily affected by the market price of cryptocurrencies, prices of our competitors' products, expected economic return of cryptocurrency mining, product types and demand for the chips. See “—Major Factors Affecting Our Results of Operations” for details of factors affecting economic return on cryptocurrency mining activities and the market demands.

### Cost of Revenue

Cost of revenue primarily consists of those associated with our mining products, which represent costs and expenses directly attributable to the manufacture of our products sold and delivered, which comprises product costs, including costs of raw materials, costs of contractual manufacturers for production, shipping and handling costs, as well as inventories write-down, prepayment write-down, and provision for inventory purchase commitments. The following table sets forth components of our cost of revenue for the periods indicated:

	2022	Years ended December 31,		
	RMB'000	2023	2024	2024
		RMB'000	RMB'000	US\$'000
Cost of revenues (excluding the impact of write-down)	85,643	48,432	86,156	11,803
Inventories write-down, prepayment write-down and provision for inventory purchase commitments	1,378	24,715	43,781	5,998
Others <sup>(1)</sup>	—	—	515	71
<b>Total</b>	<b>87,021</b>	<b>73,147</b>	<b>130,452</b>	<b>17,872</b>

Note:

(1) Represented direct costs associated with providing services, including maintenance expenses and costs of products of web3 applications.

### Gross profit and gross profit margin

Our gross profit and gross profit margin are primarily affected by cryptocurrency prices, which have a significant effect on the average selling price of our products and the product mix. In 2022, 2023 and 2024, our gross profit was RMB386.7 million, RMB9.1 million and RMB151.3 million (US\$20.7 million), respectively. Our overall gross profit margin was 81.6%, 11.0% and 53.7%, respectively, for the same years.

### Operating Expenses

Our operating expenses include research and development expenses, sales and marketing expenses, general and administrative expenses and impairment of long-lived assets. The following table sets forth components of our operating expenses for the periods indicated:

	2022	Years ended December 31,		
	RMB'000	2023	2024	2024
		RMB'000	RMB'000	US\$'000
Research and development expenses	(48,387)	(42,304)	(109,443)	(14,994)
Sales and marketing expenses	(4,070)	(6,532)	(8,468)	(1,160)
General and administrative expenses	(11,557)	(25,210)	(30,248)	(4,144)
Impairment of long-lived assets	—	—	(210)	(29)
<b>Total</b>	<b>(64,014)</b>	<b>(74,046)</b>	<b>(148,369)</b>	<b>(20,327)</b>

*Research and development expenses.* Research and development expenses primarily consist of salary and welfare for research and development personnel, tape-out expenses paid to the foundry partners, consulting and contractor expenses, testing and tooling materials and manufacturing for trial and other expenses relating to research and development personnel. Substantially all of our research and development expenses are related to the development of new products and technologies.

*Sales and marketing expenses.* Sales and marketing expenses consist primarily of salary and welfare for sales and marketing personnel, traveling expenses and other expenses relating to sales and marketing personnel.

*General and administrative expenses.* General and administrative expenses consist primarily of salary and welfare for general and administrative personnel, rental expenses and professional service fees.

*Impairment of long-lived assets.* Impairment of long-lived assets was related to certain models of mining products that were discontinued.

## **Taxation**

### ***Cayman Islands***

Under the current tax laws of Cayman Islands, we are not subject to income, corporation or capital gains tax, and no withholding tax is imposed upon the payment of dividends.

### ***British Virgin Island***

Pursuant to the rules and regulations of the British Virgin Island, we are not subject to any income tax in the British Virgin Island.

### ***Hong Kong Profits Tax***

Our subsidiaries incorporated in Hong Kong are subject to a two-tiered income tax rate on its taxable income generated from operations in Hong Kong effective on April 1, 2018. The first HK\$2 million of profits earned by its subsidiaries incorporated in Hong Kong will be taxed at half the current tax rate (i.e., 8.25%) while the remaining profits will continue to be taxed at the existing 16.5% tax rate. Under the Hong Kong tax laws, which are effective from January 1, 2023, entities in HK are exempted from the Hong Kong income tax on its foreign-derived income if the HK entities meet economic substance requirement or participation requirement. Additionally, payments of dividends by the subsidiaries incorporated in Hong Kong to the Company are not subject to any Hong Kong withholding tax.

### ***Singapore***

Tax on corporate income is imposed at a flat rate of 17%. A partial tax exemption and a three-year start-up tax exemption for qualifying start-up companies are available. Under partial tax exemption, 75% of the first SGD 10,000 of chargeable income is tax exempt and 50% of the next SGD 190,000 of chargeable income is tax exempt. Under start-up tax exemption, 75% of the first SGD 100,000 of chargeable income is tax exempt and 50% of the next SGD 100,000 of chargeable income is tax exempt. The start-up exemption is not available to property development and investment holding companies.

### ***PRC Enterprise Income Tax (“EIT”)***

Shanghai Intchains obtained its High and New Technology Enterprises (“HNTE”) certificate with a valid period of three years in 2019 and received approval from the tax authority on the renewal of its HNTE status in December 2022, which entitled it to the preferential income tax rate of 15% effective retroactively from 2022 to 2024 to the extent it has taxable income under the EIT Law, as long as it maintains the HNTE qualification and duly conducts relevant EIT filing procedures with the relevant tax authority. In addition, Shanghai Intchains is qualified as an integrated circuit design enterprise and enjoying a 5-year tax holiday (two years full exemption followed by three years half reduction) beginning from 2021 after utilizing all prior years’ tax losses. The Group’s other PRC subsidiaries are subject to the statutory income tax rate of 25%.

The carry forward period for net operating losses under the EIT Law is five years for general enterprises and ten years for HNTE and all tax losses have been utilized during the year of 2021. However, Shanghai Intchains is eligible to enjoy a preferential tax rate of 0% after utilizing all prior year’s tax losses from 2021 to 2022 and 12.5% from 2023 to 2025.

### ***PRC Withholding Income Tax on Dividends***

The EIT Law also provides that an enterprise established under the laws of a foreign country or region but whose “de facto management body” is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. The implementing Rules of the EIT Law merely define the location of the “de facto management body” as “the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located.”

The EIT Law also imposes a withholding income tax of 10% on dividends distributed by a Foreign-invested Enterprise (“FIE”) to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. The Cayman Islands, where the Company is incorporated, does not have such tax treaty with China. According to the arrangement between Mainland China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, dividends paid by a FIE in China to its immediate holding company in Hong Kong will be subject to withholding tax at a rate of no more than 5% if the immediate holding company in Hong Kong owns directly at least 25% of the shares of the FIE and could be recognized as a Beneficial Owner of the dividend from PRC tax perspective.

As of December 31, 2022, 2023 and 2024, we did not record any withholding tax on the retained earnings of its subsidiaries in the PRC as we do not have any plan to require its PRC subsidiaries to distribute their retained earnings and intends to retain them to operate and expand its business in the PRC.

## **Significant Accounting Policies**

### ***Revenue from contracts with customers***

We recognize revenue to match the transfer of promised goods to customers in an amount that reflects the consideration to which the entity expects to receive in exchange for those goods or services.

### ***Mining products revenue***

We generate revenue primarily from the sale of mining products directly to a customer, such as a business or individual engaged in mining activities. Our sales arrangements usually require full prepayment before the delivery of products.

Revenue from product sales is recorded at the sales price (transaction price). The amount of variable consideration is included in the transaction price to the extent it is not constrained and that it is probable that a significant reversal in the amount of the cumulative revenue recognized will not occur in a future period. Actual amounts of consideration ultimately received may differ from the estimates. If actual results in the future vary from estimates, we will adjust these estimates, which would affect revenue and earnings in the period when such changes are known.

We accepted cryptocurrency as the payment form, and recognizes revenue and recognizes the cost of cryptocurrency based on the fiat currency amount indicated in the sales contract. The quantity actually paid by the customer is locked in after conversion based on the fair value at the time of contract inception, and future price fluctuations are reflected in the change in the fair value of the cryptocurrency.

We recognize product revenue at a point in time based on management's evaluation of when the control of the products has been passed to customers. The transfer of control is considered completed when products have been picked up by or delivered to shipper of our customers.

We offer a standard product warranty of no longer than six months that the product will operate under normal use. Except for the product warranty, we are not obligated to provide significant after-sales service such as hardware/software upgrades or updates. At the time revenue is recognized, an estimate of future warranty costs, is recorded as sales and marketing expenses. The reserves established are regularly monitored based upon historical experience and any actual claims charged against the reserve. The amount of total warranty costs incurred was immaterial for the year ended December 31, 2022, 2023 and 2024, respectively.

### ***Other revenues***

We also generate a small portion of revenue from the sales of products of Web3 applications, and maintenance services of the mining products exceed the warranty period, which is a distinct performance obligation from sale of product. Revenue is recognized over the period when the related services were rendered to the customers or the products have been picked up by or delivered to shipper of our customers.

### ***Cost of revenue***

Cost of revenue consists of: (1) cost of products revenue, including cost of raw materials, costs of contractual manufacturers for production, shipping and handling costs, inventories write-downs, prepayments write-downs, provision for inventory purchase commitments and provision for warranty. (2) cost of other revenue, which reflects direct costs associated with providing services, including maintenance expenses and costs of products of Web3 applications.

### ***Contract liabilities***

Proceeds received from customers before product delivery are recognized as contract liabilities and are recognized as revenue when revenue recognition criteria are met. The advances received from customers as of December 31, 2023 and 2024 were RMB9.8 million and RMB37.4 million (US\$5.1 million), respectively. The revenue recognized during years ended December 31, 2022, 2023 and 2024 that was included in the contract liabilities balance at the beginning of the year was RMB3.0 million, RMB6.0 thousand and RMB9.8 million (US\$1.4 million), respectively.

### ***Inventories***

Inventories consist of finished goods, work in process and raw materials, which are purchased from contractual manufacturers and component suppliers. Inventories are stated at the lower of cost or net realizable value. Cost of inventory is determined using the weighted average cost method. Adjustments are recorded to write down the cost of inventory to the estimated net realizable value due to slow-moving and obsolete inventory, which is dependent upon factors such as historical and forecasted consumer demand, and promotional environment.

### ***Cryptocurrencies***

Tether USD (USDT) included in the current assets represent our reasonably assessment that it would sell or exchange other cryptocurrencies within one year. Other cryptocurrencies mainly comprised of Ethereum (ETH), included in the non-current assets represent our reasonably assessment that it would hold over one year. Cryptocurrencies purchased are recorded at cost and cryptocurrencies received in the operating business are accounted for in connection with our revenue recognition policy disclosed above.

On December 13, 2023, the FASB issued ASU 2023-08, which addresses the accounting and disclosure requirements for certain cryptocurrencies. The new guidance requires entities to subsequently measure certain cryptocurrencies at fair value, with changes in fair value recorded in net income in each reporting period. Retrospective restatement would not be required or allowed for prior periods. The amendments are effective for all entities for fiscal years beginning after December 15, 2024, including interim periods within those years. Early adoption is permitted. We early adopted ASU 2023-08 on January 1, 2024.

ASC 820 defines “principal market” as the market with the greatest volume and level of activity for the asset or liability. The determination of the principal market (and, as a result, the market participants in the principal market) is made from the perspective of the reporting entity. We determine Coinbase as its principal market, as it is one of the earliest and the most trusted sources by users, institutions, and media for comparing thousands of cryptocurrencies.

We measure the fair value of cryptocurrencies on a monthly basis, and refers to the closing prices quoted on Coinbase exchange as the fair value at the end of every month. As of January 1, 2024, the cumulative-effect adjustment of RMB332,000 was recorded as an increase to the opening balance of retained earnings.

Before adoption of ASU 2023-08, cryptocurrencies were classified as an intangible asset. An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment losses were recognized within other income, net in the consolidated statements in the period in which the impairment was identified.

Purchases and sales of cryptocurrencies by us, if any, will be included within investing activities in the accompanying consolidated statements of cash flows, while cryptocurrencies received or paid in the operating business are non-cash operating activities on the accompanying consolidated statements of cash flows.

## Results of Operations

The following table sets forth a summary of our consolidated results of operations for the periods indicated. This information should be read together with our consolidated financial statements and related notes included elsewhere in this annual report. The operating results in any period are not necessarily indicative of the results that may be expected for any future period.

	Years ended December 31,			
	2022	2023	2024	2024
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Products revenue</b>	473,740	82,225	281,767	38,602
<b>Cost of revenue</b>	(87,021)	(73,147)	(130,452)	(17,872)
<b>Gross profit</b>	386,719	9,078	151,315	20,730
<b>Operating expenses:</b>				
Research and development expenses	(48,387)	(42,304)	(109,443)	(14,994)
Sales and marketing expenses	(4,070)	(6,532)	(8,468)	(1,160)
General and administrative expenses	(11,557)	(25,210)	(30,248)	(4,144)
Impairment of long-lived assets	—	—	(210)	(29)
<b>Total operating expenses</b>	(64,014)	(74,046)	(148,369)	(20,327)
<b>Income/(loss) from operations:</b>	322,705	(64,968)	2,946	403
Interest income	11,132	16,750	16,235	2,224
Foreign exchange gain/(loss), net	3,494	(524)	1,382	189
Change in fair value of cryptocurrency	—	—	21,322	2,921
Other income, net	29,726	13,191	8,292	1,136
<b>Income/(loss) before income tax expenses</b>	367,057	(35,551)	50,177	6,873
Income tax (expense)/benefit	(11,856)	8,756	1,320	181
<b>Net income/(loss)</b>	355,201	(26,795)	51,497	7,054
Foreign currency translation adjustment, net of nil tax	—	1,838	1,939	266
<b>Total comprehensive income/(loss)</b>	<b>355,201</b>	<b>(24,957)</b>	<b>53,436</b>	<b>7,320</b>

## Year Ended December 31, 2024 Compared To Year Ended December 31, 2023

**Revenue.** Revenue was RMB281.8 million (US\$38.6 million) in 2024, representing an increase of 242.7% from RMB82.2 million in 2023. The substantial growth was primarily driven by a significant increase in the average selling price of our new products launched in March 2024, compared to older products, as well as improved cryptocurrency market performance, which led to higher demand for our products.

**Cost of revenue.** Our cost of revenue increased by 78.3% from RMB73.1 million in 2023 to RMB130.5 million (US\$17.9 million) in 2024. The percentage increase in cost of revenue was substantially lower than the percentage increase in our revenue, which was primarily due to the higher gross margins for our new products launched in March 2024 compared to the older products.

**Gross profit and gross profit margin.** We recorded a gross profit of RMB151.3 million (US\$20.7 million) in 2024 as compared to a gross profit of RMB9.1 million in 2023. Our gross profit margin increased significantly from 11.0% in 2023 to 53.7% in 2024. The increase was mainly due to the percentage increase in cost of revenue was substantially lower than the corresponding percentage increase in our revenue as detailed above.

**Operating expenses.** Our total operating expenses increased by 100.5% from RMB74.0 million in 2023 to RMB148.4 million (US\$20.3 million) in 2024. The increase was primarily due to an increase in research and development expenses.

- **Research and development expenses.** Our research and development expenses increased by 158.7% from RMB42.3 million in 2023 to RMB109.4 million (US\$15.0 million) in 2024. The increase was primarily due to more products launched in 2024, as well as increased personnel-related expenses. Our research and development expenses as a percentage of our revenue were 38.8% in 2024 as compared with 51.4% in 2023.
- **Sales and marketing expenses.** Our selling expenses increased by 29.6% from RMB6.5 million in 2023 to RMB8.5 million (US\$1.2 million) in 2024, mainly driven by increased personnel-related expenses. Our sales and marketing expenses as a percentage of our revenue was 3.0% in 2024 as compared with 7.9% in 2023.
- **General and administrative expenses.** Our general and administrative expenses increased by 20.0% from RMB25.2 million in 2023 to RMB30.2 million (US\$4.1 million) in 2024, primarily due to increased personnel-related expenses and increased amortization expenses of trademarks. Our general and administrative expenses as a percentage of our revenue was 10.7% in 2024 as compared with 30.7% in 2023.
- **Impairment of long-lived assets.** Our impairment of long-lived assets increased from nil in 2023 to RMB0.2 million (US\$0.03 million), primarily due to the discontinuation of certain models of mining products in 2024.



*Interest income.* Our interest income remained relatively steady at RMB16.8 million and RMB16.2 million (US\$2.2 million), respectively, for the years ended December 31, 2023 and 2024.

*Foreign exchange gain/(loss), net.* Our foreign exchange loss, net was RMB0.5 million in 2023. Our foreign exchange gain, net was RMB1.4 million (US\$0.2 million) in 2024. The reversal was a result of the impact from the depreciation of RMB against the U.S. dollar during the period.

*Change in fair value of cryptocurrency.* Our change in fair value of cryptocurrency for 2024 was RMB21.3 million (US\$2.9 million), compared to nil for 2023. The gain was primarily due to ETH closing price rising approximately 48.6% from the end of 2023 to the end of 2024, as well as units of ETH-based cryptocurrencies held increased from approximately 60 from the end of 2023 to 5,702 from the end of 2024.

*Other income, net.* Our other income, net, decreased by 37.1% from RMB13.2 million in 2023 to RMB8.3 million (US\$1.1 million) in 2024, primarily due to the decrease in grants received from the local government, which have no repayment obligations.

*Net income/(loss).* As a result of the foregoing, we recorded a net income of RMB51.5 million (US\$7.1 million) in 2024, compared to a net loss of RMB26.8 million in 2023.

#### **Year Ended December 31, 2023 Compared To Year Ended December 31, 2022**

*Revenue.* Revenue was RMB82.2 million (US\$11.6 million) in 2023, representing a decrease of 82.6% from RMB473.7 million in 2022. The decrease was mainly due to the overall challenging cryptocurrency market in 2023, leading to decreases in the sales volume and average selling price of our ASIC chips, partially offset by the revenue of RMB13.8 million derived from the sales of certain intelligent router products in 2023. These intelligent router products were acquired from third parties and integrated with our software solutions for resale purposes. This was a one-off transaction for us and we currently have no intention to continue this business in the future.

*Cost of revenue.* Our cost of revenue decreased by 15.9% from RMB87.0 million in 2022 to RMB73.1 million (US\$10.3 million) in 2023. The decrease was mainly attributable to the decline in sales volume of our ASIC chips, largely offset by an inventory write-down and a prepayment write-down, totaling approximately RMB24.7 million.

*Gross profit and gross profit margin.* As a result of the foregoing, we recorded a gross profit of RMB9.1 million (US\$1.3 million) in 2023 as compared to a gross profit of RMB386.7 million in 2022. Our gross profit margin decreased significantly from 81.6% in 2022 to 11.0% in 2023. The decrease was mainly due to the overall challenging cryptocurrency market in 2023, which caused us to reduce prices on our products to maintain competitiveness, and the inventory and prepayment write-downs as mentioned above.

*Operating expenses.* Our total operating expenses increased by 15.7% from RMB64.0 million in 2022 to RMB74.0 million (US\$10.4 million) in 2023, primarily due to the increases in sales and marketing expenses and general and administrative expenses, partially offset by a decrease in research and development expenses.

- *Research and development expenses.* Our research and development expenses decreased by 12.6% from RMB48.4 million in 2022 to RMB42.3 million (US\$6.0 million) in 2023. The decrease in our expenses was primarily attributable to the different stages of our research and development projects during the respective periods. This decrease was partially offset by an increase in personnel-related expenses and depreciation and amortization expenses. We increased the headcount of our research and development team from 69 as of December 31, 2022 to 99 as of December 31, 2023. Our research and development expenses as a percentage of our revenue were 51.4% in 2023 as compared with 10.2% in 2022.
- *Sales and marketing expenses.* Our selling expenses increased by 60.5% from RMB4.1 million in 2022 to RMB6.5 million (US\$0.9 million) in 2023, primarily due the increase in staff cost of sales and marketing personnel. Our sales and marketing expenses as a percentage of our revenue was 7.9% in 2023 as compared with 0.9% in 2022.
- *General and administrative expenses.* Our general and administrative expenses increased by 118.1% from RMB11.6 million in 2022 to RMB25.2 million (US\$3.6 million) in 2023, primarily due to an increase in rental expenses, labor costs and professional expenses. Our general and administrative expenses as a percentage of our revenue was 30.7% in 2023 as compared with 2.4% in 2022.

*Interest income.* Our interest income increased by 50.5% from RMB11.1 million in 2022 to RMB16.8 million (US\$2.4 million) in 2023, primarily due to our effective fund management.

*Foreign exchange gain/(loss), net.* Our foreign exchange gain, net was RMB3.5 million in 2022. Our foreign exchange loss, net was RMB0.5 million (US\$0.1 million) in 2023. The decrease was as a result of the exchange rate fluctuation between RMB and U.S. dollars.

*Other income, net.* Our other income, net, decreased by 55.6% from RMB29.7 million in 2022 to RMB13.2 million (US\$1.9 million) in 2023, primarily due to a decrease in government grants we received from local government.

*Net income/(loss).* As a result of the foregoing, we recorded a net loss of RMB26.8 million (US\$3.8 million) in 2023, compared to a net income of RMB355.2 million in 2022.

## Subsequent events

On March 25, 2025, we have entered into a securities purchase agreement (the “Purchase Agreement”) with an institutional investor (the “Institutional Investor”) for a registered direct offering of 361,011 ADSs at US\$2.77 per ADS. We have also agreed to issue to the Institutional Investor warrants (the “Warrants” and, together with the ADSs, the “Securities”) to purchase up to an aggregate of 361,011 ADSs (representing 722,022 Class A Ordinary Shares), at an exercise price of \$2.77 per ADS. The Warrants are exercisable at any time on or after the date of issuance and expire five years from the date of issuance. In addition, pursuant to the Purchase Agreement, the Group have agreed, subject to certain exceptions, to grant the Institutional Investor an additional purchase option to purchase up to an aggregate of \$1.0 million of additional ADSs at the applicable per ADS purchase price determined pursuant to the terms of the Purchase Agreement or at a price mutually agreed to by the parties. The Institutional Investor may exercise this option in whole or in part at any time during the period commencing on the effective date until 60 days after the closing of this offering, provided that the Institutional Investor may exercise this option only once during such period. On March 27, 2025, we closed the registered direct offering and received gross proceeds of US\$1.0 million from the issuance and sale of the ADSs and Warrants, before deducting the placement agent fees and other offering expenses payable by us. We intend to use the net proceeds primarily for upgrading our offerings of altcoin mining machines, with the remaining proceeds allocated to working capital and other general corporate purposes that support our long-term goals.

## B. Liquidity and Capital Resources

Our primary source of liquidity historically has been cash generated from our business operations, bank loans and equity contributions from our shareholders, which have historically been sufficient to meet our working capital and capital expenditure requirements.

As of December 31, 2024, our cash and cash equivalents were RMB322.3 million (US\$44.1 million). Our cash and cash equivalents represent cash on hand, money market funds and highly liquid investments that are readily convertible to known amounts of cash and with original maturities from the date of purchase with terms of less than three months. All cash and cash equivalents are unrestricted as to withdrawal and use.

We believe that our existing cash and cash equivalents and anticipated cash flows from operating activities will be sufficient to meet our anticipated working capital requirements and capital expenditures in the ordinary course of business for the next 12 months. We may, however, need additional cash resources in the future if we experience changes in business conditions or other developments, or if we find and wish to pursue opportunities for investments, acquisitions, capital expenditures or similar actions. If we determine that our cash requirements exceed the amount of cash and cash equivalents we have on hand at the time, we may seek to issue equity or debt securities or obtain credit facilities. The issuance and sale of additional equity would result in further dilution to our shareholders. The incurrence of indebtedness would result in increased fixed obligations and could result in operating covenants that would restrict our operations. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all.

Our ability to manage our working capital, including receivables and other assets and liabilities and accrued liabilities, may materially affect our financial condition and results of operations.

