

CreateAI Holdings Inc

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Annual Report

For the period ending December 31, 2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock (both Class A and Class B) was:

246,472,034 as of March 23, 2026 *(Current Reporting Period Date or More Recent Date)*

241,472,034 as of December 31, 2025 *(Most Recent Completed Fiscal Year End)*

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control of the company has occurred during this reporting period:

Yes: No:

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

CreateAI Holdings Inc is the current name of the issuer. The issuer completed its name change from TuSimple Holdings Inc. to CreateAI Holdings Inc. on December 11, 2024.

Current State and Date of Incorporation or Registration: Delaware issuer was incorporated in Delaware on February 23, 2021.

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

Address of the issuer's principal executive office:

9191 Towne Centre Drive, Suite 295, San Diego, CA 92122

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

No 56-1, Liangmaqiao Road, Chaoyang District, Beijing, China

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Equiniti

Phone: _____

Email: _____

Address: 28 Liberty Street, 53rd Floor, New York, NY 10005

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>TSPH</u>	
Exact title and class of securities outstanding:	<u>Class A Common Stock</u>	
CUSIP:	<u>90089L108</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>4,876,000,000</u>	<u>as of date: March 23, 2026</u>
Total shares outstanding:	<u>222,472,034</u>	<u>as of date: March 23, 2026</u>
Total number of shareholders of record:	<u>43</u>	<u>as of date: March 23, 2026</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Class B Common Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>24,000,000</u>	<u>as of date: March 23, 2026</u>
Total shares outstanding:	<u>24,000,000</u>	<u>as of date: March 23, 2026</u>
Total number of shareholders of record:	<u>2</u>	<u>as of date: March 23, 2026</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N.A.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

The following description of the capital stock of the Company is a summary of the rights of our capital stock and summarizes certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws affecting the rights of holders of our capital stock. This summary does not purport to be complete and is qualified in its entirety by the provisions of our amended and restated certificate of incorporation and amended and restated bylaws, copies of which have been filed as exhibits to the Annual Report (filed on March 28, 2025), as well as to applicable provisions of the Delaware General Corporation Law.

Our authorized capital stock consists of 5,000,000,000 shares, all with a par value of \$0.0001 per share, of which:

- 4,876,000,000 shares are designated Class A Common Stock;
- 24,000,000 shares are designated Class B Common Stock; and

- 100,000,000 shares are designated Preferred Stock.

Common Stock

We have two classes of authorized common stock: Class A Common Stock and Class B Common Stock. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to voting, conversion and transfer rights.

Dividend Rights

Subject to preferences that may apply to shares of preferred stock outstanding at the time, the holders of outstanding shares of our common stock are entitled to receive dividends out of funds legally available if our board of directors, in its discretion, determines to issue dividends and only then at the times and in the amounts that our board of directors may determine. Shares of Class A Common Stock and Class B Common Stock must be treated equally, identically and ratably, on a per share basis, with respect to any dividends or distributions as may be declared and paid from time to time by the Board, provided that if a dividend is paid in the form of Common Stock or rights to acquire such shares, holders of Class A Common Stock will receive shares of Class A Common Stock (or rights to acquire such shares) and holders of Class B Common Stock will receive shares of Class B Common Stock (or rights to acquire such shares), unless a disparate dividend or distribution is approved by the affirmative vote of holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.

Voting Rights

The holders of our Class A common stock are entitled to one vote per share and the holders of our Class B common stock are entitled to 10 votes per share. Stockholders do not have the ability to cumulate votes for the election of directors. Our amended and restated certificate of incorporation and amended and restated bylaws provide for, immediately following any time after our 2022 annual meeting of stockholders when the outstanding shares of our Class B common stock represent less than 40% of the total voting power of our common stock (the "Voting Threshold Date"), a classified board of directors consisting of three classes of approximately equal size, each serving staggered three-year terms. The board of directors is authorized to assign members of the board of the directors already in office immediately prior to the Voting Threshold Date. Only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. The holders of our Class A common stock and Class B common stock vote together as a single class, unless otherwise required by law or our amended and restated certificate of incorporation.

Our amended and restated certificate of incorporation provides as long as any shares of Class B common stock remain outstanding, we shall not, without the prior affirmative vote of the holders of a majority of the outstanding shares of Class B common stock, voting as a separate class, in addition to any other vote required by applicable law or our amended and restated certificate of incorporation:

- amend, alter, or repeal any provision of our amended and restated certificate of incorporation or amended and restated bylaws that modifies the voting, conversion or other powers, preferences, or other special rights or privileges, or restrictions of our Class B common stock; or
- reclassify any of our outstanding shares of Class A common stock into shares having rights as to dividends or liquidation that are senior to our Class B common stock or the right to more than one (1) vote for each share thereof.

Delaware law or our amended and restated certificate of incorporation could require either holders of our Class A common stock or our Class B common stock to vote separately as a single class in the following circumstances:

- if we were to seek to amend our amended and restated certificate of incorporation to increase the authorized number of shares of a class of stock, or to increase or decrease the par value of a class of stock, then that class would be required to vote separately to approve the proposed amendment;
- if we were to seek to amend our amended and restated certificate of incorporation in a manner that alters or changes the powers, preferences or special rights of a class of stock in a manner that affected its holders adversely, then that class would be required to vote separately to approve the proposed amendment; and
- so long as our outstanding shares of Class B common stock represent 40% or more of the total voting power of the company, any transaction that would result in a change in control of our company will require the approval of a majority of our outstanding Class B common stock voting as a separate class.

The holders of common stock will not have cumulative voting rights in the election of directors. Accordingly, holders of a majority of the voting power of the shares of common stock entitled to vote in any election of directors may elect all of the directors standing for election. Except for the election of directors, if a quorum is present, an action on a matter is approved if it receives the affirmative vote of the holders of a majority of the voting power of the shares of capital stock present in person or represented by proxy at the meeting and entitled to vote on the matter, unless otherwise required by applicable law, the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws. The election of directors will be determined by a plurality of the votes cast in respect of the shares present in person or represented by proxy at the meeting and entitled to vote, meaning that the nominees with the greatest number of votes cast, even if less than a majority, will be elected. The rights, preferences and privileges of holders of common stock are subject to, and may be impacted by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future.

Preemptive or Similar Rights

Except the conversion provisions with respect to our Class B common stock described below, our charter and bylaws do not provide holders of our common stock with any preemptive rights or subject them to conversion, redemption, or sinking fund provisions.

Right to Receive Liquidation Distributions

Upon our dissolution, liquidation, or winding-up, the assets legally available for distribution to our stockholders are distributable ratably among the holders of our common stock, subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

Conversion of our Class B Common Stock

Each share of our Class B common stock is convertible at any time at the option of the holder into one share of our Class A common stock.

Each share of our Class B common stock will automatically convert, on a one-for-one basis, into shares of our Class A common stock on the earliest to occur of (i) the date specified by a vote of the holders of Class B common stock representing 75.0% of the outstanding shares of Class B common stock, (ii) the date that is between 90 days and 270 days, as determined by the board of directors, after the death or incapacitation of the last of Mo Chen and Xiaodi Hou (each, a "Founder") to die or become incapacitated or (iii) the date that is between 61 and 180 days, as determined by the board of directors, after the date on which the number of outstanding shares of Class B common stock held by the Founders and their permitted affiliates represents less than 50.0% of the total number of shares of Class B common stock held collectively by the Founders and their permitted affiliates at 11:59 pm Pacific Time on the date that we filed our amended and restated certificate of incorporation.

Additionally, each share of our Class B common stock will convert automatically into one share of our Class A common stock upon any transfer, sale, assignment, conveyance, hypothecation or other transfer or disposition of such share, whether or not for value and whether voluntary or involuntary or by operation of law, except certain permitted transfers described in our amended and restated certificate of incorporation, including, but not limited to:

- any transfer of Class B common stock by a holder that is a record holder of such Class B common stock prior to the date that our amended and restated certificate of incorporation was accepted for filing by the Secretary of State of the State of Delaware to (i) a trust for the benefit of such record holder or one or more family members of such record holder, (ii) any general partnership, limited partnership, limited liability company, corporation or other entity owned exclusively by such record holder or (iii) a Founder; and
- any grant of a voting proxy with respect to Class B common stock by either Founder to the other Founder.

Once transferred and converted into Class A common stock, the Class B common stock will not be reissued.

Preferred Stock

No shares of preferred stock are outstanding, but we are authorized, subject to limitations prescribed by Delaware law, to issue preferred stock in one or more series, to establish from time to time the number of shares to be included in each series and to fix the designation, powers, preferences, and rights of the shares of each series and any associated qualifications, limitations or restrictions. Our board of directors also can increase or decrease the number of shares of any series, but not below the number of shares of that series then outstanding, without any further vote or action by our stockholders. Our board of directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of the Class A common stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring or preventing a change in control of our company and may adversely affect the market price of our Class A common stock and the voting and other rights of the holders of Class A common stock. We have no current plan to issue any shares of preferred stock.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

N/A

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.***

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares (for both Class A and Class B Common Stock) for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

	Outstanding shares
Balance as of December 31, 2023	230,500,114
Issuance of common stock from release of RSUs	2,118,285
Balance as of December 31, 2024	232,618,399
Issuance of common stock from release of RSUs	8,853,635
Balance as of December 31, 2025	241,472,034

Any additional material details, including footnotes to the table are below:

N.A.

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Any additional material details, including footnotes to the table are below:

N.A.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

CreateAI is a global digital interactive entertainment company with offices in China, US, and Japan. The Company is focused on seamlessly blending cutting-edge technology with the creativity of world-class talent to develop and bring to market video games and animation products. The Company's mission is to redefine the boundaries of what's possible in digital storytelling by developing immersive, captivating, and visually stunning experiences that resonate with audiences on a global scale. The Company is recognized for critically acclaimed projects including Heroes of Jin Yong, a AAA open-world role playing game based on the renowned "wuxia" author Jin Yong, and animated feature film and video game based on the internationally acclaimed science fiction novel series, "The Three-Body Problem" by Liu Cixin. As of the issuance date of this report, CreateAI employs approximately 210 professionals across its offices in the United States, China, and Japan.

B. List any subsidiaries, parent company, or affiliated companies.

Subsidiaries	Jurisdiction of Organization
CreateAI, Inc. (Formerly: TuSimple, Inc.)	United States of America
TS Logistics, Inc.	United States of America
Nomadic US Inc.	United States of America
AFN Carriers	United States of America
CreateAI Hong Kong Limited (Formerly: Tusimple (Hong Kong) Limited)	Hong Kong
Bright Dream Technology Limited (Formerly: Tusimple (Hong Kong) Auto Tech Limited)	Hong Kong
Animon Dream Factory (Hong Kong) Company Limited	Hong Kong
Beijing OCGen Interaction Technology Co., Ltd. (Formerly: Beijing Tusen Weilai Technology Co., Ltd.)	China
Tangshan Tusen Weilai Logistics Co., Ltd.	China
Beijing OCGen Technology Co., Ltd. (Formerly: Beijing Tusen Zhitu Technology Co., Ltd.)	China
Beijing Weilai Chengyun Auto Tech Co., Ltd.	China
Shanghai Youjie Technology Co., Ltd. (Formerly: Shanghai Tusen Weilai AI Technology Co., Ltd.)	China
Shenzhen Shangmang Technology Co., Ltd. (Formerly: Tusen Zhiyun (Shenzhen) Auto Tech Co., Ltd.)	China
Junlian Tusen Technology Co., Ltd.	China
Guangzhou Xiong Xiong Animation Culture Co., Ltd.	China
Guangzhou Tusen Weilai Interactive Technology Co., Ltd.	China
Shanghai Xiong Xiong Animation Technology Co., LTD	China
Beijing OCGen Motion Capture Culture Co., Ltd.	China
Tusimple Japan Co. Ltd	Japan
Animon Dream Factory Co., LTD.	Japan
TuSimple Research, Inc.	Canada
TuSimple Sweden AB	Sweden
TuSimple Germany GmbH	Germany
TuSimple Singapore PTE LTD.	Singapore
TuSimple Australia PYT LTD	Australia
Oceanwave Technology Limited	Hong Kong
SilverRiver Studio Limited	Hong Kong
CreateAI Entertainment (Cayman) Limited	Cayman
CreateAI Innovations (Cayman) Limited	Cayman
Consolidated Affiliated Entities	Jurisdiction of Organization
Beijing Xiong Xiong Dream Factory Culture Co., Ltd.	China
Beijing Dream Building Studio Culture Co., Ltd.	China

C. Describe the issuers' principal products or services.

CreateAI is a global digital interactive entertainment company focused on developing video games and animation products. The Company is recognized for critically acclaimed projects including Heroes of Jin Yong, a AAA open-world role playing game based on the renowned “wuxia” author Jin Yong, and animated feature film and video game based on the internationally acclaimed science fiction novel series, “The Three-Body Problem” by Liu Cixin. The Company has built a 2,000+ m² motion capture studio equipped with 130 Vicon VK26 cameras, enabling large-scale body and facial capture for film, AAA games, virtual production, and AI training. The Company also has autonomous driving technology and data which it will continue to monetize.

5) Issuer’s Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

The Company currently leases 105,000 square feet (sf) for our principal offices in San Diego, CA, of which 96,000 sf are subleased or offered for sublease. The Company also leases additional office space totaling approximately 97,000 sf for offices outside of the U.S., including China and Japan.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Cheng Lu ⁽¹⁾	CEO	China	11,905,146	Class A	5.5%
Mo Chen ⁽²⁾	Chairman of the Board and Chief Producer	China	6,367,314	Class A	2.9%
Jianan Hao ⁽³⁾	Director and Chief Operating Officer	China	844,750	Class A	*
Lei Song	VP, Finance	China	—	Class A	—
James Lu ⁽⁴⁾	Director	Grinnell, IA	2,890,348	Class A	1.3%
Zhen Tao ⁽⁵⁾	Director	South Pasadena, CA	117,188	Class A	*
Albert Schultz	Director	Lakeway, TX	—	Class A	—
Sun Dream Inc ⁽⁶⁾	5% stockholder	See footnotes	24,676,708	Class A	11.3%
TRATON SE ⁽⁷⁾	5% stockholder	See footnotes	15,782,220	Class A	7.3%

White Marble LLC ⁽⁸⁾	5% stockholder	See footnotes	13,442,314	Class A	6.2%
BlackRock, Inc. ⁽⁹⁾	5% stockholder	See footnotes	12,884,041	Class A	5.9%
Camac Partners, LLC ⁽¹⁰⁾	5% stockholder	See footnotes	11,470,178	Class A	5.3%
Mo Chen ⁽²⁾	Chairman of the Board and Chief Producer	China	12,000,000	Class B	50%
White Marble LLC ⁽⁸⁾	5% stockholder	See footnotes	12,000,000	Class B	50%

* Less than 1 percent.

