

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>Xie Dong</u> <hr/> (Last) (First) (Middle) RM 3008, 30/F, TWO EXCHANGE SQUARE 8 CONNAUGHT PLACE <hr/> (Street) CENTRAL K3 000000 <hr/> (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) Other (specify below) <u>CFO and Senior Vice President</u>	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⁾	440,355	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			
Option	04/01/2025	03/31/2031	Class A ordinary shares	265,003	0.1	D	
Option	10/01/2024	09/30/2031	Class A ordinary shares	125,000	0.1	D	
Option	10/01/2025	09/30/2031	Class A ordinary shares	125,004	0.1	D	
Option	10/01/2024	11/18/2032	Class A ordinary shares	125,002	0.1	D	
Option	10/01/2025	11/18/2032	Class A ordinary shares	125,000	0.1	D	
Option	10/01/2026	11/18/2032	Class A ordinary shares	125,000	0.1	D	
Option	04/01/2025	06/20/2034	Class A ordinary shares	75,000	0.4	D	
Option	04/01/2026	06/20/2034	Class A ordinary shares	75,000	0.4	D	
Option	04/01/2027	06/20/2034	Class A ordinary shares	75,000	0.4	D	
Option	04/01/2028	06/20/2034	Class A ordinary shares	75,000	0.4	D	

Explanation of Responses:

1. Each American depositary share represents three Class A ordinary shares.

DONG XIE

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.