The following table sets forth our selected consolidated cash flow data for the periods indicated:

	2022	Years ended December 31,		
	RMB '000	2023	2024	2024
		RMB '000	RMB '000	US\$ '000
Net cash provided by (used in) operating activities	326,685	(4,708)	(138,253)	(18,943)
Net cash used in investing activities	(116,874)	(174,565)	(125,936)	(17,251)
Net cash provided by financing activities	—	51,218	—	—
Effect of exchange rate changes on cash and cash equivalent	—	995	1,270	174
Net increase(decrease) in cash and cash equivalents	209,811	(127,060)	(262,919)	(36,020)
Cash and cash equivalents, at the beginning of year	502,420	712,231	585,171	80,168
Cash and cash equivalents, at the end of year	712,231	585,171	322,252	44,148

## Operating Activities

Net cash used in operating activities for the year ended December 31, 2024 was RMB138.3 million (US\$18.9 million), primarily reflecting a net income of RMB51.5 million, as adjusted by (a) negative changes of RMB104.3 million in non-operating and non-cash items primarily including revenue recognized in the payment form of cryptocurrency of RMB122.0 million, change in fair value of cryptocurrency of RMB21.3 million, and deferred income tax benefit of RMB16.0 million, partially offset by inventory provision of RMB39.0 million, depreciation and amortization expenses of RMB5.0 million, and share-based compensation of RMB9.0 million; and (b) negative changes of RMB85.4 million in working capital primarily reflecting (i) an increase in inventories of RMB95.8 million as we ramped up our stock of products to meet growing market demand; (ii) an increase in prepayments and other current assets of RMB25.6 million primarily due to increased advances to suppliers for securing key components; (iii) partially offset by an increase in contract liabilities of RMB16.7 million reflecting growing customer orders and deposits; (iv) an increase in accounts payable of RMB14.7 million consistent with our increased procurement activities; and (v) an increase in accrued liabilities and other liabilities of RMB5.5 million primarily related to increased operational expenses and tax obligations associated with our business growth.

Net cash used in operating activities for the year ended December 31, 2023 was RMB4.7 million, primarily reflecting net loss of RMB26.8 million, as adjusted by (a) positive changes of RMB19.8 million in non-operating and non-cash items primarily including inventory provision, deferred income tax benefit, depreciation and amortization expenses and share-based compensation; and (b) positive changes of RMB2.3 million in working capital primarily reflecting (i) an increase of RMB23.5 million in prepayments and other assets primarily attributable to an increase of RMB13.0 million in prepayments to vendors, an increase of RMB8.6 million in interest receivables, and an increase of RMB1.7 million in net VAT deductible taxes; (ii) a decrease of RMB11.4 million in inventories as a result of our conservative procurement strategy in response to the challenging market conditions; (iii) an increase of RMB9.8 million in contract liabilities as a result of the recovery of the market (iv) an increase of RMB8.3 million in accrued liabilities and other liabilities as a result of the increase in accrued payroll, tax payables and other payables; and (v) a decrease of RMB2.7 million in accounts payable as a result of a decrease in purchase of inventories.

Net cash provided by operating activities for the year ended December 31, 2022 was RMB326.7 million, primarily reflecting net income of RMB355.2 million, as adjusted by (a) positive changes of RMB3.2 million in non-operating and non-cash items including inventory provision, and depreciation and amortization expenses; and (b) negative changes of RMB31.7 million in working capital primarily reflecting (i) an increase of RMB12.3 million in inventories as a result of the increased stock of working in progress and key raw materials; (ii) a decrease of RMB10.9 million in accrued liabilities and other liabilities as a result of the decrease in VAT taxes payables and other current liabilities; (iii) an increase of RMB3.8 million in prepayments and other assets because of the increase in net VAT deductible taxes and prepayments of listing expenses, partially offset by the decrease in prepayments to vendors; (iv) a decrease of RMB3.7 million in accounts payable as a result of the decrease in purchase of inventories; and (v) a decrease of RMB3.0 million in contract liabilities as a result of the decrease in sales orders.

## Investing Activities

Net cash used in investing activities was RMB125.9 million (US\$17.3 million) for the year ended December 31, 2024, which was primarily attributable to the purchase of short-term and long-term investments of RMB494.8 million and the purchase of cryptocurrencies of RMB68.2 million, partially offset by the proceeds from disposal of short-term investments of RMB401.3 million.

Net cash used in investing activities was RMB174.6 million for the year ended December 31, 2023, which was primarily attributable to the purchase of property, equipment and software of RMB46.9 million, intangible assets of RMB3.4 million and the purchase of short-term and long-term investments of RMB123.6 million.

Net cash used in investing activities was RMB116.9 million for the year ended December 31, 2022, which was primarily attributable to the prepayments on long-term assets in connection with purchase of a premise.

## Financing Activities

Net cash provided by financing activities was nil for the year ended December 31, 2024.

Net cash provided by financing activities was RMB51.2 million for the year ended December 31, 2023, which was attributable to proceeds from issuance of ordinary shares of RMB61.3 million, which was partially offset by the payment for cost of issuance of RMB10.1 million.

Net cash provided by financing activities was nil for the year ended December 31, 2022 as we did not conduct any financing activities.

## Capital Expenditures

We made capital expenditures of RMB116.9 million, RMB50.9 million and RMB10.1 million (US\$1.4 million) in 2022, 2023 and 2024, respectively. In these periods, our capital expenditures were mainly used for the purchase of property, equipment and software, intangible assets and other non-current assets.

We plan to fund our future capital expenditures with our existing cash balance and proceeds from the initial public offering that we completed in March 2023 on the Nasdaq Capital Market.

### **Holding Company Structure**

Intchains Group Limited is a holding company with no material operations of its own. We conduct our operations primarily through our subsidiaries in the PRC and Singapore. As a result, Intchains Group Limited's ability to pay dividends depends upon dividends paid by our operating subsidiaries. If our existing operating subsidiaries or any newly formed ones incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us. In addition, our wholly foreign-owned subsidiary in mainland China is permitted to pay dividends to us only out of its retained earnings, if any, as determined in accordance with PRC accounting standards and regulations.

Under PRC law, each of our subsidiaries in China is required to set aside at least 10% of its after-tax profits each year, if any, to fund certain statutory reserve funds until such reserve funds reach 50% of their registered capital. In addition, our wholly foreign-owned subsidiaries in China may allocate a portion of their after-tax profits based on PRC accounting standards to enterprise expansion funds and staff bonus and welfare funds at their discretion, and our non-foreign-owned subsidiaries in China may allocate a portion of its after-tax profits based on PRC accounting standards to a surplus fund at their discretion. The statutory reserve funds and the discretionary funds are not distributable as cash dividends. Remittance of dividends by a wholly foreign-owned company out of China is subject to examination by the banks designated by SAFE. Our PRC subsidiaries have not paid dividends and will not be able to pay dividends until they generate accumulated profits and meet the requirements for statutory reserve funds.

### **Recently issued accounting pronouncements**

#### ***New and amended standards adopted by our Group***

On December 13, 2023, the FASB issued ASU No. 2023-08, Accounting for and Disclosure of Crypto Assets ("ASU 2023-08"), which requires entities that hold crypto assets to subsequently measure such assets at fair value with changes recognized in net income each reporting period. The guidance also requires crypto assets measured at fair value to be presented separately from other intangible assets on the balance sheet and changes in the fair value measurement of crypto assets to be presented separately on the income statement from changes in the carrying amounts of other intangible assets. The new standard is effective for fiscal years beginning December 15, 2024, with early adoption permitted. The Group early adopted ASU 2023-08 on January 1, 2024. As of January 1, 2024, the Company recorded a cumulative-effect adjustment of RMB332,000 to retained earnings.

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"), which requires the disclosure of significant segment expenses that are part of an entity's segment measure of profit or loss and regularly provided to the chief operating decision maker. In addition, it adds or makes clarifications to other segment-related disclosures, such as clarifying that the disclosure requirements in ASC No. 280 are required for entities with a single reportable segment and that an entity may disclose multiple measures of segment profit and loss. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 and interim periods beginning after December 15, 2024. Early adoption is permitted. The amendments should be adopted retrospectively.

#### ***New and amended standards not yet adopted by our Group***

On December 14, 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 requires that entities disclose specific categories in their rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. The new standard is effective for the Group beginning December 15, 2024, with early adoption permitted. The amendments should be applied on a prospective basis and retrospective application is also permitted. We do not expect that the adoption of ASU 2023-09 would have a material effect on our consolidated financial statements and related disclosures.

On November 4, 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. ASU 2024-03 enhances transparency in financial reporting by requiring public business entities (PBEs) to disclose more detailed information about specific natural expense categories included in their income statement captions. And on January 6, 2025, the FASB issued ASU 2025-01 to clarify that all public business entities must adopt the guidance in ASU 2024-03 for: Annual reporting periods beginning after December 15, 2026 and Interim reporting periods within annual periods beginning after December 15, 2027. The Company is evaluating the effects, if any, of the adoption of these guidance on its consolidated financial statements and related disclosure.

### **C. Research and Development**

Please refer to "Item 4. Information of the Company—B. Business Overview—Research and Development" for details.

## D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the year ended December 31, 2024 that are reasonably likely to have a material and adverse effect on our income, expenses, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future results of operations or financial conditions. Please refer to “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Overview—Major Factors Affecting Our Results of Operations” for details.

## E. Critical Accounting Estimates

An accounting policy is considered critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time such estimate is made, and if different accounting estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the consolidated financial statements.

We prepare our financial statements in conformity with the U.S. GAAP, which requires us to make judgments, estimates and assumptions. We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experiences and various other assumptions that we believe to be reasonable under the circumstances. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from our expectations as a result of changes in our estimates. For a description of all our significant accounting policies, see Note 2 to our annual audited consolidated financial statements in this annual report.

When reviewing our financial statements, you should consider our selection of critical accounting policies, the judgments and other uncertainties affecting the application of such policies, and the sensitivity of reported results to changes in conditions and assumptions. We believe that the following accounting policy involves a higher degree of judgment and complexity in their application and require us to make critical accounting estimates.

### *Inventory provision, write-down of inventory prepayments and provision for inventory purchase commitments*

We applied the guidance in ASC Topic 330, Inventory, to assess the inventory provision, write-down of inventory prepayments and provision for inventory purchase commitments, using such factors as Group-specific forecasts which are reliant on our limited sales history, agreement-specific provisions, macroeconomic factors and market and industry trends, and with the assumptions and inputs including electricity price, current market price of the altcoins, payback period and so on.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

The following table sets forth certain information relating to our directors and executive officers as of the date of this annual report. The business address of each of our directors and executive officers is c/o Building 16, Lane 999, Xinyuan South Road, Lin-Gang Special Area, Pudong, Shanghai, 201306, the People’s Republic of China.

Name	Age	Position
Qiang Ding	46	Chairman and Chief Executive Officer
Chaohua Sheng	44	Director and Chief Technology Officer
Conway Kong-Wai Lee	70	Independent Director
Qingyang Gu	63	Independent Director
Weiping Ma	63	Independent Director
Chaowei Yan	39	Chief Financial Officer

**Mr. Qiang Ding**, has been serving as our chairman of the board of directors and chief executive officer since our inception. Mr. Ding has more than 16 years of experience in the IC design industry and is responsible for our overall strategic development and operation. Before founding our Group, Mr. Ding was a software engineer at Shanghai Jade Microelectronics Co., Ltd. from April 2005 to July 2006. He was then a senior engineer at Freescale Shanghai Co., Ltd. from July 2006 to August 2009. Mr. Ding served as the director of research and development and deputy general manager at Shanghai InfoTM Microelectronics Co., Ltd. from September 2009 to January 2018. He obtained a master’s degree in computer engineering from Fudan University in 2005.

**Mr. Chaohua Sheng**, has been serving as our chief technology officer since our inception and our director since December 2021. He has more than 16 years of experience in the IC design industry and is responsible for overall management of research and development. Before founding our Group, he served as the chief technology officer at Shanghai Freqchip Microelectronics Co., Ltd. from January 2014 to February 2018. He was a research and development manager at OmniVision Technologies Co., Ltd. from July 2010 to April 2013. Mr. Sheng was a research and development manager at Shanghai Accel Semiconductor Co., Ltd. from June 2005 to July 2010. He obtained a bachelor’s degree from Fudan University in 2002 and a master’s degree in computer architecture from Fudan University in 2005.



**Mr. Conway Kong-Wai Lee** has been serving as our independent director since March 2023. Mr. Lee has over 30 years of experience in public accounting and auditing, corporate finance, merger and acquisition and initial public offerings. He has extensive experience in U.S. GAAP and International Financial Reporting Standards from performing audit work in connection with initial public offerings in the U.S. by China-based companies. Mr. Lee served as a partner of Ernst & Young for 29 years from September 1980 to September 2009. He was a non-executive director and the deputy chairman of China Environmental Technology and Bioenergy Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1237) from July 2014 to September 2015. Mr. Lee has been serving as an independent non-executive director of several companies listed on the Hong Kong Stock Exchange, including Chaowei Power Holdings Limited (stock code: 0951) since June 2010, West China Cement Limited (stock code: 2233) since July 2010, China Modern Dairy Holdings Limited (stock code: 1117) since October 2010, NVC Lighting Holding Limited (stock code: 2222) since November 2012, GCL New Energy Holdings Limited (stock code: 0451) since May 2014. Mr. Lee served as an independent non-executive director of several companies listed on the Hong Kong Stock Exchange, including CITIC Securities Company Limited (stock code: 6030), a company also listed on the Shanghai Stock Exchange (stock code: 600030), from August 2011 to May 2016, Guotai Junan Securities Company Limited (stock code: 2611), a company also listed on the Shanghai Stock Exchange (stock code: 601211), from October 2016 to November 2023, Tibet Water Resources Holdings Ltd. (stock code: 1115) from July 2011 to February 2020, WH Group Limited (stock code: 0288) from August 2014 to June 2022, China Rundong Auto Group Limited (stock code: 1365) from August 2014 to December 2020, Yashili International Holdings Limited (stock code: 1230) from November 2013 to July 2023 and Gome Electrical Appliances Holdings Limited (stock code: 0493) from March 2011 to September 2023.

Mr. Lee received a bachelor's degree in arts from the Kingston Polytechnic (currently known as the Kingston University) in London in July 1980 and further obtained his postgraduate diploma in business from the Curtin University of Technology in Australia in February 1988. Mr. Lee has been a member of several institutes of certified accountants, including the Institute of Chartered Accountants in England and Wales since October 2007, the Chartered Accountants Australia and New Zealand since December 1996, the Association of Chartered Certified Accountants since September 1983, the Hong Kong Institute of Certified Public Accountants since March 1984 and the Macau Society of Registered Accountants since July 1995.

**Dr. Qingyang Gu** has been serving as our independent director since March 2023. He has over 30 years of experience in economics and public policy. Dr. Gu has been an associate professor of the Lee Kuan Yew School of Public Policy of the National University of Singapore since August 2009, where he conducts lectures on the Chinese economy, economics of the public sector and urban development. He was an Assistant Professor at the Nanyang Technological University of Singapore from July 2001 to July 2009, where he taught mathematical economics, microeconomics and macroeconomics and cost-benefit analysis and undertook research work relating to the Chinese economy, econometric modelling, reform of state-owned enterprises and international trade and finance. He carried out research on the Chinese economy, Singapore public policy and urban development from June 1997 to July 2001 as a research officer in the East Asian Institute of the National University of Singapore. He has been the chairman of Nominating and Remuneration Committee and an independent director of the Sasseur Asset Management Pte Ltd, a real estate investment trust listed on the Singapore Exchange (SGX:CRPU) since November 2017. He has been serving as a non-executive director of PCI-Suntek Technology Co Ltd, a company listed on the Shanghai Stock Exchange (stock code: 600728) since June 2019. He has been serving as an independent director of Willfar Information Technology Co. Ltd., a company listed on the Shanghai Stock Exchange (stock code: 688100) since June 2023.

Dr. Gu obtained his bachelor degree in mathematics from Human Normal University in 1982, his master degree in economics of education from Peking University 1988 and his PhD in economics from Nanyang Technological University in 2002.

**Dr. Weiping Ma** has been serving as our independent director since March 2023. He has over 30 years of management and technical experience in the building materials industry in both the United States of America and China. Dr. Ma has been serving as an executive director and the chief executive officer of West China Cement Limited, a company listed on the Hong Kong Stock Exchange (stock code: 2233), since February 2015. Dr. Ma served as senior process engineer and held several management positions for Holcim in Michigan, United States from 1996 to 2002. He served as vice president of marketing and sales for Lafarge (China) in Beijing from 2002 to 2005 and served in a similar position for Lafarge Shuion Cement from 2005 to 2008. Dr. Ma served as general manager and vice president for Lafarge A&C in China from 2008 to 2009. He was the managing director of Fuping Cement, a company wholly owned by Italcementi Group, from 2009 to 2012. Dr. Ma was the Chief Representative and Country Manager in China for the Italcementi Group from 2009 to 2014.

Dr. Ma received a bachelor's degree in Inorganic and Non-Metallic Materials from Tongji University in 1982, a master's degree in Solid State Science and a Ph.D in Materials from Pennsylvania State University in 1991 and 1994, respectively. Dr. Ma also obtained a Master of Business Administration in Integration Management from Michigan State University in 2002.

**Mr. Chaowei Yan**, has been serving as our chief financial officer since December 2021. Mr. Yan has more than nine years of experience in accounting and finance and is responsible for overseeing our financial matters. Prior to joining us in May 2021, Mr. Yan served as an audit manager at Ernst & Young Hua Ming LLP Shanghai Branch from October 2014 to May 2021. He served as an auditor at KPMG Huazhen LLP from 2012 to 2014. Mr. Yan has been a member of The Chinese Institute of Certified Public Accountants since 2015. He obtained a master's degree in strategic management from Shanghai International Studies University in 2012.

## Family Relationships

There is no family relationship between any of the persons named above and no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to above was selected as a director or member of senior management.

## B. Compensation

For the year ended December 31, 2024, we and our subsidiaries paid aggregate cash compensation of RMB5.6 million (US\$0.8 million) to our directors and executive officers as a group. This amount consisted only of cash and did not include any share-based compensation or benefits in kind. We do not pay or set aside any amounts for pension, retirement or other benefits for our officers and directors.

## Share Incentive Plan

### 2022 Plan

We adopted the 2022 share incentive plan, or 2022 Plan, in July 2022 which became effective in March 2023. The purpose of the 2022 Plan is to attract and retain highly qualified mid-to high-level management, consultants and other qualified persons, and to motivate such persons to serve us and to expend maximum effort to improve our business results and earnings, by providing such persons an opportunity to share equity interest in our operations and future success.

The maximum number of ordinary shares that may be issued under the 2022 Plan is 6,500,000. The number of ordinary shares available for issuance under the 2022 Plan shall automatically increase on the first trading day in January of each calendar year during the ten-year term of the 2022 Plan commencing from the calendar year beginning January 1, 2023, by an amount equal to the lesser of (i) 1% of the total number of shares issued and outstanding measured as of the last trading day of the immediately preceding calendar year, and (ii) such number of shares as may be determined by our board of directors, but in no event shall any such annual increase exceed 1,350,000 ordinary shares. As of the date of this annual report, the maximum aggregate number of ordinary shares which may be issued pursuant to all awards under the 2022 Plan is 8,898,970. As of the date of this annual report, awards to purchase 688,480 ordinary shares under the 2022 Plan have been granted and outstanding.

The following paragraphs summarize the terms of the 2022 Plan:

*Eligibility.* Our qualified officers, directors, employees, consultants and other qualified persons are eligible to participate in the 2022 Plan.

*Types of Awards.* The 2022 Plan permits the awards of options, share appreciation rights, share awards, restricted share units, dividend equivalents or other share-based awards.

*Plan Administration.* Our board of directors, or a committee designated by our board of directors, will administer the plan, unless otherwise determined by the board of directors.

*Evidence of award.* Awards can be evidenced by an agreement, certificate, resolution or other types of writing or an electronic medium approved by the board of directors or the compensation committee as the plan administrator that sets forth the terms and conditions of the awards granted.

*Conditions of Award.* The administrator shall determine the participants, types of awards, numbers of shares to be covered by awards, terms and conditions of each award, and provisions with respect to the vesting schedule, settlement, exercise, cancellation, forfeiture or suspension of awards.

*Term of Award.* The term of each award shall be fixed by the administrator and is stated in the award agreement between recipient of an award and us, provided that the term shall generally be no more than ten years from the date of grant thereof.

*Vesting Schedule.* In general, the plan administration committee determines the vesting schedule, which is specified in the relevant award agreement.

*Transfer Restrictions.* Unless otherwise determined by the administrator or for certain limited permitted transfers, no award and no right under any such award shall be assignable, alienable, saleable or transferable by the employee holder otherwise than by will or by the laws of descent and distribution.

*Amendment, Suspension or Termination.* The board of directors may amend, alter, suspend, discontinue or terminate the 2022 Plan, or any award agreement hereunder or any portion hereof or thereof at any time, provided, however, that no such amendment, alteration, suspension, discontinuation or termination shall be made without the consent of the affected recipient of an award with respect to any award agreement, the consent of the affected recipient of an award, if such action would materially and adversely affect the rights of such recipient under any outstanding award.

The following table summarizes, as of the date of this annual report, the outstanding options that were granted to our directors and executive officers under the 2022 Plan:

Name	Class A Ordinary Shares to be Received based on the Options Awarded	Options Awarded	Exercise Price	Date of Grant	Date of Expiration
Mr. Chaowei Yan	15,624	7,812	\$8.00 per award	May 29, 2023	May 29, 2033

The following table summarizes, as of the date of this annual report, the outstanding restricted share units that were granted to our directors and executive officers under the 2022 Plan:

Name	Class A Ordinary Shares to be Received based on the Restricted Share Units Awarded	Restricted Share Units Awarded	Exercise Price	Date of Grant
Mr. Chaowei Yan	13,722	6,861	—	May 31, 2024
	20,494	10,247	—	May 29, 2023

## C. Board Practices

### Duties of Directors

Under Cayman Islands law, our directors have a duty to act honestly, in good faith and with a view to our best interests. Our directors also have a duty to exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association, as amended and restated from time to time. In certain limited exception circumstances, a shareholder has the right to seek damages in our name if a duty owed by our directors is breached.

Our board of directors has all the powers necessary for managing, and for directing and supervising, our business affairs. The functions and powers of our board of directors include, among others:

- convening shareholders' annual general meetings and reporting its work to shareholders at such meetings;
- declaring dividends and distributions;
- appointing officers and determining the term of office of officers;
- exercising the borrowing powers of our company and mortgaging the property of our company; and
- approving the transfer of shares of our company, including the registering of such shares in our share register.

### Terms of Directors

Our directors are not subject to a term of office and hold office until such time as they are removed from office by ordinary resolution or the unanimous written resolution of all shareholders.

Our officers are elected by and serve at the discretion of our board of directors, and may be removed by our board of directors.

### Board Practices

Our board of directors has established an audit committee, a compensation committee and a nomination and corporate governance committee.

#### *Audit Committee*

Our audit committee consists of Mr. Conway Kong-Wai Lee, Dr. Qingyang Gu and Dr. Weiping Ma, and is chaired by Mr. Conway Kong-Wai Lee. Our board of directors has determined that Mr. Conway Kong-Wai Lee, Dr. Qingyang Gu and Dr. Weiping Ma satisfy the "independence" requirements of Rule 10A-3 under the Exchange Act, and Nasdaq Marketplace Rule 5605(a)(2). Our audit committee will consist solely of independent directors that satisfy the Nasdaq and SEC requirements within one year of the completion of our initial public offering. We have determined that Mr. Conway Kong-Wai Lee qualifies as an "audit committee financial expert." The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- appointing or removing the independent auditor and pre-approving all auditing and non-auditing services permitted to be performed by the independent auditor;
- setting clear hiring policies for employees or former employees of the independent auditor;

- reviewing with the independent auditor any audit problems or difficulties and management’s response;
- reviewing and approving all related-party transactions;
- discussing the annual audited financial statements with management and the independent auditor;
- discussing with management and the independent auditor major issues regarding accounting principles and financial statement presentations;
- reviewing analyzes or other written communications prepared by management or the independent auditor relating to significant financial reporting issues and judgments made in connection with the preparation of the financial statements;
- reviewing with management and the independent auditor the effect of key transactions, related-party transactions and off-balance sheet transactions and structures;
- reviewing with management and the independent auditor the effect of regulatory and accounting initiatives;
- reviewing policies with respect to risk assessment and risk management;
- reviewing our disclosure controls and procedures and internal control over financial reporting;
- reviewing reports from the independent auditor regarding all critical accounting policies and practices to be used by our company;
- establishing procedures for the receipt, retention and treatment of complaints we received regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;
- periodically reviewing and reassessing the adequacy of our audit committee charter;
- evaluating the performance, responsibilities, budget and staffing of our internal audit function and reviewing and approving the internal audit plan; and
- reporting regularly to the board of directors.