1. Consists of: (i) 11,005,146 shares of Class A Common Stock held by Cheng Lu and (ii) 900,000 shares of Class A Common Stock held by Hickory Wood Grove LLC, a limited liability company incorporated in Delaware and beneficially owned by the Lu Family Descendants Trust. The table does not include 5,000,000 unvested RSAs held by Mr. Lu that are subject to issuance but not yet issued.
2. Consists of: (i) 12,000,000 shares of Class B Common Stock held by Gray Jade Holding Limited, a company incorporated in British Virgin Islands and wholly owned by Mo Chen LLC, a limited liability company organized in Delaware, which is wholly owned by The Chen Family Trust having Mr. Chen as its trustee, (ii) 75,000 shares of Class A Common Stock held by THC International Limited, a company incorporated in British Virgin Islands and beneficially owned by Mr. Chen, and (iii) 6,292,314 shares of Class A Common Stock held by Brown Jade Holding Limited, a company incorporated in British Virgin Islands and beneficially owned by Mr. Chen. The registered address of Gray Jade Holdings Limited is Sertus Chambers, P.O. Box 905, Quastisky Building, Road Town, Tortola, British Virgin Islands. The registered address of THC International Limited is Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands. The registered address of Brown Jade Holding Limited is Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands. The Class A Common Stock beneficially owned does not include the shares issuable upon conversion of the shares of the Class B Common Stock. The table does not include 5,000,000 unvested RSAs held by Mr. Chen that are subject to issuance but not yet issued.
3. Consists of (i) 23,750 shares of Class A Common Stock held by Jianan Hao and (ii) 821,000 shares of Class A Stock held by Jiazi Holding Limited, a company incorporated in British Virgin Islands and beneficially owned by Mr. Hao. The registered address of Jiazi Holding Limited is Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands. The table does not include 800,000 RSAs held by Mr. Hao, of which (i) 536,000 unvested RSAs that are subject to issuance but not yet issued and (ii) 264,000 vested RSAs that are subject to issuance but not yet issued.
4. Consists of 2,890,348 shares of Class A Common Stock held by Groove Coverage Limited, a company incorporated in British Virgin Islands and beneficially owned by Mr. Lu. The registered address of Groove Coverage Limited is Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands.
5. Consists of 117,188 shares of Class A Common Stock held by Ms. Tao.
6. Based solely on the Schedule 13G filed by the stockholder with the SEC on February 14, 2022, consists of 24,676,708 shares of Class A Common Stock held by Sun Dream Inc. Sun Dream Inc has sole voting and dispositive power with respect to 24,676,708 shares. Sun Dream Inc is ultimately controlled by Mr. Charles Chao. The registered address of Sun Dream Inc is P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.
7. Based solely on the Schedule 13G filed by the stockholder with the SEC on July 1, 2021, consists of 15,782,220 shares of Class A Common Stock. TRATON SE has shared voting and dispositive power with respect to 15,782,220 shares. Immediately following the consummation of the transactions contemplated by that certain Agreement and Plan of Merger dated November 7, 2020, by and among Navistar International Corporation, TRATON SE, and Dusk Inc., a Delaware corporation and wholly owned subsidiary of TRATON SE, on July 1, 2021, each of (i) TRATON SE, (ii) Volkswagen Aktiengesellschaft, (iii) TRATON International S.A., (iv) Navistar International Corporation, (v) Navistar, Inc., (vi) International of Mexico Holding Corporation (IMHC), and (vii) International Truck and Engine Corporation Cayman Islands Holding Company may have been deemed to share beneficial ownership in some or all of such securities.
8. Consists of: (i) 75,000 shares of Class A Common Stock held by Xiaodi Hou, (ii) 13,367,314 shares of Class A Common Stock held by White Marble LLC, a limited liability company organized in Delaware and

beneficially owned by Mr. Hou and (iii) 12,000,000 shares of Class B Common Stock held by White Marble International Limited, a company incorporated in Samoa and beneficially owned by Mr. Hou. The registered address of White Marble International Limited is Sertus Chambers, P.O. Box 603, Apia, Samoa. The Class A Common Stock beneficially owned does not include the shares issuable upon conversion of the Class B Common Stock.

9. Based solely on the Schedule 13G filed by the stockholder with the SEC on January 29, 2024, BlackRock, Inc. has sole voting power with respect to 12,663,082 shares and sole dispositive power with respect to 12,884,041 shares. The business address of BlackRock, Inc. is 50 Hudson Yards, New York, NY 10055.
10. Based solely on the Schedule 13D filed by the stockholder with the SEC on May 30, 2024, consists of 11,470,178 shares of Class A Common Stock held by Camac Partners, LLC. Camac Partners, LLC has shared voting and dispositive power with respect to 11,470,178 shares. The registered address of Camac Partners, LLC is 350 Park Avenue, 13th Floor, New York, NY 10022.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None for Cheng Lu, Mo Chen, Jianan Hao, James Lu, Zhen Tao, and Albert Schultz. The Company does not have any information on the other 5% or greater stockholders.

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None for Cheng Lu, Mo Chen, Jianan Hao, James Lu, Zhen Tao, and Albert Schultz. The Company does not have any information on the other 5% or greater stockholders.

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None for Cheng Lu, Mo Chen, Jianan Hao, James Lu, Zhen Tao, and Albert Schultz. The Company does not have any information on the other 5% or greater stockholders.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

In December 2022, the staff of the Division of Enforcement of the U.S. Securities and Exchange Commission (the "SEC") began an investigation of the Company regarding (1) a potential related party transaction between the Company and Hydron (f/k/a Turing Auto), a company founded by Mr. Chen, a co-founder of the Company and greater than 10% beneficial owner, and (2) potential information sharing between the U.S. and China that, if it was found to have occurred, would not have been permitted under the NSA. The Company conducted its own investigation into the potential related party transaction prior to the SEC Staff's investigation, and on October 31, 2022, issued a Form 8-K stating that the value of the work performed for

Hydron to consider a potential OEM relationship exceeded \$120,000 and constituted a related party transaction. The SEC's investigation was also focused on whether, as part of the Hydron relationship, the Company shared certain intellectual property with China that would not have been permitted under the NSA.

The Company does not have any additional update or information.

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None for Cheng Lu, Mo Chen, Jianan Hao, James Lu, Zhen Tao, and Albert Schultz. The Company does not have any information on the other 5% or greater stockholders.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None for Cheng Lu, Mo Chen, Jianan Hao, James Lu, Zhen Tao, and Albert Schultz. The Company does not have any information on the other 5% or greater stockholders.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

Refer to Note 11. Commitments and Contingencies in the 2025 Full Year Audited Financial Report (filed with this report) and Section 7) A. of this report.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Skadden, Arps, Slate, Meagher & Flom LLP
Address 1: One Manhattan West
Address 2: New York, NY 10001
Phone:
Email:

Accountant or Auditor

Firm: UHY LLP
Address 1: 4 Park Plaza, Suite 350
Address 2: Irvine CA, 92614
Phone:
Email:

Investor Relations

Firm:
Address 1:

Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter):
Discord:
LinkedIn
Facebook:
[Other]

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name:
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Lei Song
Title: VP, Finance
Relationship to Issuer: Employee

B. The following financial statements were prepared in accordance with:

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Lei Song
Title: VP, Finance
Relationship to Issuer: Employee

Describe the qualifications of the person or persons who prepared the financial statements: Master of Accounting from the University of North Carolina at Chapel Hill, USA

Provide the following qualifying financial statements:

- Audit letter, if audited;

- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Cheng Lu certify that:

1. I have reviewed this Disclosure Statement for CreateAI Holdings Inc;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 24, 2026

/s/ CHENG LU

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

Principal Financial Officer:

I, Lei Song certify that:

1. I have reviewed this Disclosure Statement for CreateAI Holdings Inc;

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 24, 2026

/s/ LEI SONG

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

CreateAI Holdings Inc.

Consolidated Financial Statements

As of December 31, 2024 and 2025 and
For the Three-Year Period Ended December 31, 2025

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders of
CreateAI Holdings Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of CreateAI Holdings Inc. (a Delaware corporation), which comprise the balance sheets as of December 31, 2025 and 2024, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CreateAI Holdings Inc. as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025 in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of CreateAI Holdings Inc. and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about CreateAI Holdings Inc.'s ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute



assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of CreateAI Holdings Inc.'s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about CreateAI Holdings Inc.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

UHY LLP

Irvine, California
March 24, 2026

CreateAI Holdings Inc.
Consolidated Balance Sheets
(in thousands, except share data)

	December 31, 2024	December 31, 2025
Assets		
Current assets (including amounts of the consolidated VIEs without recourse from the primary beneficiaries of \$866 and \$1,002 as of December 31, 2024 and 2025, respectively)		
Cash and cash equivalents	\$ 224,787	\$ 137,853
Restricted cash, current	174,000	1,111
Short-term investments	140,393	4,992
Prepaid expenses and other current assets	9,201	9,251
Total current assets	548,381	153,207
Produced and licensed content costs	5,766	5,713
Property and equipment, net	3,949	9,020
Operating lease right-of-use assets	16,328	15,103
Long-term investments	10,333	13,287
Restricted cash, noncurrent	1,111	—
Other assets	7,156	9,001
Total assets	\$ 593,024	\$ 205,331
Liabilities and Stockholders' Equity		
Current liabilities (including amounts of the consolidated VIEs without recourse to the primary beneficiaries of \$11,268 and \$18,350 as of December 31, 2024 and 2025, respectively)		
Accounts payable	\$ 5,706	\$ 4,614
Amounts due to joint development partners	3,176	3,176
Accrued expenses and other current liabilities	187,657	19,510
Operating lease liabilities, current	6,336	6,215
Total current liabilities	202,875	33,515
Operating lease liabilities, noncurrent	17,954	13,833
Other liabilities	447	419
Total liabilities	221,276	47,767
Commitments and contingencies (Note 11)		
Stockholders' equity		
Common Stock, \$0.0001 par value, 4,876,000,000 Class A shares authorized as of December 31, 2024 and 2025; 208,618,399 and 217,472,034 Class A shares issued and outstanding as of December 31, 2024 and 2025, respectively; 24,000,000 Class B shares authorized, issued and outstanding as of December 31, 2024 and 2025, respectively	22	22
Additional paid-in capital	2,617,023	2,489,834
Accumulated other comprehensive (loss) income	(780)	408
Accumulated deficit	(2,244,517)	(2,332,700)
Total stockholders' equity	371,748	157,564
Total liabilities and stockholders' equity	\$ 593,024	\$ 205,331

The accompanying notes are an integral part of these consolidated financial statements.

CreateAI Holdings Inc.
Consolidated Statements of Operations
(in thousands, except share and per share data)

	Year Ended December 31,		
	2023	2024	2025
Revenue	\$ 307	\$ —	\$ 96
Cost of revenue	754	—	1,234
Gross loss	(447)	—	(1,138)
Operating expenses:			
Research and development	201,166	85,693	71,113
Selling, general and administrative	116,329	290,990	46,850
Total operating expenses	317,495	376,683	117,963
Loss from operations	(317,942)	(376,683)	(119,101)
Interest income	37,798	25,762	11,748
Other income (expense), net	(391)	(3,256)	18,941
Loss before provision for income taxes and share of loss from equity method investments	(280,535)	(354,177)	(88,412)
Provision for income taxes	—	—	—
Share of (loss) gain from equity method investments, net of tax	—	(100)	229
Net loss	\$ (280,535)	\$ (354,277)	\$ (88,183)
Net loss per share attributable to common stockholders, basic and diluted	\$ (1.23)	\$ (1.51)	\$ (0.37)
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted	229,002,377	234,266,840	241,359,760

The accompanying notes are an integral part of these consolidated financial statements.

CreateAI Holdings Inc.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Year Ended December 31,		
	2023	2024	2025
Net loss	\$ (280,535)	\$ (354,277)	\$ (88,183)
Other comprehensive income (loss), net of tax:			
Unrealized net gain on available-for-sale securities	1,712	364	224
Foreign currency translation adjustment	946	(243)	964
Comprehensive loss	\$ (277,877)	\$ (354,156)	\$ (86,995)

The accompanying notes are an integral part of these consolidated financial statements.

CreateAI Holdings Inc.
Consolidated Statements of Stockholders' Equity
(in thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2022	225,707,557	\$ 22	\$ 2,567,723	\$ (3,559)	\$ (1,609,705)	\$ 954,481
Issuance of common stock from exercise of options	56,391	—	33	—	—	33
Issuance of common stock from release of RSUs and SVAs	4,585,350	—	—	—	—	—
Compensatory stock issuances	175,816	—	—	—	—	—
Repurchase of common stock	(25,000)	—	(67)	—	—	(67)
Stock-based compensation	—	—	43,017	—	—	43,017
Unrealized gain on available-for-sale debt securities, net	—	—	—	1,712	—	1,712
Foreign currency translation adjustment	—	—	—	946	—	946
Net loss	—	—	—	—	(280,535)	(280,535)
Balance as of December 31, 2023	<u>230,500,114</u>	<u>\$ 22</u>	<u>\$ 2,610,706</u>	<u>\$ (901)</u>	<u>\$ (1,890,240)</u>	<u>\$ 719,587</u>
Issuance of common stock from release of RSUs	2,118,285	—	—	—	—	—
Stock-based compensation	—	—	6,317	—	—	6,317
Unrealized gain on available-for-sale debt securities, net	—	—	—	364	—	364
Foreign currency translation adjustment	—	—	—	(243)	—	(243)
Net loss	—	—	—	—	(354,277)	(354,277)
Balance as of December 31, 2024	<u>232,618,399</u>	<u>\$ 22</u>	<u>\$ 2,617,023</u>	<u>\$ (780)</u>	<u>\$ (2,244,517)</u>	<u>\$ 371,748</u>

The accompanying notes are an integral part of these consolidated financial statements.

CreateAI Holdings Inc.
Consolidated Statements of Stockholders' Equity
(in thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2024	232,618,399	\$ 22	\$ 2,617,023	\$ (780)	\$ (2,244,517)	\$ 371,748
Issuance of common stock from release of RSUs	8,853,635	—	—	—	—	—
Stock-based compensation	—	—	5,656	—	—	5,656
Withholding tax on net settlement of RSUs	—	—	(36)	—	—	(36)
Return of capital	—	—	(132,809)	—	—	(132,809)
Unrealized gain on available-for-sale debt securities, net	—	—	—	224	—	224
Foreign currency translation adjustment	—	—	—	964	—	964
Net loss	—	—	—	—	(88,183)	(88,183)
Balance as of December 31, 2025	241,472,034	\$ 22	\$ 2,489,834	\$ 408	\$ (2,332,700)	\$ 157,564

The accompanying notes are an integral part of these consolidated financial statements.

CreateAI Holdings Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31,		
	2023	2024	2025
Cash flows from operating activities:			
Net loss	\$ (280,535)	\$ (354,277)	\$ (88,183)
Adjustments to reconcile net loss to net cash used in operating activities			
Share-based compensation	43,017	6,317	5,656
Depreciation and amortization	6,316	3,255	1,829
Noncash operating lease expense	5,321	3,950	3,172
Accretion of discount on short-term investments, net	(8,765)	(4,287)	(875)
Impairment of long-lived assets	6,503	—	139
Share of loss (gain) from equity method investments	—	100	(229)
(Gain) loss on lease termination	(117)	1,095	—
(Gain) loss on disposal of property and equipment	(117)	714	77
Other adjustments	(44)	—	—
Changes in operating assets and liabilities:			
Accounts receivable	1,296	—	—
Prepaid expenses and other current assets	(2,391)	5,329	(952)
Produced and licensed content costs	—	(5,766)	56
Other assets	(630)	(1,331)	(2,571)
Accounts payable	(4,857)	1,058	(1,125)
Amounts due to joint development partners	(2,577)	—	—
Accrued expenses and other current liabilities	(22,771)	163,781	(168,148)
Operating lease liabilities	(5,634)	(4,648)	(6,223)
Other liabilities	101	38	(28)
Net cash used in operating activities	<u>(265,884)</u>	<u>(184,672)</u>	<u>(257,405)</u>
Cash flows from investing activities:			
Purchases of short-term investments	(355,646)	(250,127)	(5,021)
Proceeds from maturities of short-term investments	206,505	649,192	141,521
Loan to related party	—	(702)	(697)
Repayment of related party loan	—	702	697
Purchases of property and equipment and other assets	(3,052)	(1,551)	(5,969)
Proceeds from disposal of property and equipment and other assets	2,507	3,310	666
Purchase of long-term investments	—	(10,433)	(2,450)
Net cash (used in) provided by investing activities	<u>(149,686)</u>	<u>390,391</u>	<u>128,747</u>

The accompanying notes are an integral part of these consolidated financial statements.

CreateAI Holdings Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31,		
	2023	2024	2025
Cash flows from financing activities:			
Proceeds from exercised stock options	33	—	—
Stock repurchase	(67)	—	—
Principal payments on capital and finance lease obligations	(3,318)	—	—
Principal payments on loans	(5,278)	—	—
Payment of withholding taxes related to net settlement of RSUs	—	—	(36)
Return of capital paid to common stockholders	—	—	(132,809)
Net cash used in financing activities	(8,630)	—	(132,845)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	967	(53)	569
Net (decrease) increase in cash, cash equivalents and restricted cash	(423,233)	205,666	(260,934)
Cash, cash equivalents and restricted cash at beginning of period	617,465	194,232	399,898
Cash, cash equivalents and restricted cash at end of period	<u>\$ 194,232</u>	<u>\$ 399,898</u>	<u>\$ 138,964</u>
Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets:			
Cash and cash equivalents	\$ 192,566	\$ 224,787	\$ 137,853
Restricted cash, current	555	174,000	1,111
Restricted cash, noncurrent	1,111	1,111	—
Total cash, cash equivalents and restricted cash	<u>\$ 194,232</u>	<u>\$ 399,898</u>	<u>\$ 138,964</u>
Supplemental disclosure of cash flow information:			
Cash paid for interest	\$ 490	\$ —	\$ —
Supplemental schedule of non-cash investing and financing activities:			
Acquisitions of property and equipment included in liabilities	\$ 264	\$ —	\$ 33
Right-of-use assets obtained in exchange for operating lease obligations	\$ —	\$ 750	\$ 1,547

The accompanying notes are an integral part of these consolidated financial statements.

