

TuSimple Holdings Inc.

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [02/19/2025](#)

Explanatory Note:

Updated for consistency with FY2024 annual report

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of CreateAI Holdings Inc ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- ☐ The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- ☒ The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

2. Indicate below 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: ☒

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Equiniti

Address: 48 Wall Street, Floor 23, New York, NY 10005

¹ OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Auditors: UHY LLP; External counsel: Skadden, Arps, Slate, Meagher & Flom LLP

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 31 December 2024

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	3,475,828	Class A	1.7%
Mo Chen ⁽²⁾	Chief Producer	China	6,367,314	Class A	3.1%
Jianan Hao ⁽³⁾	Chief Operating Officer	China	858,160	Class A	*
Lei Song	VP, Finance	China	—	Class A	—
James Lu ⁽⁴⁾	Director	Grinnell, IA	156,250	Class A	*
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	11.8%
TRATON SE ⁽⁷⁾	5% stockholder	See footnotes	15,782,220	Class A	7.6%
White Marble LLC ⁽⁸⁾	5% stockholder	See footnotes	13,442,314	Class A	6.4%
The Vanguard Group ⁽⁹⁾	5% stockholder	See footnotes	12,816,129	Class A	6.1%
Blackrock, Inc ⁽¹⁰⁾	5% stockholder	See footnotes	11,646,102	Class A	5.6%
Camac Partners, LLC ⁽¹¹⁾	5% stockholder	See footnotes	11,470,178	Class A	5.5%
Mo Chen ⁽²⁾	Chief Producer	China	12,000,000	Class B	50%
White Marble LLC ⁽⁸⁾	5% stockholder	See footnotes	12,000,000	Class B	50%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

* Less than 1 percent.

1. Consists of: (i) 2,575,828 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. As of the period ending December 31, 2024, 8,422,242 shares of Class A Common Stock are in the process of issuance and are excluded from the table.

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.
3. Consists of (i) 37,160 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. On September 1, 2024, 800,000 shares were granted and unvested as of the period ending December 31, 2024 subject to certain conditions and are not yet reflected in the table. As of the period ending December 31, 2024, 6,250 shares of Class A Common Stock are in the process of issuance and are excluded from the table.
4. Consists of 156,250 shares of Class A Common Stock held by Mr. Lu.
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 February 9, 2023, The Vanguard Group has shared voting power with respect to 76,904 shares, sole dispositive power with respect to 12,648,885 shares and shared dispositive power with respect to 167,244 shares. The business address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
10. Based solely on the Schedule 13G filed by the stockholder with the SEC on February 3, 2023, BlackRock, Inc. has sole voting power with respect to 11,393,298 shares and sole dispositive power with respect to 11,646,102 shares. The business address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
11. 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.

11. The Company has Convertible Debt as detailed below:

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. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Cheng Lu

Title: President and CEO

Date: 21 April 2025

Signature: /s/ Cheng Lu

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

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.