#### ***Compensation Committee***

Our compensation committee consists of Dr. Weiping Ma, Mr. Qiang Ding and Mr. Conway Kong-Wai Lee and is chaired by Dr. Weiping Ma. Our board of directors has determined that Dr. Weiping Ma and Mr. Conway Kong-Wai Lee satisfy the “independence” requirements of Nasdaq Marketplace Rule 5605(a)(2). Our compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our executive officers. The compensation committee is responsible for, among other things:

- reviewing and approving, or recommending to the board for its approval, the compensation of our executive officers;
- reviewing and evaluating our executive compensation and benefits policies generally;
- in consultation with our chief executive officer, periodically reviewing our management succession planning;
- reporting to our board of directors periodically;
- evaluating its own performance and reporting to our board of directors on such evaluation;
- periodically reviewing and assessing the adequacy of the compensation committee charter and recommending any proposed changes to our board of directors; and
- selecting compensation consultant, legal counsel or other adviser only after taking into consideration all factors relevant to that person’s independence from management.

#### ***Nomination and Corporate Governance Committee***

Our nomination and corporate governance committee consists of Mr. Chaohua Sheng, Dr. Qingyang Gu and Dr. Weiping Ma, and is chaired by Mr. Chaohua Sheng. Our board of directors has determined that Dr. Qingyang Gu and Dr. Weiping Ma satisfy the “independence” requirements of Nasdaq Marketplace Rule 5605(a)(2). The nomination and corporate governance committee assists the board in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The nomination and corporate governance committee is responsible for, among other things:

- identifying and recommending to the board of directors qualified individuals for membership on the board of directors and its committees;
- evaluating, at least annually, its own performance and reporting to the board of directors on such evaluation;
- leading our board of directors in a self-evaluation to determine whether it and its committees are functioning effectively;

- reviewing the evaluations prepared by each board committee of such committee's performance and considering any recommendations for proposed changes to our board of directors;
- reviewing and approving compensation (including equity-based compensation) for our directors;
- overseeing compliance with the corporate governance guidelines and code of business conduct and ethics and reporting on such compliance to the board of directors; and
- reviewing and assessing periodically the adequacy of its charter and recommending any proposed changes to the board of directors for approval.

## **Corporate Governance**

Our board of directors has adopted a code of business conducts and ethics, which is applicable to all of our directors, officers, employees and advisors. We will make our code of business conducts and ethics publicly available on our website. In addition, our board of directors has adopted a set of corporate governance guidelines. The guidelines reflect certain guiding principles with respect to our board's structure, procedures and committees. The guidelines are not intended to change or interpret any law, or our memorandum and articles of association, as amended from time to time. The code of business conducts and ethics and corporate governance guidelines all became effective in March 2023.

## **Interested Transactions**

A director may vote with respect to any contract or transaction in which he or she is interested, provided that the nature of the interest of any director in such contract or transaction is disclosed by him or her at or prior to its consideration and any vote in that matter.

## **Employment Agreements and Indemnification Agreements**

We have entered into employment agreements with each of our executive officers for a specified time period providing that the agreements are terminable for cause at any time. The terms of these agreement are substantially similar to each other. A senior executive officer may terminate his or her employment at any time by 30-day prior written notice. We may terminate the executive officer's employment for cause, at any time, without advance notice or remuneration, for certain acts of the executive officer, such as conviction or plea of guilty to a felony or any crime involving moral turpitude, negligent or dishonest acts to our detriment, or misconduct or a failure to perform agreed duties.

Each executive officer has agreed to hold in strict confidence and not to use, except for the benefit of our company, any proprietary information, technical data, trade secrets and know-how of our company or the confidential or proprietary information of any third party, including our subsidiaries and our clients, received by our company. Each of these executive officers has also agreed to be bound by noncompetition and non-solicitation restrictions during the term of his or her employment and typically for two years following the last date of employment.

We have also entered into indemnification agreements with our directors and executive officers, pursuant to which we will agree to indemnify our directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

## **D. Employees**

We had 101, 133 and 133 employees as of December 31, 2022, 2023 and 2024 in China, respectively. As of December 31, 2024, we had 91 employees focus on research and development, 22 employees focus on sales and marketing, 11 employees in administration department and 9 employees in finance and accounting department.

We use our share incentive plans as additional means to further attract, motivate, retain and reward selected directors, officers, employees and third-party consultants and advisors. For more information, see "Item 6.B. Directors, Senior Management and Employees — Compensation — Share Incentive Plan." We believe these initiatives have contributed to our ability to attract and retain talent.

As required by PRC laws and regulations, we participate in various employee benefit plans that are organized by municipal and provincial governments, including housing, pension, medical and unemployment benefit plans. We make monthly payments to these plans in respect of each employee based on the employee's compensation. We believe that we maintain a good working relationship with our employees and we have not experienced any significant labor disputes. Our employees have not entered into any collective bargaining agreements.

According to our contracts with our employees, our employees are generally prohibited from engaging in any activities that compete with our business during the period of their employment and for two years after termination of their employment with us. Furthermore, all employees are prohibited, for a period of two years following termination, from soliciting other employees to leave us and, for a period of five years following termination, from soliciting our existing clients. However, we may have difficulty enforcing these non-competition and non-solicitation terms in China because the Chinese legal system, especially with respect to the enforcement of such terms, is still developing.



## E. Share Ownership

The following table sets forth information with respect to the beneficial ownership, within the meaning of Section 13(d)(3) of the Exchange Act, of our common shares as of the date of this annual report by:

- each person known to us to own beneficially more than 5% of common shares, and
- each of our directors and executive officers.

	Number of Class A Ordinary Shares	Number of Class B Ordinary Shares	Ordinary shares beneficially owned % of total ordinary shares on an as-converted basis*	% of voting Power**
<b>Directors and Executive Officers†:</b>				
Qiang Ding (1)	—	47,232,420	39.12	67.80
Chaohua Sheng (2)	—	16,759,820	13.88	24.05
Conway Kong-Wai Lee	—	—	—	—
Qingyang Gu	—	—	—	—
Weiping Ma	—	—	—	—
Chaowei Yan	—	—	—	—
Directors and Executive Officers Combined	—	63,992,240	53.00	91.85
<b>Principal Shareholders:</b>				
Intchain DQ Asset Holding Limited (1)	—	25,961,500	21.50	37.26
Intchains SCH Holding Limited (2)	—	16,759,820	13.88	24.06
Golden Stone Capital Limited (3)	17,099,120	—	14.16	2.45
Intchains CHX1 Limited (1) (4)	—	11,952,120	9.90	17.16
Intchains ZWM Holding Limited (5)	7,291,900	—	6.04	1.05
Yang Feng 888 Capital Limited (6)	7,268,100	—	6.02	1.04
Intchains CHX2 Limited(1)(7)	—	6,318,800	5.23	9.07

\* The number of common shares beneficially owned by each of the listed persons includes common shares that such person has the right to acquire within 60 days after the date of this annual report.

\*\* For each person and group included in this column, percentage of voting power is calculated by dividing the voting power beneficially owned by such person or group by the voting power of all our Class A ordinary shares and Class B ordinary shares as a single class. Each Class A ordinary share is entitled to one vote per share and each Class B ordinary share is entitled to ten votes per share on all matters submitted. Our Class B ordinary shares are convertible at any time by the holder thereof into Class A ordinary shares on a one-for-one basis. Our Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

† Except as otherwise indicated below, the business address of our directors and executive officers is c/o Building 16, Lane 999, Xinyuan South Road, Lin-Gang Special Area, Pudong, Shanghai, 201306, the People's Republic of China.

- Represents (i) 25,961,500 ordinary shares held by Intchain DQ Asset Holding Limited, or DQ BVI, a BVI company wholly owned by Mr. Qiang Ding; (ii) 11,952,120 ordinary shares held by Intchains CHX1 Limited, or CHX 1 BVI; (iii) 3,000,000 ordinary shares held by Intchains DQ Holding limited, a BVI company wholly owned by DQ BVI; and (iv) 6,318,800 ordinary shares held by Intchains CHX2 Holding limited, or CHX 2 BVI, a BVI company wholly owned by DQ BVI. The registered office of DQ BVI, Intchains DQ Holding limited and CHX2 BVI is located at Commerce House, Wickhams Cay 1, P. O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands. For shareholding and registered office of CHX 1 BVI, please refer to note (5) below.
- Represents 16,759,820 ordinary shares held by Intchains SCH Holding Limited, or SCH BVI, a BVI company wholly owned by Mr. Chaohua Sheng. The registered office of SCH BVI is located at Commerce House, Wickhams Cay 1, P. O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands.
- Represents 17,099,120 ordinary shares held by Golden Stone Capital Limited which is a Samoa company wholly owned by Mr. Zhaoyang Ma. The registered office of Golden Stone Capital Limited is located at Offshore Chambers, P.O. 217, Apia, Samoa.
- Represents 11,952,120 ordinary shares held by CHX 1 BVI, a BVI company owned as to 62.84% by DQ BVI, 5.21% by Dasui Wang, 5.21% by Zhengjie Sun, 5.21% by Yiming Luo, 4.51% by Haixu Fu, 4.51% by Bei Zhou, 4.17% by Wei Sun, 1.74% by Feiyun Dong, 2.78% by Yuchen Yu, 1.39% by Fei Sun, 1.39% by Jinrong Kang and 1.04% by Zheng'an Wu. The registered office of CHX 1 BVI is located at Commerce House, Wickhams Cay 1, P. O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands.
- Represents 7,291,900 ordinary shares held by Intchains ZWM Holding Limited, a BVI company wholly owned by Weimin Zhou. The registered office of Intchains ZWM Holding Limited is located at Start Chambers, Wickham's Cay II, P. O. Box 2221, Road Town, Tortola, British Virgin Islands.
- Represents 7,268,100 ordinary shares held by Yang Feng 888 Capital Limited, a BVI company wholly owned by Feng Yang. The registered office of Yangfeng 888 Holding Limited is located at Vistra Corporate Service Centre, Wickham's Cay II, Road Town, Tortola, VG1110, British Virgin Islands.
- Represents 6,318,800 ordinary shares held by CHX 2 BVI, a BVI company wholly owned by DQ BVI. The registered office of CHX2 BVI is located at Commerce House, Wickhams Cay 1, P. O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands.

To our knowledge and based on our review of our register of members as of the date of this annual report, 15,673,718 of our Class A ordinary shares were held by one record holder in the United States, which is the depository of our ADS program. The number of beneficial owners of our ADSs in the United States is likely to be much larger than the number of record holder of our Class A ordinary shares in the United States. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

#### **F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation**

Not Applicable.

### **ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

#### **A. Major Shareholders**

Please refer to “Item 6.E. Directors, Senior Management and Employees — Share Ownership.”

#### **B. Related Party Transactions**

We did not have related party transactions during the years ended December 31, 2022, 2023 and 2024.

#### **C. Interests of Experts and Counsel**

Not applicable.

### **ITEM 8. FINANCIAL INFORMATION**

#### **A. Consolidated Statements and Other Financial Information.**

Please refer to Item 18 for a list of our annual consolidated financial statements filed as part of this annual report on Form 20-F.

#### **Legal Proceedings**

From time to time, we may become a party to various legal or administrative proceedings arising in the ordinary course of our business, including actions with respect to intellectual property infringement, violation of third-party licenses or other rights, breach of contract and labor and employment claims. Excepts as otherwise disclosed in this annual report, we are currently not a party to, and we are not aware of any threat of, any legal or administrative proceedings that, in the opinion of our management, are likely to have any material and adverse effect on our business, financial condition, cash-flow or results of operations. We may periodically be subject to legal proceedings, investigations and claims relating to our business. We may also initiate legal proceedings to protect our rights and interests.

#### **Dividend Policy**

We have not previously declared or paid cash dividends and we have no intention to declare or pay any dividends in the near future on our ordinary shares or the ADSs representing our ordinary shares. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

Our board of directors has complete discretion in deciding whether to distribute dividends. Even if our board of directors decides to pay dividends, the timing, amount and form of future dividends, if any, will depend on, among other things, our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors.

If we pay any dividends on our Class A ordinary shares, we will pay those dividends that are payable in respect of the Class A ordinary shares underlying our ADSs to the depository, as the registered holder of such Class A ordinary shares, and the depository then will pay such amounts to holders of ADSs in proportion to the Class A ordinary shares underlying the ADSs held by such ADS holders, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

We are a holding company with no material operations of our own. We conduct our operations primarily through our subsidiaries, some of which are located in China. PRC regulations may restrict the ability of our PRC subsidiaries to pay dividends to us. As a result, our ability to pay dividends and to finance any debt we may incur depends upon dividends paid by our subsidiaries. If our existing subsidiaries or any newly formed subsidiaries incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us.

## **B. Significant Changes**

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited financial statements included in this annual report.

## **ITEM 9. THE OFFER AND LISTING**

### **A. Offering and Listing Details**

#### **Price Range of Our ADSs**

Our ADSs are listed for trading on Nasdaq under the symbol “ICG.” Each ADS represents two Class A ordinary shares.

### **B. Plan of Distribution**

Not applicable.

### **C. Markets**

See Item 9.A. above.

### **D. Selling Shareholders**

Not applicable.

### **E. Dilution**

Not applicable.

### **F. Expenses of the Issue**

Not applicable.

## **ITEM 10. ADDITIONAL INFORMATION**

### **A. Share capital**

Not applicable.

### **B. Memorandum and Articles of Association**

We incorporate by reference into this annual report the description of our amended and restated memorandum and articles of association contained under the heading “Description of Share Capital” in our registration statement on Form [F-1 \(File No. 333-265756\)](#) originally filed with the SEC on June 22, 2022, as amended.

### **C. Material Contracts**

We have not entered into any material contracts other than in the ordinary course of business and other than those described in “Item 4. Information on the Company”, “Item 5. Operating and Financial Review and Prospects”, “Item 7. Major Shareholders and Related Party Transactions” or elsewhere in this annual report on Form 20-F.

### **D. Exchange Controls**

No foreign exchange controls exist in the Cayman Islands. See “Item 4. Information on the Company—B. Business Overview—Regulation—Laws and Regulations Relating to Other Business Areas.”

## **E. Taxation**

The following is a general summary of the material Cayman Islands, U.S. federal and People's Republic of China income tax consequences relevant to an investment in our ADSs and common shares. The discussion is not intended to be, nor should it be construed as, legal or tax advice to any particular prospective purchaser or current holders of our ADSs. The discussion is based on laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change or different interpretations, possibly with retroactive effect. The discussion does not address United States state or local tax laws, or tax laws of jurisdictions other than the Cayman Islands and the United States. You should consult your own tax advisors with respect to the consequences of acquisition, ownership and disposition of our ADSs and common shares.

### **Cayman Islands Taxation**

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty or withholding tax applicable to us or to any holder of ADSs or common shares. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or after execution brought within the jurisdiction of the Cayman Islands. No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands. The Cayman Islands is a party to a double tax treaty entered into with the United Kingdom in 2020 but is otherwise not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

Pursuant to Section 6 of the Tax Concessions Act (1999 Revision) of the Cayman Islands, we have obtained an undertaking from the Governor-in-Cabinet:

- that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits or income or gains or appreciations shall apply to the Company or its operations; and
- that the aforesaid tax or any tax in the nature of estate duty or inheritance tax shall not be payable on the shares, debentures or other obligations of the Company.

The undertaking for us is for a period of twenty years from October 3, 2006.

### **People's Republic of China Taxation**

In 2007 China passed a new Enterprise Income Tax Law, or the EIT Law, and its Implementing Rules, both of which became effective on January 1, 2008. The EIT Law was subsequently amended in 2017 and 2018 and its Implementing Rules was subsequently amended in 2019. The EIT Law created a new "resident enterprise" classification, which, if applied to us, would impose a 10% withholding tax on our non-PRC enterprise shareholders and, pursuant to Circular of the MOF and the SAT on Some Policy Issues regarding Personal Income Tax (Cai Shui Zi [1994] No. 020), the dividend and bonus incomes received by individual aliens from the FIEs are temporarily exempted from individual income tax and hence, the dividends we pay to our non-PRC individual shareholders may be qualified to enjoy the individual income tax exemption if certain conditions are met; otherwise, a potential 20% individual income tax may be applied on dividends we pay to them if such dividends are derived from profits generated after January 1, 2008 and with respect to gains derived by our non-PRC shareholders from disposition of our shares or ADSs, if such dividends or gains are determined to have been derived from sources within China. See "Item 3. Key Information — D. Risk Factors — Risks Relating to Regulations of Our Business — Under the EIT Law, we may be classified as a 'resident enterprise' of China. Such classification will likely result in unfavorable tax consequences to us and U.S. holders of our ADSs or common shares."

If we are not deemed to be a resident enterprise, then dividends payable to our non-PRC shareholders and gains from disposition of our shares of ADSs by our non-PRC shareholders will not be subject to PRC withholding income tax.

### **United States Federal Income Taxation**

This discussion describes the material U.S. federal income tax consequences to U.S. Holders (as defined below) of the purchase, ownership and disposition of our ADSs or common shares. This discussion does not address any aspect of U.S. federal gift or estate tax, the Medicare tax, or the state, local or non-U.S. tax consequences of an investment in our ADSs and common shares. This discussion applies to you only if you beneficially own our ADSs or common shares as capital assets for U.S. federal income tax purposes. This discussion does not apply to U.S. Holders who are members of a class of holders subject to special rules, such as:

- dealers in securities or currencies;
- traders in securities that elect to use a mark-to-market method of accounting for securities holdings;

- banks or certain financial institutions;
- insurance companies;
- tax-exempt organizations;
- partnerships or other entities treated as partnerships or other pass-through entities for U.S. federal income tax purposes or persons holding ADSs or common shares through any such entities;
- regulated investments companies or real estate investment trusts;
- persons that hold ADSs or common shares as part of a hedge, straddle, constructive sale, conversion transaction or other integrated investment;
- persons whose functional currency for tax purposes is not the U.S. dollar;
- persons liable for alternative minimum tax; or
- persons who actually or constructively own 10% or more of the total combined voting power of all classes of our shares (including ADSs and common shares) entitled to vote.

This discussion is based on the U.S. Internal Revenue Code of 1986, as amended, which we refer to in this discussion as the Code, its legislative history, existing and proposed regulations promulgated thereunder, published rulings and court decisions, all as of the date of this annual report. These laws are subject to change, possibly on a retroactive basis. In addition, this discussion relies on our assumptions regarding the value of our ADSs and common shares and the nature of our business over time. Finally, this discussion is based in part upon the representation of the depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

***U.S. holders of our ADSs are urged to consult their own tax advisor concerning the particular U.S. federal income tax consequences to them of the purchase, ownership and disposition of our ADSs and common shares, as well as the consequences to them arising under the laws of any other taxing jurisdiction.***

For purposes of the U.S. federal income tax discussion below, you are a “U.S. Holder” if you beneficially own ADSs or common shares as capital assets within the meaning of Section 1221 of the Code and are:

- an individual citizen or resident of the United States for U.S. federal income tax purposes;
- a corporation, or other entity taxable as a corporation, that was created or organized in or under the laws of the United States or any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust if (a) a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (b) the trust has a valid election in effect to be treated as a U.S. person.

For U.S. federal income tax purposes, income earned through a U.S. or non-U.S. partnership or other flow-through entity is attributed to its owners. Accordingly, if a partnership or other flow-through entity holds ADSs or common shares, the tax treatment of the holder will depend on the status of the partner or other owner and the activities of the partnership or other flow-through entity.

The U.S. Treasury has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the claiming of foreign tax credits for U.S. holders of ADSs. Such actions would also be inconsistent with the claiming of the reduced rate of tax, as described below, applicable to dividends received by certain non-corporate holders. Accordingly, the availability of the reduced tax rate for dividends received by certain non-corporate holders could be affected by actions taken by intermediaries in the chain of ownership between the holder of an ADS and our company.

## **Dividends on ADSs or Common Shares**

Subject to the “Passive Foreign Investment Company” discussion below, if we make distributions and you are a U.S. Holder, the gross amount of any distributions with respect to your ADSs or common shares (including the amount of any taxes withheld therefrom) will be includible in your gross income on the day you actually or constructively receive such income as dividend income if the distributions are made from our current or accumulated earnings and profits, calculated according to U.S. federal income tax principles. With respect to non-corporate U.S. holders, certain dividends received from a qualified foreign corporation may be subject to a reduced capital gains rate of taxation. A non-U.S. corporation (other than passive foreign investment corporation) is treated as a qualified foreign corporation with respect to dividends from that corporation on shares (or ADSs backed by such shares) that are readily tradable on an established securities market in the United States. U.S. Treasury Department guidance indicates that our ADSs, which are listed on Nasdaq, but not our common shares, will be readily tradable on an established securities market in the United States. You should consult your own tax advisor as to the rate of tax that will apply to you with respect to dividend distributions, if any, that you receive from us.



Subject to the “Passive Foreign Investment Company” discussion below, to the extent, if any, that the amount of any distribution by us on ADSs or common shares exceeds our current and accumulated earnings and profits as determined under U.S. federal income tax principles, it will be treated first as a tax-free return of the U.S. Holder’s adjusted tax basis in the ADSs or common shares and thereafter as capital gain. However, we do not intend to calculate our earnings and profits according to U.S. federal income tax principles. Accordingly, distributions on our ADSs or common shares, if any, will generally be reported to you as dividend distributions for U.S. tax purposes. Corporations will not be entitled to claim a dividends-received deduction with respect to distributions made by us. Dividends may constitute foreign source passive income for purposes of the U.S. foreign tax credit rules. You should consult your own tax advisors as to your ability, and the various limitations on your ability, to claim foreign tax credits in connection with the receipt of dividends.

### **Sales and Other Dispositions of ADSs or Common Shares**

Subject to the “Passive Foreign Investment Company” discussion below, when you sell or otherwise dispose of ADSs or common shares, you will recognize capital gain or loss in an amount equal to the difference between the amount realized on the sale or other disposition and your adjusted tax basis in the ADSs or common shares. Any such gains or losses that you recognize will be treated as U.S. source income for foreign tax credit purposes. Your adjusted tax basis will equal to the amount you paid for the ADSs or common shares. Any gain or loss you recognize will be long-term capital gain or loss if your holding period in our ADSs or common shares is more than one year at the time of disposition. If you are a non-corporate U.S. Holder, including an individual, any such long-term capital gain will be taxed at preferential rates. Your ability to deduct capital losses will be subject to various limitations.

### **Passive Foreign Investment Company**

We believe that we were not a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for our taxable year ended December 31, 2024. PFIC status is tested each year and depends on the composition of our assets and income and the value of our assets from time to time. Since we currently hold, and expect to continue to hold, a substantial amount of cash and other passive assets and, since the value of our assets is to be determined in large part by reference to the market prices of our ADSs and common shares, which is likely to fluctuate over time, there can be no assurance that we will not be a PFIC for any taxable year.

We will be classified as a PFIC in any taxable year, in general, if either: (a) the average quarterly value of our gross assets that produce passive income or are held for the production of passive income is at least 50% of the average quarterly value of our total gross assets or (b) 75% or more of our gross income for the taxable year is passive income (such as certain dividends, interest or royalties). For purposes of the first test: (a) any cash and cash invested in short-term, interest bearing, debt instruments, or bank deposits that are readily convertible into cash will count as producing passive income or held for the production of passive income, and (b) the total value of our assets is calculated based on our market capitalization. However, various exceptions can apply.

We will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, at least 25% (by value) of the stock.

If we were a PFIC for any taxable year during which you held ADSs or common shares, certain adverse U.S. federal income tax rules would apply. You would be subject to additional taxes and interest charges on certain “excess distributions” we make and on any gain realized on the disposition or deemed disposition of your ADSs or common shares, regardless of whether we continue to be a PFIC in the year in which you receive an “excess distribution” or dispose of or are deemed to dispose of your ADSs or common shares. Distributions in respect of your ADSs or common shares during a taxable year would constitute “excess distributions” if, in the aggregate, they exceed 125% of the average amount of distributions with respect to your ADSs or common shares over the three preceding taxable years or, if shorter, the portion of your holding period before such taxable year.

To compute the tax on “excess distributions” or any gain, (a) the “excess distribution” or the gain would be allocated ratably to each day in your holding period, (b) the amount allocated to the current year and any tax year prior to the first taxable year in which we were a PFIC would be taxed as ordinary income in the current year, (c) the amount allocated to other taxable years would be taxable at the highest applicable marginal rate in effect for that year, and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year. In addition, if we were a PFIC, no distribution that you might receive from us would qualify for taxation at the preferential rate discussed in the Item 10.E. “Additional Information — Taxation — Dividends on ADSs or Common Shares” section above.

Under certain attribution rules, if we are a PFIC, you will be deemed to own your proportionate share of lower-tier PFICs, and will be subject to U.S. federal income tax on (a) a distribution on the shares of a lower-tier PFIC and (b) a disposition of shares of a lower-tier PFIC, both as if you directly held the shares of such lower-tier PFIC.