CreateAI Holdings Inc.
Notes to the Consolidated Financial Statements

Note 1. Description of Business and Summary of Significant Accounting Policies

Description of Business

CreateAI Holdings Inc. (“CreateAI” or the “Company”) is an applied artificial intelligence (“AI”) company headquartered in San Diego, California, with operations in the United States (“U.S.”) and the Asia-Pacific region (“APAC”).

Since its founding in 2015, the Company has developed AI solutions primarily for autonomous driving. In August 2024, CreateAI announced the expansion into generative AI for video game and anime production. The Company changed its name to CreateAI Holdings Inc. on December 11, 2024.

In 2025, the Company has built a motion capture studio spanning more than 2,000 square meters, enabling large-scale body and facial capture for film, AAA games, virtual production, and AI training.

Strategic Shift

On December 4, 2023, the Company announced that it is winding down its U.S. autonomous driving operations, including through sales of U.S. assets, and a strategic shift to APAC.

On August 14, 2024, the Company announced its new business direction focusing on generative AI applications in video game and anime development. In December 2024, the Company announced its official rebranding to CreateAI and major advancements in its new strategic initiatives. Despite the shift, the Company remains committed to enabling autonomous driving, pursuing an asset-light strategy through partnerships and licensing.

Consolidated Variable Interest Entities

In order to comply with the People’s Republic of China (“PRC”) laws and regulations which prohibit or restrict foreign control of companies involved in provision of online game and other restricted businesses, the Company conducts its businesses in the PRC through variable interest entities (the “VIEs”) by entering into a series of contractual arrangements (the “VIE Agreements”) with the VIEs and the equity holders of VIEs (the “Nominee Shareholders”). The Company controls two VIEs, namely Beijing Xiong Xiong Dream Factory Culture Co., Ltd. (“Beijing Xiong Xiong”) and Beijing Dream Building Studio Culture Co., Ltd. (“Beijing Dream Building”). The VIEs were controlled through the Company’s subsidiaries Shanghai Xiong Xiong Animation Technology Co., Ltd. (“Shanghai Xiong Xiong”) and Beijing OCGen Interaction Technology Co., Ltd. (“Beijing OCGen Interaction”), respectively. The key terms of the VIE Agreements in relation to the VIEs are substantially the same.

The Company is the ultimate primary beneficiary of the VIEs as the Company has the power to direct matters that most significantly impact the activities of the VIEs, and has the obligation to absorb losses or the right to receive benefits of the VIEs that could potentially be significant to the VIEs. As such, the Company consolidated the financial results of the VIEs in the Company’s consolidated financial statements. The assets of VIEs are only available to settle the obligations and the liabilities of the VIEs and are without recourse to the Company.

The following tables represent the financial information of VIEs before eliminating the intercompany balances and transactions between VIEs and other entities within the Company (in thousands):

	As of	
	December 31, 2024	December 31, 2025
Assets		
Current assets		
Cash and cash equivalents	\$ 827	\$ 624
Prepaid expenses and other current assets	39	378
Total current assets	866	1,002
Property and equipment, net	—	14
Long-term investments	10,333	13,287
Other assets	656	69
Total assets	\$ 11,855	\$ 14,372
Liabilities		
Current liabilities		
Accounts payable	—	228
Amounts due to the other entities within CreateAI	11,268	17,332
Accrued expenses and other current liabilities	—	790
Total current liabilities	\$ 11,268	\$ 18,350
Total liabilities	\$ 11,268	\$ 18,350

	Year Ended December 31,	
	2024	2025
Total expense	\$ 8	\$ 5,308
Net loss	8	5,427
Net cash used in operating activities	(712)	(4,180)
Net cash used in investing activities	(10,538)	(2,450)
Net cash provided by financing activities	12,083	6,412

Basis of Presentation and Consolidation

The accompanying consolidated financial statements (“Financial Statements”) have been prepared in accordance with accounting principles generally accepted in the U.S. (“GAAP”). The Financial Statements include the accounts of the Company, its consolidated subsidiaries and its consolidated VIEs. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include, but are not limited to, revenue recognition, the useful lives of long-lived assets, the valuation of stock-based compensation, the measurement of deferred tax assets, the recoverability of long-lived assets, the incremental borrowing rate (“IBR”) used in the measurement of right-of-use lease assets and lease liabilities, fair values of investments and other financial instruments (including measurement of credit or impairment losses). On an ongoing basis, management evaluates these estimates and assumptions; however, actual results could materially differ from these estimates.

Cash, Cash Equivalents, and Restricted Cash

Cash and cash equivalents consist of cash in banks and money market funds, purchased with an original maturity of three months or less.

Restricted cash is pledged as security for letters of credit or other collateral amounts established by the Company for certain lease obligations, customer deposits, corporate credit cards, and litigation settlement.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy, which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The levels of inputs used to measure fair value are:

- Level 1 — Observable inputs such as quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active or inputs other than the quoted prices that are observable either directly or indirectly for the full term of the assets or liabilities.
- Level 3 — Unobservable inputs in which there is little or no market data that are significant to the fair value of the assets or liabilities.

The Company's primary financial instruments include cash equivalents, short-term investments, accounts payable, amounts due to joint development partners and accrued expenses. The estimated fair value of cash equivalents, accounts payable, amounts due to joint development partners and accrued expenses approximates their carrying value due to their short-term nature. Refer to Note 3. Investments and Fair Value Measurements for further information.

Investments

1) Debt Securities

Accounting for the Company's debt securities is based on the legal form of the security, the Company's intended holding period for the security, and the nature of the transaction. Investments in debt securities are classified as available-for-sale and are initially recorded at fair value. Investments in debt securities include commercial paper, U.S. Treasury securities, U.S. government agency securities, and corporate debt securities. Subsequent changes in fair value of available-for-sale debt securities are recorded in other comprehensive income (loss), net of tax. Interest on these debt securities and amortization of premiums and accretion of discounts are included in interest income in the consolidated statements of operations. The Company considers its debt securities as available for use in current operations, including those with maturity dates beyond one year, and, therefore, classifies these securities as short-term investments on the consolidated balance sheets.

The Company accounts for credit losses on available-for-sale debt securities in accordance with ASC 326. At each reporting period, the Company evaluates its available-for-sale debt securities at the individual security level to determine whether there is a decline in the fair value below its amortized cost basis (an impairment). In circumstances where the Company intends to sell, or is more likely than not required to sell, the security before it recovers its amortized cost basis, the difference between fair value and amortized cost is recognized as a loss in the consolidated statements of operations, with a corresponding write-down of the security's amortized cost. In circumstances where neither condition exists, the Company then evaluates whether a decline is due to credit-related factors. The factors considered in determining whether a credit loss exists can include the extent to which fair value is less than the amortized cost basis, changes in the credit quality of the underlying loan obligors, credit ratings actions, as well as other factors. If the Company's assessment indicates that a credit loss exists, the credit loss is measured based on the Company's best estimate of the expected cash flows of the security discounted at the security's effective interest rate compared to the amortized cost basis of the security. A credit-related impairment is limited to the difference between fair value and amortized cost, and recognized as an allowance for credit losses on the consolidated balance sheet with a corresponding adjustment to net income (loss). Any remaining decline in fair value that is non-credit related is recognized in other comprehensive income (loss), net of tax. Improvements in expected cash flows due to improvements in credit are recognized through a reversal of the credit loss and corresponding reduction in the allowance for credit losses. Write-offs of available-for-sale debt securities, which may be full or partial write-offs, are deducted from the allowance for credit losses and recorded in the period in which the securities are deemed uncollectible.

The Company does not measure an allowance for credit losses on accrued interest receivable balances on available-for-sale debt securities as these balances are written off in a timely manner. Write-offs of accrued interest receivable balances are recorded as a reduction to interest income. There were no write-offs of accrued interest during the years ended December 31, 2023, 2024 and 2025. Accrued interest excluded from the amortized cost of debt securities totaled \$0.05 million as of December 31, 2025, and is reported in prepaid expenses and other current assets on the consolidated balance sheet.

2) Long-term investments

The Company's long-term investments consist of equity method investments.

Investments in entities over which the Company has significant influence but does not own a majority equity interest or control are accounted for using the equity method of accounting in accordance with ASC 323, Investments-Equity Method and Joint Ventures. Under the equity method, the investment is initially recorded at cost and the difference between the cost of the equity investee and the amount of the underlying equity in the net assets of the equity investee substantially relates to equity method goodwill, which is not amortized as a basis difference. Carrying amount of investment is subsequently adjusted based on proportionate share of each equity investee's net income or loss into earnings after the date of investment and its share of each equity investee's movement in accumulated other comprehensive income or loss is recognized in other comprehensive income (loss), net of tax.

The Company evaluates the equity method investments for impairment at each reporting date, or more frequently if events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable. Factors considered when determining whether an investment has been other-than-temporarily-impaired, include, but are not limited to, the length of the time and the extent to which the market value has been less than cost, the financial condition and near-term prospects of the investee, and the Company's intent and ability to retain the investment until the recovery of its cost. The impairment charge in the consolidated statements of operations and comprehensive income (loss) for a decline in value that is determined to be other-than-temporary. An impairment loss on the equity method investments is recognized in earnings when the decline in value is determined to be other-than-temporary and is allocated to the individual net assets underlying equity method investments in the following order: 1) reduce any equity method goodwill to zero; 2) reduce the individual basis differences related to the investee's long-lived assets pro rata based on their amounts relative to the overall basis difference at the impairment date; and 3) reduce the individual basis difference of the investee's remaining assets in a systematic and rational manner.

Produced and Licensed Content Costs

The Company classifies its capitalized produced and licensed content costs as produced and licensed content costs in the consolidated balance sheets. For produced content, the Company capitalizes all direct costs incurred in the physical production of a content, as well as allocations of production overhead and capitalized interest. For licensed content, the Company capitalizes the license fee or acquisition cost, respectively. For purposes of amortization and impairment, the capitalized content costs are classified based on their predominant monetization strategy: content that is predominantly monetized individually and content that is predominantly monetized as a group.

The determination of the predominant monetization strategy is made at the commencement of production on a consolidated basis and is based on the means by which the Company derives third-party revenues from use of the content.

Contents intended for theatrical release are generally classified as predominantly monetized individually. They are amortized based upon the ratio of the current period's revenues to the estimated remaining ultimate revenues, i.e., the total revenue to be received throughout a content's remaining life cycle. The process of estimating ultimate revenues requires the Company to make a series of judgments related to future revenue-generating activities associated with a particular content. Prior to the theatrical release of a content, estimates are based on factors such as the historical performance of similar contents, the influence of the leading creators (i.e., the authorship and directors), the rating and genre of the content, pre-release market research (including test market screenings), international distribution plans and the expected number of theaters in which the content will be released. Subsequent to release, ultimate revenues are updated to reflect initial performance, which is often predictive of future performance.

Contents that are part of a group are amortized based on projected usage, typically resulting in an accelerated or straight-line amortization pattern. Adjustments for projected usage are applied prospectively in the period of the change. Historical viewing patterns are the most significant input into determining the projected usage, and significant judgment is required in using historical viewing patterns to derive projected usage.

Amortization of capitalized costs for produced content begins in the month the content is first released, while amortization of capitalized costs for licensed content commences when the license period begins and the content is first released. Amortization of content assets is primarily included in cost of revenue in the consolidated statements of operations.

Contents classified as predominantly monetized individually are tested for impairment at the individual content level by comparing that content's unamortized costs to the present value of discounted cash flows directly attributable to the content. To the extent the content's unamortized costs exceed the present value of discounted cash flows, an impairment charge is recorded for the excess. Contents that are predominantly monetized as a group are tested for impairment by comparing the present value of the discounted cash flows of the group to the aggregate unamortized costs of the group. The group is established by identifying the lowest level for which cash flows are independent of the cash flows of other produced and licensed content. If the unamortized costs exceed the present value of discounted cash flows, an impairment charge is recorded for the excess and allocated to individual contents based on the relative carrying value of each content in the group. If there are no plans to continue to use an individual content that is part of a group, the unamortized cost of the individual content is written down to its estimated fair value. Licensed content is included as part of the group within which it is monetized for purposes of impairment testing.

Property and Equipment, Net

Property and equipment, net, are stated at cost less accumulated depreciation or amortization and any recorded impairment. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, as follows:

Property and Equipment	Estimated Useful Life
Electronic equipment	1-4 years
Vehicles	4-6 years
Office and other equipment	3-7 years
Leasehold improvements	Shorter of lease term or estimated useful life of the asset

When assets are retired or otherwise disposed of, the cost, accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of operations in the period realized. Maintenance and repairs that do not enhance or extend the asset's useful life are charged to operating expenses as incurred.

Property and equipment that are purchased or constructed which require a period of time before the assets are ready for their intended use are accounted for as construction-in-progress. Construction-in-progress is recorded at acquisition cost, including installation costs. Construction-in-progress is transferred to specific property and equipment accounts and commences depreciation when these assets are ready for their intended use.

Assets acquired under a finance lease are amortized in a manner consistent with the Company's depreciation policy for owned assets if the lease transfers ownership to the Company at the end of the lease term or contains a bargain purchase option. Otherwise, assets acquired under a finance lease are amortized over the lease term.

Intangible Assets, Net

Intangible assets represent patents, which are carried at cost and amortized on a straight-line basis over their estimated useful lives of 10 years and presented in other assets in the Company's consolidated balance sheets. The Company reviews intangible assets for impairment under the long-lived asset model described in the Impairment of Long-Lived Assets section. There have been no impairment charges recorded in any of the periods presented in the accompanying consolidated financial statements. As of December 31, 2024 and 2025, intangible assets are immaterial.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets held and used is measured by comparison of the carrying amount of an asset or asset group to estimated undiscounted future cash flows expected to be generated by the asset or asset group. If the carrying amount of an asset or asset group exceeds estimated undiscounted future cash flows, then an impairment charge is recognized based on the excess of the carrying amount of the asset or asset group over its fair value. Fair value is determined through various valuation techniques including discounted cash flow models and quoted market values, as necessary. Impairment of long-lived assets is primarily included in selling, general and administrative expenses in the consolidated statements of operations. For the years ended December 31, 2023, 2024 and 2025, the Company recorded an impairment charge of nil, nil and \$0.1 million to long-lived assets during the year, respectively.

Leases

The Company accounts for leases in accordance with ASC 842, Leases ("ASC 842"), which requires lessees to recognize the rights and obligations created by leases on the balance sheet and disclose key information about leasing arrangements. The Company adopted ASC 842 along with all applicable ASU clarifications and improvements on January 1, 2022, using the modified retrospective transition method and used the effective date as the date of initial application. Consequently, financial information is not updated and disclosures required under ASC 842 are not provided for periods before January 1, 2022. ASC 842 provides a number of optional practical expedients that companies can elect to apply during the standard's transition. The Company elected the "package of practical expedients", which permits the Company not to reassess under ASC 842 its prior conclusions about lease identification, lease classification, and initial direct costs.

The Company determines if a contract contains a lease based on whether it has the right to obtain substantially all of the economic benefits from the use of an identified asset and whether it has the right to direct the use of an identified asset in exchange for consideration, which relates to an asset that the Company does not own. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are recognized as lease liability, adjusted for lease incentives received. Lease liabilities are recognized at the present value of the future lease payments at the lease commencement date, net of lease incentive receivable. The interest rate used to determine the present value of the future lease payments is the Company's IBR unless the interest rate implicit in the lease agreement is readily determinable. Lease payments may be fixed or variable, however, only fixed payments or in-substance fixed payments are included in the Company's lease liability calculation. Variable lease payments are recognized in operating expenses in the period in which the obligations for those payments are incurred.

The Company has lease agreements with lease and non-lease components and has elected to utilize the practical expedient to account for lease and non-lease components together as a single combined lease component. Additionally, for certain leases previously identified as build-to-suit leasing arrangements under legacy accounting, the Company has derecognized those leases pursuant to the transition guidance provided for build-to-suit leases in ASC 842. Such leases have been reassessed as operating leases as of the adoption date under ASC 842, and are included on the consolidated balance sheets.

The Company has leases that include one or more options to extend the lease term for up to five years and some of its leases include options to terminate the lease prior to the end of the agreed upon lease term. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options.

Operating leases are included in operating lease ROU assets, operating lease liabilities, current, and operating lease liabilities, noncurrent on the Company's consolidated balance sheets.

