

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ZHAN HUIYU</u> (Last) (First) (Middle) RM 3008, 30/F, TWO EXCHANGE SQUARE 8 CONNAUGHT PLACE (Street) CENTRAL K3 000000 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2026	3. Issuer Name and Ticker or Trading Symbol <u>Here Group Ltd</u> [<u>HERE</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief product officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
American depository shares ⁽¹⁾	66,774	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Right to acquire shares ⁽²⁾	(3)	(3)	Class A ordinary shares	18,219,330	(2)	D	

Explanation of Responses:

- Each American depository share represents three class A ordinary shares.
- The reported securities represent shares to be received in connection with the merger transaction involving Shenzhen Yiqi Culture Co., Ltd. ("Letsvan merger deal"). A total of 18,219,330 Class A ordinary shares will be issued to the reporting person or his designated entity (referred to as the "Reporting Person") upon the conditions of the Letsvan merger deal.
- As described in footnote (2), the above mentioned shares are subject to the following restrictions, and the closing has not yet occurred as certain conditions remain unsatisfied. First Tranche: Within ten (10) business days after the closing date, 10,931,598 shares (60% of the aggregate) will be issued to the Reporting Person, subject to a one-year lock-up period. Second Tranche: Within ten (10) business days after the closing date, 3,643,866 shares (20% of the aggregate) will be issued to the Reporting Person, subject to a continued employment requirement and a four-year lock-up period, with one-fourth (1/4) of the shares vesting annually. Final Tranche: Within ten (10) business days following full vesting of the Second Tranche shares, the remaining 3,643,866 shares (the final 20% of the aggregate) will be issued to the Reporting Person, subject to a four-year lock-up period, with one-fourth (1/4) vesting annually.

HUIYU ZHAN

03/18/2026

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.