Each U.S. Holder of a PFIC is required to file an annual report containing such information as the U.S. Treasury may require and may be required to file Internal Revenue Service Form 8621 regarding distributions received on the ADSs or common shares and any gain realized on the disposition of the ADSs or common shares. You should consult with your own tax advisor regarding reporting requirements with regard to your ADSs and common shares.

If we were a PFIC in any year, you would generally be able to avoid the “excess distribution” rules described above by making a timely so-called “mark-to-market” election with respect to your ADSs provided our ADSs are “marketable.” Our ADSs will be “marketable” as long as they remain regularly traded on a national securities exchange, such as Nasdaq. If you made this election in a timely fashion, you would recognize as ordinary income or ordinary loss the difference between the fair market value of the ADSs as of the close of your taxable year over your adjusted basis in such ADSs. Any ordinary income resulting from this election would be taxed as ordinary income rates and would not be eligible for the reduced rate of tax applicable to qualified dividend income. Any ordinary losses would be limited to the extent of the net amount of previously included income as a result of the mark-to-market election, if any. Your basis in the ADSs would be adjusted to reflect any such income or loss. You should consult your own tax advisor regarding potential advantages and disadvantages to you of making a “mark-to-market” election with respect to your ADSs. The mark-to-market election will not be available for any lower tier PFIC that is deemed owned pursuant to the attribution rules discussed above. We do not intend to provide you with the information you would need to make or maintain a “Qualified Electing Fund” election and therefore, you will not be able to make or maintain such an election with respect to your ADSs or common shares.

#### **U.S. Information Reporting and Backup Withholding Rules**

Dividend payments with respect to the ADSs or common shares and the proceeds received on the sale or other disposition of ADSs or common shares may be subject to information reporting to the IRS and to backup. Backup withholding will not apply, however, if you (a) are a corporation or come within certain other exempt categories and, when required, can demonstrate that fact or (b) provide a taxpayer identification number, certify as to no loss of exemption from backup withholding and otherwise comply with the applicable backup withholding rules. To establish your status as an exempt person, you will be required to provide certification on IRS Form W-9. Backup withholding is not an additional tax. The amount of any backup withholding will generally be allowed as a refund or a credit against your U.S. federal income tax liability, provided that you furnish the required information to the IRS. Certain individuals holding the ADSs or common shares other than in an account at a U.S. financial institution may be subject to additional information reporting requirements.

PROSPECTIVE PURCHASERS OF OUR ADSS AND COMMON SHARES SHOULD CONSULT THEIR OWN TAX ADVISOR REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES RESULTING FROM PURCHASING, HOLDING OR DISPOSING OF OUR ADSS AND COMMON SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF THE TAX LAWS OF ANY STATE, LOCAL OR NON-US JURISDICTION AND INCLUDING ESTATE, GIFT AND INHERITANCE LAWS.

#### **F. Dividends and Paying Agents**

Not applicable.

#### **G. Statement by Experts**

Not applicable.

#### **H. Documents on Display**

We previously filed with the SEC our registration statement on Form F-1 as amended.

We have filed this annual report on Form 20-F with the SEC under the Exchange Act. Statements made in this annual report as to the contents of any document referred to are not necessarily complete. With respect to each such document filed as an exhibit to this annual report, reference is made to the exhibit for a more complete description of the matter involved, and each such statement shall be deemed qualified in its entirety by such reference.

You may read and copy this annual report, including the exhibits incorporated by reference in this annual report, at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and at the SEC’s regional offices in New York, New York and Chicago, Illinois. You also can request copies of this annual report, including the exhibits incorporated by reference in this annual report, upon payment of a duplicating fee, by writing information on the operation of the SEC’s Public Reference Room.

The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC. Our annual report and some of the other information submitted by us to the SEC may be accessed through this web site.

As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

Our financial statements have been prepared in accordance with U.S. GAAP.

We will furnish our shareholders with annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP.

#### **I. Subsidiaries Information**

Not applicable.

#### **J. Annual Report to Security Holders.**

Not applicable.

### **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### **Quantitative and Qualitative Disclosures about Market Risk**

##### ***Interest Rate Risk***

Our exposure to interest rate risk primarily relates to interest income generated by excess cash, which is mostly held in interest-bearing bank deposits. We have not used derivative financial instruments in our investment portfolio. Interest-earning instruments carry a degree of interest rate risk. We have not been exposed, nor do we anticipate being exposed, to material risks due to changes in market interest rates. However, our future interest income may fall short of expectations due to changes in market interest rates.

##### ***Concentration of Customers and Suppliers***

For the year ended December 31, 2022, we had three customers each accounted for over 10% of our total revenue, accounting for 47.3%, 33.3% and 17.4%, respectively. For the year ended December 31, 2023, we had two customers each accounted for over 10% of our revenue, accounting for 56.2% and 41.9%, respectively, of our revenue. For the year ended December 31, 2024, we had three customers each accounted for over 10% of our revenue, accounting for 31.2%, 19.6% and 10.2%, respectively, of our revenue. As a fabless IC design company, we do not own any IC fabrication facilities. A leading semiconductor foundry has been our major third-party foundry partner for our mining product business. For the years ended December 31, 2022, 2023 and 2024, the value of the wafers we purchased from the Foundry Partner accounted for 49.6%, 66.0% and 68.4%, respectively, of our total procurement for the respective years.

##### ***Concentration of Credit Risk***

Financial instruments that potentially expose us to concentrations of credit risk consist primarily of cash and cash equivalents. As of December 31, 2022, 2023 and 2024, our cash and cash equivalents amounted to RMB712.2 million, RMB585.2 million and RMB322.3 million (US\$44.1 million), respectively. We place our cash and cash equivalents primarily with financial institutions with high credit ratings and quality. Historically, deposit in Chinese banks is secure due to the state policy on protecting depositors' interests. In the event of bankruptcy of one of these financial institutions, we may not be able to claim its cash and demand deposits back in full. We continue to monitor the financial strength of the financial institutions. There has been no recent history of default in relation to these financial institutions.

##### ***Foreign Exchange Risk***

Because majority of our revenues and expenditures are denominated in Renminbi, fluctuations in the exchange rate between the U.S. dollar and Renminbi will affect our balance sheet and earnings per share in U.S. dollars. In addition, appreciation or depreciation in the value of the Renminbi relative to the U.S. dollar would affect our financial results reported in U.S. dollar terms without giving effect to any underlying change in our business or results of operations. Fluctuations in the exchange rate will also affect the relative value of any dividend we issue that will be exchanged into U.S. dollars and earnings from and the value of any U.S. dollar-denominated investments we make in the future. The functional currency of our offshore entities and subsidiaries, including Intchains Group Limited, Intchains Investment (BVI) Limited, Intchains Global Limited, Intchains Technology (Hongkong) Limited, Intchains Pte. Ltd. and Intchains Capital Limited, is the U.S. dollar, which results in our exposure to foreign currency risk.

We do not believe that we currently have any significant direct foreign exchange risk and have not used any derivative financial instruments to hedge exposure to such risk. Although in general our exposure to foreign exchange risks should be limited, the value of your investment in the ADSs will be affected by the exchange rate between the U.S. dollars and the Renminbi because the value of our business is effectively denominated in Renminbi, while the ADSs will be traded in U.S. dollars.

The conversion of Renminbi into foreign currencies, including U.S. dollars, is based on rates set by the PBOC. The PRC government allowed the Renminbi to appreciate by more than 20% against the U.S. dollars between July 2005 and July 2008. Between July 2008 and June 2010, the exchange rate between the Renminbi and the U.S. dollars was stable and traded within a narrow band. Since June 2010, the Renminbi has fluctuated against the U.S. dollar, at times significantly and unpredictably. On November 30, 2015, the Executive Board of the International Monetary Fund completed its regular five-year review of the basket of currencies that make up the Special Drawing Right, or the SDR, and decided that with effect from October 1, 2016, Renminbi is determined to be a freely usable currency and will be included in the SDR basket as a fifth currency, along with the U.S. dollar, the Euro, the Japanese yen and the British pound. In the fourth quarter of 2016, the Renminbi depreciated significantly in the backdrop of a surging U.S. dollars and persistent capital outflows from China. This depreciation halted in 2017, and the Renminbi appreciated approximately 7% against the U.S. dollars during this one-year period. Starting from the beginning of 2019, the Renminbi has depreciated significantly against the U.S. dollars again. In early August 2019, the PBOC set the Renminbi's daily reference rate at RMB7.0039 to US\$1.00, the first time that the exchange rate of Renminbi to U.S. dollars exceeded 7.0 since 2008. With the development of the foreign exchange market and progress towards interest rate liberalization and Renminbi internationalization, the PRC government may in the future announce further changes to the exchange rate system, and we cannot assure you that the Renminbi will not appreciate or depreciate significantly in value against the U.S. dollars in the future. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollars in the future.

To the extent that we need to convert U.S. dollars into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollars would have an adverse effect on the Renminbi amount we receive from the conversion. Conversely, if we decide to convert Renminbi into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollars against the Renminbi would have a negative effect on the U.S. dollars amounts available to us.

### ***Inflation***

China has generally not experienced significant inflation in recent years. According to China's National Bureau of Statistics, the changes in China's consumer price index was 2.0%, 0.2% and 0.2% in the years 2022, 2023 and 2024, respectively. Neither inflation nor deflation has had a material impact on our results of operations to date, and we do not currently expect the recent inflation in China to have a significant effect on our operations.

## **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

### **A. Debt Securities**

Not applicable.

### **B. Warrants and Rights**

Not applicable.

### **C. Other Securities**

Not applicable.

### **D. American Depositary Shares**

#### *Fees Payable by ADS Holders*

Deutsche Bank Trust Company Americas, the depositary of our ADR program, collects its fees for issuance and cancellation of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. Such fees are typically paid to the depositary by the brokers (on behalf of their clients) receiving the newly issued ADSs from the depositary and by the brokers (on behalf of their clients) delivering the ADSs to the depositary for cancellation. The brokers in turn charge these transaction fees to their clients. Depositary fees payable in connection with distributions of cash or securities to ADS holders and the depositary service fee are charged by the depositary to the holders of record of ADSs as of the applicable ADS record date. In the case of cash distributions, the depositary fees are generally deducted from the cash being distributed. In the case of distributions other than cash (e.g. stock dividends, rights, etc.), the depositary charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or in DRS), the depositary sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts (via DTC), the depositary generally collects its fees through the settlement systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients' ADSs in DTC accounts in turn charge their clients' accounts the amount of the fees paid to the depositary.

In the event of refusal to pay the depositary fees the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees (subject payment of the applicable fees) from any distribution to be made to the ADS holder.

An ADS holder is required to pay the following service fees to the depositary:

Service	Fees
<ul style="list-style-type: none"> <li>To any person to which ADSs are issued or to any person to which a distribution is made in respect of ADS distributions pursuant to stock dividends or other free distributions of stock, bonus distributions, stock splits or other distributions (except where converted to cash)</li> </ul>	Up to US\$0.05 per ADS issued
<ul style="list-style-type: none"> <li>Cancellation of ADSs, including the case of termination of the deposit agreement</li> </ul>	Up to US\$0.05 per ADS cancelled
<ul style="list-style-type: none"> <li>Distribution of cash dividends</li> </ul>	Up to US\$0.05 per ADS held
<ul style="list-style-type: none"> <li>Distribution of cash entitlements (other than cash dividends) and/or cash proceeds from the sale of rights, securities and other entitlements</li> </ul>	Up to US\$0.05 per ADS held
<ul style="list-style-type: none"> <li>Distribution of ADSs pursuant to exercise of rights.</li> </ul>	Up to US\$0.05 per ADS held
<ul style="list-style-type: none"> <li>Distribution of securities other than ADSs or rights to purchase additional ADSs</li> </ul>	Up to US\$0.05 per ADS held
<ul style="list-style-type: none"> <li>Depositary services</li> </ul>	Up to US\$0.05 per ADS held on the applicable record date(s) established by the depositary bank

An ADS holder will also be responsible to pay certain fees and expenses incurred by the depositary bank and certain taxes and governmental charges such as:

- Fees for the transfer and registration of ordinary shares charged by the registrar and transfer agent for the ordinary shares in the Cayman Islands (i.e., upon deposit and withdrawal of ordinary shares).
- Expenses incurred for converting foreign currency into U.S. dollars.
- Expenses for cable, telex and fax transmissions and for delivery of securities.
- Taxes and duties upon the transfer of securities, including any applicable stamp duties, any stock transfer charges or withholding taxes (i.e., when ordinary shares are deposited or withdrawn from deposit).
- Fees and expenses incurred in connection with the delivery or servicing of ordinary shares on deposit.
- Fees and expenses incurred in connection with complying with exchange control regulations and other regulatory requirements applicable to ordinary shares, deposited securities, ADSs and ADRs.
- Any applicable fees and penalties thereon.

#### *Fees and Other Payments Made by the Depositary to Us*

We had received from our depositary a reimbursement of nil during the fiscal year ended December 31, 2024.



## **PART II.**

### **ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

### **ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

### **ITEM 15. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report, as required by Rule 13a-15(b) under the Exchange Act. Based on that evaluation, our management has concluded that, as of December 31, 2024, our disclosure controls and procedures were effective to ensure that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

#### **Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company's assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that a company's receipts and expenditures are being made only in accordance with authorizations of a company's management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of a company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act of 2002 and related rules as promulgated by the Securities and Exchange Commission, management assessed the effectiveness of our internal control over financial reporting as of December 31, 2024 using criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this evaluation, management concluded that the internal control over financial reporting was effective as of December 31, 2024 based on the criteria established in this Internal Control-Integrated Framework (2013).

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this annual report.

## Changes in Internal Control over Financial Reporting

Save as disclosed elsewhere in this annual report, there were no significant changes in our internal control over financial reporting that occurred during the year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Remediation of the Material Weakness in Internal Control

As of the date of this annual report, we have taken certain remedial measures to remedy the material weakness in our internal control over financial reporting and governance previously identified by us and our independent registered public accounting firms in connection with the audits of our consolidated financial statements as of and for the years ended December 31, 2022, 2023 and 2024.

For the year ended December 31, 2024, a material weakness was identified as there was a lack of appropriate controls and segregation of duties over safeguarding of the private key in response to the risks of material misstatement related to the rights and obligations to crypto wallets.

To remedy the identified material weakness, we have adopted a number of measures to improve our internal control over financial reporting and governance, including, among others: (i) implementing a system where private keys are backed up by two or more individuals, with access and management restricted to authorized personnel only; (ii) establishing segregation of duties between personnel responsible for executing cryptocurrency transactions and those responsible for backing up private keys, ensuring that transaction personnel do not possess complete private keys; and (iii) enhancing private key backup procedures and developing detailed key recovery plans to ensure access can be restored in case of loss or theft of private keys.

## ITEM 16. [RESERVED]

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our audit committee consists of Mr. Conway Kong-Wai Lee, Dr. Qingyang Gu and Dr. Weiping Ma, and is chaired by Mr. Conway Kong-Wai Lee. Our board of directors has determined that Mr. Conway Kong-Wai Lee, Dr. Qingyang Gu and Dr. Weiping Ma are “independent directors” within the meaning of Nasdaq Stock Market Rule 5605(a)(2) and meet the criteria for independence set forth in Rule 10A-3(b) of the Exchange Act. Mr. Conway Kong-Wai Lee meets the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC.

### ITEM 16B. CODE OF ETHICS

Our board of directors has adopted a code of ethics that is applicable to all of our directors, officers, employees and advisors. In addition, our board of directors adopted a code of conduct that is applicable to our directors, officers, employees and advisors. Our code of ethics and our code of conduct are publicly available on our website, <http://www.intchains.com>.

### ITEM 16C. PRINCIPAL ACCOUNTANT FEE AND SERVICES

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Mazars USA LLP, Forvis Mazars, LLP and MaloneBailey, LLP, our independent public accountants for the periods indicated. We did not pay any other fees to our auditors during the years indicated below.

	For the fiscal year ended		
	December 31, 2023	December 31, 2024	
	RMB*000	RMB*000	US\$*000
Audit fees (Mazars USA LLP and Forvis Mazars, LLP) <sup>(1)</sup>	4,275	701	96
Audit fees (MaloneBailey, LLP) <sup>(1)</sup>	—	3,007	412
Audit related fees (Mazars USA LLP and Forvis Mazars, LLP) <sup>(2)</sup>	2,266	1,411	193
Tax fees <sup>(3)</sup>	—	—	—
All other fees <sup>(4)</sup>	—	—	—
Total	6,541	5,119	701

- (1) “Audit fees” represents the aggregate fees billed as of the date of this annual report for professional services rendered by our principal accountants for the audit of our annual financial statements, assistance with and review of documents filed with the SEC, and other statutory and regulatory filings for each of the fiscal years listed.
- (2) “Audit-Related fees” represents the aggregate fees billed for each of the fiscal years listed for professional services rendered by our principal accountants reasonably related to the performance of the audit or review of our financial statements and are not included under Audit Fees.
- (3) “Tax fees” represents the aggregate fees billed for each of the fiscal years listed for professional services rendered by our principal accountants for tax compliance, tax advice and tax planning.

- (4) “All other fees” represent the aggregate fees billed in each of the fiscal years listed for services rendered by the principal accountants for the audit of our annual financial statements other than services reported under “Audit fees,” “Audit-related fees,” and “Tax fees.”

Our audit committee is responsible for the oversight of our independent accountants’ work. The policy of our audit committee is to pre-approve all audit and non-audit services provided by independent public accountants, including audit services, audit-related services, tax services and other services, as described above.

#### **ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

None.

#### **ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

None.

#### **ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT**

Effective June 1, 2024, as a result of the transaction between Mazars USA LLP (“Mazars”) and FORVIS, LLP (“FORVIS”), whereby substantially all of the partners and employees of Mazars joined FORVIS and FORVIS changed its name to Forvis Mazars, LLP (“Forvis Mazars”), Mazars resigned as the Company’s independent public accounting firm and the Audit Committee of the Company’s Board of Directors appointed Forvis Mazars as the successor auditor. In connection therewith, the Company provides that during the Company’s fiscal years ended December 31, 2022 and 2023 and through the subsequent interim period on or prior to the resignation of Mazars: (a) there were no disagreements between the Company and Mazars on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of the former accountant, would have caused it to make reference to the subject matter of the disagreements as defined in Item 16F(a)(1)(iv) of Form 20-F and related instructions to Item 16F of Form 20-F in connection with any reports it would have issued; and (b) no reportable events as set forth in Item 16F(a)(1)(v)(A) through (D) of Form 20-F have occurred. We requested that Mazars furnish a letter addressed to the SEC stating whether it agrees with the above statements, and if not, stating the respects in which it does not agree. A copy of the letter from Mazars addressed to the SEC, dated June 12, 2024, is incorporated by reference as Exhibit 16.2 to this annual report.

Effective January 3, 2025, the Audit Committee of the Company’s Board of Directors dismissed Forvis Mazars and appointed MaloneBailey, LLP (“MaloneBailey”) as the successor auditor. In connection therewith, the Company provides that from June 1, 2024, the date of engagement of Forvis Mazars through the subsequent interim period on or prior to the dismissal of Forvis Mazars, (a) there were no disagreements between the Company and the former auditors on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of the former accountant, would have caused it to make reference to the subject matter of the disagreements as defined in Item 16F(a)(1)(iv) of Form 20-F and related instructions to Item 16F of Form 20-F in connection with any reports it would have issued; and (b) no reportable events as set forth in Item 16F(a)(1)(v)(A) through (D) of Form 20-F have occurred. We requested that Forvis Mazars furnish a letter addressed to the SEC stating whether it agrees with the above statements, and if not, stating the respects in which it does not agree. A copy of the letter from Forvis Mazars addressed to the SEC, dated January 3, 2025, is incorporated by reference as Exhibit 16.3 to this annual report.

#### **ITEM 16G. CORPORATE GOVERNANCE**

As a foreign private issuer with shares listed on Nasdaq, we are subject to corporate governance requirements imposed by Nasdaq. Under Nasdaq Stock Market Rule 5615(a)(3), a foreign private issuer such as us may follow its home-country corporate governance practices in lieu of certain of the Nasdaq Stock Market Rules corporate governance requirements. We are committed to a high standard of corporate governance. As such, we strive to comply with most of the Nasdaq corporate governance practices. However, certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the Nasdaq corporate governance listing standards. We intend to follow Cayman Islands corporate governance practices in lieu of the corporate governance requirements of the Nasdaq that listed companies must, for instance:

- have a nomination and corporate governance committee composed entirely of independent directors;
- have a compensation committee composed entirely of independent directors;
- provide an annual certification by our chief executive officer that he or she is not aware of any non-compliance with any corporate governance rules of the Nasdaq;
- hold an annual general meeting of shareholders;

- have regularly scheduled executive sessions with only independent directors; or
- seek shareholder approval for (a) the implementation and material revisions of the terms of share incentive plans; (b) the issuance of more than 1% of our outstanding ordinary shares or more than 1% of our outstanding voting power to a related party; (c) the issuance of more than 20% of our outstanding ordinary shares; and (d) an issuance that would result in a change of control.

As a result of our reliance on the “foreign private issuer” or the “controlled company” exemptions, our shareholders may be afforded less protection than they otherwise would enjoy under the Nasdaq corporate governance listing standards applicable to U.S. domestic issuers. See “Item 3. Key Information—D. Risk Factors—Risks Related to the ADSs— As an exempted company incorporated in the Cayman Islands, we are permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from the requirements of the Nasdaq; these practices may afford fewer protection to shareholders than they would enjoy if we complied fully with the Nasdaq.”

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

**ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

## **ITEM 16J. INSIDER TRADING POLICIES**

We have adopted insider trading policies governing the purchase, sale, and other dispositions of our securities by directors, senior management, and employees. A copy of the insider trading policies is filed as an exhibit to this annual report.

## **ITEM 16K. CYBERSECURITY**

### **Cybersecurity Risk Management and Strategy**

To maintain a consistently high level of service experience for our clients, preserve the confidentiality, integrity, and availability of our information systems, safeguard our assets, data, intellectual property, and network infrastructure, while meeting regulatory requirements, it is crucial to effectively manage cybersecurity risks. To achieve this, we have implemented a comprehensive cybersecurity risk management framework, which is integrated in our overall enterprise risk management system and processes and is internally managed.

Our dedicated cybersecurity staff is tasked with assessing, identifying and managing risks related to cybersecurity threats and, under the leadership of our head of cybersecurity, is responsible for

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services, and our broader enterprise IT environment;
- development of risk-based action plans to manage identified vulnerabilities and implementation of new protocols and infrastructure improvements;
- cybersecurity incident investigations;
- monitoring threats to sensitive data and unauthorized access to our systems;
- secure access control measures applied to critical IT systems, equipment and devices, designed to prevent unauthorized users, processes, and devices from accessing IT systems and data;
- developing and executing protocols to ensure that information regarding cybersecurity incidents is promptly shared with our chief technology officer, executive leadership team, audit committee and board of directors, as appropriate, to allow for risk and materiality assessments and to consider disclosure and notice requirements; and
- developing and implementing training on cybersecurity, information security and threat awareness.

There were no cybersecurity incidents during the year ended December 31, 2024, that resulted in an interruption to our operations, known losses of any critical data or otherwise had a material impact on our strategy, financial condition or results of operations. However, the scope and impact of any future incident cannot be predicted. See “Item 3D—Risk Factors” for more information on how material cybersecurity attacks may impact our business.



**Role of Management**

Our head of cybersecurity leads management's assessment, identification and management of risks related to cybersecurity threats and reports directly to our chief executive officer. The head of cybersecurity receives regular briefings on cybersecurity matters, such as report on cyber security incidents and responses and remedial measures. He has more than 10 years of relevant experience in risk management, cybersecurity, and information technology. Our head of cybersecurity and his working group are expected to consistently update our cybersecurity programs and mitigation strategies to keep abreast of cybersecurity best practices and procedures.

**Role of the Board of Directors**

Our board of directors recognizes the importance of robust cybersecurity management programs and is actively engaged in overseeing and reviewing our cybersecurity risk profile and exposures. Our board of directors has delegated the oversight of our process for assessing, identifying and managing material risks related to cybersecurity threats to our audit committee.

Our audit committee receives updates from management on our cybersecurity status from time to time, including key issues, priorities, and challenges and related data and/or metrics. The responsibilities of the audit committee include reviewing the cybersecurity threat landscape facing us, as well as our strategy, policies and procedures to mitigate cybersecurity risks and any significant cybersecurity incidents. The audit committee also considers the impact of emerging cybersecurity developments and regulations that may affect us.

In addition to any reports from the audit committee to the board of directors regarding cybersecurity, management informs and updates the board of directors about any significant cybersecurity incidents. The full board also receives briefings from management on key components of our programs and any pressing risk or compliance matters.