The Company has elected not to present short-term leases on the consolidated balance sheet as these leases have a lease term of 12 months or less at lease inception and do not contain purchase options or renewal terms that the Company is reasonably certain to exercise.

Revenue Recognition

There was no revenue generated in the year of 2024. The Company earned revenue from the delivery of freight capacity services for the year ended December 31, 2023 and from the delivery of online AI generation services for the year ended December 31, 2025. Revenue is recognized when the customer obtains control of promised services in an amount that reflects the consideration the Company expects to receive in exchange for those services.

To determine revenue recognition within the scope of ASC 606, Revenue from Contracts with Customers ("ASC 606"), the Company performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration, if any; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration to which it is entitled in exchange for the goods or services it transfers to the customer.

Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations it must deliver and which of these performance obligations are distinct. The Company recognizes revenue based on the amount of the transaction price that is allocated to each performance obligation when that performance obligation is satisfied or as it is satisfied.

The Company is a principal and records revenue on a gross basis when the Company is primarily responsible for fulfilling the promise to provide the specified good or service, has discretion in establishing pricing and controls the promised goods or service before transferring that to customers. Otherwise, the Company records revenue at the net amounts as commissions.

Incremental costs of obtaining contracts are expensed as incurred if the amortization period of the assets is one year or less. These costs are included in cost of revenue in the consolidated statements of operations.

The recognition of revenues involves certain management judgments. The amount and timing of the Company's revenues could be different if management made different judgments or utilized different estimates.

Revenue from Online AI Generation Services

The Company offers online AI generation services through various websites and applications ("Platform"), primarily via membership subscription packages and sales of consumption-based services. The fees are collected upfront and non-refundable.

The subscription packages grant customers access to premium features on the Platform. The subscription fees for these packages are primarily time-based from monthly to yearly. Each subscription package is accounted for as a single performance obligation, and the related revenue is recognized over time.

Consumption-based services provide customers with additional resources during AI generation. Control is transferred at the time when the services are rendered. As a result, the performance obligation is satisfied and revenue is recognized at a point in time.

For the year ended December 31, 2025, revenue recognized from performance obligations satisfied in previous periods was nil.

Revenue from Freight Capacity Services

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the basis of revenue recognition in accordance with GAAP. To determine the proper revenue recognition method for its contracts with customers, the Company evaluates whether two or more contracts should be combined and accounted for as one single contract and whether the combined or single contract should be accounted for as more than one performance obligation. In the Company's case, its contracts with customers are for the delivery of distinct services within a single contract, such as freight capacity services, and include only one performance obligation.

Revenue from freight capacity services is recognized over time as the Company performs the services in the contract because of the continuous transfer of control to the customer. The Company's customers receive the benefit of the Company's services as the goods are transported from one location to another. If the Company were unable to complete delivery to the final location, another entity would not need to re-perform the freight capacity service already performed. As control transfers over time, revenue is recognized based on the extent of progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the products or services to be provided. Management estimates the progress based on mileage completed to total mileage to be transported. Revenues are recorded net of value-added taxes and surcharges.

Customer contracts may be modified to account for changes in the rates the Company charges its customers or to add additional distinct services. The Company considers contract modifications to exist when the modification either creates new enforceable rights and obligations or alters the existing arrangement. Contract modifications that add distinct goods or services are treated as separate performance obligations. Contract modifications that do not add distinct goods or services typically change the price of existing services. These contract modifications are accounted for prospectively as the remaining performance obligations are executed.

Under typical payment terms of the Company's freight capacity services customer contracts, the customer pays at periodic intervals (i.e., every 14 days, 30 days, etc.) for shipments included on invoices received. It is not customary business practice to extend payment terms past 90 days, and as such, the Company does not have a practice of including a significant financing component within its contracts with customers. For the year ended December 31, 2023, the Company earned all of its revenue within the U.S. and there was no revenue related to any other geographies. Additionally, due to the short-term nature of the Company's customer contracts, there were no remaining unsatisfied performance obligations as of December 31, 2023.

Contract Balances

Timing of revenue recognition may differ from the timing of payment. The Company records a contract asset when the revenue is recognized prior to receiving consideration from customer, or a contract liability when the revenue is recognized subsequent to receiving consideration from customer. A contract asset becomes a receivable once the Company's right to receive consideration becomes unconditional.

Contract assets is insignificant since the consideration is generally received before the satisfaction of performance obligations and was included in prepaid expenses and other current assets in the consolidated balance sheets.

Contract liabilities mainly represent receipt of subscription fees for online AI generation services and was included in accrued expenses and other current liabilities in the consolidated balance sheets. Refer to Note 7. Accrued Expenses and Other Current Liabilities for further information.

The additions to the contract liabilities balance were primarily due to consideration received or due in advance of satisfaction of the Company's performance obligations, while the reductions to the contract liabilities balance were primarily due to the recognition of revenues upon fulfillment of the Company's performance obligations, both of which were in the ordinary course of business. The changes in contract liabilities are reflected as follows (in thousands):

Contract liabilities:	
Balance at December 31, 2024	\$ —
Revenue recognized that was included in the contract liability at beginning of the year	—
Increase (decrease) due to cash received, net with revenue recognized	2,059
Balance at December 31, 2025	<u>\$ 2,059</u>

Practical Expedients

The Company excludes sales taxes and other similar taxes from transaction price.

The Company does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Cost of Revenue

There was no cost of revenue recognized for the year ended December 31, 2024.

Cost of Revenue from Online AI Generation Services

For the year ended December 31, 2025, cost of revenue consists primarily of server and bandwidth service fees, staff-related costs, payment platform charges and other direct costs of providing these services. These costs are charged to the consolidated statements of operations as incurred.

Cost of Revenue from Freight Capacity Services

For the year ended December 31, 2023, cost of revenue consists primarily of fuel costs, insurance costs, depreciation of property and equipment (including semi-trucks acquired under capital leases), labor costs, and other costs directly attributable to providing freight capacity services.

Software Development Costs

The Company evaluates capitalization of certain software development costs incurred in development of software to be sold, leased, or otherwise marketed, subsequent to the establishment of technological feasibility. Based on the Company's product development process and substantial development risks, technological feasibility for the Company's L4 autonomous driving technology and AI generation technology has not been established. Accordingly, the Company charges all such costs to research and development expense in the period incurred.

Software development costs for internal use software are subject to capitalization during the application development stage, beginning when a project that will result in additional functionality is approved and ending when the software is put into productive use. Due to the Company's iterative development process and short development cycles, the costs incurred between these stages are not material and are charged to research and development expense as incurred.

Research and Development ("R&D")

R&D expenses consist primarily of personnel-related expenses, including stock-based compensation costs, associated with software developers, cloud computing and server expenses, game development expenses and allocated overhead costs in the year of 2024 and 2025. In the year of 2023, there was also engineering personnel responsible for the design, development, and testing of L4 autonomous driving technology, in addition to the software developers' costs. Research and development costs are expensed as incurred.

Selling, General and Administrative ("SG&A")

SG&A expenses consist primarily of personnel-related expenses, including stock-based compensation costs, associated with the Company's marketing, management, and administration activities, professional service fees and other general corporate expenses. Selling, general and administrative costs are expensed as incurred.

Stock-Based Compensation

The Company accounts for stock-based compensation expense in accordance with the fair value recognition and measurement provisions of GAAP, which requires compensation cost for the grant-date fair value of stock-based awards to be recognized over the requisite service period. The Company determines the fair value of stock-based awards granted or modified on the grant date (or modification date, if applicable) at fair value, using appropriate valuation techniques.

Time-Based Service Awards

For stock-based awards with time-based vesting conditions only, generally being restricted stock units (“RSUs”), restricted stock awards (“RSAs”) and stock options, stock-based compensation is recognized straight-line over the requisite service period, which is generally three to four years. The fair value of RSUs and RSAs is measured on the grant date based on the fair value of the underlying common stock. The fair value of stock option awards is estimated on the grant date using the Black-Scholes option-pricing model which incorporates various assumptions, including the fair value of the underlying common stock, the expected stock price volatility over the term of the award, the risk-free interest rate for the expected term of the award and the expected dividends. The Company accounts for forfeitures as they occur.

Performance-Based Awards

The Company has granted RSUs, share value awards (“SVAs”), and stock options that vest only upon the satisfaction of both time-based service and performance-based conditions. The time-based service condition for these awards generally is satisfied over three or four years. The performance-based conditions, other than with respect to the 2021 CEO Performance Award discussed in Note 12. Stock-Based Compensation, are satisfied upon the occurrence of a qualifying event, defined as the earlier of (i) the closing of certain specific liquidation or change in control transactions, or (ii) an Initial Public Offering (“IPO”); or the closing of (i) change in control transactions or (ii) qualified public transaction. The Company records stock-based compensation expense for performance-based equity awards such as RSUs, SVAs, and stock options using the accelerated attribution method over the requisite service period, which is generally three to four years, and only if performance-based conditions are considered probable to be satisfied. Upon completion of the IPO in April 2021, the Company recorded a cumulative one-time stock-based compensation expense determined using the grant-date fair values. Stock-based compensation related to remaining time-based service after the qualifying event is recorded over the remaining requisite service period.

For performance-based RSUs and SVAs, the Company determines the grant-date fair value as the fair value of the Company’s common stock on the grant date. For performance-based stock options, the Company determines the grant-date fair value using the Black-Scholes option-pricing model described above.

For the 2021 CEO Performance Award with a vesting schedule based on the attainment of both performance and market-based conditions, stock-based compensation expense associated with each tranche is recognized over the longer of (i) the expected achievement period for the operational milestones for such tranche and (ii) the expected achievement period for the related market capitalization milestone determined on the grant date, beginning at the point in time when the relevant operational milestones are considered probable of being met. If such operational milestones become probable any time after the grant date, the Company will recognize a cumulative catch-up expense from the grant date to that point in time. If the related market capitalization milestone is achieved earlier than its expected achievement period, then the stock-based compensation expense will be recognized over the expected achievement period for the operational milestones, which may accelerate the rate at which such expense is recognized. The fair value of such awards is estimated on the grant date using Monte Carlo simulations. Refer to Note 12. Stock-Based Compensation for further information.

Market-Based Awards

For the 2022 CEO Awards with a vesting schedule based on the satisfaction of both time-based service and market-based conditions, the Company determines the grant-date fair value utilizing Monte Carlo simulations and recognizes stock-based compensation expense associated with each tranche over the longer of (i) the expected achievement period for the market milestones and (ii) the explicit time-based service period. Refer to Note 12. Stock-Based Compensation for further information.

Modification

A cancellation of the terms or conditions of an equity award under original award in exchange for a new award should be treated as modification. The compensation costs associated with the modified awards are recognized if either the original vesting conditions or the new vesting conditions have been achieved. Total recognized compensation cost for the awards is at least equal to the fair value of the original awards at the grant date unless at the date of the modification the performance or service conditions of the original awards are not expected to be satisfied. The incremental compensation cost is measured as the excess of the fair value of the replacement awards over the fair value of original awards at the modification date. Therefore, in relation to the modified awards, the Company recognizes both the unrecognized compensation cost of the original awards and the incremental compensation cost resulting from the modification over the vesting periods of the new awards.

Employee Stock Purchase Plan ("ESPP")

The Company recognizes stock-based expense related to shares issued pursuant to the ESPP on a straight-line basis over the offering period. The ESPP provides for six-month offering periods. The ESPP allows eligible employees to purchase shares of Class A common stock at a 15% discount on the lower of our stock price on either (i) the offering period beginning date or (ii) the purchase date. No employee may purchase shares under the ESPP at a rate in excess of \$25,000 worth of Class A common stock based on the fair market value per share of Class A common stock at the beginning of an offering for each calendar year such purchase right is outstanding or 1,500 shares. The Company estimates the fair value of shares to be issued under the ESPP based on a combination of options valued using the Black-Scholes option-pricing model. Volatility is determined over an expected term of six months based on the Company's historical volatility. The expected term is estimated based on the contractual term.

Restructuring and Related Charges

Costs associated with management-approved restructuring activities consist primarily of employee severance and termination benefits, stock-based compensation, contract termination settlements and long-lived assets costs, which includes impairment of long-lived assets (including ROU assets), write-off of long-lived assets no longer used and termination of finance lease and operating lease, net of gains from disposal of assets. The Company recognizes restructuring and related charges when they are incurred. One-time employee termination costs are recognized at the time of communication to employees, unless future service is required, in which case the costs are recognized ratably over the future service period. Ongoing employee termination benefits and contract termination settlements are recognized as a liability when it is probable that a liability exists and the amount is reasonably estimable. Costs associated with the impairment of long-lived assets and ROU assets are accounted for under the long-lived assets accounting guidance or lease accounting guidance.

Restructuring and related charges are recognized as an operating expense in the consolidated statements of operations and related liabilities are recorded in accrued expenses and other liabilities on the consolidated balance sheets.

Income Taxes

Current income taxes are provided in accordance with applicable tax laws and regulations. The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases and are measured using the enacted tax rates and laws expected to apply when the differences reverse. A valuation allowance is recorded when it is more likely than not that a deferred tax asset will not be realized. Due to the Company's lack of earnings history, the net deferred tax assets are fully offset by a valuation allowance.

The Company operates in multiple tax jurisdictions and is subject to examination by tax authorities. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not to be sustained upon examination, based on its technical merits. The recognized tax benefit is measured as the largest amount more likely than not to be realized upon settlement with the taxing authority. Interest and penalties related to unrecognized tax benefits are recorded in the provision for income taxes.

Current income taxes are provided for in accordance with the relevant statutory tax laws and regulations.

Foreign Currency

The functional currency of the Company's foreign subsidiaries is the local currency or U.S. dollar depending on the nature of the subsidiaries' activities. Foreign currency transactions recognized in the consolidated statements of operations are converted to the functional currency by applying the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are remeasured monthly using the month-end exchange rate. Gains and losses resulting from foreign currency transactions and the effects of remeasuring monetary assets and liabilities are recorded in other income (expense), net in the consolidated statements of operations. Subsidiary assets and liabilities with non-U.S. dollar functional currencies are translated at the month-end rate, retained earnings and other equity items are translated at historical rates, and revenues and expenses are translated at average exchange rates during the year. Cumulative translation adjustments are recorded in accumulated other comprehensive loss, a separate component of stockholders' equity.

Comprehensive Loss

Comprehensive loss consists of two components: net loss and other comprehensive income (loss). Other comprehensive income (loss) refers to income or losses that are recorded as an element of stockholders' equity and are excluded from net loss. The Company's other comprehensive income (loss) is composed of foreign currency translation adjustment and unrealized gain or loss on available-for-sale securities.

Net Loss Per Share Attributable to Common Stockholders

The Company computes net loss per share using the two-class method required for participating securities. The two-class method requires income available to common stockholders for the period to be allocated between common stock and participating securities based upon their respective rights to receive dividends as if all income for the period had been distributed.

The Company's basic net loss per share attributable to common stockholders is calculated by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period, without consideration of potentially dilutive securities. The diluted net loss per share is calculated by giving effect to all potentially dilutive securities outstanding for the period using the treasury stock method or the if-converted method based on the nature of such securities. Diluted net loss per share is the same as basic net loss per share in periods when the effects of potentially dilutive common stock are anti-dilutive.

Segment Information

In accordance with ASC 280, Segment Reporting, operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker ("CODM"), or decision-making group, in deciding how to allocate resources and in assessing performance.

In connection with the changes in the Company's strategic shift to generative AI for video game and anime production in August 2024, the Company determined that its CODM is the Chief Executive Officer ("CEO"), and identified one reportable segment. CEO manages and allocates resources to the operations of the Company on a total company basis by assessing the overall level of resources available in line with strategic goals. In making these decisions, CEO uses consolidated financial information for purposes of evaluating performance, forecasting future period financial results, and allocating resources.

Prior to the change in segments, the Company operated with two reportable segments, U.S. and APAC. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM in assessing segment performance and in allocating the Company's resources. Refer to Note 15. Segment Information for further information.

Commitments and Contingencies

In the normal course of business, the Company is subject to loss contingencies, such as legal proceedings arising out of its business, that cover a wide range of matters. An accrual for a loss contingency is recognized when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. If a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, is disclosed. Refer to Note 11. Commitments and Contingencies for further information.

Dividend Policy

Cash dividends are recorded when declared by the Company's Board of Directors. Common stock dividends are charged against accumulated deficit, or additional paid-in capital in the case of a dividend deemed a return of capital, when declared or paid.