### **PART III.**

#### **ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

#### **ITEM 18. FINANCIAL STATEMENTS**

Our consolidated financial statements are included at the end of this annual report.

## ITEM 19. EXHIBITS

### Index to Exhibits

<u>Exhibit Number</u>	<u>Description</u>
1.1	<a href="#"><u>Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to our registration statement on Form F-1/A (File No. 333-265756) filed with the SEC on July 26, 2022)</u></a>
2.1	<a href="#"><u>Form of Registrant's Specimen American Depositary Receipt (incorporated by reference to Exhibit 4.1 to our registration statement on Form F-1/A (File No. 333-265756) filed with the SEC on July 26, 2022)</u></a>
2.2	<a href="#"><u>Form of Deposit Agreement, among the Registrant, the Depositary and holders of the American Depositary Receipts (incorporated by reference to Exhibit 4.3 to our registration statement on Form F-1/A (File No. 333-265756) filed with the SEC on July 26, 2022)</u></a>
4.1	<a href="#"><u>Share Option Scheme (incorporated by reference to Exhibit 10.1 to our registration statement on Form F-1/A (File No. 333-265756) filed with the SEC on July 26, 2022)</u></a>
4.2	<a href="#"><u>Form of Indemnification Agreement between the Registrant and its directors (incorporated by reference to Exhibit 10.2 to our registration statement on Form F-1 (File No. 333-265756) filed with the SEC on June 22, 2022)</u></a>
4.6	<a href="#"><u>Form of Employment Agreement between the Registrant and an executive officer of the Registrant (incorporated by reference to Exhibit 10.3 to our registration statement on Form F-1 (File No. 333-265756) filed with the SEC on June 22, 2022)</u></a>
8.1	<a href="#"><u>List of Subsidiaries (incorporated by reference to Exhibit 21.1 to our registration statement on Form F-1 (File No. 333-265756) filed with the SEC on June 22, 2022)</u></a>
11.1	<a href="#"><u>Code of Conduct (incorporated by reference to Exhibit 99.1 to our registration statement on Form F-1 (File No. 333-265756) filed with the SEC on June 22, 2022)</u></a>
12.1*	<a href="#"><u>Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
12.2*	<a href="#"><u>Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
13.1**	<a href="#"><u>Certification by the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
13.2**	<a href="#"><u>Certification by the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
15.1*	<a href="#"><u>Consent of Jingtian &amp; Gongcheng</u></a>
15.2*	<a href="#"><u>Consent of MaloneBailey, LLP</u></a>
15.3*	<a href="#"><u>Consent of Mazars USA LLP</u></a>
16.1	<a href="#"><u>Statement of Policies Governing Material Non-Public Information and the Prevention of Insider Trading</u></a>
16.2	<a href="#"><u>Letter of Mazars USA LLP to the Securities and Exchange Commission (incorporated by reference to Exhibit 99.1 to our current report on Form 6-K filed with the SEC on June 12, 2024)</u></a>
16.3	<a href="#"><u>Letter of Forvis Mazars, LLP to the Securities and Exchange Commission (incorporated by reference to Exhibit 99.1 to our current report on Form 6-K filed with the SEC on January 3, 2025)</u></a>
97.1	<a href="#"><u>Compensation Recoupment Policy of Intchains Group Limited</u></a>
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\* Filed with this annual report on Form 20-F.

\*\* Furnished with this annual report on Form 20-F.

## SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

*Intchains Group Limited*

/s/ Qiang Ding

Name: Qiang Ding

Title: Chairman and Chief Executive Officer

Date: April 30, 2025

**INTCHAINS GROUP LIMITED**  
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## **Report Of Independent Registered Public Accounting Firm**

To the Shareholders and Board of Directors of  
Intchains Group Limited

### ***Opinion on the Financial Statements***

We have audited the accompanying consolidated balance sheet of Intchains Group Limited and its subsidiaries (collectively, the “Company”) as of December 31, 2024, and the related consolidated statements of operations and comprehensive income, changes in shareholders’ equity, and cash flows for the year then ended December 31, 2024, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024, and the results of its operations and its cash flows for the year then ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

### ***Revision of the 2023 Financial Statements***

We have audited the adjustments as described in Note 2(af), and corresponding revisions to the Note 2(g), Note 4 and Note 8 regarding the adjustments. The 2023 consolidated financial statements have been revised to correct the classification of cash and cash equivalents to short-term and long-term investments. In our opinion, such adjustments are appropriate and have been properly applied. However, we were not engaged to audit, review or apply any procedures to the 2023 consolidated financial statements of the Company other than with respect to such disclosures and, accordingly, we do not express an opinion or any other form of assurance on the 2023 consolidated financial statements taken as a whole.

We have also audited the adjustments to the 2022 and 2023 consolidated financial statements to retrospectively apply the change in accounting for ASU 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, discussed in Note 2(ag) and Note 22. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the 2022 and 2023 consolidated financial statements of the Company other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 2022 and 2023 consolidated financial statements taken as a whole.

### ***Basis for Opinion***

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ MaloneBailey, LLP

[www.malonebailey.com](http://www.malonebailey.com)

We have served as the Company’s auditor since 2025.

Houston, Texas

April 30, 2025



## Report Of Independent Registered Public Accounting Firm

To the Board of Directors and  
Shareholders of Intchains Group Limited

### Opinion on the Consolidated Financial Statements

We have audited, before the effects of the adjustments to retrospectively apply the change in accounting for ASU 2023-07 *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* discussed in Note 2(ag) and Note 22, and revision of short-term investments and long-term investments and their fair values as discussed in Note 2(g), Note 2(af), Note 4 and Note 8, the accompanying consolidated balance sheet of Intchains Group Limited and Subsidiaries (the “Company”) as of December 31, 2023, and the related consolidated statements of operations and comprehensive income/(loss), changes in shareholders’ equity, and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the “consolidated financial statements”). The consolidated financial statements before the effects of the adjustments discussed in Note 2(ag), Note 22, and Note 2(g), Note 2(af), Note 4 and Note 8, are not presented herein. In our opinion, the consolidated financial statements, before the effects of the adjustments described in Notes 2(ag) and Note 22, Note 2(g), Note 2(af), Note 4 and Note 8, present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and the results of its operations and its cash flows for each of the two years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We were not engaged to audit, review, or apply any procedures to the adjustments to retrospectively apply the change in accounting as described in Notes 2(ag) and Note 22, Note 2(g), Note 2(af), Note 4 and Note 8 and, accordingly, we do not express an opinion or any other form of assurance about whether such adjustments are appropriate and have been properly applied. Those adjustments were audited by MaloneBailey, LLP.

### Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Mazars USA LLP

We have served as the Company’s auditor from 2021 to 2024.  
New York, New York  
April 30, 2025

**INTCHAINS GROUP LIMITED**  
**CONSOLIDATED BALANCE SHEETS**  
**As of December 31, 2023 and 2024**

		As of December 31,		
	Note	2023 (Restated)	2024	
		RMB (Note 2(a)) (in thousands, except share and per share data)	RMB	US\$ (Note 2(f))
ASSETS				
Current assets:				
Cash and cash equivalents	4	585,171	322,252	44,148
USDC	5	—	1,690	232
Cryptocurrency, current	9	—	30,079	4,121
Inventories, net	6	41,767	98,614	13,510
Prepayments and other current assets, net	7	47,403	69,703	9,549
Short-term investments	8	103,175	198,562	27,203
Total current assets		777,516	720,900	98,763
Non-current assets:				
Cryptocurrencies, non-current	9	645	148,790	20,384
Long-term investment	8	20,000	20,569	2,818
Property, equipment and software, net	10	49,184	157,065	21,518
Intangible assets, net	11	3,425	3,552	487
Operating lease right-of-use assets	12	1,735	272	37
Deferred tax assets	19	12,899	28,942	3,965
Prepayments on long-term assets	13	113,425	—	—
Other non-current assets		421	9,419	1,290
Total non-current assets		201,734	368,609	50,499
Total assets		979,250	1,089,509	149,262
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable		195	14,847	2,034
Contract liabilities	2(p)	9,828	37,447	5,129
Income tax payable		1,634	2,023	277
Operating lease liabilities, current	12	1,103	272	37
Provision for warranty		40	161	22
Accrued liabilities and other current liabilities	14	15,364	21,692	2,971
Total current liabilities		28,164	76,442	10,470
Non-current liabilities:				
Operating lease liabilities, non-current	12	761	—	—
Total non-current liabilities		761	—	—
Total liabilities		28,925	76,442	10,470
Shareholders' equity				
Ordinary shares (US\$0.000001 par value; 50,000,000,000 shares authorized, 119,876,032 and 120,081,456 issued, 119,876,032 and 120,020,962 shares outstanding as of December 31, 2023 and 2024, respectively)	15	1	1	—
Subscriptions receivable from shareholders	15	(1)	(1)	—
Additional paid-in capital		186,262	195,236	26,747
Statutory reserves		48,265	51,762	7,091
Accumulated other comprehensive income		1,838	3,777	518
Retained earnings		713,960	762,292	104,436
Total shareholders' equity		950,325	1,013,067	138,792
Total liabilities and shareholders' equity		979,250	1,089,509	149,262

The accompanying notes are an integral part of these consolidated financial statements.

**INTCHAINS GROUP LIMITED**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME/(LOSS)**  
**For the years ended December 31, 2022, 2023 and 2024**

	Note	For the year ended December 31,			
		2022	2023	2024	US\$
		RMB	RMB	RMB	(Note 2(f))
(in thousands, except share and per share data)					
<b>Products revenue</b>	17	473,740	82,225	281,767	38,602
<b>Cost of revenue</b>		(87,021)	(73,147)	(130,452)	(17,872)
<b>Gross profit</b>		386,719	9,078	151,315	20,730
<b>Operating expenses:</b>					
Research and development expenses		(48,387)	(42,304)	(109,443)	(14,994)
Sales and marketing expenses		(4,070)	(6,532)	(8,468)	(1,160)
General and administrative expenses		(11,557)	(25,210)	(30,248)	(4,144)
Impairment of long-lived assets		—	—	(210)	(29)
<b>Total operating expenses</b>		(64,014)	(74,046)	(148,369)	(20,327)
<b>Income/(loss) from operations</b>		322,705	(64,968)	2,946	403
Interest income		11,132	16,750	16,235	2,224
Foreign exchange gain/(loss), net		3,494	(524)	1,382	189
Change in fair value of cryptocurrency		—	—	21,322	2,921
Other income, net <sup>(2)</sup>	18	29,726	13,191	8,292	1,136
<b>Income/(loss) before income tax expenses</b>		367,057	(35,551)	50,177	6,873
Income tax (expense)/benefit	19	(11,856)	8,756	1,320	181
<b>Net income/(loss)</b>		355,201	(26,795)	51,497	7,054
Foreign currency translation adjustment, net of nil tax		—	1,838	1,939	266
<b>Total comprehensive income/(loss)</b>		355,201	(24,957)	53,436	7,320
<b>Weighted average number of shares used in per share calculation<sup>(1)</sup>:</b>					
— Basic	21	117,647,000	119,387,937	119,936,488	119,936,488
— Diluted	21	117,647,000	119,387,937	120,016,243	120,016,243
<b>Net earnings/(loss) per share</b>					
— Basic and diluted	21	3.02	(0.22)	0.43	0.06

Note:

- (1) Retroactively restated for the stock subdivision as described in Note 1.
- (2) The reclassification of other income and interest expense and guarantee fee to other income, net can be referenced in Note 2(ae).

The accompanying notes are an integral part of these consolidated financial statements.

**INTCHAINS GROUP LIMITED**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**For the years ended December 31, 2022, 2023 and 2024**

	Ordinary Shares <sup>(1)</sup>		Subscriptions receivables from shareholders	Additional paid-in capital	Statutory reserves	Accumulated other comprehensive income	Retained earnings	Total
	Number of Shares	Amount						
	(in thousands, except share and per share data)							
Balance as of January 1, 2022	117,647,000	1	(1)	144,577	43,674	—	390,145	578,396
Net income and total comprehensive income for the year	—	—	—	—	—	—	355,201	355,201
Appropriations to statutory reserve	—	—	—	—	3,804	—	(3,804)	—
Balance as of December 31, 2022	117,647,000	1	(1)	144,577	47,478	—	741,542	933,597
Balance as of January 1, 2023	117,647,000	1	(1)	144,577	47,478	—	741,542	933,597
Issuance of ordinary shares	2,229,032	— *	—	38,211	—	—	—	38,211
Share-based compensation expense	—	—	—	3,474	—	—	—	3,474
Net loss for the year	—	—	—	—	—	—	(26,795)	(26,795)
Foreign currency translation adjustment	—	—	—	—	—	1,838	—	1,838
Appropriations to statutory reserve	—	—	—	—	787	—	(787)	—
Balance as of December 31, 2023	119,876,032	1	(1)	186,262	48,265	1,838	713,960	950,325
Balance as of January 1, 2024	119,876,032	1	(1)	186,262	48,265	1,838	713,960	950,325
Cumulative effect of change in accounting principle	—	—	—	—	—	—	332	332
Issuance of shares for exercise of warrants	15,842	— *	—	—	—	—	—	—
Share-based compensation expense	—	—	—	8,974	—	—	—	8,974
Vesting of restricted share units	129,088	— *	—	—	—	—	—	—
Net income for the year	—	—	—	—	—	—	51,497	51,497
Foreign currency translation adjustment	—	—	—	—	—	1,939	—	1,939
Appropriations to statutory reserve	—	—	—	—	3,497	—	(3,497)	—
Balance as of December 31, 2024	120,020,962	1	(1)	195,236	51,762	3,777	762,292	1,013,067

Note:

(1) Retroactively restated for the stock subdivision as described in Note 1.

The accompanying notes are an integral part of these consolidated financial statements.

\* Represents amount less than RMB 1,000.

**INTCHAINS GROUP LIMITED**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
For the years ended December 31, 2022, 2023 and 2024

	For the year ended December 31,			
	2022 RMB	2023 (Restated) RMB (Note 2(a)) (in thousands)	2024 RMB	US\$ (Note 2(f))
<b>Cash flows from operating activities</b>				
Net income/(loss)	355,201	(26,795)	51,497	7,054
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:				
Share-based compensation expense	—	3,474	8,974	1,229
Revenue recognized in the payment form of cryptocurrency	—	—	(122,028)	(16,718)
Operating expenses paid in cryptocurrency	—	—	359	49
Depreciation of property, equipment and software	1,807	3,830	4,507	617
Amortization of intangible assets	—	—	476	66
Inventory provision	1,378	24,574	38,976	5,340
Write-down of prepayments	—	141	4,404	603
Provision for inventory purchase commitments	—	—	401	55
Deferred income tax expense/(benefit)	42	(12,941)	(16,043)	(2,198)
Income from investments	—	(7)	(1,901)	(260)
Change in fair value of investments	—	(174)	60	8
Change in fair value of cryptocurrency	—	—	(21,322)	(2,921)
Impairment loss of cryptocurrency	—	34	—	—
Loss on disposal of property, equipment and software	—	4	—	—
Impairment of long-lived assets	—	—	210	29
Foreign exchange (gain)/loss	—	843	(1,382)	(189)
Changes in assets and liabilities:				
Increase in USDC	—	—	(1,690)	(232)
(Increase) /Decrease in inventories	(12,342)	11,441	(95,823)	(13,128)
Increase in prepayments and other current assets	(3,844)	(23,546)	(25,626)	(3,511)
Decrease/(Increase) in other non-current assets	—	(421)	421	58
Increase/(Decrease) in accounts payable	(3,680)	(2,708)	14,652	2,007
Increase/(Decrease) in contract liabilities	(2,996)	9,822	16,702	2,288
Change in right-of-use assets and lease liabilities <sup>(1)</sup>	11	192	(129)	(18)
Increase/(Decrease) in income tax payable	2,239	(605)	389	53
Increase/(Decrease) in provision for warranty	(240)	(183)	121	17
Increase/(Decrease) in accrued liabilities and other liabilities	(10,891)	8,317	5,542	759
Net cash provided by/(used in) operating activities	326,685	(4,708)	(138,253)	(18,943)
<b>Cash flows from investing activities:</b>				
Purchase of short-term and long-term investments	—	(123,633)	(494,836)	(67,790)
Proceeds from disposal of short-term investments	—	639	401,324	54,981
Purchase of cryptocurrency	—	(679)	(68,199)	(9,343)
Proceeds from sale of cryptocurrency	—	—	45,852	6,282
Purchase of property, equipment and software	(4,018)	(46,898)	(10,077)	(1,381)
Purchase of intangible assets	—	(3,425)	—	—
Prepayments on long-term assets	(112,856)	(569)	—	—
Net cash used in investing activities	(116,874)	(174,565)	(125,936)	(17,251)
<b>Cash flows from financing activities:</b>				
Proceeds from issuance of ordinary shares	—	61,306	—	—
Payment for cost of issuance	—	(10,088)	—	—
Net cash provided by financing activities	—	51,218	—	—
<b>Effect of exchange rate changes on cash and cash equivalents</b>	—	995	1,270	174
<b>Net increase/(decrease) in cash and cash equivalents</b>	209,811	(127,060)	(262,919)	(36,020)
<b>Cash and cash equivalents, at the beginning of year</b>	502,420	712,231	585,171	80,168
<b>Cash and cash equivalents at the end of year</b>	712,231	585,171	322,252	44,148
<b>Supplemental disclosure of cash flow information:</b>				
Cash paid for income taxes	9,575	4,790	15,422	2,113
<b>Supplemental disclosure of non-cash activities:</b>				
Purchases of property, equipment, and software included in accrued liabilities and other liabilities	3,131	1,224	1,225	168
Revenue recognized in the payment form of cryptocurrency	—	—	122,028	16,718
Cryptocurrency received for sale of mining machines and remained in contract liabilities	—	—	10,917	1,496
Operating expenses paid in cryptocurrency	—	—	359	49
Collection of USDC from exchange of USDT	—	—	43,525	5,963
Transfer from prepayments on long-term assets to property, equipment and software	—	—	103,537	14,185
Transfer from prepayments on long-term assets to intangible assets	—	—	569	78
Transfer from prepayments on long-term assets to other non-current assets	—	—	9,319	1,277
Cumulative-effect adjustment due to the adoption of ASU 2023-08	—	—	332	45

Note:

- (1) The reclassification of amortization of right-of-use assets and (decrease) in lease liabilities to changes in right-of-use assets and lease liabilities can be referenced in Note 2(ae).

The accompanying notes are an integral part of these consolidated financial statements.

**INTCHAINS GROUP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and principal activities**

**(a) Principal activities**

Intchains Group Limited (the “Company” or “Parent Company”), an exempted company with limited liability incorporated in the Cayman Islands and its subsidiaries are collectively referred to as the “Group”. The Group are principally engaged in provision of altcoin mining products, the strategic acquisition and holding of Ethereum-based cryptocurrencies, and the active development of innovative Web3 applications in the People’s Republic of China (the “PRC”), Singapore and other countries and regions.

Intchains DQ Asset Holding Limited and Intchains SCH Holding Limited, the limited liability companies incorporated in the British Virgin Islands (the “BVI”), are the ultimate holding companies of the Company and are owned by Mr. Qiang Ding (“Mr. Ding”) and Mr. Chaohua Sheng (“Mr. Sheng”). Mr. Ding and Mr. Sheng are the ultimate controlling shareholders (collectively, the “Controlling Shareholders” or the “Co-Founders”) of the Company.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies, the particulars of which are set out below:

<b>Name of subsidiaries</b>	<b>Date of incorporation</b>	<b>Place of incorporation</b>	<b>Equity interest held</b>	<b>Principal activities</b>
Intchains Global Limited	October 29, 2021	The BVI	100%	Investment Holding
Intchains Pte. Ltd.	November 17, 2021	Singapore	100%	International Trading business
Intchains Investment (BVI) Limited	July 1, 2021	The BVI	100%	Investment Holding
Intchains Technology (Hongkong) Limited	July 16, 2021	Hong Kong	100%	Investment Holding and Trading business
Jerryken Intelligent Technology (Shanghai) Co., Ltd.	September 28, 2021	Shanghai, China	100%	Assembly of mining products and spare parts
Shanghai Intchains Technology Co., Ltd.	December 13, 2017	Shanghai, China	100%	Research and development of mining products and WEB3 applications
Shanghai Lianfa Information Technology Co., Ltd.	September 9, 2021	Shanghai, China	100%	Research and development of mining products and WEB3 applications
Shanghai Xinbaiwei Smart Technology Co., Ltd.	October 22, 2021	Shanghai, China	100%	Trading business
Intchains Capital Limited	May 17, 2023	Cayman Islands	100%	Investment Holding
Shanghai Dongyuanwei Information Technology Co., Ltd.	May 28, 2024	Shanghai, China	100%	Research and development of mining products and WEB3 applications
Intchains (Malaysia) Sdn. Bhd.	May 31, 2024	Malaysia	100%	Maintenance Service
InnoMech Ops Corporation	December 5, 2024	United States	100%	Mining business
Intchains Digital Corporation	December 10, 2024	United States	100%	Mining business



**(b) Reorganization and stock subdivision**

Prior to the incorporation of the Company, the Group's business was carried out by Shanghai Intchains Technology Co., Ltd. ("Shanghai Intchains") and its subsidiaries. Shanghai Intchains was established by the Co-Founders and other minor shareholders. To facilitate offshore financing, an offshore corporate structure was formed in December 2021 (the "Reorganization"), which was carried out as follows:

- 1) On June 28, 2021, the Company was incorporated in the Cayman Islands by the Controlling Shareholders and other minor shareholders of Shanghai Intchains\*.
- 2) On July 1, 2021, Intchains Investment (BVI) Limited was incorporated in the BVI.
- 3) On July 16, 2021, Intchains Technology (Hongkong) Limited was incorporated in Hong Kong.
- 4) On September 9, 2021, Shanghai Lianfa Information Technology Co., Ltd. was incorporated in Shanghai, the PRC.
- 5) On September 28, 2021, Jerryken Intelligent Technology (Shanghai) Co., Ltd. ("Jerryken Shanghai") was incorporated in Shanghai, the PRC.
- 6) On October 9, 2021, Golden Stone Hong Kong Holding Limited ("Golden Stone HK"), a Hong Kong company wholly-owned by an independent third party, acquired a 1% equity interest in Shanghai Intchains at a consideration of US\$94,192.
- 7) On October 22, 2021, Shanghai Xinbaiwei Smart Technology Co., Ltd. was incorporated in Shanghai, the PRC.
- 8) On October 29, 2021, Intchains Global Limited was incorporated in the BVI.
- 9) On November 2, 2021, Jerryken Shanghai acquired approximately 82.49% equity interest in Shanghai Intchains at a consideration of RMB 49.4949 million.
- 10) On December 6, 2021, Jerryken Shanghai acquired the 0.18% equity interest in Shanghai Intchains from Golden Stone HK at a cash consideration of RMB 0.1055 million and the remaining 17.33% equity interest in Shanghai Intchains from its other shareholders at an aggregate cash consideration of RMB 10.4375 million, which was recorded as deemed distribution to these shareholders. Shanghai Intchains then became a wholly-owned subsidiary of Jerryken Shanghai.
- 11) On July 8, 2022, the Company effected 100 for 1 stock subdivision.

\* As the shareholdings in the Company and Shanghai Intchains were with a high degree of common ownership immediately before and after the Reorganization, even though no single investor controlled the Group, the transaction of the Reorganization was determined as recapitalization with lack of economic substance, and was accounted for in a manner similar to a common control transaction. Consequently, the financial information of the Group is presented on a carryover basis for all periods presented. The accompanying consolidated financial statements have been prepared as if the current corporate structure has been in existence throughout the periods presented. The consolidation of the Company has been accounted for at historical cost at the beginning of the first period presented in the accompanying consolidated financial statements. The number of outstanding shares in the consolidated balance sheets, the consolidated statements of changes in shareholders' equity, and per share information including the net (losses)/earnings per share have been presented retrospectively as of the beginning of the earliest period presented on the consolidated financial statements to reflect the final shares immediately after the stock subdivision on July 8, 2022.

## **2. Summary of Significant Accounting Policies**

### ***(a) Basis of presentation***

Pursuant to the reorganization as disclosed in Note 1(b), the Company was incorporated on June 28, 2021 and became the holding company of the companies now comprising the Group on December 6, 2021. As the Reorganization only involved inserting new holding entities at the top of an existing company and has not resulted in any change of respective interests of the shareholders, the Consolidated Financial Statements for the reporting periods have been presented as a continuation of the existing company by applying the principles of merger accounting as if the Reorganization had been completed at the beginning of the reporting periods.

The consolidated statements of operations and comprehensive income/(loss), consolidated statements of changes in shareholders' equity and consolidated statements of cash flows of the Group for the years ended December 31, 2022, 2023 and 2024 include the results and cash flows of all companies now comprising the Group from the earliest date presented or since the date when the subsidiaries and/or businesses first came under the common control of the Controlling Shareholders, where this is a shorter period. The consolidated balance sheets of the Group as of December 31, 2023 and 2024 have been prepared to present the assets and liabilities of the subsidiaries and/or businesses using the existing book values from the Controlling Shareholders' perspective. No adjustments are made to reflect fair values, or recognize any new assets or liabilities as a result of the Reorganization.

All intra-group transactions and balances have been eliminated on consolidation.

### ***(b) Basis of preparation***

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

### ***(c) Use of estimates***

The preparation of the Group's consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from such estimates.

The Group believes that accounting estimation of recoverability of prepayments to vendors, recoverability of prepayments on long-term assets, impairment on long-lived assets, valuation of deferred tax assets, write-down for inventories and prepayments, provision for inventory purchase commitments, valuation and recognition of share-based compensation and provision for product warranty reflect significant judgments and estimates used in the preparation of its consolidated financial statements.

Management bases the estimates on historical experience and on various other assumptions as discussed elsewhere to the consolidated financial statements that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could materially differ from these estimates.

### ***(d) Consolidation***

The Group's consolidated financial statements include the financial statements of the Company and its subsidiaries, for which the Company or its subsidiary is the primary beneficiary. All transactions and balances among the Company and its subsidiaries have been eliminated upon consolidation.

Subsidiaries are those entities in which the Company, directly or indirectly, controls more than one half of the voting powers; or has the power to appoint or remove the majority of the members of the board of directors; or to cast a majority of votes at the meeting of directors; or has the power to govern the financial and operating policies of the investee under a statute or agreement among the shareholders or equity holders.

**(e) Functional currency and foreign currency translation**

The Group uses Renminbi (“RMB”) as its reporting currency. The functional currency of the Company and its subsidiaries incorporated outside of PRC is the United States dollar (“US\$”), while the functional currency of the PRC entities in the Group is RMB as determined based on the criteria of ASC 830, *Foreign Currency Matters*.

Transactions denominated in other than the functional currencies are re-measured into the functional currency of the entity at the exchange rates prevailing on the transaction dates. Financial assets and liabilities denominated in other than the functional currencies are re-measured at the balance sheet date exchange rate. The resulting exchange differences are included in the consolidated statements of operations and comprehensive income/(loss) as foreign exchange related gain or loss.

Assets and liabilities of the Company and its subsidiaries incorporated outside of PRC are translated into RMB at fiscal year-end exchange rates, income and expense items are translated at average exchange rates prevailing during the fiscal year, representing the index rates stipulated by the People’s Bank of China. Translation adjustments arising from these are reported as foreign currency translation adjustments and are shown as a separate component of shareholders’ equity on the consolidated financial statements. The exchange rates used for translation on December 31, 2023 and 2024 were US\$1.00=RMB 7.0827 and 7.1884, respectively, representing the index rates stipulated by the People’s Bank of China.

**(f) Convenience translation**

The unaudited United States dollar (“US\$”) amounts disclosed in the accompanying consolidated financial statements are presented solely for the convenience of the readers. Translations of amounts from RMB into US\$ for the convenience of the reader were calculated at the noon buying rate of US\$1.00=RMB7.2993 on the last trading day of 2024 (December 31, 2024) as set forth in the H.10 statistical release of the Federal Reserve Board. No representation is made that the RMB amounts could have been, or could be, converted into US\$ at such rate.

**(g) Fair value of measurements**

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Group considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability. The established fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The three levels of inputs that may be used to measure fair value include:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Observable inputs, other than quoted prices, from the marketplace either directly or indirectly.

Level 3: Unobservable inputs which are supported by little or no market activity.

All of the Group’s money market funds and cryptocurrencies are classified within Level 1 of the fair value hierarchy because they were valued using quoted prices in active markets. The Group’s government securities, time deposits and structured deposits are classified within Level 2 of the fair value hierarchy and the market approach was used to determine fair value of these investments.

The fair values of the Group's assets were as follows:

	December 31, 2024				December 31, 2023			
	Fair Value	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3
				(in thousands)				
Time deposits	20,569	—	20,569	—	69,579	—	69,579	—
Structured deposits	190,027	—	190,027	—	40,000	—	40,000	—
Government securities	8,535	—	8,535	—	13,596	—	13,596	—
Money market funds	8,648	8,648	—	—	—	—	—	—
Cryptocurrencies	178,869	178,869	—	—	Not applicable			
Total	406,648	187,517	219,131	—	123,175	—	123,175	—

Our financial instruments that are not re-measured at fair value include cash and cash equivalents except for the money market funds, USDC, interest receivables, other receivables, accounts payable and other liabilities. The carrying values of these financial instruments materially approximate their fair values.

**(h) Cash and cash equivalents**

Cash and cash equivalents represent cash on hand, money market funds and highly liquid investments that are readily convertible to known amounts of cash and with original maturities from the date of purchase with terms of less than three months. All cash and cash equivalents are unrestricted as to withdrawal and use.

**(i) USDC**

USDC is a reserve-backed stablecoin issued by Circle Internet Financial, LLC which is pegged to one U.S. dollars. The Group recognized and measured USDC at unit price of US\$1.00 and accounted for it as a financial instrument.

**(j) Cryptocurrencies**

Tether USD (USDT) included in the current assets represent the Group's reasonably assessment that it would sell or exchange other cryptocurrencies within one year. Other cryptocurrencies mainly comprised of Ethereum (ETH), included in the non-current assets represent the Group's reasonably assessment that it would hold over one year. Cryptocurrencies purchased are recorded at cost and cryptocurrencies received in the operating business are accounted for in connection with the Company's revenue recognition policy disclosed below.

On December 13, 2023, the FASB issued ASU 2023-08, which addresses the accounting and disclosure requirements for certain cryptocurrencies. The new guidance requires entities to subsequently measure certain cryptocurrencies at fair value, with changes in fair value recorded in net income in each reporting period. Retrospective restatement would not be required or allowed for prior periods. The amendments are effective for all entities for fiscal years beginning after December 15, 2024, including interim periods within those years. Early adoption is permitted. The Group early adopted ASU 2023-08 on January 1, 2024.

ASC 820 defines "principal market" as the market with the greatest volume and level of activity for the asset or liability. The determination of the principal market (and, as a result, the market participants in the principal market) is made from the perspective of the reporting entity. The Company determines Coinbase as its principal market, as it is one of the earliest and the most trusted sources by users, institutions, and media for comparing thousands of cryptocurrencies.

The Group measures the fair value of cryptocurrencies on a monthly basis, and refers to the closing prices quoted on Coinbase exchange as the fair value at the end of every month. As of January 1, 2024, the cumulative-effect adjustment of RMB332,000 was recorded as an increase to the opening balance of retained earnings. Refer to note 9 for further information regarding the cryptocurrencies.

Before adoption of ASU 2023-08, cryptocurrencies were classified as an intangible asset. An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment losses were recognized within other income, net in the consolidated statements in the period in which the impairment was identified.

Purchases and sales of cryptocurrencies by the Group, if any, will be included within investing activities in the accompanying consolidated statements of cash flows, while cryptocurrencies received or paid in the operating business are non-cash operating activities on the accompanying consolidated statements of cash flows.

**(k) Investments**

The Group accounts for debt security investments in accordance with ASC Topic 320, Investments – Debt Securities (“ASC 320”). The Group classifies the investments in debt securities as held-to-maturity, trading or available-for-sale, whose classification determines the respective accounting methods stipulated by ASC 320. Dividend and interest income, including amortization of the premium and discount arising at acquisition, for all categories of investments in securities are included in earnings. Any realized gains or losses on the sale of the investments are determined on a specific identification method, and such gains and losses are reflected in earnings during the period in which gains or losses are realized. Securities that the Group has the positive intent and ability to hold to maturity are classified as held-to-maturity securities and stated at amortized cost less allowance for credit losses. Securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities, in accordance with ASC 320. Unrealized holding gains and losses for trading securities are included in earnings. Debt investments not classified as trading or as held-to-maturity are classified as available-for-sale debt securities, which are reported at fair value, with unrealized gains and losses recorded in “accumulated other comprehensive income/(loss)” on the consolidated balance sheets.

As of December 31, 2023 and 2024, government securities are all classified as trading debt securities, which were bought and held principally for the purpose of selling them in the near term. Time deposits and structured deposits are all classified as held-to-maturity securities with a fixed interest rate, which were held for the purpose of positive intent and ability to hold to maturity.

**(l) Inventories**

The Group’s inventories consist of finished goods, work in process and raw materials, which are purchased from contractual manufacturers and component suppliers. Inventories are stated at the lower of cost or net realizable value. Cost of inventory is determined using the weighted average cost method. Adjustments are recorded to write down the cost of inventory to the estimated net realizable value due to slow-moving and obsolete inventory, which is dependent upon factors such as historical and forecasted consumer demand, and promotional environment.

Losses expected to arise from firm and non-cancellable commitments for the future purchase of inventory items are recognized unless the losses are recoverable through firm sales contracts or other means. We consider a variety of factors and data points when determining the existence and scope of a loss for the minimum purchase commitment. The factors and data points include Company-specific forecasts which are reliant on our limited sales history, agreement-specific provisions, macroeconomic factors and market and industry trends. Determining the loss is subjective and requires significant management judgment and estimates. Future events may differ from those assumed in our assessment, and therefore the loss may change in the future.

**(m) Property, equipment and software, net**

Property, equipment and software are stated at historical cost less accumulated depreciation and impairment loss, if any. Depreciation and amortization are calculated using the straight-line method over the shorter of their estimated useful lives of these assets or the term of the related leases. The estimated useful lives are as follows:

Leasehold improvements	the shorter of their useful lives or the lease terms
Computers and electronic equipment	3 years
Furniture	3-5 years
Software	3 years
Building	48 years
Building improvement	10 years
Motor vehicles	4 years

Expenditures for maintenance and repairs are expensed as incurred. The gain or loss on the disposal of property, equipment and software is the difference between the net sales proceeds and the carrying amount of the relevant assets and is recognized in the consolidated statements of operations and comprehensive income/(loss).

**(n) Intangible assets, net**

Intangible assets with an indefinite life are not amortized and are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. Intangible assets with finite lives are initially recorded at cost and amortized on a straight-line basis over the estimated economic useful lives of the respective assets. Acquired intangible assets from business combination are recognized and measured at fair value at the time of acquisition. Those assets represent assets with finite lives and are further amortized on a straight-line basis over the estimated economic useful lives of the respective assets. The estimated useful lives of major intangible assets are as follows:

Trademarks	9 years
Customer relationships	6 years
Website	3 years

**(o) Impairment of long-lived assets**

For long-lived assets including property, equipment and software, intangible assets, right-of-use assets, prepayments on long-term assets, and other non-current assets, the Group evaluates for impairment whenever events or changes (triggering events) indicate that the carrying amount of an asset may no longer be recoverable. The Group assesses the recoverability of the long-lived assets by comparing the carrying value of the long-lived assets to the estimated undiscounted future cash flows expected to receive from use of the assets and their eventual disposition. Such assets are considered to be impaired if the sum of the expected undiscounted cash flows is less than the carrying amount of the assets. The impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. For the years ended December 31, 2022, 2023 and 2024, the impairment of long-lived assets recognized were nil, nil, and RMB210,000.

**(p) Contract liabilities**

Proceeds received from customers before product delivery are recognized as contract liabilities and are recognized as revenue when revenue recognition criteria are met.

The advances received from customers as of December 31, 2023 and 2024 were RMB9,828,000 and RMB37,447,000, respectively. The revenue recognized during years ended December 31, 2022, 2023 and 2024 that was included in the contract liabilities balance at the beginning of the year was RMB3,002,000, RMB6,000 and RMB9,828,000, respectively.



**(q) Revenue from contracts with customers (ASC 606)**

The Group adopted Accounting Standards Codification (“ASC”) Topic 606, Revenue from Contracts with Customers (“ASC 606”) for all years presented. The core principle of this new revenue standard is that a company should recognize revenue when control of the promised goods or services is transferred to the customers, in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The following five steps are applied to achieve that core principle by the Group in its determination of revenue recognition:

- Step 1: Identify the contract(s) with the customer;
- Step 2: Identify the performance obligations in the contract;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price to the performance obligations in the contract; and
- Step 5: Recognize revenue when or as the Company satisfies a performance obligation.

The transaction price is allocated to each performance obligation on a relatively standalone selling price basis. The transaction price allocated to each performance obligation is recognized when that performance obligation is satisfied, at a point in time or over time as appropriate.

*Mining products revenue*

The Group generates revenue primarily from the sale of mining products directly to a customer, such as a business or individual engaged in altcoin mining activities. The Group’s sales arrangements usually require full prepayment before the delivery of products after April 2021.

Revenue from product sales is recorded at the sales price (transaction price). The amount of variable consideration is included in the transaction price to the extent it is not constrained and that it is probable that a significant reversal in the amount of the cumulative revenue recognized will not occur in a future period. Actual amounts of consideration ultimately received may differ from the estimates. If actual results in the future vary from estimates, the Group will adjust these estimates, which would affect revenue and earnings in the period when such changes are known.

The Group accepted cryptocurrency as the payment form, and recognizes revenue and recognizes the cost of cryptocurrency based on the fiat currency amount indicated in the sales contract. The quantity actually paid by the customer is locked in after conversion based on the fair value at the time of contract inception, and future price fluctuations are reflected in the change in the fair value of the cryptocurrency (see note 2(j)).

The Group recognizes products revenue at a point in time based on management’s evaluation of when the control of the products has been passed to customers. The transfer of control is considered completed when products have been picked up by or delivered to shipper of the Group’s customers.

The Group offers a standard product warranty of no longer than six months that the product will operate under normal use. Except for the product warranty, the Group is not obligated to provide significant after- sales service such as hardware/software upgrades or updates. At the time revenue is recognized, an estimate of future warranty costs, is recorded as cost of revenue. The reserves established are regularly monitored based upon historical experience and any actual claims charged against the reserve. The amount of total warranty costs incurred was immaterial for the years ended December 31, 2022, 2023 and 2024, respectively.

*Other revenues*

The Company also generates a small portion of revenue from the sales of products of WEB 3 applications, and maintenance services of the mining products exceed the warranty period, which is a distinct performance obligation from sale of product. Revenue is recognized over the period when the related services were rendered to the customers or the products have been picked up by or delivered to shipper of the Group’s customers.

***(r) Value-added-tax (“VAT”) recoverable and surcharges***

VAT recoverable represent amounts paid by the Group for purchases. The surcharges (i.e., Urban construction and maintenance tax, educational surtax, local educational surtax) were 5%-6% of the VAT depending on the taxpayer’s location.

***(s) Cost of revenue***

Cost of revenue consists of: (1) cost of products revenue, including cost of raw materials, costs of contractual manufacturers for production, shipping and handling costs, inventories write-downs, prepayments write-downs, provision for inventory purchase commitments and provision for warranty. (2) cost of other revenue, which reflects direct costs associated with providing services, including maintenance expenses and costs of products of web3 applications.

***(t) Research and development expenses***

Research and development expenses consist primarily of salary and welfare for research and development personnel, preliminary research costs conducted for new projects, consulting and contractor expenses, testing and tooling materials and manufacturing for trial and other expenses in associated with research and development personnel. The Group recognizes research and development expenses as expenses when incurred.

***(u) Sales and marketing expenses***

Sales and marketing expenses consist primarily of salary and welfare for sales and marketing personnel, traveling expenses and other expenses in associated with sales and marketing personnel. The advertising and promotion expenses were nil, nil and RMB342,000 for the years ended December 31, 2022, 2023 and 2024, respectively.

**(v) General and administrative expenses**

General and administrative expenses consist primarily of salary and welfare for general and administrative personnel, rental expenses and professional service fees.

**(w) Government grants**

Government grants represent cash subsidies received from the PRC government and VAT additional deduction. Cash subsidies which have no defined rules and regulations to govern the criteria necessary for companies to enjoy the benefits are recognized as “other income, net” when received. Total government grants recognized in “other income, net” were RMB 29,799,000, RMB 13,201,000 and RMB7,891,000 for the years ended December 31, 2022, 2023 and 2024, respectively.

**(x) Lease arrangement as lessee**

The Group determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) asset, lease liability, and lease liability-non-current in the Group’s consolidated balance sheets. ROU assets represent the Group’s right to use an underlying asset for the lease term and lease liabilities represent the Group’s obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. When determining the lease term, the Group includes options to extend or terminate the lease when it is reasonably certain that it will exercise that option, if any. As the Group’s leases do not provide an implicit rate, the Group uses its incremental borrowing rate, which it calculates based on the credit quality of the Group and by comparing interest rates available in the market for similar borrowings, and adjusting this amount based on the impact of collateral over the term of each lease.

**(y) Employee social security and welfare benefits**

Employees of the Group in the PRC are entitled to staff welfare benefits including pension, work-related injury benefits, maternity insurance, medical insurance, unemployment benefit and housing fund plans through a PRC government-mandated multi-employer defined contribution plan. The Group is required to contribute to the plan based on certain percentages of the employees’ salaries, up to a maximum amount specified by the local government.

The PRC government is responsible for the medical benefits and the pension liability to be paid to these employees and the Group’s obligations are limited to the amounts contributed and no legal obligation beyond the contributions made. Employee social security and welfare benefits included as expenses in the consolidated statements of operations and comprehensive income/(loss) amounted to RMB5,755,000, RMB8,291,000 and RMB9,571,000 for the years ended December 31, 2022, 2023 and 2024, respectively.

**(z) Income taxes**

The Group accounts for income taxes under the liability method. Under the liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and income tax bases of assets and liabilities and are measured using the tax income rates that will be in effect when the differences are expected to reverse. A valuation allowance is recorded if it is more likely than not that some portion or all of a deferred income tax assets will not be realized in the foreseeable future.

The Group evaluates its uncertain tax positions using the provisions of ASC 740-10, *Income Taxes*, which prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements. The Group recognizes in the financial statements the benefit of a tax position which is “more likely than not” to be sustained under examination based solely on the technical merits of the position assuming a review by tax authorities having all relevant information. Tax positions that meet the recognition threshold are measured using a cumulative probability approach, at the largest amount of tax benefit that has a greater than fifty percent likelihood of being realized upon settlement. The Group reports tax-related interest expense and penalty in “other income, net” in the consolidated statements of operations and comprehensive income/(loss), if there is any.

**(aa) Share-based compensation**

The Group applies ASC 718 (“ASC 718”), Compensation—Stock Compensation, to account for its employee share-based compensation. In accordance with ASC 718, the Group determines whether an award should be classified and accounted for as a liability award or an equity award. All of the Group’s share-based awards to employees were classified as equity awards. The Group measures the employee share-based compensation based on the fair value of the award at the grant date. Expense is recognized using accelerated method over the requisite service period.

Share-based compensation in relation to the restricted share units (“RSUs”) is measured based on the fair market value of the Company’s ordinary shares at the grant date of the award. Share-based compensation in relation to the share options is estimated using the Binomial Model. The determination of the fair value of share options is affected by the share price of the Company’s ordinary shares as well as the assumptions regarding a number of complex and subjective variables, including the expected share price volatility, risk-free interest rate, exercise multiple and expected dividend yield. The fair value of these share options was determined by management with the assistance from an independent valuation firm. Share-based compensation expense is recorded net of estimated forfeitures in our consolidated income statements of operations and comprehensive income/(loss), and accordingly is recorded only for those share-based awards that are expected to vest. The Group estimates the forfeiture rate based on historical forfeitures of share-based awards and adjust the rate to reflect changes when necessary. The Group reviews and revises our estimated forfeiture rate if actual forfeitures significantly differ from the initial estimates.

**(ab) Statutory reserves**

The Group’s subsidiaries incorporated in the PRC are required on an annual basis to make appropriations of retained earnings set at certain percentage of after-tax profit determined in accordance with PRC accounting standards and regulations (“PRC GAAP”).

Appropriation to the statutory reserve should be at least 10% of the after-tax net income determined in accordance with the legal requirements in the PRC until the reserve is equal to 50% of the entities’ registered capital. The Group is not required to make appropriation to other reserve funds and the Group does not have any intentions to make appropriations to any other reserve funds.

The general reserve fund can only be used for specific purposes, such as offsetting the accumulated losses, enterprise expansion or increasing the registered capital. Appropriations to the general reserve funds are classified in the consolidated balance sheets as statutory reserves.

There are no legal requirements in the PRC to fund these reserves by transfer of cash to restricted accounts, and the Group has not done so.

Relevant laws and regulations permit payments of dividends by the PRC subsidiaries and affiliated companies only out of their retained earnings, if any, as determined in accordance with respective accounting standards and regulations. Accordingly, the above balances are not allowed to be transferred to the Company in terms of cash dividends, loans or advances.

The Group has made RMB3,804,000, RMB787,000 and RMB3,497,000 appropriations to the statutory reserve for the years ended December 31, 2022, 2023 and 2024, respectively.

**(ac) Earnings/(loss) per share**

Basic earnings/(loss) per share is computed by dividing net income/(loss) attributable to holders of ordinary shares by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings/(loss) per share is calculated by dividing net income/(loss) attributable to ordinary shareholders as adjusted for the effect of dilutive ordinary equivalent shares, if any, by the weighted average number of ordinary and dilutive ordinary equivalents shares outstanding during the period. Dilutive equivalent shares are excluded from the computation of diluted earnings/(loss) per share if their effects would be anti-dilutive. Ordinary share equivalents consist of the ordinary shares issuable in connection with the Group’s ordinary shares issuable upon the exercise of outstanding share options, restricted shares units and warrants, using the treasury stock method. The computation of diluted net loss per share does not assume conversion, exercise, or contingent issuance of securities that would have an anti-dilutive effect (i.e. an increase in earnings per share amounts or a decrease in loss per share amounts) on net loss per share. For the years ended December 31, 2022, 2023 and 2024, the number of dilutive shares was nil, nil and 79,755.

**(ad) Comprehensive income/(loss)**

Comprehensive income/(loss) is defined as the changes in shareholder's equity of the Group during a period from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. Among other disclosures, ASC 220, Comprehensive Income, requires that all items that are required to be recognized under current accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. For each of the periods presented, the Group's comprehensive income/(loss) includes net income/(loss) and foreign currency translation difference and is presented in the consolidated statements of operations and comprehensive income/(loss). Accumulated other comprehensive income of the Group include the foreign currency translation adjustments.

**(ae) Reclassification of Presentation in the Group's Consolidated Statements of Operations and Comprehensive Income/(Loss) and Consolidated Statements of Cash Flows**

To optimize the financial reporting process, other income and interest expense and guarantee fee of comparative prior period in the Group's Consolidated Statements of Operations and Comprehensive Income/(Loss) were reclassified to conform with its current presentation of other income, net in the Group's Consolidated Statements of Operations and Comprehensive Income/(Loss). In the Group's Consolidated Statements of Operations and Comprehensive Income/(Loss) for the year ended December 31, 2022, we reclassified (1) RMB73,000 of interest expense and guarantee fee to other income, net; and (2) RMB29,799,000 of other income to other income, net. The net income/(loss) and total comprehensive income/(loss) for the year ended December 31, 2022 were not changed as a result of these reclassifications. Refer to Note 18 for further information on other income, net.

Amortization of right-of-use assets and decrease in lease liabilities of comparative prior period in the Group's Consolidated Statements of Cash Flows were reclassified to conform with its current presentation of change in right-of-use assets and lease liabilities in the Group's Consolidated Statements of Cash Flows. In the Group's Consolidated Statements of Cash Flows for the year ended December 31, 2022, we reclassified (1) RMB946,000 respectively of amortization of right-of-use assets to change in right-of-use assets and lease liabilities; and (2) RMB935,000 respectively of decrease in lease liabilities to change in right of-use assets and lease liabilities. The net cash provided by/(used in) operating activities for the year ended December 31, 2022 were not changed as a result of these reclassifications.

**(af) Revision of short-term investments and long-term investment**

Our consolidated balance sheet as of December 31, 2023, and consolidated statement of cash flows for the fiscal year ended December 31, 2023, have been revised for errors made with regard to misclassification of short-term and long-term investments to cash and cash equivalents. The restatement has been made to properly reflect the revision in the aforementioned period.

Such revision did not impact consolidated total assets, total liabilities or total shareholder's equity as of December 31, 2023, and 2024, or comprehensive income/(loss) for the years ended December 31, 2023 and 2024.