Recent Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amendments in ASU 2023-07 improve reportable segment disclosure requirements through enhanced disclosures about significant segment expenses. The amendments introduce a new requirement to disclose significant segment expenses regularly provided to the CODM, extends certain annual disclosures to interim periods, clarifies single reportable segment entities must apply ASC 280 in its entirety, permits more than one measure of segment profit or loss to be reported under certain conditions, and requires disclosure of the title and position of the CODM. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company adopted ASU 2023-07 on January 1, 2024 with no material impact on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The ASU requires the annual financial statements to include consistent categories and greater disaggregation of information in the rate reconciliation, and income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for the Company's annual reporting periods beginning after December 15, 2024. Adoption is either with a prospective method or a fully retrospective method of transition. Early adoption is permitted. The Company adopted ASU 2023-09 on January 1, 2025 with no material impact on its consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, Income Statement (Topic 220): Disaggregation of Income Statement Expenses. The amendments in ASU 2024-03 improve income statement disclosure requirements through enhanced disclosures about disaggregating information about certain income statement expense caption. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the effect that adoption of ASU 2024-03 will have on its consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, Intangibles (Topic 350): Targeted Improvements to the Accounting for Internal-Use Software, which modernizes the accounting for internal-use software by eliminating project stage-based capitalization and clarifying the probable-to-complete threshold to commence the capitalization of software costs. ASU 2025-06 is effective for the Company's annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The standard may be applied prospectively, retrospectively, or via a modified prospective transition method. The Company is currently evaluating the impact that adoption of ASU 2025-06 will have on its consolidated financial statements.

Note 2. Concentrations and Risks

Concentration of Credit Risk

Cash and cash equivalents and short-term investments are potentially subject to concentrations of credit risk. The Company's investment policy limits the amount of credit exposure with any one financial institution or commercial issuer and sets requirements regarding credit rating and investment maturities to safeguard liquidity and minimize risk. The majority of the Company's cash deposits exceed Federal Deposit Insurance Corporation ("FDIC") insurance limit and are placed with financial institutions around the world that the Company believes are of high credit quality. The Company has not experienced any material losses related to these concentrations during the years ended December 31, 2023, 2024, and 2025.

Currency Convertibility Risk

The revenues and expenses of the Company’s subsidiaries in China are generally denominated in Renminbi (“RMB”) and their assets and liabilities are primarily denominated in RMB, which is not freely convertible into foreign currencies. The Company’s cash denominated in RMB that is subject to such government controls amounted to RMB165.5 million (equivalent to \$23.0 million) and RMB166.6 million (equivalent to \$23.7 million) as of December 31, 2024 and 2025, respectively. The value of the RMB is subject to changes in the central government policies and international economic and political developments affecting the supply and demand of RMB in the PRC foreign exchange trading system market. In the PRC, certain foreign exchange transactions are required by law to be transacted only by authorized financial institutions at exchange rates set by the People’s Bank of China (the “PBOC”). Remittances from China in currencies other than RMB by the Company must be processed through the PBOC or other China foreign exchange regulatory bodies which require certain supporting documentation in order to process the remittance.

Note 3. Investments and Fair Value Measurements

Investments

Investments of the following (in thousands):

	As of December 31, 2025					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-term Investments
Available-for-sale debt securities:						
Corporate debt securities	\$ 4,990	\$ 2	\$ —	\$ 4,992	\$ —	\$ 4,992
Total	\$ 4,990	\$ 2	\$ —	\$ 4,992	\$ —	\$ 4,992

	As of December 31, 2024					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-term Investments
Available-for-sale debt securities:						
U.S. Treasury securities	\$ 12,482	\$ 4	\$ —	\$ 12,486	\$ —	\$ 12,486
Commercial paper	20,696	—	(30)	20,666	—	20,666
Corporate debt securities	107,437	8	(204)	107,241	—	107,241
Total	\$ 140,615	\$ 12	\$ (234)	\$ 140,393	\$ —	\$ 140,393

The fair value and amortized cost of the Company’s debt securities with a stated contractual maturity or redemption date were as follows (in thousands):

	As of December 31, 2025	
	Amortized Cost	Fair Value
Due in one year or less	\$ 4,990	\$ 4,992
Total	\$ 4,990	\$ 4,992

	As of December 31, 2024	
	Amortized Cost	Fair Value
Due in one year or less	\$ 90,010	\$ 89,902
Due in one year through five years	50,605	50,491
Total	<u>\$ 140,615</u>	<u>\$ 140,393</u>

The Company purchases investment grade marketable debt securities rated by nationally recognized statistical credit rating organizations in accordance with its investment policy, which is designed to minimize the Company's exposure to credit losses. The Company regularly reviews its investment portfolios to determine if any investment is impaired due to changes in credit risk or other potential valuation concerns.

As of December 31, 2024 and 2025, investments in an unrealized loss position for which an allowance for credit losses has not been recognized had an aggregate fair value of \$111.6 million and \$5.0 million, respectively. The Company does not intend to sell these investments until the recovery of their amortized cost basis or maturity and further believes that it is not more-likely-than-not that it will be required to sell these investments. The unrealized losses were primarily related to changes in interest rates, market spreads, and market conditions subsequent to purchase. The Company believes none of these debt securities were impaired due to credit risk or other valuation concerns, and, therefore, did not record a credit loss or an allowance for credit losses.

As of December 31, 2024 and 2025, investments in a continuous unrealized loss position for more than twelve months for which an allowance for credit losses has not been recognized had an aggregate fair value of \$5.0 million and nil.

Interest income from cash and cash equivalents and short-term investments was \$37.8 million, \$25.8 million, and \$11.7 million for the years ended December 31, 2023, 2024, and 2025, respectively.

Fair Value Measurements

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation (in thousands):

	As of December 31, 2025			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash equivalents:				
Money market funds	\$ 21,747	\$ 21,747	\$ —	\$ —
Total cash equivalents	<u>\$ 21,747</u>	<u>\$ 21,747</u>	<u>\$ —</u>	<u>\$ —</u>
Short-term investments:				
Corporate debt securities	\$ 4,992	\$ —	\$ 4,992	\$ —
Total short-term investments	<u>\$ 4,992</u>	<u>\$ —</u>	<u>\$ 4,992</u>	<u>\$ —</u>
Total	<u>\$ 26,739</u>	<u>\$ 21,747</u>	<u>\$ 4,992</u>	<u>\$ —</u>

As of December 31, 2024

	Total	Level 1	Level 2	Level 3
Assets:				
Cash equivalents:				
Money market funds	\$ 137,251	\$ 137,251	\$ —	\$ —
Total cash equivalents	\$ 137,251	\$ 137,251	\$ —	\$ —
Short-term investments:				
U.S. treasury securities	\$ 12,486	\$ 12,486	\$ —	\$ —
Commercial paper	20,666	—	20,666	—
Corporate debt securities	107,241	—	107,241	—
Total short-term investments	\$ 140,393	\$ 12,486	\$ 127,907	\$ —
Total	\$ 277,644	\$ 149,737	\$ 127,907	\$ —

Note 4. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets totaled approximately \$9.2 million and \$9.3 million as of December 31, 2024 and 2025, respectively, consisting mainly of prepaid service fees related to games and films, insurance, and other receivables from sublease. As of December 31, 2025, prepaid fees for games and films totaled \$5.7 million.

Note 5. Produced and Licensed Content Costs

The Company started its film business in 2024, and produced content costs as of December 31, 2024 and 2025 were as follows (in thousands):

	As of December 31, 2025		
	Predominantly Monetized Individually	Predominantly Monetized as a Group	Total
Produced content:			
In development or pre-production	\$ 5,713	\$ —	\$ 5,713
Total produced content costs	<u>\$ 5,713</u>	<u>\$ —</u>	<u>\$ 5,713</u>
Current portion			\$ —
Noncurrent portion			<u>\$ 5,713</u>

	As of December 31, 2024		
	Predominantly Monetized Individually	Predominantly Monetized as a Group	Total
Produced content:			
In development or pre-production	\$ 5,766	\$ —	\$ 5,766
Total produced content costs	<u>\$ 5,766</u>	<u>\$ —</u>	<u>\$ 5,766</u>
Current portion			\$ —
Noncurrent portion			<u>\$ 5,766</u>

As of December 31, 2024 and 2025, the Company does not have licensed content. The amortization and impairment of produced content costs were both nil for the years ended December 31, 2024 and 2025.

During 2025, the Company derecognized certain produced content assets that were deemed no longer usable. As a result of the derecognition, the Company recognized a charge of \$1.3 million within research and development expense in its consolidated statements of operations.

Note 6. Property and Equipment, Net

Property and equipment, net as of December 31, 2024 and 2025, were as follows (in thousands):

	As of December 31,	
	2024	2025
Electronic equipment	\$ 811	\$ 7,890
Office and other equipment	951	703
Vehicles	10	5
Leasehold improvements	9,637	7,312
Construction in progress	21	—
Property and equipment, gross	11,430	15,910
Accumulated depreciation and amortization	(7,481)	(6,890)
Property and equipment, net	\$ 3,949	\$ 9,020

Depreciation and amortization expense was \$6.3 million, \$3.3 million and \$1.8 million for the years ended December 31, 2023, 2024 and 2025, respectively.

As of December 31, 2024 and 2025, there is no property and equipment under finance leases.

Note 7. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities as of December 31, 2024 and 2025 were as follows (in thousands):

	As of December 31,	
	2024	2025
Litigation settlements	\$ 174,000	\$ 634
Accrued Special Cash Bonus ⁽¹⁾	—	9,487
Accrued payroll	5,353	5,115
Accrued professional fees	3,155	1,891
Accrued CEO Bonus ⁽²⁾	3,667	—
Contract liabilities	—	2,059
Other	1,482	324
Accrued expenses and other current liabilities	\$ 187,657	\$ 19,510

- (1) In November 2025, the Compensation Committee approved a cash bonus distribution to equity award holders pursuant to the Company's 2021 Plan. Subject to satisfying specific eligibility criteria, holders of RSUs, PSUs and RSAs (collectively, "Eligible Equity") will receive cash bonus in the amount of USD \$0.55 per Eligible Equity (the "Special Cash Bonus"). The Special Cash Bonus is scheduled for distribution in 2026.
- (2) In June 2024, the Compensation Committee approved a retention bonus to CEO with a total amount of \$15.0 million for his continuous services provided with respect to the Company and his efforts related to the Committee on Foreign Investments in the United States ("CFIUS") investigation settlement and ongoing litigations, and signing of amended severance and change of control agreement with removal of certain terms (the "CEO Bonus"). The CEO Bonus is paid in installments for a period no longer than eight months. For the year ended December 31, 2024, CEO Bonus amounting to \$15.0 million was included in selling, general and administrative expenses in the consolidated statements of operations. As of December 31, 2025, the CEO Bonus has been fully paid.

Note 8. Leases

The balances for the operating leases where the Company is the lessee are presented in the consolidated balance sheets as follows (in thousands):

	As of December 31,	
	2024	2025
Operating leases:		
Operating lease right-of-use assets	\$ 16,328	\$ 15,103
Operating lease liabilities, current	\$ 6,336	\$ 6,215
Operating lease liabilities, noncurrent	17,954	13,833
Total operating lease liabilities	\$ 24,290	\$ 20,048

The components of lease expense were as follows (in thousands):

	Year Ended December 31,		
	2023	2024	2025
Operating lease expense:			
Operating lease expense ⁽¹⁾	\$ 9,671	\$ 7,330	\$ 5,574
Finance lease expense:			
Amortization of leased assets	\$ 323	\$ —	\$ —
Interest on lease liabilities	105	—	—
Total finance lease expense	\$ 428	\$ —	\$ —
Total lease expense	\$ 10,099	\$ 7,330	\$ 5,574
Sublease income ⁽²⁾:	\$ 700	\$ 1,204	\$ 2,936

(1) Includes short-term leases and variable lease costs, which are immaterial.

(2) Includes sublease income of \$0.05 million and \$0.1 million from a related party in 2024 and 2025, respectively, refer to Note 16. Related Party Transactions for further information.

Other information related to leases where the Company is the lessee is as follows:

	As of December 31,	
	2024	2025
Weighted-average remaining lease term:		
Operating leases	6.5 years	5.7 years
Weighted-average discount rate:		
Operating leases	7.6%	8.1%

Supplemental cash flow information related to leases where the Company is the lessee is as follows (in thousands):

	Year Ended December 31,		
	2023	2024	2025
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 7,625	\$ 6,341	\$ 7,804
Operating cash flows from finance leases (interest payments)	\$ 71	\$ —	\$ —
Financing cash flows from finance leases	\$ 3,318	\$ —	\$ —
Right-of-use assets obtained in exchange for lease obligations:			
Operating lease liabilities	\$ 35	\$ 750	\$ 1,547

As of December 31, 2025, the maturities of the Company's operating lease liabilities (excluding short-term leases) are as follows (in thousands):

	Operating Leases
2026	\$ 7,530
2027	6,556
2028	2,721
2029	2,515
2030	2,234
Thereafter	6,343
Total minimum lease payments	27,899
Less: lease incentives receivable ⁽¹⁾	(558)
Less: imputed interest	(7,293)
Present value of minimum lease payments	20,048
Less: current portion	6,215
Lease obligations, noncurrent	\$ 13,833

(1) Lease incentives receivable represents amounts relating to the Company's leasehold improvements that will be paid by the landlord pursuant to lease provisions with relevant landlord.

Note 9. Long-term Investments

Long-term investments as of December 31, 2024 and 2025 were as follows (in thousands):

	As of December 31,	
	2024	2025
Equity method investments	\$ 10,333	\$ 13,287
Total	\$ 10,333	\$ 13,287

The carrying amount of the Company's equity method investments was \$10.3 million and \$13.3 million as of December 31, 2024 and December 31, 2025, respectively. As of December 31, 2025, the carrying amount of the Company's equity method investments exceeded the Company's proportionate share of the carrying amount of the investees' underlying net assets by approximately \$9.5 million based on the December 31, 2025 spot exchange rate, which substantially relates to equity method goodwill and is not amortized as a basis difference.

In August 2024, the Company through its VIE, Beijing Xiong Xiong, acquired 20.0% equity interest of a private company, Guangzhou Sansanerchuan Culture Communication Co., Ltd. ("Guangzhou Sansan"), with cash consideration of RMB20.0 million (approximately equivalent to \$2.8 million).

In October 2024, the Company through its VIE, Beijing Xiong Xiong, acquired 49.0% equity interest of a private company, Beijing Banpingcu Network Technology Co., Ltd. ("Beijing Banpingcu"), with cash consideration of RMB25.0 million (equivalent to \$3.4 million). In 2025, one of the executive directors of Beijing Banpingcu provided technical consultant services to the Company and the total service fee was \$0.07 million for the year ended December 31, 2025.

In November 2024, the Company through its VIE, Beijing Xiong Xiong, acquired 30.0% equity interest of a private company, Beijing Xuanbai Culture Communication Co., Ltd. ("Beijing Xuanbai"), with cash consideration of RMB30.0 million (equivalent to \$4.2 million).

In June 2025, the Company through its VIE, Beijing Xiong Xiong, acquired 30.0% equity interest of a private company, Beijing Kunxun Interactive Entertainment Network Technology Co., Ltd. ("Beijing Kunxun"), with cash consideration of RMB17.5 million (equivalent to \$2.4 million).

Note 10. Equity

Special Cash Distribution

On November 25, 2025, the Board of Directors of the Company approved the payment of a special cash distribution (the "Cash Distribution") equal to \$0.55 per common share of the Company, to each holder of record as of November 26, 2025. The Cash Distribution was paid in December 2025 for an aggregate amount of \$132.8 million.

The Cash Distribution is treated as a return of capital to the extent that it exceeds the Company's accumulated earnings.

Note 11. Commitments and Contingencies

Game Development Commitments

As of December 31, 2025, the Company had contractual commitments primarily related to a game development agreement entered into 2025. The agreement requires a fixed upfront development fee of \$17.1 million, which was paid in full in January 2026.

Indemnification Obligations

The Company has entered into indemnification agreements with its officers, directors, and certain current and former employees, and its certificate of incorporation and bylaws contain certain indemnification obligations. It is not possible to make a reasonable estimate of the maximum potential amount under these indemnification agreements due to the unique facts and circumstances involved in each particular agreement. Additionally, the Company has a limited history of prior indemnification claims, and the payments it has made under such agreements have not had a material adverse effect on its results of operations, cash flows, or financial position. However, to the extent that valid indemnification claims arise in the future, future payments by the Company could be significant and could have a material adverse effect on its results of operations or cash flows in a particular period.

Payroll Protection Program (“PPP”) Loan

In April 2020, the Company received loan proceeds in the amount of \$4.1 million under the Small Business Administration (“SBA”) Paycheck Protection Program established under Section 1102 of the Coronavirus Aid, Relief and Economic Security (“CARES”) Act. The loan accrued interest at a rate of 1.0% per annum and originally matured in 24 months. All of the proceeds of the PPP Loan were used by the Company to pay eligible payroll costs and the Company maintained its headcount and otherwise complied with the terms of the PPP Loan.

In October 2020, the Company applied for forgiveness of the PPP Loan and corresponding accrued interest, which was approved by the SBA in June 2021, resulting in a gain on loan extinguishment of \$4.2 million. Under the PPP, the SBA reserves the right to audit any PPP loan forgiveness application for a period of six years from the date of loan forgiveness.

Litigation and Legal Proceedings

Except as described below, the Company believes it is not presently a party to any litigation the outcome of which, if determined adversely against the Company, would individually or in the aggregate have a material adverse effect on the Company’s business, financial condition, cash flows, or results of operations.

Shareholder Securities Litigation

On August 31, 2022, a securities class action (the “August 2022 Action”) complaint was filed, in the United States District Court for the Southern District of California, against the Company and certain of its current and former directors and officers (Xiaodi Hou, Mo Chen, Cheng Lu, Patrick Dillon, and James Mullen), and the underwriters who underwrote its IPO, on behalf of a putative class of stockholders who acquired its securities from April 15, 2021, through August 1, 2022. The August 2022 Action is captioned: *Dicker v. TuSimple Holdings, Inc. et al.*, 3:22-cv-01300-BEN-MSB (S. D. Cal.). The complaint filed in the August 2022 Action alleged, among other things, that the Company and certain of its current and former directors and officers violated Sections 11 and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act by making materially false or misleading statements, or failing to disclose information it was required to disclose, regarding the Company’s autonomous driving technology. The complaint sought unspecified monetary damages on behalf of the putative class and an award of costs and expenses, including reasonable attorneys’ fees.

On November 10, 2022, a second securities class action (the “November 2022 Action”) complaint was filed in the United States District Court for the Southern District of New York against the Company and certain of its current and former directors and officers (Xiaodi Hou, Mo Chen, Cheng Lu, Eric Tapia, Patrick Dillon, and James Mullen), and the underwriters who underwrote its IPO, on behalf of a putative class of stockholders who acquired its securities from April 15, 2021, through October 31, 2022. The November 2022 Action was originally captioned: *Woldanski v. TuSimple Holdings, Inc., et al.*, 1:22-cv-09625-AKH (S.D.N.Y.). The complaint in the November 2022 Action alleged, among other things, that the Company and certain of its current and former directors and officers violated Sections 11, 12(a), and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act, by making false or misleading statements, or failing to disclose information it was required to disclose, regarding the Company’s related party transaction with Hydron, Inc. (“Hydron”) and the Company’s sharing of confidential information and proprietary technology with Hydron without approval from the Company’s Board of Directors. The complaint sought unspecified monetary damages on behalf of the putative class and an award of costs and expenses, including reasonable attorneys’ fees. The November 2022 Action was transferred to the Southern District of California and was re-captioned: *Woldanski v. TuSimple Holdings, Inc., et al.*, 3:23-cv-00282-BEN-MSB (S. D. Cal.).

On March 28, 2023, the Company made a motion to consolidate the August 2022 Action and November 2022 Action. The Court granted the motion and consolidated the August 2022 Action and November 2022 Action on July 20, 2023.

On October 2, 2023, the plaintiffs filed a consolidated and amended complaint (the “Amended Complaint”) against the Company and certain of its current and former directors and officers (Guowei “Charles” Chao, Xiaodi Hou, Mo Chen, Bonnie Yi Zhang, Cheng Lu, Patrick Dillon, Brad Buss, and Karen C. Francis) and the underwriters who underwrote its IPO, containing similar claims as asserted in the complaints filed in the August 2022 and November 2022 Actions. The Amended Complaint alleges, among other things, that the Company and certain of its current and former directors and officers violated Sections 11, 12, and 15 of the Securities Act, Sections 10(b) and 20(a) of the Exchange Act, and Rule 10b-5, by making false or misleading statements, or failing to disclose information it was required to disclose, regarding the Company’s related party transactions with Hydron, the sharing of confidential information and proprietary technology with Hydron without approval from the Company’s Board of Directors, the Company’s safety profile, and certain of the Company’s risk factors.

On August 26, 2024, the parties agreed to settle the Consolidated Action for \$189.0 million, without any admission of liability or wrongdoing. The Court approved the settlement and entered judgment on December 18, 2024. The judgment became final on June 18, 2025.

The Company recorded an expense of \$174.0 million in selling, general and administrative expenses in the consolidated statements of operations for the year ended December 31, 2024 and shareholder securities litigation settlement in accrued expenses and other current liabilities in the consolidated balance sheets based on the amount borne by the Company. The Company also recorded the \$174.0 million in escrow account in restricted cash, current in the consolidated balance sheets as of December 31, 2024. The remaining \$15.0 million was covered by insurance. As of December 31, 2025, following the judgment becoming final on June 18, 2025, \$174.0 million was paid.

There has been no material update to this matter as of the issuance date of the 2025 financial statements.

Shareholder Derivative Actions

On November 28, 2022, a shareholder derivative action was filed in the Delaware Court of Chancery by a stockholder purportedly on behalf of the Company against certain of its current and former directors and officers (Xiaodi Hou, Mo Chen, Brad Buss, Karen Francis, Michelle Sterling, and Reed Warner) and Hydron alleging, among other things, that certain of the Company’s current and former directors and officers breached their fiduciary duties to the Company in connection with a related party transaction with Hydron: *Nusbaum v. Hou et al.*, 2022-1095-PAF (Del. Ch.). The shareholder derivative action also alleged breaches of fiduciary duties against certain of the Company’s current and former directors and officers in connection with the restructuring of the Company’s Board of Directors.

On December 15, 2022, a second shareholder derivative action was filed in the Delaware Court of Chancery by a stockholder purportedly on behalf of the Company against certain of its current and former directors and officers (Xiaodi Hou, Mo Chen, Cheng Lu, Patrick Dillon, Eric Tapia, James Mullen, Brad Buss, Charles Chao, Karen Francis, Michelle Sterling, Reed Werner, and Bonnie Zhang) alleging similar claims to the action filed on November 28, 2022: *Young v. Hou et al.*, 2022-1157-PAF (Del. Ch.). The second shareholder derivative action additionally asserted, among other things, claims regarding the safety of the Company’s technology and alleged inadequacy of the Company’s internal controls.

On March 6, 2023, a third shareholder derivative action was filed in the Delaware Court of Chancery by a stockholder purportedly on behalf of the Company against certain of its current and former directors and officers (Xiaodi Hou, Brad Buss, Mo Chen, Charles Chao, Karen Francis, Wendy Hayes, Cheng Lu, James Lu, Michael Mosier, Michelle Sterling, Reed Werner, and Bonnie Zhang), alleging similar claims to the actions filed on November 28, 2022, and December 15, 2022: *Wolfson v. Hou et al.*, 2023-0279-PAF (Del. Ch.). The stockholder has since purported to voluntarily dismiss her action.

On March 9, 2023, the Company made a motion to consolidate all of the above shareholder derivative actions. The Court granted the motion and consolidated the shareholder derivative actions on May 5, 2023. A consolidated complaint was filed on July 24, 2023, against certain of the Company’s current and former directors and officers (Xiaodi Hou, Mo Chen, Brad Buss, Karen C. Francis, and Reed Werner), Hydron, and the Company as nominal defendant, containing substantially the same claims as asserted in the complaint filed in *Nusbaum v. Hou et al.*, 2022-1095-PAF (Del. Ch.).

On August 17, 2023, the Delaware Court of Chancery entered an order staying the consolidated action through February 9, 2024, pending an investigation by a special litigation committee formed by the Board of Directors to assess and determine whether the pursuit of derivative claims asserted in the consolidated action would be in the Company's best interests; the Board of Directors previously delegated to the committee its authority to take all actions advisable, appropriate, and in the best interests of the Company and its shareholders with respect to the pending shareholder derivative litigation.

On December 22, 2023, a federal shareholder derivative action (the "Wilhoite Action") was filed in the United States District Court for the Southern District of California by stockholders purportedly on behalf of the Company against certain of its current and former directors and officers (Xiaodi Hou, Mo Chen, Cheng Lu, and Charles Chao), Hydron, and TuSimple as nominal defendant, alleging violations of the Defend Trade Secrets Act of 2016, the California Uniform Trade Secrets Act, and civil conspiracy for the alleged transfer to Hydron of TuSimple trade secrets: *Wilhoite v. Hou et al.*, 3:23-cv-02333-BEN-MSB (S.D. Cal.).

On December 17, 2024, the parties in the Consolidation Action and the Wilhoite Action, except Xiaodi Hou, agreed to settle both Actions for \$42.5 million, without any admission of liability or wrongdoing. The Plaintiffs moved for approval of the settlement on December 19, 2024 in the United States District Court for the Southern District of California. On April 17, 2025, the Court preliminarily approved the settlement. The Court held a final approval hearing on July 18, 2025 and issued an order approving the settlement and entering judgment on July 23, 2025.

On August 19, 2025, Xiaodi Hou appealed the settlement to the U.S. Court of Appeal for the Ninth Circuit. Xiaodi Hou's opening brief was filed on March 3, 2026. The Company's responding brief is due on May 1, 2026.

The timing of the resolution of the appeal is uncertain. Should the settlement become final, the Company expects to receive approximately \$30.0 million. Assuming the settlement becomes final, then there should be no material financial impact on the Company's consolidated statement of operations.

On February 18, 2025, Camac Fund, L.P. ("Camac"), a stockholder of the Company, filed in the Delaware Chancery Court a derivative action on behalf of the Company against certain of its current and former directors and officers (Mo Chen, Cheng Lu, Jianan Hao, James Lu, Albert Schultz, Zhen Tao, and Charles Chao), and Sina Corporation, and naming the Company as nominal defendant: *Camac Fund, L.P. v. Chen et al.*, No. 2025-0181-PAF (Del. Ch.) (the "Camac Fund Action"). The Camac Fund Action alleges that defendants breached their fiduciary duties and wasted corporate assets by refocusing the Company's business on animation and videogaming, causing the Company to engage in certain transactions with alleged related parties, and making alleged misrepresentations concerning the Company's corporate strategy, operations, and utilization of assets.

On April 11, 2025, Camac filed a motion to expedite proceedings and a motion for a temporary restraining order that would restrict the Company from transferring more than \$1.0 million abroad each month. The Court denied both motions on April 28, 2025. The deadline to move to dismiss the complaint is March 24, 2026, and any motion to dismiss briefing is scheduled to be completed by June 22, 2026. The Company is unable to estimate the potential loss or range of loss, if any, associated with these, or any similar, lawsuit, which could be material.

Delaware Court of Chancery Voting Agreement Litigation

On November 22, 2024, two entities beneficially owned by Dr. Xiaodi Hou, White Marble LLC and White Marble International Limited ("White Marble"), filed an action in the Delaware Court of Chancery against the Company and Mo Chen, a director and stockholder of the Company. See *White Marble LLC v. Chen, C.A. No. 2024-1208-PAF* (Del. Ch.). The action alleges that the Company's proxy materials for the 2024 annual stockholder meeting contain false and misleading statements about the November 9, 2022, Voting Agreement by and between Mr. Chen and White Marble (the "Voting Agreement"). The action seeks a declaratory judgment that the Voting Agreement expired on November 9, 2024, and that Mr. Chen lost his right to vote the shares beneficially owned by Dr. Hou and White Marble covered by the Voting Agreement, which shares account for approximately 29.7% of the voting power of all outstanding shares of the Company as of the filing date of the action. On November 22, 2024, White Marble also moved for expedited proceedings and a temporary restraining order enjoining the Company from conducting its annual meeting scheduled for December 20, 2024, until the Court adjudicated the Voting Agreement controversy. The Court ordered briefing on White Marble's motion to expedite. Defendants did not oppose expedition, and on November 27, 2024, the Court held a telephonic hearing on the motion and granted expedition. The Company informed the Court that it is neutral as to the dispute between Dr. Hou and Mr. Chen as to the merits of the Voting Agreement controversy. The parties then engaged in negotiations for a proposed status quo order to resolve White Marble's motion to enjoin the

Company's annual meeting. The parties submitted competing proposed status quo orders to the Court on December 9, 2024. The Court entered a status quo order on December 13, 2024, which substantially reflected the proposed order submitted by the Company and allowed the Company's annual meeting to proceed as scheduled on December 20, 2024. On January 6, 2025, White Marble filed an amended complaint that does not name the Company as a defendant. On May 14 and 15, 2025, the action proceeded to trial against Mr. Chen as the sole defendant. On October 31, 2025, the Court issued an opinion in Mo Chen's favor, finding the Voting Agreement valid and enforceable. The Court further found that the Voting Agreement only terminates upon the parties' written agreement, and the parties have not mutually agreed to terminate the Voting Agreement. Accordingly, on November 13, 2025, the Court entered a partial final judgment in favor of Mo Chen with respect to Count I of the amended complaint. The Court's order reiterated that the "Voting Agreement executed on November 9, 2022, is valid, enforceable, and has not been terminated." The window for White Marble to appeal the Court's judgment on Count I has expired. On December 30, 2025, White Marble also filed a notice of voluntary dismissal of Count II, without prejudice.

The Company is unable to estimate the potential loss or range of loss, if any, associated with this, or any similar, lawsuit, which could be material.

Regulatory Investigations

CFIUS

On February 18, 2022, the Company, together with certain related companies, entered into a national security agreement (the "NSA") with the Committee on Foreign Investment in the United States ("CFIUS"), represented by the U.S. Department of the Treasury and the U.S. Department of Defense, as the CFIUS Monitoring Agencies ("CMAs"). The NSA was entered into in order to resolve certain risks to the national security of the United States that were identified by CFIUS in connection with the March 1, 2017 and April 4, 2017 indirect acquisition of assets of TuSimple LLC, by the Company. On November 10, 2022, Dr. Xiaodi Hou and Mr. Mo Chen, exercising their rights as significant Company shareholders, removed the Company's four independent directors, including the NSA-mandated Security Director. Following the removal of the independent directors, the position of Security Director as well as the Government Security Committee ("GSC") of the Company Board of Directors temporarily became vacant. The CMAs subsequently notified the Company that the CMAs had commenced an investigation regarding whether the removal of the Company's independent directors—including the Security Director and the directors occupying the GSC—constituted a violation of the NSA. The CMAs later issued a notice of penalty alleging that the removal of the independent directors constituted a violation of the NSA.

The CMAs also notified the Company that they had commenced an investigation as to whether the Company had transferred "Covered IP", which includes a category of Company intellectual property that is subject to certain restrictions under the NSA, to third parties in the course of the Company's communications with those parties, resulting in violations of material provisions of the NSA. At no point did the CMAs issue a notice of penalty based on this investigation.

On May 17, 2024, the Company and the CMAs entered into a settlement agreement under which the Company agreed to pay a fine of \$6.0 million and additional fine of \$2.5 million if transfer of Covered IP is not certified as required in order to resolve the alleged violations related to removal of the Company independent directors in November 2022 as well as the investigation related to the Company Covered IP. The agreement did not involve any admission by the Company that the conduct under investigation violated the NSA.

The Company recorded an expense of \$6.0 million in selling, general and administrative in the consolidated statements of operations for the year ended December 31, 2024. As of December 31, 2024, the transfer of Covered IP has been certified as required, therefore the Company did not accrue the \$2.5 million fine in its consolidated financial statements.

There has been no material update to this matter as of the issuance date of the 2025 financial statements.

Securities and Exchange Commission Investigation

In December 2022, the staff of the Division of Enforcement of the U.S. Securities and Exchange Commission (the "SEC") began an investigation of the Company regarding (1) a potential related party transaction between the Company and Hydron (f/k/a Turing Auto), a company founded by Mr. Chen, a co-founder of the Company and greater than 10% beneficial owner, and (2) potential information sharing between the U.S. and China that, if it was found to have occurred, would not have been permitted

under the NSA. The Company conducted its own investigation into the potential related party transaction prior to the SEC Staff's investigation, and on October 31, 2022, issued a Form 8-K stating that the value of the work performed for Hydron to consider a potential OEM relationship exceeded \$120,000 and constituted a related party transaction. The SEC's investigation was also focused on whether, as part of the Hydron relationship, the Company shared certain intellectual property with China that would not have been permitted under the NSA.