The following table presents the effect of the aforementioned reclassifications on our consolidated balance sheet as of December 31, 2023:

	As of December 31, 2023		
	As Previously Reported	Adjustments (in thousands)	As Revised
Cash and cash equivalents	694,750	(109,579)	585,171
Short-term investments	13,596	89,579	103,175
<b>Total current assets</b>	<b>797,516</b>	<b>(20,000)</b>	<b>777,516</b>
Long-term investment	—	20,000	20,000
<b>Total non-current assets</b>	<b>181,734</b>	<b>20,000</b>	<b>201,734</b>
<b>Total Assets</b>	<b>979,250</b>	<b>—</b>	<b>979,250</b>

The following table presents the effect of the aforementioned revision on our consolidated statement of cash flows for the fiscal year ended December 31, 2023:

	For the year ended December 31, 2023		
	As Previously Reported	Adjustments (in thousands)	As Revised
Purchase of short-term and long-term investments	14,054	109,579	123,633
Net cash used in investing activities	64,986	109,579	174,565
Cash and cash equivalents at the end of year	694,750	(109,579)	585,171

**(ag) Recently issued accounting pronouncements**

**i. New and amended standards adopted by the Group:**

On December 13, 2023, the FASB issued ASU No. 2023-08, Accounting for and Disclosure of Crypto Assets (“ASU 2023-08”), which requires entities that hold crypto assets to subsequently measure such assets at fair value with changes recognized in net income each reporting period. The guidance also requires crypto assets measured at fair value to be presented separately from other intangible assets on the balance sheet and changes in the fair value measurement of crypto assets to be presented separately on the income statement from changes in the carrying amounts of other intangible assets. The new standard is effective for fiscal years beginning December 15, 2024, with early adoption permitted. The Group early adopted ASU 2023-08 on January 1, 2024. As of January 1, 2024, the Company recorded a cumulative-effect adjustment of RMB332,000 to retained earnings.

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”), which requires the disclosure of significant segment expenses that are part of an entity’s segment measure of profit or loss and regularly provided to the chief operating decision maker. In addition, it adds or makes clarifications to other segment-related disclosures, such as clarifying that the disclosure requirements in ASC No. 280 are required for entities with a single reportable segment and that an entity may disclose multiple measures of segment profit and loss. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 and interim periods beginning after December 15, 2024. Early adoption is permitted. The amendments should be adopted retrospectively. Refer to Note 22, Operating Segments for more information.

**ii. New and amended standards not yet adopted by the Group:**

On December 14, 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”). ASU 2023-09 requires that entities disclose specific categories in their rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. The new standard is effective for the Group beginning December 15, 2024, with early adoption permitted. The amendments should be applied on a prospective basis and retrospective application is also permitted. The Group does not expect that the adoption of ASU 2023-09 would have a material effect on its consolidated financial statements and related disclosures.

On November 4, 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. ASU 2024-03 enhances transparency in financial reporting by requiring public business entities (PBEs) to disclose more detailed information about specific natural expense categories included in their income statement captions. And on January 6, 2025, the FASB issued ASU 2025-01 to clarify that all public business entities must adopt the guidance in ASU 2024-03 for: Annual reporting periods beginning after December 15, 2026 and Interim reporting periods within annual periods beginning after December 15, 2027. The Company is evaluating the effects, if any, of the adoption of these guidance on its consolidated financial statements and related disclosure.



### 3. Risks and concentration

#### (a) Concentration of credit risk

Financial instruments that may potentially subject the Group to significant concentration of credit risk consist primarily of cash and cash equivalents, short-term investments, interest receivables and long-term investment. As of December 31, 2023 and 2024, a majority of the Group's cash and cash equivalents, short-term investments, interest receivables and long-term investment were held at reputable financial institutions with high-credit ratings. In the event of bankruptcy of one of these financial institutions, the Group may not be able to claim its cash and demand deposits back in full. The Group continues to monitor the financial strength of the financial institutions. There has been no recent history of default in relation to these financial institutions.

The Group's sales arrangements usually require full prepayment before the delivery of products after April 2021. For credit sales, the Group conducts credit evaluations of customers, and generally does not require collateral or other security from its customers. The Group establishes an allowance for doubtful accounts primarily based upon the age of the receivables and factors surrounding the credit risk of specific customers. There was no allowance for doubtful accounts recorded as of December 31, 2023 and 2024.

Customers which contributed more than 10% of total revenue are as below:

	For the year ended December 31,		
	2022	2023	2024
Customer A	47%	42%	0%
Customer B	33%	1%	31%
Customer C	17%	1%	0%
Customer D	1%	56%	20%
Customer E	0%	0%	10%

#### (b) Supplier concentration

The Group currently purchased all of its integrated circuits, an important component of its mining products, from one third-party foundry partner for the years ended December 31, 2022 and 2023, and two third-party foundry partners for the years ended December 31, 2024. Although only a limited number of manufacturers for such integrated circuits are available, management believes that other suppliers could provide similar integrated circuits on comparable terms. A change in suppliers, however, could cause a delay in manufacturing and a possible loss of sales, which would affect operating results adversely.

#### 4. Cash and cash equivalents

Cash and cash equivalents consist of the following:

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2024</b>
	<b>Restated, Note 2(a)</b>	
	<b>(in thousands)</b>	
Cash	585,171	313,604
Money market funds	—	8,648
Ending balance	<u>585,171</u>	<u>322,252</u>

The following table sets forth a breakdown of cash and cash equivalents by currency denomination and jurisdiction as of December 31, 2023 and 2024:

	<b>RMB</b>		<b>RMB equivalent USD</b>		<b>RMB equivalent SGD</b>	<b>Total in RMB</b>
	<b>China</b>	<b>Overseas</b>	<b>China</b>	<b>Overseas</b>	<b>Overseas</b>	
			<b>(in thousands)</b>			
December 31, 2023 (Restated, Note 2(a))	<u>516,923</u>	<u>—</u>	<u>66,174</u>	<u>460</u>	<u>1,614</u>	<u>585,171</u>
December 31, 2024	<u>199,572</u>	<u>—</u>	<u>91,020</u>	<u>29,023</u>	<u>2,637</u>	<u>322,252</u>

#### 5. USDC

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2024</b>
	<b>(in thousands)</b>	
USDC	<u>—</u>	<u>1,690</u>

As of December 31, 2023 and 2024, the Company held nil, and RMB1,690,000 USDC, respectively. The fair value of USDC was kept at \$1.00 because one USDC is pegged to one U.S. dollar.

The following table presents additional information about USDC for the years ended December 31, 2023 and 2024:

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2024</b>
	<b>(in thousands)</b>	
Opening balance	—	—
Collection of USDC from sales of mining products	—	2,328
Collection of USDC from exchange of USDT	—	43,525
Exchange of USDC into USD	—	(44,171)
Payment of services fees and other expenses	—	(8)
Foreign exchange gain	—	16
Ending balance	<u>—</u>	<u>1,690</u>

#### 6. Inventories, net

Inventories, net consist of the following:

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2024</b>
	<b>(in thousands)</b>	
Finished goods	36,224	2,346
Work in process	9,756	127,681
Raw materials	20,686	29,834
Inventories	66,666	159,861
Less: inventory provision	(24,899)	(61,247)
Total	<u>41,767</u>	<u>98,614</u>

During the years ended December 31, 2022, 2023 and 2024, the Group recognized inventories write-down of RMB1,378,000, RMB24,574,000 and RMB38,976,000 in cost of revenue, respectively.

## 7. Prepayments and other current assets, net

Prepayments and other current assets, net consist of the following:

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2024</u>
	<u>(in thousands)</u>	
<b>Prepayments and other current assets, net:</b>		
VAT deductible	3,989	25,923
Prepayments to vendors (Note a)	33,254	40,574
Income tax receivables	—	1,088
Interest receivables	9,844	1,346
Rental and other deposits	102	531
Others	214	241
Total	<u>47,403</u>	<u>69,703</u>

Note a: Prepayments to vendors mainly represent prepayments made to two third-party suppliers for foundry service. The Group also records a write-down for the prepayment to third-party suppliers when the Group believes that the net realizable value is less than carrying amount. For the years ended December 31, 2022, 2023 and 2024, the Group recorded write-downs of nil, RMB141,000 and RMB4,404,000 for the prepayment to the third-party suppliers in cost of revenue.

## 8. Short-term investments and long-term investment

Short-term investments and long-term investment classified by security type as of December 31, 2023 and 2024 consisted of the following:

	As of December 31, 2023				As of December 31, 2024				
	Adjusted cost	Gross unrealized Gains	Short-term investments	Long-term investment	Adjusted cost (in thousands)	Gross unrealized Gains	Gross unrealized Losses	Short-term investments	Long-term investment
<b>Held to maturity investments</b>									
Time deposits (Note a)	69,579	—	49,579	20,000	20,569	—	—	—	20,569
Structured deposits (Note b)	40,000	—	40,000	—	190,027	—	—	190,027	—
<b>Trading investments</b>									
Government securities	13,422	174	13,596	—	8,595	40	(100)	8,535	—
<b>Total investments</b>	<u>123,001</u>	<u>174</u>	<u>103,175</u>	<u>20,000</u>	<u>219,191</u>	<u>40</u>	<u>(100)</u>	<u>198,562</u>	<u>20,569</u>

Note a: As of December 31, 2024, the Group's time deposit had contractual maturity date within two years and paid the prospective rates of return at 2.7%. The Company recorded interest income on the investment of nil, nil and RMB569,000 for the years ended December 31, 2022, 2023 and 2024, respectively.

Note b: As of December 31, 2024, all of the Group's structured deposits had contractual maturity dates within one year and paid the prospective rates of return ranging from 1.9% to 2.4%. The Company recorded interest income on the investments of nil, nil and RMB1,027,000 for the years ended December 31, 2022, 2023 and 2024, respectively.

## 9. Cryptocurrencies

Cryptocurrencies holdings were comprised of the following:

	As of December 31,	
	2023	2024
	(in thousands)	
<b>Current assets</b>		
USDT	—	30,079
<b>Non-current assets</b>		
ETH	538	124,554
ETH-Coinbase Staked	107	16,688
Bitcoin	—	7,049
Others(Note a)	—	499
	<u>645</u>	<u>148,790</u>

The following table presents the Group's cryptocurrencies holdings as of December 31, 2024:

	Quantity	Cost basis (in thousands)	Fair Value
USDT	4,190,331	30,148	30,079
ETH	5,075	108,563	124,554
ETH-Coinbase Staked	627	12,944	16,688
Bitcoin	10.29	5,180	7,049
Others (Note a)	Multiple	564	499

Note a: The 'Others' category encompasses various cryptocurrencies that are not reported individually due to their lower significance.

The following table presents additional information about USDT for the years ended December 31, 2023 and 2024:

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2024</u>
	<u>(in thousands)</u>	
Opening balance	—	—
Collection of USDT from sales of mining products	—	125,242
Exchange of USDT into USDC	—	(43,525)
Exchange of USDT into USD	—	(1,786)
Exchange of USDT into ETH	—	(49,771)
Payment of services fees and other expenses	—	(352)
Changes in fair value of USDT	—	(42)
Foreign exchange gain	—	313
Ending balance	<u>—</u>	<u>30,079</u>

The following table presents additional information about ETH and ETH-Coinbase Staked for the years ended December 31, 2023 and 2024:

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2024</u>
	<u>(in thousands)</u>	
Opening balance	—	645
Cumulative-effect adjustment due to the adoption of ASU 2023-08	—	332
Purchase of ETH and ETH-Coinbase Staked in cash	679	67,465
Collection of ETH from sales of mining products	—	2,394
Collection of ETH from exchange of USDT	—	49,771
Payment of services fees and other expenses	—	(2)
Changes in fair value of ETH and ETH-Coinbase Staked	—	19,372
Impairment of ETH and ETH-Coinbase Staked	(34)	—
Foreign exchange gain	—	1,265
Ending balance	<u>645</u>	<u>141,242</u>

The following table presents additional information about Bitcoin and others (“Others”) for the years ended December 31, 2023 and 2024:

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2024</u>
	<u>(in thousands)</u>	
Opening balance	—	—
Collection of Others from sales of mining products	—	5,309
Purchase of Others in cash	—	734
Disposal of Others in cash	—	(541)
Payment of services fees and other expenses	—	(5)
Changes in fair value of Others (Note a)	—	1,992
Foreign exchange gain	—	59
Ending balance	<u>—</u>	<u>7,548</u>

Note a: The amount includes cumulative realized gains of RMB177,000 and unrealized gains of RMB1,815,000 during the year ended December 31, 2024.

## 10. Property, equipment and software, net

Property, equipment and software, net consisted of the following:

	As of December 31,	
	2023	2024
	(in thousands)	
Cost		
Building	42,041	41,484
Building improvements	1,130	1,632
Leasehold improvements	156	148
Computers and electronic equipment	5,515	9,836
Furniture	980	1,155
Motor vehicles	351	358
Software	5,308	5,524
Construction in progress (Note a)	—	107,942
Total cost	55,481	168,079
Less: Accumulated depreciation and amortization	(6,297)	(10,804)
Provision for the impairment of property, equipment and software	—	(210)
Property, equipment and software, net	49,184	157,065

Note a: On December 21, 2021, the Group entered into a sale and purchase agreement (the “S&P Agreement”) with an independent third party, pursuant to which, the Group agreed to purchase a premise located in Shanghai, the PRC, at a consideration of RMB112,855,500, and fulfill certain tax requirement that during the period starting from the date of the S&P Agreement to December 31, 2024, the total amount of taxes payments would be not less than approximately RMB50,000,000 in aggregate. In the event that the Group fails to meet the tax requirements of RMB50,000,000 (the “Tax Requirement”), the counterparty has the right to demand a delay in delivering the premise until the Group supplements the taxation requirements, or to terminate the S&P agreement by returning all prepayments to the Group without any penalty. Although phased requirements for the taxation of RMB50,000,000 are stated in the S&P agreement, the fulfillment of these phased requirements only affects the Group’s entitlement on certain government subsidies and does not involve the counterparty’s right to terminate the S&P agreement. The consideration has been fully paid in August 2022. The prepayments are refundable subject to (i) the agreement is terminated by uncontrollable factors of which the liability of breach of agreement does not lay on either the seller or the Group, or (ii) the agreement is terminated by the Group on the ground that the seller cannot fulfill the responsibility of the agreement. As of December 31, 2024, the Group fulfilled 92% of the Tax Requirement. As of the reporting date, the Group fulfilled 99% of the Tax Requirement. Furthermore, the Group has been notified by the third party that the agreement will not be terminated. The premise was completed on July 26, 2024. The Group and the third party signed the house handover agreement on the same day and then started the renovation. As of December 31, 2024, the renovation has not been completed and the balance of construction in progress is RMB107,942,000, including RMB103,537,000 transferred from prepayments on long-term assets after deducting value-added tax, and additional renovation expenses of RMB4,405,000.

Provision for the impairment of property, equipment and software recorded for the years ended December 31, 2023 and 2024 was nil, and RMB210,000, respectively, and was recorded in “impairment of long-lived assets”. The impairment was related to the modules of certain mining products which were discontinued.

Depreciation expenses recognized for the years ended December 31, 2022, 2023 and 2024 are summarized as follows:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Research and development expenses	1,611	3,491	3,841
Sales and marketing expenses	40	115	171
General and administrative expenses	156	224	495
Total	1,807	3,830	4,507



## 11. Intangible assets, net

Intangible assets, net consisted of the following:

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2024</b>
	<b>(in thousands)</b>	
Amortized intangible assets with finite lives:		
Cost: Trademarks	3,425	3,454
Customer relationships	—	484
Website	—	90
<b>Total cost</b>	<b>3,425</b>	<b>4,028</b>
Less: Accumulated amortization	—	(476)
<b>Intangible assets, net</b>	<b>3,425</b>	<b>3,552</b>

On December 8, 2023, the Group entered into an asset acquisition agreement with GOLDSHELL PTE. LTD., a Singapore-based company, to acquire specific assets utilized in the operation of its Goldshell WEB3 infrastructure brand (referred to as the “Transaction” hereafter). The consideration for this transaction amounted to USD550,000, fully settled in cash by December 31, 2023. The Transaction was accounted as an asset acquisition, through which the Group acquired three identifiable assets: trademarks, customer relationships, and website. The trademarks are applied and registered in the EU, United States, UK, Hong Kong SAR, and Singapore. The total purchase price, encompassing the transaction consideration of USD550,000 and direct transaction costs of SGD14,000 (equivalent to USD10,000), amounted to USD560,000 (equivalent to RMB4,028,000), with allocations to trademarks, customer relationships, and website at USD480,000 (equivalent to RMB3,454,000), USD67,000 (equivalent to RMB484,000), and USD13,000 (equivalent to RMB90,000) respectively. As of December 31, 2023, all trademarks have been officially transferred to the Group and were recorded under “intangible assets, net”, while the transfer process for customer relationships and website was ongoing, with their allocated purchase prices recorded in “prepayments on long-term assets”. On February 28, 2024, the Transaction was completed, and customer relationships and website were recorded under “intangible assets, net”.

Amortization expense for the year ended December 31, 2022, 2023 and 2024 was nil, nil and USD66,000 (equivalent to RMB476,000), respectively.

As of December 31, 2024, amortization expenses related to the intangible assets for future periods are estimated to be as follows:

	<b>Amounts</b>
	<b>(in thousands)</b>
Year Ending December 31,	
2025	495
2026	495
2027	470
2028	464
2029 and after	1,628
	<b>3,552</b>

## 12. Lease

The Group leases facilities under non-cancellable operating leases. The terms of substantially all of these leases are one to three years. When determining the lease term, the Group includes options to extend or terminate the lease when it is reasonably certain that it will exercise that option, if any. All of the Group’s leases qualify as operating leases. Variable lease cost and short-term leases (lease terms less than 12 months) are recognized as incurred.

(a) The components of lease expenses were as follows:

	<b>For the year ended December 31,</b>		
	<b>2022</b>	<b>2023</b>	<b>2024</b>
	<b>(in thousands)</b>		
Lease cost:			
Amortization of right-of-use assets	946	1,103	588
Interest of lease liabilities	73	62	56
Expenses for short-term lease within 12 months	(153)	1,075	1,084
<b>Total lease cost</b>	<b>866</b>	<b>2,240</b>	<b>1,728</b>

(b) Supplemental cash flow information related to leases was as follows:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Cash paid for amounts included in the measurement of lease			
Operating cash flows from operating leases	1,008	1,050	773
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	—	2,213	—
Lease liability settled through termination of lease:			
Operating leases	—	627	875
Right-of-use assets disposed through termination of lease:			
Operating leases	—	704	875

(c) Supplemental balance sheet information related to leases was as follows:

	As of December 31,		
	2022	2023	2024
Weighted-average remaining lease term			
Operating leases	18.55 months	21.00 months	2.00 months
Weighted-average discount rate			
Operating leases	4% per annum	4% per annum	4% per annum

(d) Maturities of lease liabilities were as follows:

	As of December 31, 2024 (in thousands)
Year Ending December 31,	
2025	272
Total undiscounted lease payments	272
Less: imputed interest	—
Total lease liabilities	272
Amounts due within 12 months	272
Non-current lease liability	—

### 13. Prepayments on long-term assets

The following is a summary of prepayments on long-term assets as of December 31, 2023 and 2024:

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2024</u>
	<u>(in thousands)</u>	
Prepayments on buildings (Note a)	112,856	—
Prepayments on other non-current assets (Note b)	569	—
	<u>113,425</u>	<u>—</u>

Note a: As of December 31, 2024, the prepayments on buildings transferred to “Property, equipment and software, net” was RMB103,537,000 (refer to Note 10), and the VAT portion of the building transferred to “other non-current assets” was RMB9,319,000.

Note b: The amount represents the prepaid allocated purchase price for customer relationships and website, which finished the transfer process and transferred to “intangible assets, net” in 2024.

### 14. Accrued liabilities and other current liabilities

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2024</u>
	<u>(in thousands)</u>	
Salary and welfare payable	8,915	12,798
Other tax payables	3,221	1,952
VAT received from customers related to contract liabilities	—	2,690
Provision for reserve for inventory purchase commitments (Note a)	—	401
Others	3,228	3,851
Total	<u>15,364</u>	<u>21,692</u>

Note a: The Group entered into several contracts to purchase foundry service. These contracts represent firm purchase commitments which are evaluated for potential losses. As of December 31, 2023 and 2024, the Group’s purchase obligation to third-party suppliers for foundry service was nil and USD1,013,000 (equivalent to RMB7,282,000), respectively. The Group applied the guidance in ASC Topic 330, Inventory, to assess the purchase commitment and related loss, using such factors as Group-specific forecasts which are reliant on the Group’s limited sales history, agreement-specific provisions, macroeconomic factors and market and industry trends. For the years ended December 31, 2023 and 2024, a provision of nil and RMB401,000 was recognized in cost of revenue for the Group’s inventory purchase commitments under foundry service contracts.

## 15. Share capital

On June 28, 2021, Intchains Group Limited, was incorporated in the Cayman Islands as an exempted company with limited liability to become our offshore holding company with authorized share capital of US\$50,000 divided into 500,000,000 shares of a par value of US\$0.0001 each. On June 28, 2021, the Company issued 1,000,000 ordinary shares to existing shareholders at a price of US\$0.0001 per share for a total cash consideration of US\$100. All share capital is unpaid yet.

On December 14, 2021, the directors of the Company and shareholders approved that, 176,470 ordinary shares of the Company to be issued and allotted to Golden Stone Capital Limited at a consideration of RMB100,000,000.

On July 8, 2022, the Company effected 100 for 1 stock subdivision, such that the (i) authorized share capital of the Company was subdivided from US\$50,000 divided into 500,000,000 shares, US\$0.0001 par value each to US\$50,000 divided into 50,000,000,000 shares, US\$0.000001 par value each, and (ii) the issued and outstanding shares were 117,647,000 shares of par value of US\$0.000001 each.

In March 2023, the Company completed its initial public offering (“IPO”) on the Nasdaq Capital Market. In the IPO, 1,114,516 American depositary shares (“ADSs”), representing 2,229,032 Class A ordinary shares, were issued and sold to the public at a price of USD 8.00 per ADS, after underwriter partially exercised over-allotment option to purchase additional ADSs. Net proceeds of the Company’s IPO, including the proceeds from the sale of the over-allotment shares, totaled RMB38,211,000, after deducting underwriting discounts and commission, and other incremental costs directly attributable to IPO.

Upon the completion of IPO, the authorized share capital of the Company was re-classified and re-designated such that the authorized share capital of the Company became US\$50,000 divided into 50,000,000,000 shares of a par value of US\$0.000001 each, comprising of (a) 49,934,912,000 Class A ordinary shares of a par value of US\$0.000001 each (the “Class A Ordinary Shares”); and (b) 65,088,000 Class B ordinary shares of a par value of US\$0.000001 each (the “Class B Ordinary Shares”). On March 20, 2023, 52,559,000 and 65,088,000 ordinary shares held by the existing shareholders before IPO were respectively re-designated as Class A Ordinary Shares and Class B Ordinary Shares. Each Class A Ordinary Share shall be entitled to one (1) vote on all matters subject to the vote at general meetings of the Company, and each Class B Ordinary Share shall be entitled to ten (10) votes on all matters subject to the vote at general meetings of the Company. Each Class B Ordinary Share shall be converted at the option of the holder, at any time after issue and without the payment of any additional sum, into one fully paid Class A Ordinary Share calculated at the conversion rate. Upon any sale, transfer, assignment or disposition of Class B Ordinary Shares by a holder thereof to any person or entity which is not an Affiliate of such holder, such Class B Ordinary Shares validly transferred to the new holder shall be automatically and immediately converted into an equal number of Class A Ordinary Shares.

In November 2023, 1,095,760 Class B ordinary shares were converted into Class A ordinary shares by the holder on a one-for-one basis.

On January 22, 2024, Maxim Partners LLC exercised the Underwriter’s Warrants granted in connection with our initial public offering on the Nasdaq Capital Market in full through a cashless exercise to acquire 7,921 of our ADSs.

On May 28, 2024 and December 3, 2024 the Company issued 65,609 and 29,182 ADSs under the 2022 Share Incentive Plan. As of December 31, 2023 and 2024, nil and 30,247 ADSs are considered issued but not outstanding.

As of December 31, 2023 and 2024, there were a total of 119,876,032 and 120,081,456 Class A and Class B ordinary shares issued, 119,876,032 and 120,020,962 Class A and Class B ordinary shares outstanding, respectively. As of December 31, 2024, the outstanding shares consist of (1) 56,028,722 Class A ordinary shares and (2) 63,992,240 Class B ordinary shares, which were held by the Chairman and CEO, and CTO of the Group.