The Company does not have any additional update or information.

U.S. Customs and Border Protection ("CBP")

In November 2023, the Company shipped Nvidia A100 chips to its subsidiary in Australia. The Company confirmed the U.S. export classification and exportability of A100 chips with Sandler, Travis & Rosenberg (ST&R), a U.S. based international trade law firm, prior to the shipment of the chips. The Company, through its legal office, represented to ST&R that the chips would be for internal Company use in Australia. ST&R reviewed the technical specification information for the chips and confirmed that they could be exported to Australia without a U.S. export license as authorized by 15 CFR 742.6(a)(6).

U.S. Customs and Border Protection ("CBP") later performed a seizure of the Nvidia A100 chips. The Company submitted a petition in March 2024, and CBP confirmed receipt of the petition and requested for information and documentation related to the shipment in May 2024. The Company submitted its response in July 2024 and CBP issued a determination in February 2025 denying the Company's petition for relief. The Company subsequently submitted an appeal in April 2025. There has been no material update to this matter since April 2025.

Anonymous Shareholder Letter

On July 30, 2024, the Company received an anonymous letter (the "Anonymous Letter") from a purported shareholder with concerns about management's approach to the Company's new AI-Generated Content ("AIGC") expansion and an alleged diversion of assets to China. The Anonymous Letter raised the following three concerns: (1) that management may have redirected resources from autonomous driving toward animation and AIGC without proper disclosure to the Board of Directors and shareholders, (2) that the Company's AIGC expansion may have been motivated by management or director self-dealing, and (3) that the Company may have improperly diverted assets to China for non-business purposes.

The Company engaged outside counsel to review these issues, and after a thorough investigation, outside counsel and the Company's Audit Committee determined that the concerns raised in the Anonymous Letter were unfounded. As announced on August 14, 2024, the Company has been working to leverage its existing technology by exploring new business opportunities in animation and AIGC. Based on outside counsel's review, the Audit Committee determined that no further action was required.

There has been no material update to this matter as of the issuance date of the 2025 financial statements.

CreateAI v. Bot Auto Inc.

CreateAI Holdings, Inc. v. Bot Auto TX, Inc., No. 24-BC11A-00007 (Tex. Bus. Ct.—Houston Div.): CreateAI Holdings, Inc. and its subsidiary CreateAI, Inc. have brought claims for misappropriation of trade secrets against Bot Auto TX, Inc. Bot Auto filed motions for summary judgment on July 2, 2025 seeking pre-trial dismissal of the Company's claims. The Court denied Bot Auto's motions for summary judgment on February 2, 2026. The action is presently in discovery and following the denial of Bot Auto's dispositive motions, the Court has reset the trial date from March 9, 2026 to October 19, 2026.

CreateAI, Inc. v. Bot Auto, Inc. et al., No. 4:25-cv-03371 (S.D. Tex.): CreateAI, Inc. has brought claims for patent infringement against Bot Auto, Inc. and its subsidiaries. Bot Auto filed a motion to dismiss on September 22, 2025 seeking pre-trial dismissal of the Company's claims. The Court denied Bot Auto's motion to dismiss on February 18, 2026. The action is presently in discovery with a trial date to be determined.

Note 12. Stock-Based Compensation

2017 Share Plan

In April 2017, the Company adopted the 2017 Share Plan (the “2017 Plan”) under which employees, directors, and consultants may be granted various forms of equity incentive compensation at the discretion of the board of directors, including stock options, restricted shares, RSUs, and SVAs.

Stock options granted under the 2017 Plan have a contractual term of ten years and have varying vesting terms, but generally vest over a requisite service period of four years. The exercise price of the stock options granted may not be less than the par value of the common stock on the grant date for non-U.S. tax residents and may not be less than the fair market value of the common stock on the grant date for U.S. tax residents. Certain stock options contain a performance condition and are only exercisable subject to the grantee’s continuous service and the completion of an IPO. Such performance conditions were satisfied upon the closing of the Company’s IPO in April 2021.

In March 2021, the Company’s board of directors approved an amendment to the 2017 Plan to increase the number of shares of common stock reserved for issuance by 2,300,000 shares, for a total of 24,267,694 shares reserved.

The 2017 Plan was terminated in connection with the Company’s IPO in April 2021, and the Company will not grant any additional awards under the 2017 Plan. However, the 2017 Plan will continue to govern the terms and conditions of the outstanding awards previously granted under the 2017 Plan.

2021 Equity Incentive Plan

In March 2021, the board of directors adopted the 2021 Equity Incentive Plan (the “2021 Plan”), which became effective upon its approval by the board of directors, but for which no awards were eligible to be granted prior to the Company’s IPO in April 2021. The 2021 Plan provides for the grant of stock options, stock appreciation rights (“SARs”), restricted stock, and RSUs to the Company’s employees, directors, and consultants. The number of shares of the Company’s Class A common stock reserved for issuance under the 2021 Plan is 20,134,146 plus up to 20,180,166 shares of Class A common stock subject to awards originally granted under the Company’s 2017 Plan that were outstanding on the IPO Date and that subsequently are or were forfeited, expire or lapse unexercised or unsettled and Class A common stock issued pursuant to awards granted under the Company’s 2017 Plan that were outstanding on the IPO Date and that are or were subsequently forfeited to or reacquired by the Company.

In December 2022, the board of directors and stockholders of the Company approved an amendment (the “2021 Plan Amendment”) to the 2021 Plan, subject to which the Company increased the number of shares of Class A Common Stock reserved for issuance under the 2021 Plan by an additional 13,000,000 shares. Additionally, the 2021 Plan Amendment increases the automatic share increase provision in the event that the aggregate number of shares of Class A Common Stock that are available for issuance under the plan as of the last day of a fiscal year (commencing with the last day of the 2023 fiscal year) is less than five percent (5%) of the company capitalization (as of such date) (the “Automatic Trigger”), then on the first day of each fiscal year of the Company commencing with the fiscal year beginning on January 1, 2024 and continuing for each fiscal year thereafter for the duration of the plan (ending on and including the fiscal year commencing on January 1, 2031), the aggregate number of shares of Class A Common Stock that may be issued under the plan will automatically increase in an amount equal to the lesser of (i) five percent (5%) of the company capitalization on the last day of the immediately preceding fiscal year or (ii) such number of shares of Class A Common Stock as may be determined by the board of directors prior to the date of the automatic increase. Furthermore, the 2021 Plan Amendment provides that in the event that the Automatic Trigger is not attained, the board of directors retains the authority in its sole discretion to, prior to the date that such automatic increase would have occurred had the Automatic Trigger been attained, increase the aggregate number of shares of Class A Common Stock that may be issued under the plan in any such fiscal year (commencing with the fiscal year beginning on January 1, 2024 and continuing for each fiscal year thereafter for the duration of the plan (ending on and including the fiscal year commencing on January 1, 2031)) by up to five percent (5%) of the company capitalization on the last day of the immediately preceding fiscal year as if the Automatic Trigger had been attained in accordance with its terms.

2021 Employee Stock Purchase Plan

In March 2021, the board of directors adopted the 2021 Employee Stock Purchase Plan (the “2021 ESPP”), which became effective upon the Company’s IPO in April 2021. The 2021 ESPP authorizes the issuance of shares of Class A common stock pursuant to purchase rights granted to employees. A total of 2,013,414 shares of the Company’s Class A common stock have been reserved for future issuance under the 2021 ESPP, subject to annual increases authorized by the board of directors; however, the aggregate number of shares of Class A common stock that may be approved for issuance under the 2021 ESPP in any given fiscal year may not exceed 1% of the total number of shares of common stock issued and outstanding on the last business day of the prior fiscal year.

During the year ended December 31, 2022, 249,831 shares were purchased under the 2021 ESPP at a weighted-average price of \$9.15 per share resulting in cash proceeds of \$2.3 million. There were no shares purchased under the 2021 ESPP during the year ended December 31, 2023. In February 2023 the Company suspended the 2021 ESPP.

During the years ended December 31, 2022 and 2023, the Company did not incur significant stock-based compensation expense under the 2021 ESPP.

Stock Options

A summary of the stock option activity, including the 2021 CEO Performance Award, for the year ended December 31, 2025 is as follows (in thousands, except share amounts, per share amounts, and years):

	Options Outstanding	Weighted- Average Exercise Price	Weighted- Average Remaining Life (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2024	402,939	\$ 16.22	5.73	\$ —
Modification	286,555	\$ 18.76		
Cancelled/Forfeited	(77,793)	\$ 22.18		
Outstanding at December 31, 2025	611,701	\$ 16.65	5.00	\$ —
Vested and exercisable at December 31, 2025	611,701	\$ 16.66	5.00	\$ —

In September 2025, the Company approved an extension of the expiration date for 286,555 vested and exercisable stock options. Modification accounting was not applied as the stock options’ fair value, vesting conditions and classification as equity or liability instruments were the same immediately before and after the extension. The impact of this change was disclosed as modification within the summary of the stock option activity for the year ended December 31, 2025.

There were no stock options granted during the years ended December 31, 2023, 2024 and 2025. The aggregate intrinsic value of options exercised during the year ended December 31, 2023, 2024, and 2025 was \$0.1 million, nil, and nil, respectively.

As of December 31, 2025, unrecognized stock-based compensation expense related to unvested stock options was nil.

RSUs

The following table summarizes the activity related to RSUs for the year ended December 31, 2025:

	RSUs Outstanding	Weighted- Average Grant Date Fair Value per Share
Unvested and Outstanding at December 31, 2024	21,686,694	\$ 0.59
Granted	453,967	0.40
Vested	(5,212,178)	1.05
Cancelled/Forfeited	(1,407,071)	0.81
Unvested and outstanding at December 31, 2025	<u>15,521,412</u>	<u>\$ 0.41</u>
Vested and outstanding at December 31, 2025	<u>749,699</u>	<u>\$ 22.21</u>

RSAs

The following table summarizes the activity related to RSAs for the year ended December 31, 2025:

	RSAs Outstanding	Weighted- Average Grant Date Fair Value per Share
Unvested and Outstanding at December 31, 2024	2,200,000	\$ 0.24
Granted	10,000,000	0.40
Vested	(910,250)	0.24
Cancelled/Forfeited	—	—
Unvested and outstanding at December 31, 2025	<u>11,289,750</u>	<u>\$ 0.38</u>
Vested and outstanding at December 31, 2025	<u>910,250</u>	<u>\$ 0.24</u>

SVAs

There was no activity related to SVAs for the year ended December 31, 2025, the SVAs vested and outstanding at December 31, 2025 was nil.

As of December 31, 2025, there was \$7.1 million of unrecognized stock-based compensation expense related to RSUs and RSAs, which is expected to be recognized over a weighted-average service period of 1.4 years.

2021 CEO Performance Award

In March 2021, included in the stock options discussed above, the Company granted 1,150,000 stock option awards to Cheng Lu, its former and current CEO, with an exercise price of \$14.14 per share and a contractual life of ten years that vest upon the attainment of both operational milestones (performance conditions) and market conditions, assuming continued employment as CEO through the vesting date (the “2021 CEO Performance Award”). In March 2022, the Company underwent a change in CEO and the 2021 CEO Performance Award was cancelled in connection with the separation of Cheng Lu as CEO. As a result, the Company reversed the historical stock-based compensation expense attributable to the 2021 CEO Performance Award of \$7.1 million.

In connection with the March 2022 separation of Cheng Lu as CEO, a total of 1,850,000 time-based stock options were modified, of which 440,000 were vested as of the modification date. The terms of the modification allowed for continued vesting of the unvested stock options during the twelve-month period following Cheng Lu’s separation date on March 3, 2022 (“Transition Period”), subject to the provision of advisory services throughout the Transition Period. Upon the completion of such continuous services, all stock options subject to vesting would become vested and exercisable. Each of the modified stock options, including those vested and outstanding as of the modification date were to remain outstanding and exercisable until the earlier of: (x) the date on which any of the Company’s outstanding stock options are terminated in connection with a corporate transaction, (y) the original expiration date applicable to such stock options, and (z) the second anniversary of the date on which the transition services with the Company are terminated. The Company determined the continuous service provisions were in substance an acceleration of the unvested awards and the incremental cost related to the modified options was recorded immediately upon the separation date. Additionally, 175,000 outstanding and unvested RSUs were accelerated in full as of Cheng Lu’s separation date. As a result of these modifications, the Company recorded incremental stock compensation expense of \$13.9 million during the year ended December 31, 2022.

2022 CEO Awards

In November 2022, Cheng Lu was reappointed as the Company’s CEO. In connection with the re-appointment, on December 14, 2022, the Company granted Cheng Lu 3,425,000 RSUs that vest annually over a period of four years (the “2022 CEO RSUs”) and 3,425,000 RSUs that vest annually over a period of four years upon the attainment of market-based milestones (the “2022 CEO PSUs”, together with 2022 CEO RSUs as the “2022 CEO Awards”). The market-based vesting requirements will be satisfied if the Company’s average closing price over a 60-day trailing period exceeds certain thresholds at any time on or before November 10, 2026, as follows: (a) 33% of the units of stock will vest if such average closing price equals or exceeds \$10.00, (b) 33% of the units of stock will vest if such average closing price equals or exceeds \$15.00, and (c) 33% of the units of stock will vest if such average closing price equals or exceeds \$20.00. The 2022 CEO Awards were granted in exchange for the cancellation and forfeiture of Cheng Lu’s 1,850,000 outstanding stock options (inclusive of the 2021 CEO Performance Award, as discussed above).

2024 CEO Modifications

On March 20, 2024, the Company granted Cheng Lu 8,658,750 RSUs that vest only upon the satisfaction of both time-based service and performance-based conditions in exchange for the cancellation of Cheng Lu’s unvested and outstanding 2,568,750 RSUs under 2022 CEO RSUs (the “2024 March CEO Modification”).

On November 22, 2024, the 2024 March CEO Modification was modified as follows: 1) Cheng Lu shall receive on or about November 22, 2024 an issuance of vested shares and unvested shares, such issued unvested shares will be subject to automatic forfeiture back to the Company for no purchase price payable to Cheng Lu if the underlying RSUs for such unvested shares are not subsequently vested and earned, 2) the RSUs are vested only upon the satisfaction of time-based service requirement, 33% of the RSUs will vest on the 12 month anniversary of the grant date and remaining 67% of the RSUs will vest in equal quarterly installments over a 24 month period (the “2024 November CEO Modification”, together with 2024 March CEO Modification the “2024 CEO Modifications”).

The Company accounted for the 2024 March CEO Modification as a Type II probable-to-improbable modification under ASC 718, Compensation-Stock Compensation (“ASC 718”). The 2024 March CEO Modification did not result in any incremental fair value at the modification date, the Company recognizes the unrecognized original grant-date fair value ratably over the modified service period.

The Company accounted for the 2024 November CEO Modification as a Type III improbable-to-probable modification under ASC 718. As a result of the 2024 November CEO Modification, the incremental stock compensation expense is approximately \$2.0 million, of which \$0.1 million of the incremental stock compensation expense was recognized during the year ended December 31, 2024. 8,658,750 shares under the 2024 CEO Modifications were issued in March, 2025.

During the years ended December 31, 2023, 2024 and 2025, the Company recognized stock-based compensation expense of \$2.8 million, \$1.0 million and \$2.1 million, respectively, together with the 2022 CEO Awards, 2024 CEO Modifications and other CEO awards under the 2021 Plan (collectively, the “CEO Awards”). As of December 31, 2025, there was a total of \$2.5 million unrecognized stock-based compensation expense, which will be recognized over a weighted-average service period of 1.6 years for the CEO Awards.

Stock-based Compensation Expense

Total stock-based compensation expense was as follows (in thousands):

	Year Ended December 31,		
	2023	2024	2025
Research and development	\$ 27,180	\$ 2,540	\$ 1,585
Selling, general and administrative	15,837	3,777	4,071
Total stock-based compensation expense	<u>\$ 43,017</u>	<u>\$ 6,317</u>	<u>\$ 5,656</u>

Note 13. Income Taxes

Loss before provision for income taxes consisted of the following (in thousands):

	Year Ended December 31,		
	2023	2024	2025
U.S.	\$ (199,235)	\$ (238,777)	\$ (10,790)
Foreign	(81,300)	(115,500)	(77,393)
Loss before provision for income taxes	<u>\$ (280,535)</u>	<u>\$ (354,277)</u>	<u>\$ (88,183)</u>

The current and deferred provision for income taxes for the years ended December 31, 2023, 2024, and 2025 by the Company’s applicable jurisdictions (i.e., U.S., Cayman Islands, and Foreign) is nil for all years.

Prior to February 2021, the Company was a Cayman Islands incorporated holding company and subject to taxation under the laws of Cayman Islands, which does not impose a current tax regime. In February 2021, the Company completed a domestication pursuant to Section 388 of the Delaware General Corporation Law, becoming a Delaware corporation and no longer subject to the laws of the Cayman Islands (the “Domestication”). Following the Domestication, the U.S. federal income tax rate of 21% is the applicable statutory rate.

The Company adopted ASU 2023-09 and applied the new disclosure requirements prospectively for the year ended December 31, 2025. The reconciliation of taxes at the federal statutory rate to our provision for (benefit from) income taxes for the year ended December 31, 2025 was as follows (in thousands):

	Year Ended December 31, 2025	
	Amount	Percent
U.S. federal statutory tax rate	\$ (18,519)	21.0%
Foreign tax effects		
China		
Statutory tax rate difference between China and United States	2,547	-2.9%
Research and development tax credits	(8,657)	9.8%
Other	5,604	-6.4%
Other foreign jurisdictions	1,995	-2.3%
Changes in valuation allowances	16,515	-18.7%
Nontaxable or nondeductible items		
Stock-based compensation	585	-0.7%
Other	122	-0.1%
State and local taxes (net of federal tax benefit)	(677)	0.8%
Other adjustments	485	-0.5%
Effective tax rate	<u>\$ —</u>	<u>0.0%</u>

The reconciliation of the effect of applying the federal statutory rate to the net loss and the effective income tax rate used to calculate the Company’s income tax provision is as follows:

	Year Ended December 31,		
	2023	2024	2025
Tax at statutory rate	\$ (58,912)	\$ (74,398)	\$ (18,519)
State and local taxes (net of federal tax benefit)	(2,454)	2,567	(677)
Change in valuation allowances	45,360	31,630	16,515
Foreign tax rate differential	3,295	4,846	4,542
Research and development tax credits	(19,170)	(6,727)	(8,657)
Non-deductible expenses	—	36,540	—
Section 162(m) limitation - officers compensation	403	250	632
Uncertain tax position reserves	19,601	—	—
Stock-based compensation	12,222	2,239	585
Other	(345)	3,053	5,579
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

The effective tax rate for 2023, 2024, and 2025 was 0%, primarily due to the valuation allowances recorded on U.S. and other local jurisdiction activities that the Company concluded do not meet the more likely than not criteria for realization.

The Company recognizes the benefit of tax positions taken or expected to be taken in its tax returns in the consolidated financial statements when it is more likely than not that the position will be sustained upon examination by authorities. Recognized tax positions are measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement. The total amount of unrecognized tax benefits (“UTBs”) at December 31, 2025 was \$31.4 million. If recognized in

the future, \$28.1 million of the UTBs would impact the effective tax rate (prior to consideration of valuation allowance). The Company does not believe its total amount of unrecognized tax benefits will significantly increase or decrease within 12 months of the balance sheet date.

The reconciliation of the beginning and ending balance to total unrecognized tax position is as follows (in thousands):

	Year Ended December 31,		
	2023	2024	2025
Unrecognized tax benefit, beginning of year	\$ 9,815	\$ 31,368	\$ 31,368
Increase related to prior year tax positions	16,182	—	6
Increases related to current year tax positions	5,371	—	—
Unrecognized tax benefit, end of year	<u>\$ 31,368</u>	<u>\$ 31,368</u>	<u>\$ 31,374</u>

The Company classifies interest expense and penalties related to the underpayment of income taxes in the consolidated financial statements as income tax expense. As of December 31, 2023, 2024, and 2025, the Company recorded no accrued interest or penalties related to unrecognized tax benefits.

The Company is subject to tax examination in U.S. federal and state and other local country jurisdictions for tax years 2016 to the present.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows (in thousands):

	As of December 31,	
	2024	2025
Deferred tax assets:		
Net operating loss carryforwards	\$ 288,861	\$ 324,194
Tax credit carryforwards	25,277	25,283
Lease liability	2,494	1,634
Stock-based compensation	1,035	688
Fixed assets and intangible assets	228	312
Capitalized research expenses	39,670	26,578
Other	6,970	5,912
Gross deferred tax assets	<u>364,535</u>	<u>384,601</u>
Valuation allowance	(363,275)	(383,776)
Net deferred tax assets	<u>1,260</u>	<u>825</u>
Deferred tax liabilities:		
Capital lease assets	<u>1,260</u>	<u>825</u>
Net deferred tax liabilities	<u>1,260</u>	<u>825</u>
Net deferred tax asset/(liability)	<u>\$ —</u>	<u>\$ —</u>

As of December 31, 2025, the Company had accumulated federal and state net operating loss carryforwards of \$972.9 million and \$312.1 million, respectively. Of the \$972.9 million of federal net operating losses ("NOL"), \$965.9 million is carried forward indefinitely and \$7.0 million of NOL will expire in 2038. The \$312.1 million of state net operating loss carryforwards will begin to expire in 2038 and \$40.3 million of California state net operating losses are not more-likely-than-not to be sustained upon examination by the relevant taxing authority. As of December 31, 2025, the Company had foreign net operating loss carryforwards of \$658.0 million, \$28.5 million that is carried forward indefinitely and \$629.5 million that begin to expire between 2026 and 2035.

As of December 31, 2025, the Company had a U.S. federal and state research and development tax credit carryforward resulting in a deferred tax asset of \$55.6 million, of which \$41.0 million will expire between 2035 and 2043 and \$14.6 million does not expire.

The Company recorded a valuation allowance to reflect the estimated amount of certain U.S. federal and state, and other local jurisdictions' deferred tax assets that, more likely than not, will not be realized. In making such a determination, the Company evaluates a variety of factors including the Company's operating history, accumulated deficit, and the existence of taxable or deductible temporary differences and reversal periods. The net change in total valuation allowance for the years ended December 31, 2024 and 2025 was an increase of \$29.5 million and an increase of \$20.5 million, respectively. The 2024 and 2025 valuation allowance increases were both driven primarily by U.S. federal and state, and other local jurisdictions' NOL carryforwards that are not expected on a more likely than not basis to be realized. The net increase in 2024 and 2025 were debited to tax expense and other comprehensive income.

	As of December 31,	
	2024	2025
Beginning valuation allowance balance	\$ 333,775	\$ 363,275
Current year activity	29,500	20,501
Charge-offs/ write-offs	—	—
Ending valuation allowance balance	<u>\$ 363,275</u>	<u>\$ 383,776</u>

The Company's ability to utilize the net operating losses and tax credit carryforwards is subject to limitations in the event of an ownership change as defined in Section 382 of the Internal Revenue Code ("IRC") of 1986, as amended, and similar state law. In general, an ownership change occurs if the aggregate share ownership of certain stockholders increases by more than 50 percentage points over such stockholders' lowest percentage ownership during the testing period. The Company incurred ownership changes in 2018, 2020, and December 31, 2021 and the Company's net operating loss and tax credit carryforwards are subject to Section 382 limitations. Due to the existence of the valuation allowance, limitations created by future ownership changes, if any, related to the Company's operations in the United States will not impact the Company's effective tax rate.

Under the Corporate Income Tax Law ("CIT Law") in the PRC, Foreign Investment Enterprises ("FIEs") and domestic companies are subject to corporate income tax at a uniform rate of 25%. The Company also has subsidiaries that qualify for the High and New-Technology Enterprise program ("HNTE"), which has a preferential CIT rate of 15%.

Note 14. Net Loss Per Share Attributable to Common Stockholders

Basic net loss per share attributable to common stockholders is calculated by dividing net loss attributable to common stockholders by the weighted-average shares of common stock outstanding for the period. Diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders for all years presented because the effects of potentially dilutive items were antidilutive given the Company's net loss in each period presented.

The following table presents the calculation of basic and diluted net loss per share attributable to common stockholders (in thousands, except share and per share amounts):

	Year Ended December 31,		
	2023	2024	2025
Numerator:			
Net loss attributable to common stockholders, basic and diluted	\$ (280,535)	\$ (354,277)	\$ (88,183)
Denominator:			
Weighted-average shares used in computing net loss per share, basic and diluted	229,002,377	234,266,840	241,359,760
Net loss per share:			
Net loss per share attributable to common stockholders, basic and diluted	\$ (1.23)	\$ (1.51)	\$ (0.37)

The following potentially dilutive outstanding shares were excluded from the computation of diluted net loss per share for the periods presented due to their antidilutive effect:

	As of December 31,		
	2023	2024	2025
Options to purchase common stock	1,327,045	402,939	611,701
RSUs subject to future vesting	10,437,944	21,686,694	15,521,412
RSAs subject to future vesting	—	2,200,000	11,289,750
Total	11,764,989	24,289,633	27,422,863

Note 15. Segment Information

The segment performance measure used by the CODM is Adjusted EBITDA, which is defined as loss before provision for income taxes and share of loss from equity method investments, adjusted to exclude stock-based compensation expense, depreciation and amortization, restructuring expenses, shareholder securities litigation settlement expense, finance lease interest expense included within cost of revenue, interest income and other income (expense), net. The Company has concluded that Adjusted EBITDA better reflects the underlying business performance of the Company and is the most relevant measure considered in the Company's internal evaluation of the financial performance of its segment. The CODM does not evaluate operating segment using assets information and, accordingly, the Company does not disclose the assets information.

The following table provides information about the Company's segment and a reconciliation of consolidated loss before provision for income taxes and share of loss from equity method investments to total segment Adjusted EBITDA, inclusive of significant segment expenses information provided to the CODM (in thousands):

	Year Ended December 31,		
	2023	2024	2025
Revenue	\$ 307	\$ —	\$ 96
Less:			
Staff expense ⁽¹⁾	133,919	64,691	34,569
Other segment items ⁽²⁾	112,300	92,582	76,788
Total Segment Adjusted EBITDA	(245,912)	(157,273)	(111,261)
Reconciling item:			
Stock-based compensation expense ⁽³⁾	(48,711)	(6,399)	(5,656)
Depreciation and amortization ⁽³⁾	(5,682)	(3,255)	(1,829)
Restructuring expenses	(17,584)	(35,756)	(355)
Non-recurring securities class action litigation expense	—	(174,000)	—
Finance lease interest expense included within cost of revenue	(53)	—	—
Interest income	37,798	25,762	11,748
Other income (expense), net	(391)	(3,256)	18,941
Loss before provision for income taxes and share of loss from equity method investments	<u>\$ (280,535)</u>	<u>\$ (354,177)</u>	<u>\$ (88,412)</u>

(1) Excludes stock-based compensation expense.

(2) Mainly includes amounts related to cloud storage & computing expenses, professional fee expenses, game development expenses and office expenses.

(3) Excludes amounts related to restructuring events, which are reflected in the "restructuring expenses" line item.

Geographic Information

	As of December 31,	
	2024	2025
U.S.	\$ 14,181	\$ 10,907
APAC	13,067	18,929
Total long-lived assets, net ⁽¹⁾	<u>\$ 27,248</u>	<u>\$ 29,836</u>

(1) Long-lived assets, net excludes intangible and financial assets.

Note 16. Related Party Transactions

The Company's significant related party transactions include transactions with: a) entities under common control, b) entities on which the Company has significant influence, c) entities controlled by or affiliated with the beneficial owners, directors, or executive officers of the Company, or d) other parties which have significant influence on the entities included in a), b) or c). The following transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

One of the executive directors of Chinese Ink Paiting Xia Dao Co., Limited provided technical consultant services to the Company and the total service fee was \$0.08 million for the year ended December 31, 2025.

The Company entered into an anime intellectual property (“IP”) transfer agreement with an affiliate of Guangzhou Sansan, an equity investee of the Company, to transfer certain IP assets to the latter, for an amount of approximately \$0.7 million (originally settled at RMB5.0 million) on December 2, 2024. The full amount was received in January 2025 and the transfer of IP ownership was completed in May 2025.

The Company purchased game development outsourcing services from Guangzhou Sansan, with an amount of \$0.1 million in 2024, which has been fully paid in the first quarter of 2025.

The Company entered into a game promotion service with Guangzhou Sansan, with an amount of \$0.5 million in October 2025. Total game promotion fee paid to Guangzhou Sansan was \$0.2 million for the year ended December 31, 2025.

The Company signed a commissioned production service agreement with Beijing Kunxun in 2024 for an amount of approximately \$3.5 million (originally settled at RMB25.0 million), the latter became the related party of the Company since June 2025. Total production service fee recognized to Beijing Kunxun was \$3.5 million for the year ended December 31, 2025. Total production service fee paid to Beijing Kunxun was \$3.4 million for the year ended December 31, 2025.

The Company signed a loan agreement with Beijing Kunxun in February 2025, amounting to \$0.7 million (originally settled at RMB 5.0 million), which was repaid in June 2025.

The Company entered into a sublease agreement to lease out its excess office space to Beijing Weijing Culture Development Co., Ltd., which is ultimately controlled by Sina Corporation through VIE structure. The sublease has a term of three years starting from June 2024 and the total contract amount was approximately \$0.4 million with original settlement currency in RMB amounting to 2.9 million. The price in the sublease contract was based on the price in the original lease between the Company and a third party. The sublease income was \$0.1 million for the year ended December 31, 2025.

Note 17. Restructuring and Related Charges

During the fourth quarter of 2022 and the first half of 2023, the Board authorized various restructuring plans to rebalance the Company’s cost structure in alignment with its strategic priorities (the “Restructuring Plans”). In connection with the Restructuring Plans, the Company incurred costs consisting primarily of cash expenditures for employee transition, notice period and severance payments, employee benefits and related costs, as well as non-cash charges of certain non-current assets.

The following tables present restructuring and related charges associated with the Restructuring Plans, by line item on the consolidated statement of operations (in thousands):

	Year Ended December 31,		
	2023	2024	2025
Research and development	\$ 10,737	\$ 15,789	\$ 237
Selling, general and administrative	6,847	19,967	109
Other income (expense), net	—	—	9
Total restructuring and related cost	<u>\$ 17,584</u>	<u>\$ 35,756</u>	<u>\$ 355</u>

The following table provides the components of and changes in the accrued restructuring and related charges during the year ended December 31, 2024 and 2025 (in thousands):

	Severance and Other Termination Benefits	Long-Lived Asset Costs	Stock-based Compensation ⁽¹⁾	Contract Termination Settlements	Total
Balance as of December 31, 2024	\$ 27	\$ —	\$ —	\$ 1,168	\$ 1,195
Charges	243	—	—	112	355
Cash payments	(243)	—	—	(239)	(482)
Non-cash adjustments	—	—	—	(41)	(41)
Balance as of December 31, 2025	<u>\$ 27</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,000</u>	<u>\$ 1,027</u>

	Severance and Other Termination Benefits	Long-Lived Asset Costs	Stock-based Compensation ⁽¹⁾	Contract Termination Settlements	Total
Balance as of December 31, 2023	\$ 4,743	\$ —	\$ —	\$ —	\$ 4,743
Charges (benefits)	19,236	4,848	(83)	11,755	35,756
Cash payments	(23,952)	(2,500)	—	(2,257)	(28,709)
Non-cash adjustments	—	(2,348)	83	(8,330)	(10,595)
Balance as of December 31, 2024	<u>\$ 27</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,168</u>	<u>\$ 1,195</u>

(1) Related to reversal of stock-based compensation expense due to modification of equity awards.

Note 18. Other Income (Expense), Net

For the year ended December 31, 2025, other income (expense), net included a settlement of \$7.0 million from a business partner related to a prior-year service contract and an income of \$9.0 million from sale of assets. The amounts have been fully received in the year of 2025.

Note 19. Subsequent Events

The Company has evaluated all events or transactions that occurred after the balance sheet date up to the date that the Financial Statements were issued, and determined that there were no subsequent events or transactions that require recognition or disclosure in the consolidated financial statements, except for those disclosed within Note 11. Commitments and Contingencies and below.

In November 2025, the Company entered into production service agreements, pursuant to which the counterparties agreed to provide game development services for Heroes of Jin Yong and Three-Body Problem. The total contractual amount under the agreements was approximately \$76.5 million (denominated in RMB537.7 million). As of the issuance date of the 2025 financial statements, the Company had paid \$23.0 million (denominated in RMB161.3 million) under these agreements.

Following further negotiations, the Company obtained revised payment terms and expects to recover the full amount previously paid by the end of March 2026. This revision relates solely to the contractual terms and does not affect the scope or delivery of the production services. The amended agreement is expected to be finalized in 2026.