## 16. Share-based compensation

The Group adopted the “2022 Share Incentive Plan” on July 12, 2022 (“The Plan”), by the way of special resolution passed on July 12, 2022, which became effective upon the completion of the proposed initial public offering of American Depositary Shares of the Company in March 2023 and shall continue for 10 years unless amended or terminated by the board of directors. The Company could use the following awards authorized for issuance or grant under the Plan: options, share appreciation rights, share awards, restricted share units (“RSUs”), dividend equivalents or other share-based awards. The maximum aggregate number of shares that may be issued under the Plan is initially 6,500,000 shares and shall automatically increase on the first trading day in January each calendar year during the term of the Plan, beginning on the first trading day in January 2023, by an amount equal to 1% of the total number of shares outstanding as measured as of the last trading day in the immediately preceding calendar year, or such fewer number of shares as determined by the board of directors, but in no event shall any such annual increase exceed 1,350,000 Shares. The shares issued under the Plan may be authorized, but unissued, or reacquired shares (subject to applicable laws), including shares repurchased by the Company on the open market.

### (a) RSUs

The following table summarize the Group’s RSU activities under the 2022 Plan:

	Number of RSUs	Weighted average grant date fair value US\$
Awarded and unvested as of December 31, 2022	—	—
Granted	135,706	8.50
Vested	—	—
Canceled/forfeited	(4,984)	8.50
Awarded and unvested as of December 31, 2023	130,722	8.50
Granted	199,998	8.30
Vested	(64,544)	8.50
Canceled/forfeited	(5,493)	8.50
Awarded and unvested as of December 31, 2024	260,683	8.35
Vested and expected to vest as of December 31, 2024 (Note a)	308,688	8.38

Note a: RSUs expected to vest are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding RSUs.

In 2024, the Group granted 199,998 RSUs to the Group’s employees under The Plan. The Group used closing price of ordinary share to determine the fair value of the RSUs. Compensation expense related to RSUs with service conditions is recognized over the requisite service period, which is generally the vesting term of up to four years.

As of December 31, 2024, there were RMB 8,939,000 of unamortized compensation costs related to all outstanding RSUs, net of expected forfeitures. These amounts are expected to be recognized over a weighted average period of 3.1 years.

During the years ended December 31, 2022, 2023 and 2024, the Group recognized share-based compensation expense of nil, RMB2,122,000 and RMB7,334,000, respectively, in connection with the above RSUs.

(b) Share options

A summary of the changes in the share options relating to ordinary shares granted by the Group during the year ended December 31, 2023 and 2024 is as follows:

	<u>Number of share options</u>	<u>Weighted average exercise price</u> US\$	<u>Weighted average remaining contractual life</u> (in years)	<u>Aggregate Intrinsic Value</u> US\$
Outstanding as of December 31, 2022	—	—	—	—
Granted	135,079	8.0	10.0	—
Exercised	—	—	—	—
Canceled/forfeited	(2,000)	8.0	—	—
Outstanding as of December 31, 2023	<u>133,079</u>	<u>8.0</u>	<u>9.4</u>	<u>—</u>
Granted	—	—	—	—
Exercised	—	—	—	—
Canceled/forfeited	(15,202)	8.0	—	—
Outstanding as of December 31, 2024	<u>117,877</u>	<u>8.0</u>	<u>8.4</u>	<u>—</u>
Vested and exercisable as of December 31, 2024				
(Note a)	29,470	8.0	8.4	—
Vested and expected to vest as of December 31, 2024				
(Note b)	112,614	8.0	8.4	—

Note a: No outstanding share options will be exercisable after the expiry of a period of up to ten years from the date of grant.

Note b: Share options expected to vest are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding share options.

The aggregate intrinsic value is calculated as the difference between the exercise price of the awards and the fair value of the underlying ordinary shares at each reporting date, for those awards that had exercise price below the estimated fair value of the relevant ordinary shares. As of December 31, 2024, the aggregate intrinsic value of all outstanding options was nil.

During the years ended December 31, 2022, 2023 and 2024, share-based compensation expense recognized by the Group related to the option were nil, RMB1,352,000 and RMB1,640,000, respectively. As of December 31, 2024, total unrecognized share-based compensation expense relating to unvested share options was RMB1,322,000, which is expected to be recognized over a weighted-average period of 2.4 years.

The Group calculated the estimated fair value of the options on the respective grant dates using the binomial tree valuation model with the following assumptions for each applicable period which took into account variables such as volatility, dividend yield, and risk-free interest rates:

	<u>For the year ended December 31, 2023</u>
Risk-free interest rate(i)	3.76%
Expected volatility(ii)	77%
Expected dividend yield(iii)	0%
Exercise multiple(iv)	2.2 to 2.8
Forfeiture rate (v)	2% to 10%
Fair value of underlying ordinary shares	US\$ 8.5
Fair value of share option	US\$5.2670 to US\$5.7275

- i) Risk-free interest rate is based on the yields of United States Treasury securities with maturities similar to the expected life of the share options in effect on the measurement date.
- ii) The expected volatility was estimated based on the historical volatility of comparable peer public companies with a time horizon close to the contract life of the Group's options.
- iii) Expected dividend yield is assumed to be nil as the Group has no history or expectation of paying a dividend on its ordinary shares.
- iv) The expected exercise multiple was estimated as the average ratio of the stock price to the exercise price of when employees would decide to voluntarily exercise their vested options. As the Group did not have sufficient information of past employee exercise history, it has considered the statistics by making reference to a widely-accepted academic research publication.
- v) Forfeiture rate was based on the historical data of the Group from recent years and widely-accepted academic research publications, given the Group's limited historical record of share options.



*(c) Share-based compensation expense by function:*

The Group recognized share-based compensation expenses for the years ended December 31, 2022, 2023 and 2024 as follows:

	For the year ended December 31,		
	2022	2023	2024
		(in thousands)	
Research and development expenses	—	1,972	6,292
Sales and marketing expenses	—	818	1,376
General and administrative expenses	—	684	1,306
Total	—	3,474	8,974

## 17. Products revenue

In accordance with ASC 606, the Group disaggregates revenue from contracts with customers by revenue stream. The Company determined that disaggregating revenue into these categories meets the disclosure objective in ASC 606 which is to depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by regional economic factors. The following table summarizes the disaggregation of revenue:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Products revenue	473,740	82,197	281,367
Mining products	473,740	68,358	281,367
Intelligent router products (Note a)	—	13,839	—
Other revenue	—	28	400
	<u>473,740</u>	<u>82,225</u>	<u>281,767</u>

Note a: In 2023, the revenue was substantially derived from a one-off sale of intelligent router products, totaling RMB13,839,000 for the year ending December 31, 2023. These intelligent router products were produced by external vendors and integrated with our software solutions for resale purposes. This was a one-off transaction for the Group, with no plans in place to pursue this business line in the future.

## 18. Other income, net

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Government grants (Note a)	29,799	13,201	7,891
Interest expense and guarantee fee	(73)	(62)	(56)
Unrealized change in fair value of investments	—	174	(60)
Realized change in fair value of investments	—	—	740
Others	—	(122)	(223)
	<u>29,726</u>	<u>13,191</u>	<u>8,292</u>

Note a: The government grants are provided by local government to support the qualified research and development projects with no repayment obligations. The amount recognized represents conditions for meeting grants are fulfilled for the years ended December 31, 2022, 2023 and 2024.

## 19. Income Taxes

### (a) Cayman Islands

Under the current tax laws of Cayman Islands, the Company is not subject to income, corporation or capital gains tax, and no withholding tax is imposed upon the payment of dividends.

### (b) British Virgin Island

Pursuant to the rules and regulations of the British Virgin Island, the Group is not subject to any income tax in the British Virgin Island.

### (c) Hong Kong Profits Tax

The Group's subsidiaries incorporated in Hong Kong are subject to a two-tiered income tax rate on its taxable income generated from operations in Hong Kong effective on April 1, 2018. The first HK\$2 million of profits earned by its subsidiaries incorporated in Hong Kong will be taxed at half the current tax rate (i.e., 8.25%) while the remaining profits will continue to be taxed at the existing 16.5% tax rate. Under the Hong Kong tax laws, which are effective from January 1, 2023, entities in HK are exempted from the Hong Kong income tax on its foreign-derived income if the HK entities meet economic substance requirement or participation requirement. Additionally, payments of dividends by the subsidiaries incorporated in Hong Kong to the Company are not subject to any Hong Kong withholding tax.

(d) Singapore

Tax on corporate income is imposed at a flat rate of 17%. A partial tax exemption and a three-year start-up tax exemption for qualifying start-up companies are available. Under partial tax exemption, 75% of the first SGD 10,000 of chargeable income is tax exempt and 50% of the next SGD 190,000 of chargeable income is tax exempt. Under start-up tax exemption, 75% of the first SGD 100,000 of chargeable income is tax exempt and 50% of the next SGD 100,000 of chargeable income is tax exempt. The start-up exemption is not available to property development and investment holding companies.

(e) PRC Enterprise Income Tax (“EIT”)

Shanghai Intchains obtained its High and New Technology Enterprises (“HNTE”) certificate with a valid period of three years in 2019 and received approval from the tax authority on the renewal of its HNTE status in December 2022, which entitled it to the preferential income tax rate of 15% effective retroactively from 2022 to 2024 to the extent it has taxable income under the EIT Law, as long as it maintains the HNTE qualification and duly conducts relevant EIT filing procedures with the relevant tax authority. In addition, Shanghai Intchains is qualified as an integrated circuit design enterprise and enjoying a 5-year tax holiday (two years full exemption followed by three years half reduction) beginning from 2021 after utilizing all prior years’ tax losses. The Group’s other PRC subsidiaries are subject to the statutory income tax rate of 25%.

The carry forward period for net operating losses under the EIT Law is five years for general enterprises and ten years for HNTE and all tax losses have been utilized during the year of 2021. However, Shanghai Intchains is eligible to enjoy a preferential tax rate of 0% after utilizing all prior year’s tax losses from 2021 to 2022 and 12.5% from 2023 to 2025.

(f) PRC Withholding Income Tax on Dividends

The EIT Law also provides that an enterprise established under the laws of a foreign country or region but whose “de facto management body” is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. The implementing Rules of the EIT Law merely define the location of the “de facto management body” as “the place where the exercising, in substance, of the overall management and control of the production and business operation, personnel, accounting, properties, etc., of a non-PRC company is located.”

The EIT Law also imposes a withholding income tax of 10% on dividends distributed by a Foreign- invested Enterprise (“FIE”) to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. The Cayman Islands, where the Company is incorporated, does not have such tax treaty with China. According to the arrangement between Mainland China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, dividends paid by a FIE in China to its immediate holding company in Hong Kong will be subject to withholding tax at a rate of no more than 5% if the immediate holding company in Hong Kong owns directly at least 25% of the shares of the FIE and could be recognized as a Beneficial Owner of the dividend from PRC tax perspective.

As of December 31, 2023 and 2024, the Company did not record any withholding tax on the retained earnings of its subsidiaries in the PRC as the Group does not have any plan to require its PRC subsidiaries to distribute their retained earnings and intends to retain them to operate and expand its business in the PRC.

A reconciliation between the effective income tax rate and the PRC statutory income tax rate is as follows:

	For the year ended December 31,		
	2022	2023	2024
PRC statutory income tax rates	25.00%	25.00%	25.00%
Effect of different tax rates available to different jurisdictions	—	(1.25%)	(10.95%)
Effect of preferential tax rates and tax holiday	(18.34%)	(12.20%)	5.07%
Effect of expenses not deductible for tax purposes (i)	0.01%	(1.56%)	2.55%
Effect of additional deduction of research and development expense	(2.64%)	13.01%	(26.14%)
Effect of tax losses and temporary differences not recognized	(0.81%)	1.64%	2.84%
Change in valuation allowance	—	—	(1.00%)
Total	3.22%	24.64%	(2.63%)

- (i) Expenses not deductible for tax purposes primarily consist of share-based compensation expense and entertainment expenses exceeding the pre-tax deduction limit.

*Composition of income tax expense/(benefit)*

The current and deferred portions of income tax expense/(benefit) included in the consolidated statements of operations and comprehensive income/(loss) are as follows:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Current tax	11,814	4,185	14,723
Deferred taxation	42	(12,941)	(16,043)
Income tax expenses/(benefit)	11,856	(8,756)	(1,320)

*Deferred tax assets and liabilities*

Deferred taxes were measured using the enacted tax rates for the periods in which they are expected to be reversed. The following table presents the tax impact of significant temporary differences that give rise to the deferred tax assets and liabilities as of December 31, 2023 and 2024:

	As of December 31,	
	2023	2024
	(in thousands)	
<b>Deferred tax assets:</b>		
Accrued expense and others	129	324
Inventory provision	3,996	10,090
Impairment on prepayment	35	696
Provision of purchase commitment	—	60
Impairment of long-lived assets	—	32
Product warranty	6	24
Tax loss	9,883	19,145
Total deferred tax assets before valuation allowance	14,049	30,371
Valuation allowance	(503)	—
<b>Total deferred tax assets</b>	<b>13,546</b>	<b>30,371</b>
<b>Deferred tax liabilities:</b>		
Unrealized gain and accrued interest income on investments	—	(264)
Accelerated tax depreciation	(647)	(1,165)
<b>Total deferred tax liabilities</b>	<b>(647)</b>	<b>(1,429)</b>
<b>Presentation in the consolidated balance sheets:</b>		
<b>Net deferred tax assets</b>	<b>12,899</b>	<b>28,942</b>

In accordance with ASC 740, for each tax-paying entity within a particular jurisdiction, all deferred tax assets and liabilities shall be offset and presented as a single amount within a particular tax jurisdiction rather than on a legal entity by entity basis. Therefore, certain non-current deferred tax assets and liabilities of the Group were offset and presented on a net basis on the consolidated balance sheets of the Group.

The Group evaluates each uncertain tax position (including the potential application of interest and penalties) based on the technical merits, and measure the unrecognized benefits associated with the tax positions. As of December 31, 2023 and 2024, the Group did not have any significant unrecognized uncertain tax positions.

As of December 31, 2023 and 2024, the Group had tax loss carry-forwards of approximately RMB62,534,000 and RMB127,398,000 derived from one and two PRC subsidiaries, respectively. The operating losses can be carried forward for ten and five years to offset future taxable profit for the subsidiary qualified as HNTE and another PRC subsidiary, respectively. The PRC entity's tax losses of RMB359,000, RMB54,219,000 and RMB72,820,000 will expire, if unused, by 2029, 2033 and 2034, respectively. Other than the expiration, there are no other limitations or restrictions upon the Company's ability to use these operating loss carryforwards. As of December 31, 2023, the Group had taxable losses of RMB2,957,000 derived from the entity in Singapore and was fully used in the year ended December 31, 2024.

Valuation allowance is provided against deferred tax assets when the Group determines that it is more likely than not that the deferred tax assets will not be utilized in the future. If events occur in the future that allow the Group to realize part or all its deferred income tax, an adjustment to the valuation allowances will result in a decrease in tax expense when those events occur. As of December 31, 2023, the valuation allowance of RMB503,000 was principally related to the tax loss from the entity in Singapore, due to the Group did not believe that sufficient positive evidence existed to conclude that the recoverability of deferred tax assets of the entity in Singapore was more likely than not to be realized. As of December 31, 2024, the entity in Singapore derived sufficient revenue and the allowance was fully reversed.

The following table sets forth the movement of the valuation allowances for deferred tax assets for the periods presented:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Beginning balance	—	—	503
Additions during the year	—	503	—
Reverse during the year	—	—	(503)
Ending balance	—	503	—

## 20. Related party transactions

The Group did not have related party transactions during the years ended December 31, 2022, 2023 and 2024.

## 21. Basic and diluted net earnings/(loss) per share

Basic and diluted earnings per share have been calculated in accordance with ASC 260 on computation of earnings per share for each of the years ended December 31, 2022, 2023 and 2024, are calculated as follows:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands, except share and per share data)		
Basic and diluted net earnings/(loss) per share calculation			
Numerator:			
Net earnings/(loss) attributable to ordinary shareholders, basic and diluted	355,201	(26,795)	51,497
Denominator:			
Weighted-average ordinary shares outstanding, basic <sup>1)</sup>	117,647,000	119,387,937	119,936,488
Weighted-average ordinary shares outstanding, diluted <sup>1)</sup>	117,647,000	119,387,937	120,016,243
Net earnings/(loss) per share attributable to ordinary shareholders:			
Basic	3.02	(0.22)	0.43
Diluted	3.02	(0.22)	0.43

Note:

(1) Retroactively restated for the stock subdivision as described in Note 1.

For the year ended December 31, 2023, the effects of all outstanding RSUs, share options and warrants have been excluded from the computation of diluted loss per share due to its anti-dilutive effect.

## 22. Operating Segments

ASC 280, “Segment Reporting,” establishes standards for reporting information about operating segments on a basis consistent with the Group’s internal organizational structure as well as information about geographical areas, business segments and major customers in financial statements for details on the Group’s business segments. The Group uses the “management approach” in determining reportable operating segments. The management approach considers the internal organization and reporting used by the Group’s chief operating decision maker (CODM) for making operating decisions and assessing performance as the source for determining the Company’s reportable segments.

The Group’s Chief Executive Officer, as the CODM, organizes the Group, manages resource allocations and measures performance within a single reporting unit and single reporting segment, and that is managed on a consolidated basis. The Group derives revenue from its customers by providing mining products, as well as a small portion of the related maintenance fee income and products of WEB 3 applications. The accounting policies of the Group’s one operating segment are the same as those described in the summary of significant accounting policies. The CODM is regularly provided with and assesses performance for its one operating segment with only the consolidated expenses and net income as presented in the consolidated statements of operations and comprehensive income/(loss). The CODM uses these performance measures to evaluate the Group’s profitability and monitor budget versus actual results.

In addition to the significant expense categories and net income presented in the consolidated statements of operations and comprehensive income/(loss), see below for disaggregated cost of revenue and research and development expenses:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Cost of revenue (excluding the impact of write-down)	85,643	48,432	86,671
Inventory provision, write-down of prepayments and provision for inventory purchase commitments	1,378	24,715	43,781
Total cost of revenue	<u>87,021</u>	<u>73,147</u>	<u>130,452</u>

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Salary, bonus, welfare and share-based compensation expense	21,963	34,792	45,707
New products development	24,813	4,021	59,895
Depreciation	1,611	3,491	3,841
Total research and development expenses	<u>48,387</u>	<u>42,304</u>	<u>109,443</u>

The Group’s long-lived tangible assets, as well as the Group’s operating lease right-of-use assets recognized on the consolidated balance sheets were substantially located in PRC.

The geographical region of revenue generated is based on the location where the customers based or the services were provided:

	For the year ended December 31,		
	2022	2023	2024
	(in thousands)		
Mainland China	473,740	82,225	128,250
Hong Kong	—	—	107,871
Other countries or regions	—	—	45,646
Total	<u>473,740</u>	<u>82,225</u>	<u>281,767</u>



## **23. Commitments and contingencies**

As of December 31, 2023 and 2024, the Group was not a party to any legal or administrative proceedings which will have a material adverse effect on the Group's financial position, results of operations and cash flows. In addition to the information disclosed elsewhere in the notes to the consolidated financial statements, the Group had no significant capital and other commitments, long-term obligations or guarantees as of December 31, 2023 and 2024.

## **24. Subsequent events**

On March 25, 2025, the Group has entered into a securities purchase agreement (the "Purchase Agreement") with an institutional investor (the "Institutional Investor") for a registered direct offering of 361,011 ADSs at US\$2.77 per ADS. The Group has also agreed to issue to the Institutional Investor warrants (the "Warrants" and, together with the ADSs, the "Securities") to purchase up to an aggregate of 361,011 ADSs (representing 722,022 Class A Ordinary Shares), at an exercise price of \$2.77 per ADS. The Warrants are exercisable at any time on or after the date of issuance and expire five years from the date of issuance. In addition, pursuant to the Purchase Agreement, the Group have agreed, subject to certain exceptions, to grant the Institutional Investor an additional purchase option to purchase up to an aggregate of \$1.0 million of additional ADSs at the applicable per ADS purchase price determined pursuant to the terms of the Purchase Agreement or at a price mutually agreed to by the parties. The Institutional Investor may exercise this option in whole or in part at any time during the period commencing on the effective date until 60 days after the closing of this offering, provided that the Institutional Investor may exercise this option only once during such period. On March 27, 2025, the Group closed the registered direct offering and received gross proceeds of US\$1.0 million from the issuance and sale of the ADSs and Warrants, before deducting the placement agent fees and other offering expenses payable by the Company. We intend to use the net proceeds primarily for upgrading our offerings of altcoin mining machines, with the remaining proceeds allocated to working capital and other general corporate purposes that support our long-term goals.

## **25. Restricted net assets**

As stipulated by the relevant laws and regulations in the PRC, the companies established in the PRC (the "PRC subsidiaries") are required to maintain a statutory reserve made out of profit for the year based on the PRC subsidiaries' statutory financial statements which are prepared in accordance with the accounting principles generally accepted in the PRC. The PRC subsidiaries are required to annually appropriate 10% of their net income to the statutory reserve prior to payment of any dividends, unless such reserve has reached 50% of their respective registered capital. As of December 31, 2023 and 2024, due to the relevant PRC laws and regulations which impose restriction on distribution or transfer of assets out of the PRC, the Group had PRC statutory reserve and restricted net assets of RMB48,265,000, or 5% of the Group's total consolidated net assets, and RMB51,762,000, or 5% of the Group's total consolidated net assets, respectively.

**Certification by the Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Qiang Ding, certify that:

1. I have reviewed this annual report on Form 20-F of Intchains Group Limited (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: April 30, 2025

By: /s/ Qiang Ding  
Name: Qiang Ding  
Title: Chairman and Chief Executive Officer

**Certification by the Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Chaowei Yan, certify that:

1. I have reviewed this annual report on Form 20-F of Intchains Group Limited (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: April 30, 2025

By: /s/ Chaowei Yan  
Name: Chaowei Yan  
Title: Chief Financial Officer

**Certification by the Chief Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of Intchains Group Limited (the “Company”) on Form 20-F for the year ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Qiang Ding, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 30, 2025

By: /s/ Qiang Ding  
Name: Qiang Ding  
Title: Chairman and Chief Executive Officer

**Certification by the Chief Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of Intchains Group Limited (the “Company”) on Form 20-F for the year ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Chaowei Yan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 30, 2025

By: /s/ Chaowei Yan  
Name: Chaowei Yan  
Title: Chief Financial Officer



45/F, K. Wah Centre, 1010 Huaihai Road (M), Shanghai, China  
T: (86 21) 5404 9930 F: (86 21) 5404 9931

April 30, 2025

To:

**Intchains Group Limited (the “Company”)**

c/o Building 16, Lane 999,  
Xinyuan South Road, Lin-Gang Special Area,  
Pudong, Shanghai, 201306,  
the People’s Republic of China

Dear Sirs:

We hereby consent to the reference of our name in the Company’s Annual Report on Form 20-F for the year ended December 31, 2024 (the “Annual Report”), which will be filed with the Securities and Exchange Commission (the “SEC”) in the month of April 2025 of the summary of our opinion under the heading “Item 3. Key Information—Government Regulations and Permissions”, “Item 3.D Key Information—Risk Factors—Risks Relating To Our Business And Industry”, “Item 3.D Key Information—Risk Factors—Risks Relating to Doing Business in the PRC” , and in the Annual Report. We also consent to the filing of this consent letter with the SEC as an exhibit to the Annual Report.

In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or under the Securities Exchange Act of 1934, in each case, as amended, or the regulations promulgated thereunder.

Yours faithfully,

/s/ Jingtian & Gongcheng  
Jingtian & Gongcheng

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 333-278211) and the Registration Statement on Form F-3 (File No. 333-279865) of our report dated April 30, 2025 with respect to the audited consolidated financial statements of Intchains Group Limited appearing in this Annual Report on Form 20-F for the year ended December 31, 2024 and the adjustments mentioned in our audit opinion regarding the changes to consolidated financial statements and accompanying notes for the years ended December 31, 2022 and 2023.

*/s/ MaloneBailey, LLP*  
www.malonebailey.com  
Houston, Texas  
April 30, 2025

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement of Intchains Group Limited on Form S-8 (File No. 333-278211) and Registration Statement on Form F-3 (File No. 333-279865) of our report dated April 30, 2025 on the consolidated financial statements of Intchains Group Limited as of December 31, 2023 and for each of the years in the two-year period ended December 31, 2023, which appears in the Annual Report on Form 20-F of Intchains Group Limited for the year ended December 31, 2024.

*/s/ Mazars USA LLP*  
New York, New York  
April 30, 2025